ABM
ABM KNOWLEDGEWARE LIMITED
SEI CMMI Level 5 | ISO 20000-1:2018 | ISO 9001:2015 | ISO 27001:2013 Compliant Software & Services Company
Registered Office : ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai - 400 050, INDIA.
Tel. : +91 22 4290 9700 Fax : +91 22 4290 9701 www. abmindia.com CIN - L67190MH1993PLC113638

Ref: ABMHO/CSD/BSE/SG/1948
Date: 08/07/2022

To,
Listing Department,
The Bombay Stock Exchange Limited
2nd Floor, P.J. Tower
Dalal Street, Fort
Mumbai – 400 001.

Ref: ABMKNOWLEDG: 531161
Sub: Submission of Annual Report for the Financial Year 2021-2022

Dear Sirs,

This is to inform you that the 29th Annual General Meeting ("AGM") of the Company will be held on Thursday, 04th August, 2022 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are submitting herewith the Annual Report of the Company alongwith the Notice of the AGM for the Financial year 2021-2022 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website www.abmindia.com.

Kindly take the same on record.

Thanking you,

Yours sincerely,

For ABM Knowledgeware Limited

Ghanekar

Sarika Ghanekar
Company Secretary

ABM KNOWLEDGEWARE LIMITED MUMBAI

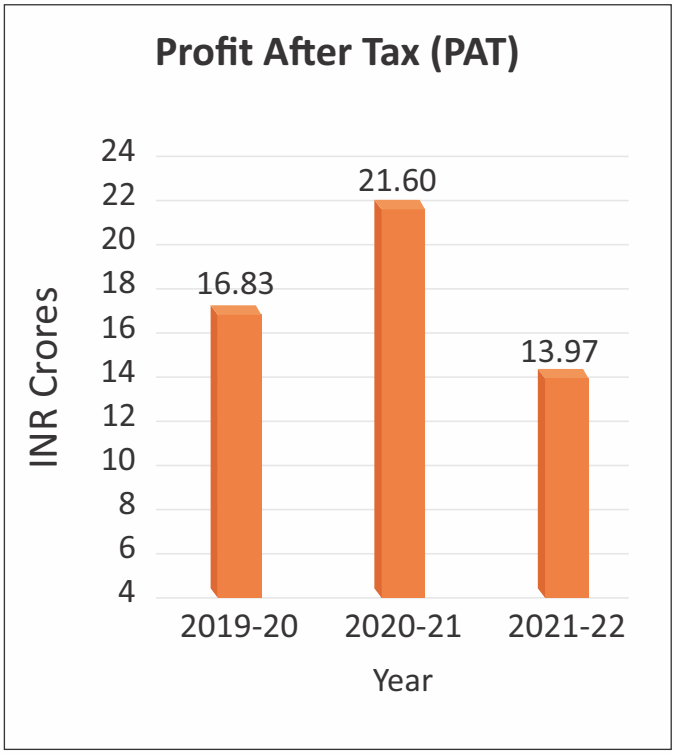
ABM

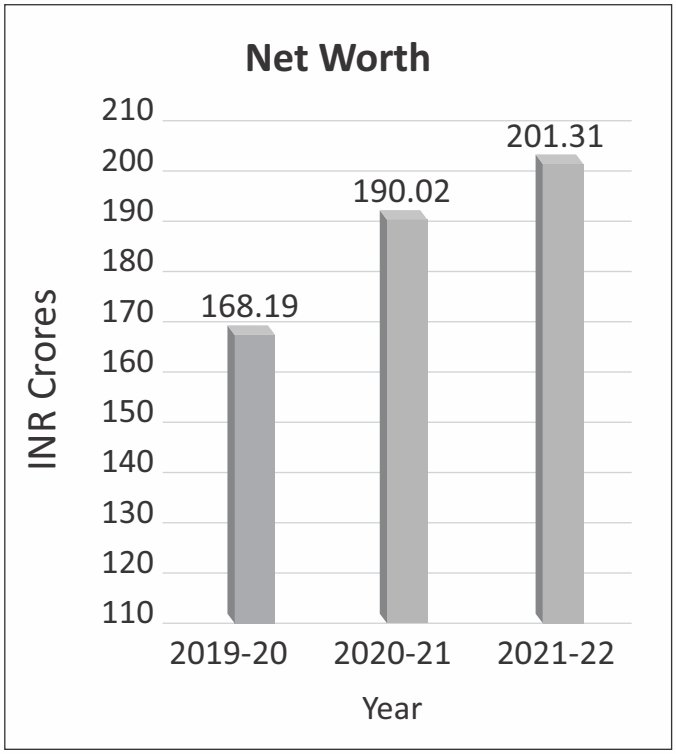
ABM KNOWLEDGEWARE LIMITED

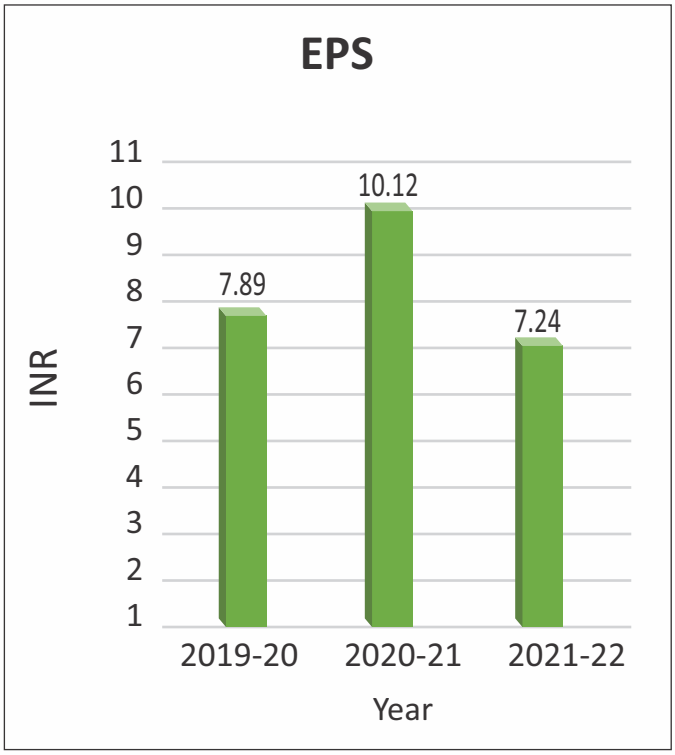
29th ANNUAL REPORT 2021-22

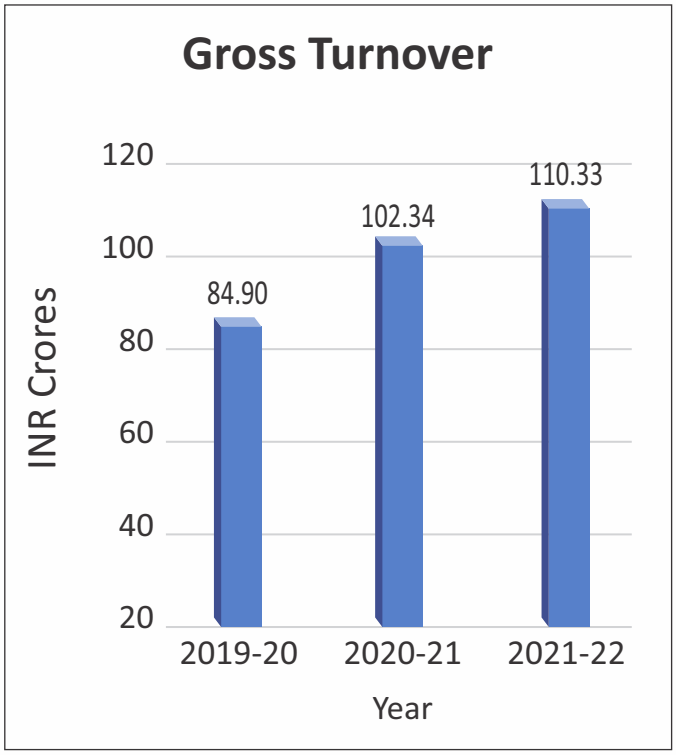
www.abmindia.com

Financials At A Glance









BOARD OF DIRECTORS

PRAKASH B. RANE (Managing Director)
SUPRIYA P. RANE
SHARADCHANDRA D. ABHYANKAR
DR. SUMIT D. CHOWDHURY
DEVENDRA PARULEKAR
ASHOKKUMAR V. DUGADE
PUNIT KUMAR JAIN

Registered Office

ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai- 400 050.
Tel.: +91 22 42909700 • Fax: +91 22 42909701
CIN: L67190MH1993PLC113638
E-mail: egovernance@abmindia.com • www.abmindia.com

Auditors

M/s. Borkar & Muzumdar

Bankers

CANARA BANK

Registrars & Share Transfer Agents

M/s. Universal Capital Securities Pvt. Ltd. C - 101, 247 Park,
L.B.S. Marg, Vikhroli West, Mumbai 400 083.
Tel.: +91 22 28207203 - 05 / 28257641

Company Secretary

Sarika Ghanekar
E-mail : cs@abmindia.com

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NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of **ABM KNOWLEDGEWARE LIMITED** will be held on Thursday, the 4th day of August, 2022 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the Financial Year ended 31st March, 2022.
3. To appoint a Director in place of Mrs. Supriya P. Rane (DIN: 00152890), who retires by rotation and being eligible, offers herself for re-appointment.

NOTES:

1. In view of continuing social distancing norms due to Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circulars Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, the latest being 2/2022 dated 5th May, 2022 and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022, and other applicable circulars issued in this regard, have allowed the companies to conduct Annual General Meeting ("AGM") through VC/ OAVM till 31st December, 2022 without physical presence of the Members at a common venue. In accordance with the applicable provisions of the Act and said circulars of MCA and SEBI the 29th AGM of the Company shall be conducted through VC / OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (as amended) and applicable Circulars, the Company is pleased to provide the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for participation by Members are given in the subsequent paragraphs.
4. As the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the member is not available for the AGM and hence the Proxy form, Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the

quorum under Section 103 of the Companies Act, 2013.

7. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 28th July, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

8. The Notice of 29th AGM along with Annual Report for the financial year 2021-22 is available on the website of the Company at www.abmindia.com, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

9. The Company has fixed Thursday, 28th July, 2022 as the 'Record Date' for determining entitlement of members to Final Dividend for the financial year ended March 31, 2022, if approved at the AGM.

10. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before Wednesday, 31st August, 2022 as under:

    i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Thursday, 28th July, 2022;

    ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, 28th July, 2022.

11. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that Dividend paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

    a. **For Resident Shareholders**: TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during Financial year 2022-2023 provided PAN is registered by the Shareholder. If PAN is not registered, then TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

        i. However, no tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received by them during financial year 2022-2023 does not exceed ₹5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2022-2023.

        ii. Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm or HUF) / Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

    b. **For Non-resident Shareholders**: Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

        - Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.

- Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self- Declaration certifying the following points:

  i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2022-2023;

  ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

  iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

  iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and

  v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2022-2023.

12. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

13. Notwithstanding the above, in case PAN falls under the category of 'Specified Person', Member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for financial year 2022-23. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate referred above.

14. Kindly note that the aforementioned documents are required to be submitted to our RTA at abmtds@unisec.in or the Company's mail id at cs@abmindia.com on or before Wednesday, 20th July, 2022 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post Wednesday, 20th July, 2022. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents, there would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.

15. In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the Members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.

16. The Company will send a separate e-mail communication the Members to inform regarding the change in the Income Tax Act, 1961 and the Finance Act, 1961 as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.

17. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 29th July, 2022 to Thursday, 04th August, 2022. (both days inclusive).

18. In accordance with the General Circulars issued by MCA and SEBI, the Notice of 29th AGM along with Annual Report 2021-22 is being sent by electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Physical copy of the Notice of 29th AGM alongwith Annual Report for the financial year 2021-22 shall be sent to those Members who request for the same.

19. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company or Registrar along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member.

Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@abmindia.com.

20. SEBI vide its Circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to M/s. Universal Capital Securities Private Limited or by email to info@unisec.in from their registered email id.

21. Pursuant to Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 12th August, 2021 (date of last AGM) are available on the website of the Company www.abmindia.com and on Ministry of Corporate Affairs' website. The details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2022 shall be updated in due course. The Shareholders whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority http://iepf.gov.in/IEPFA/refund.html.

22. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, basis the request being sent on cs@abmindia.com.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

a) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at cs@abmindia.com. Only those speaker registration requests received till 5.00 p.m. on Monday, 1st August, 2022 will be considered and responded during the AGM.

b) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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

The remote e-voting period will commence at 9.00 a.m. on Monday, 01st August, 2022 and will end at 5.00 p.m. on Wednesday, 03rd August, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

Step 1: Access to NSDL e-Voting system

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of **NSDL** Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on Company name or **e-Voting service provider** i.e. **NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders / Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider** i.e. **NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.

3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

a) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

b) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".

c) Now you are ready for e-Voting as the Voting page opens.

d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

e) Upon confirmation, the message "Vote cast successfully" will be displayed.

f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

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

a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN card), AADHAR (self attested

scanned copy of Aadhar Card) by email to cs@abmindia.com.

b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@abmindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

c) Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

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

a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

b) Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

a) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

b) Members are encouraged to join the Meeting through Laptops for better experience.

c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

23. Mr. Upendra Shukla, Practising Company Secretary (Membership No. FCS 2727) has been appointed as the Scrutinizer for providing facility to the members of Company to scrutinize the e-voting process in a fair and transparent manner.

24. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.abmindia.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

25. Members of the Company had approved the appointment of M/s. Borkar & Muzumdar Chartered Accountants, as the Statutory Auditors at the Twenty Sixth AGM of the Company which is valid till Thirty First AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

26. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition etc. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

27. In terms of Section 152 of the Act, Mrs. Supriya P. Rane is liable to retire by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

28. Details as required in Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in the respect of the Director seeking appointment / re-appointment at the AGM are as under. Requisite declarations have been received from the Director seeking appointment / re-appointment. The Managing Director and Independent Directors of the Company have been appointed for a consecutive term of 5 (five) years and are not eligible to retire by rotation.

Name	**Mrs. Supriya P. Rane**
Date of Birth	19/04/1969
DIN	00152890
Age	53 years
Date of Appointment on Board	27/04/2000
Qualification	BE (Electronics), Postgraduate Diploma in System Management
Expertise in specific functional areas	Systems and Processes
Other Directorships	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil
No. of Shares held in the Company	24,54,000 equity shares of ₹ 5/- each
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mrs. Supriya P. Rane is wife of Mr. Prakash B. Rane, Managing Director. He is holding 95,42,300 Equity Shares of the Company.

Mumbai, May, 27, 2022
Corporate Identification Number (CIN) : L67190MH1993PLC113638

By Order of the Board of Directors

Sd/-
Sarika Ghanekar
Company Secretary

Registered Office:
ABM House, Plot No. 268, Linking Road,
Bandra (W), Mumbai- 400 050.
Tel: 91 22 42909700 Fax: 91 22 42909701
E-mail: egovernance@abmindia.com,
Website: www.abmindia.com

DIRECTORS' REPORT

To the Members of

ABM Knowledgeware Limited

Your Directors are delighted to present the 29th Annual Report of the Company along with the Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2022.

1. FINANCIAL PERFORMANCE OF THE COMPANY (STANDALONE & CONSOLIDATED):

(₹ In Lakhs)

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Gross Income	11,425	10,729	10,156	9,104
Profit Before Interest and Depreciation	2,095	3,112	2,096	2,744
Finance Charges	35	43	35	43
Gross Profit	2,060	3,069	2,061	2,701
Provision for Depreciation	247	205	118	115
Net Profit Before Tax	**1,813**	**2,864**	**1,943**	**2,586**
Provision for Tax	416	704	459	627
Non-Controlling Interest	(69)	159	-	-
Net Profit After Tax	**1,467**	**2,001**	**1,485**	**1,959**
Surplus - Opening Balance	17,767	15,743	17,704	15,721
Amount Available for Appropriation	19,234	17,744	19,189	17,681
Other Comprehensive (Income) / Loss (net of tax)	(18)	(23)	(18)	(24)
Dividend and Dividend tax paid during the year	(250)	-	(250)	-
Surplus - closing balance	**18,966**	**17,767**	**18,921**	**17,704**

2. OPERATIONS OF THE COMPANY :

The company has operations in many states. Most states have a project office for managing these projects. Today, ABM is managing statewide projects in 7+ states, which are in varying stages of Implementation and post implementation support.

Work from Home (WFH) has continued mainly for technical staff. There are pros and cons of this approach. ABM faces more challenges in WFH, as all ABM projects are in government sector and it requires working very closely with customers.

Speed of Implementation of projects has slowly started gathering pace. New tender publication has also begun in some segments. It may take some time to reach the pre-covid levels.

IT industry is facing unusual attrition rates and cost of the manpower has also increased substantially compared to the standard benchmarks. This has some impact on the operations as well as on the costs in the medium term.

3. DIVIDEND :

Based on Company's performance and keeping in mind the shareholders' interest, the Directors have recommended a Final Dividend @ 25% i.e. ₹1.25/- per Equity Share of Face Value of ₹5/- each for the Financial Year ended 31st March, 2022. The payment of Final Dividend is subject to the approval of Members at the 29th Annual General Meeting ("AGM") of the Company. The dividend if approved, by the members will be paid on or before Wednesday, 31st August, 2022, to the members whose names appear in the Register of Members, as on the Record Date.

The Dividend if approved, would involve a cash outflow of ₹ 2,50,02,750/-. In view of the changes made under the

Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. Your Company shall, accordingly, make the payment of the final Dividend after deduction of tax at source.

4. TRANSFER TO RESERVES :

Your Directors do not propose to transfer any amount to the General Reserve out of the current year's profit.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND:

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, ₹ 3,57,932/- of unpaid / unclaimed dividends were transferred during the year to the Investor Education and Protection Fund (IEPF).

6. SHARE CAPITAL :

As on 31st March, 2022 the Authorized share capital of your Company was ₹12,50,00,000/- consisting of 2,50,00,000 Equity Shares of ₹ 5/- each and paid up equity share capital was ₹ 10,24,15,000/- consisting of 2,00,02,200 fully paid up equity shares and 6,97,800 forfeited equity shares of ₹ 5/- each.

During the year under review, the Company has not issued any shares or Bonus shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares. The Company has not bought back any of its equity shares.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :

The Board of the Company is duly constituted. None of the directors of the Company is disqualified under the provisions of the Act or the Listing Regulations.

In accordance with the provisions of the Section 152 of Companies Act, 2013, Mrs. Supriya P. Rane, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re-appointment. The Board recommends her re-appointment. A brief profile of Mrs. Supriya P. Rane has been given in the Report on the Corporate Governance as well as in the Notice of the ensuing Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that:

a) they meet the criteria of independence prescribed under the Act and the Listing Regulations and

b) they have registered their names in the Independent Directors' Databank.

In the Opinion of the Board, all the independent directors fulfills the criteria of the independency as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

The Company has sought approval of the Members of the Company through Postal Ballot on 3rd May, 2021 for re-appointment of Dr. Sumit Chowdhury as Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f 28th March, 2021 up to 27th March, 2026.

There has been no change in the Key Managerial Personnel (KMPs) of your Company during the year under review.

During the year under review, the non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and commission, if any.

8. POLICY ON DIRECTOR'S APPOINTMENT, REMUNERATION, BOARD EVALUATION AND DETAILS OF FAMILIARISATION PROGRAMS:

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees, forms part of the Corporate Governance Report of this Annual Report. Annual Board Evaluation process for Directors has also been provided under the Report on Corporate Governance. On the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors, the Company has sought approval of the Members through Postal Ballot for payment of commission to Non-Executive directors for a period of five years commencing from 1st April, 2021 upto 31st March, 2026 as per amended Section 197 of the Companies Act, 2013 read with Schedule V to the Act.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at www.abmindia.com. The Company has issued a formal letter of appointment to the Independent Director in the manner as provided in the Companies Act, 2013. The terms and conditions of the appointment have been disclosed on the website of the Company.

9. MEETINGS :

During the year Six (6) Board Meetings and five (5) Audit Committee Meetings were convened and held. For the details of the meetings of the Board and its Committees, please refer to the Report on Corporate Governance, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

10. PUBLIC DEPOSITS :

During the financial year, your Company did not accept any public deposits under Chapter V of Companies Act, 2013 and no amount on account of principal and interest on public deposits was outstanding on the date of the balance sheet. Since the Company has not accepted any deposits during the financial year ended 31st March, 2022 there has been no non-compliance with the requirements of the Act.

11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES :

InstaSafe Technologies Private Limited ("InstaSafe"), a subsidiary of your Company, is a leading Cloud based Security-as-a-Service solution provider delivering comprehensive and uncompromising protection to mobile and remote workers enabling them to safely and securely access enterprise apps, email and web from anywhere on any network. "InstaSafe Inc" is wholly owned subsidiary of InstaSafe Technologies Private Limited incorporated in Delaware, United State of America.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of subsidiary company in Form AOC-1 is attached herewith. The separate audited financial statements in respect of the subsidiary company are available on the website of the Company at www.abmindia.com. Your Company will also make available these documents upon request by any member of the Company interested in obtaining the same.

As on 31st March, 2022 the Company does not have any Joint venture or Associate Company.

12. PERFORMANCE OF SUBSIDIARY COMPANIES:

The outlook for FY 2022-2023 of InstaSafe is to continue to stay focused and execute as they continue to operate in a challenging VUCA environment.

At this time, digital trends and their exponential proliferation due to the COVID-19 pandemic have thrust the global

population onto a new trajectory of digitalization and interconnectedness. One of the starkest and most troubling new consequences of our digitalized existence is the increasingly frequent, costly and damaging occurrence of cyber incidents, sometimes even paralyzing critical services and infrastructure.

Data Security Council of India (DSCI) in its 11th Edition awarded InstaSafe as the winner of "Security Product Company of the Year" under the product segment. InstaSafe was featured as a High performer in the Zero Trust category and ahead of nearly all the players in the market. InstaSafe is the 3rd Player in the Customer satisfaction index. InstaSafe will continue to invest rapidly in the fast-competitive market and expect their R&D, technology, sales operation, and marketing expenses to increase significantly this year.

13. STATUTORY AUDITORS :

M/s. Borkar & Muzumdar, Chartered Accountants (Firm's Registration No. 101569W) were re-appointed as Statutory Auditors of the Company at the Annual General Meeting held on 16th August, 2019 for a second term of 5 consecutive years. The Auditors have confirmed that they are not disqualified from being re-appointed as Auditors of the Company.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

14. AUDITORS' REPORT :

The Report given by the Auditors on the Financial Statements of the Company is part of Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. Hence, it is an unmodified opinion in terms of the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

15. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of the Section 204 of the Companies Act, 2013, the Company has undertaken Secretarial Audit for the financial year 2021-2022 which, inter-alia, includes audit of compliance with the Act, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the SEBI and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Board has appointed Mr. Upendra Shukla, Practicing Company Secretary as Secretarial Auditor to undertake the Secretarial Audit of the Company for the year ended on 31st March, 2022. The Secretarial Audit Report issued by Mr. Upendra Shukla in Form No. MR-3 forms part of this Annual Report and is an Annexure to the Annual Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except the following observation:

Statement of Investor complaints was placed before Stakeholders' Relationship Committee on quarterly basis and not placed before the Board of Directors as required under regulation 13(4) of SEBI (LOBR) Regulations, 2015.

The Company was levied with a penalty by BSE in the previous year for Non-compliance with regard to disclosure of related party transactions on consolidated basis. The disclosure was later on submitted and the Company had duly paid the penalty levied. The Company then requested and made representation to BSE, and penalty was waived off on 13/08/2021.

16. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board

Meetings, General Meetings and dividend.

17. INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL SYSTEMS:

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Audit Committee reviews the reports submitted by the Internal Auditors in each of its meeting. The Management duly considers and takes appropriate action on recommendations made by the Statutory Auditors, Internal Auditors and Audit Committee of the Board of Directors. The Company has appointed M/s. S.P. Sule & Associates, Chartered Accountants as Internal Auditor of the Company for the financial year 2021-2022.

18. CORPORATE GOVERNANCE :

Corporate Governance is a continuous process at ABM. Maintaining high standards of Corporate Governance has been fundamental to the business of your Company since its inception. It is about commitment to values and ethical business conduct. Your Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability paving the way in building confidence among all its stakeholders for achieving sustainable long term growth and profitability. Your Company has complied with the governance requirements provided under the Companies Act, 2013 and listing regulations.

A separate Report on Corporate Governance together with Auditor's Certificate confirming compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

A Certificate of the Chief Executive Officer and Chief Financial Officer of the Company in terms of Listing Regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed. The said certificate is signed by Mr. Prakash B. Rane, Managing Director and Mr. Paresh Golatkar, Chief Financial Officer of the Company.

19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A. <u>Industry Structure and Development:</u>

The impact of Pandemic on IT companies operating in international market and domestic market is not the same. Due to large scale adoption of virtual interactions in various segments, the demand for digital technologies has increased multifold creating large opportunities for export oriented IT companies. For companies like ABM, which operate in the domestic government segment, the impact of the pandemic has been adverse due prioritization of funds and other resources for "recovery and restart" of economy during and post pandemic. ABM's customer segment is predominantly urban local bodies which have been in the forefront of managing pandemic. This has made more adverse impact than other domestic government segments.

The competition landscape remained more or less unchanged with very few national level players and some regional competitors.

B. <u>Existing Opportunities and Outlook:</u>

With the impact of pandemic slowly tapering off, we expect more opportunities in our segment. It is understood that GoI Urban missions like Smart City 2.0, Amrut 2.0, Swachh Bharat Mission will have a large budget which will continue to

support ongoing IT initiatives in the local bodies.

GoI has also undertaken initiative for a large scale roll out of municipal ERP. ABM plans to work on this opportunity using the in-depth experience of implementation of different types of municipal ERPs across India.

ABM will continue its efforts to develop more opportunities in 5DBIM segment. Implementation of 5DBIM is useful for better cost control of large infrastructure projects which are usually plagued by cost and time overruns.

ABM is also focusing on the education segment by tying up with reputed providers of Industry 4.0 solutions to provide Center of Excellence for technical education institutions. This will help in bridging the gap between the need of the industry and capability of technical resources available in various institutes.

ABM has started the new financial year with approximately ₹200+ Crs order book to be executed in 2-3 years. In the next 2 years, the initiatives mentioned above can double the revenues of ABM, subject to overall healthy macroeconomic conditions and success of these initiatives.

C. Business Threats :

Sluggishness in floating of tenders, increased attrition, higher manpower costs are some of the possible threats in short and medium term. Company is working on various risk mitigation strategies to overcome these threats. The business threat from competition has not altered much.

As we have been outlining in most of the annual reports, the Company faces various risks and threats associated with the e-government business. It includes possible payment delays, Time and Cost overruns, Disruptions in the project when the organization's head is changed. In addition, challenges in attracting good talent to work in less developed states and interior regions of India add to the threats.

D. Business Strategies and Planning :

The Company is planning to de-risk the single govt vertical in the form of municipal bodies. As mentioned above different initiatives are undertaken to build adjacent businesses. The strategy of working closely with existing prestigious customers and retaining them will continue with due consideration to the increased competition in some of the Company's key accounts.

E. Human Resource Management :

In the continuity of the unprecedented situation i.e., COVID - 19, in the FY 2021 – 2022, ABM Knowledgeware continued to deliver and support multiple projects without any compromise to prevent the impact on the same. ABM worked hard to comply with lockdown restrictions while striving to keep operations going. Considering the need of the hour, we adopted partial Hybrid work model with technical staff mostly working from home.

ABM thus continued to stay on course with our approach to Human Capital Management with key initiatives in areas like Upskilling and Competency Building, Reward and Recognition, Employee Engagement, Open & Fair Work Environment.

1. **Upskilling and Competency Building**

In ABM, to address the challenges which employees face on daily basis, HR had initiated multiple types of workshops viz, Technical, Behavioral, Domain, Functional. These workshops were directed to the employees who are working in various capacities. This has not only helped in enhancement of the employee skills but also helped in improvising quality support to our clients and retaining employees. The said workshops were delivered in both the manner i.e., online & offline.

2. **Reward and Recognition:**

HR revamped entire reward and recognition program thereby initiating new concepts in the program. The same has been named as "The Diamonds" – A League like never before.

This aims at:

- Recognize and reward employees' superior contribution on time and every time.
- Create a performance-based culture, and increase employee satisfaction, engagement & motivation.
- Retain critical employees and attract business critical talent from the job market.
- Improvise the employee experience.

The said program includes multiple reward categories viz. new joiner reward (Quarterly and Bi-Annual), Employee of the Month, Quarter Performer, etc. Apart from this, it also includes service rewards, which basically is defined for tenured resources in ABM who completes, 3,5,10,15, 20 and 25 years of service.

3. **Employee Engagement:**

In continuation of the pandemic, ABM started adjusting to the new normal situation. Here in order to encourage human connect, HR organized Happy Hours and festival celebrations for few projects. This was inaugurated by the leadership team and hosted by the HR Team. Multiple employees received accolades for their extraordinary performance. ABM continued to follow all the COVID-19 protocols during these events.

HR also organized Zumba event to celebrate Women's Day. This included female employees from various departments.

4. **Open & Fair Work Environment:**

Although majority of the workforce works remotely; we have maintained Open & Fair Work Environment in line with "Business as Usual" policies & practices such as:

- Equal Opportunities & Non-Discrimination.
- Prevention of Sexual Harassment (POSH) policy.
- Open and transparent communication through various HR policies and employee forums. E.g. Whistleblower policy
- Equal opportunity for employee to learn and grow within the organization.

5. **Headcount:**

S. No.	Year	Current Headcount*
1	April 2020 - March 2021	451
2	April 2021 – March 2022	512

* excludes full time associates.

F. **Discussion on financial performance with respect to the operational performance (Standalone & Consolidated):**

(₹ In Lakhs)

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	31.03.2022	31.03.2021	**31.03.2022**	31.03.2021
Gross Income	**11,425**	10,729	**10,156**	9,104
Total Expenditure	**8,138**	6,563	**6,813**	5,280
i) Operating Expenses	**3,508**	2,495	**2,986**	1966
ii) Expenditure (excluding Operating Expenses)	**4,631**	4,069	**3,827**	3315
Gross profit before depreciation	**2,060**	3,069	**2,061**	2,701

As mentioned in the earlier communications, the profits are impacted due to sluggish speed of implementation as well as other adverse implications of the pandemic.

G. Key Financial Ratios:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) Amendment Regulations 2018, the Company is required to give details of significant changes (changes of 25% or more as compared to the immediately previous financial year) in key financial ratios. There are no significant changes in the key financial ratios that are identified by the Company, below are the details (Standalone):

Standalone Ratios :

Ratios	Unit	March 2022	March 2021
Debtors Turnover Ratio	**Times**	**3.03**	3.11
Current Ratio	**Times**	**6.28**	6.18
Debt Equity Ratio	**Times**	**0.00**	0.00
Net profit Margin	**%**	**17.76%**	26.60%
Return on Net worth	**%**	**7.44%**	10.46%

Consolidated ratios :

Ratios	Unit	March 2022	March 2021
Debtors Turnover Ratio	**Times**	**3.23**	3.41
Current Ratio	**Times**	**6.22**	6.09
Debt Equity Ratio	**Times**	**0.00**	0.00
Net profit Margin	**%**	**15.15%**	22.66%
Return on Net worth	**%**	**7.20%**	10.65%

20. RISK MANAGEMENT:

There are no changes in the risk perception and mitigation strategies compared to previous years. However, the comments on the added risk due to pandemic is are given in the earlier sections.

The Company has developed and adopted a Risk Management Policy that ensures the appropriate management of risks in line with its internal systems and culture. The Company perceives risk management as a means of value optimization. The Company also recognizes the importance of internal controls and risk management in sustaining business continuity. The company endeavors to make risk management and control essential components of the business environment exposed to different modalities of risks arising from internal and external sources. Risks are assessed department-wise such as financial risks, information technology-related risks, legal risks, accounting fraud, etc. It further assists the Board in fulfilling its corporate governance oversight responsibilities about identifying, evaluating, and mitigating operational, strategic, and external environment risks.

The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this report.

The following elements of risks can impact the performance of the Company.

1. **Industry:** With the movement to Digital Technologies, ABM will have to tweak its offerings by making necessary sales and solution strategy changes.

2. **Supply-side risk for talent acquisition:** The IT industry is characterized by its constant supply constraints due to technological advancements and personal growth sought by the employees. With a growing customer base and mission-critical projects, the unavailability of the right skilled resources at the right time in the correct quantity can pose a risk.

ABM has adopted a strategy of taking fresh graduates and training them specifically for technologies and domain-specific

to ABM. Further, the Company constantly trains and re-trains existing resources for different skills and technologies. Suitable HR practices are adopted to minimize the attrition rate. Lateral hiring is done to bring in fresh leaders.

3. **Operational efficiency:** The operational risk is mainly associated with client acquisition, execution of projects, information security and continuity of customer's business operations. The Company has project-level monitoring where such risks are identified and escalated to the board for suitable corrective measures on time. Security measures for WFH employees have been implemented for safe access of ABM servers. In addition, employees are regularly updated on the cyber risks and care to be taken while using remote access.

4. **Reputation:** The Company's projects are in the Government sector, which is necessarily funded by public finance. This aspect may expose the Company to the risk of motivated public scrutiny from elements that are adversely affected by the success of the project, leading to transparency and sometimes by competition. The Company strictly follows the Govt. processes of procurement. It executes the projects with the highest possible standards of ethics and best industry processes. Employees are made well aware of the company policy and ensure the proper code of conduct is followed across projects uniformly. The Company has published its code of conduct for the benefit of employees. This has been helping the Company so far to win over the confidence of customers, even in situations of motivated public scrutiny which is aimed at hurting the reputation of the Company.

21. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT :

There are no planned material changes or commitments made by Company that will affect the Company's financial position during the period mentioned above. The liquid cash available with the Company may also be utilized if the plans for acquisition fructify.

22. CODE OF CONDUCT :

The Company has adopted the Code of Conduct and ethics for all Board Members and Senior Management and this is strictly adhered to. A copy of the Code of Conduct is available on the website of the Company www.abmindia.com. In addition, members of the Board and Senior Management also submit, on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. The members of the Board inform the Company of any change in their directorship(s), chairmanship(s) / membership(s) of the Committees, in accordance with the requirements of the Companies Act, 2013 and Listing Regulations.

The members of the Board and Senior Management have affirmed their compliance with the code and a declaration signed by the Managing Director is annexed to this report.

23. AUDIT COMMITTEE COMPOSITION :

The Composition of the Audit Committee is as per Section 177 of the Companies Act, 2013 and the Listing Regulations. The Constitution, meetings, attendance and other details of the Audit Committee are given in the Corporate Governance Report which is part of the Report. During the year all the recommendations of the Audit Committee were accepted by the Board.

24. VIGIL MECHANISM :

Pursuant to the provisions of Section 177(9) of the Act and rules made thereunder, the Board of Directors had approved the Policy on Vigil Mechanism / Whistle Blower Policy to provide a mechanism for the Directors and employees to report their grievances, genuine concerns about unethical behaviour, actual or suspected fraud, and violation of the Company's Code of Conduct. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Brief details about the policy are provided in the Corporate Governance Report attached to this Report. The Whistle Blower Policy is available on the website of the Company.

25. PREVENTION OF INSIDER TRADING:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has in place a Code of Conduct to Regulate, Monitor and Report Trading by Insiders, the disclosure requirements and procedure thereto. The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information. With respect to this, the Company has also developed a Code for Procedure for Inquiry in case of Leak of Unpublished Price Sensitive Information. This code is prepared in accordance with Regulation 9(1) and Schedule B of the SEBI (Prohibition of Insider Trading) Regulation 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2020. The Company regularly reminds the Employees about their obligation under the policies and also informs about prevention of insider trading into the securities of the Company.

The Company Secretary is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

26. RELATED PARTY TRANSACTIONS:

In line with requirement of the Companies Act, 2013 and amendment to the Listing Regulations, your Company has formulated a revised Policy on Related Party Transactions which is also available at Company's website www.abmindia.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis, which is reviewed and updated on quarterly basis.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

27. EXTRACT OF ANNUAL RETURN:

As required, pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company as on 31st March, 2022 is available on the Company's website on
https://abmindia.com//uploads/Final%20Category%20wise/20220706165342_Annual_Return_2021_2022.pdf

28. CORPORATE SOCIAL RESPONSIBILITY:

Social responsibility has always been at the forefront of ABM's operating philosophy and as a result the Company consistently contributes to socially responsible activities. Corporate Social Responsibility Policy is deep rooted in the Company's core values of quality, reliability and trust and driven by our aspiration for excellence in the overall performance of our business. Being a responsible corporate citizen, our CSR initiatives are focused at delivering maximum value to the society. Company's approach to CSR has been more than just compliance.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy which is published on its website www.abmindia.com.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no loans or guarantees given by the Company under Section 186 of the Companies Act, 2013 during the year under review. The Particulars of investments have been disclosed in the Financial Statements.

30. PREVENTION OF SEXUAL HARASSMENT (POSH) AT WORKPLACE:

The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights. The Company is also committed to provide a work environment that ensures every employee is treated with dignity, respect and afforded equal treatment.

The Company has adopted a Policy for prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules thereunder. The Company has also formed an "Internal Complaints Committee" for prevention and redressal of sexual harassment at workplace. While maintaining the highest governance norms, the Company has appointed external independent person who works in this area and has the requisite experience in handling such matters, as member of Internal Complaints Committee. The Company has ensured a wide dissemination of the Policy and have conducted various online / offline training sessions and awareness programmes for all employees across the Company. The Company has not received any complaint of sexual harassment during the financial year 2021-2022.

31. PARTICULARS OF EMPLOYEES:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been appended as Annexure to this Report. Details of employee remuneration as required under provisions of Section 197 of the Act and Rule 5(2) and 5(3) of the Rules, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

32. CONSERVATION OF ENERGY:

Your Company consumes energy mainly for the operation of its software development, thus the consumption of electricity is negligible. In order to conserve the electricity, the air conditioners are kept at a moderate temperature and all the electrical equipment are turned off, whenever they are not required by the office staff.

33. TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION AND RESEARCH AND DEVELOPMENT:

ABM is building competence in new areas like Digital Technologies, 5DBIM etc. Automation of internal processes by adhering to quality processes is also a focus area. There is no specific budget for R and D, however continuous technological improvement of flagship solutions are being done regularly.

34. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014 are mentioned below:

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo (Import of Service)	₹25,99,507	₹3,39,029

35. LISTING FEES:

The equity shares of the Company are listed on BSE Limited, Mumbai and the Annual Listing fees for the year under review have been paid.

36. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors hereby confirm that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that period;

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) They have prepared the Annual Accounts on a going concern basis;

e) They have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and

f) They have devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

37. ACKNOWLEDGEMENT:

The Board express their deep sense of gratitude to all Shareholders, Business Associates, Clients, Vendors, Banks, Financial Institutions, Central and State Government Organizations, Regulatory Authorities, for their continued co-operation and support which was a great help to us in managing our continued growth. We acknowledge their contributions and commit ourselves to continue and strengthen this fruitful alliance in all times to come.

Your Board of Directors would like to convey their sincere appreciation for the wholehearted support and contributions made by all the employees at all levels of the Company for their hard work, solidarity, cooperation and dedication during the year.

For and on behalf of the Board

Date : 27th May, 2022
Place: Mumbai

Sd/ -
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/ -
Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

ANNEXURE TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

(Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014

1. **A Brief Outline of the Company's Corporate Social Responsibility (CSR) Policy:**

The objective of CSR policy of the Company is to directly / indirectly undertake projects / programs which will enhance the quality of life and economic well- being of communities in and around our society at large. This policy focuses on addressing social, environmental and economic needs of underprivileged sections of the society and also a sustainable development for the society. The Company has identified education, vocational training, self-employment training, protection of art & Culture as the areas, healthcare where assistance is provided on a need-based and case-to-case basis. Your Company persisted with participation in such activities at the local, grass-root level during the year. The contributions in this regard have been made to the registered trust which is undertaking these schemes.

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of the Directors, is available on the Company's website at www.abmindia.com.

2. **Composition of CSR Committee:**

Sr. No.	Name of Directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Supriya P. Rane	Non-Executive Director, Chairperson of CSR Committee	5	5
2	Mr. Sharadchandra D. Abhyankar	Independent Director, Member of CSR Committee	5	5
3	Dr. Sumit D. Chowdhary	Independent Director, Member of CSR Committee	5	5
4	Mr. Ashokkumar Dugade	Independent Director, Member of CSR Committee	5	5

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

The composition of the CSR committee is available on our website, at www.abmindia.com.

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:** Not Applicable.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** Not Applicable.

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable			

6. **Average Net Profit of the Company as per Section 135(5):** ₹23,88,70,542/-

7. a) **Two percent of average net profit of the company as per section 135(5):** ₹47,77,411/-

   b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years.:** ₹Nil

   c) **Amount required to be set off for the financial year, if any:** ₹Nil

   d) **Total CSR obligation for the financial year (7a+7b-7c).:** ₹47,77,411/-

8. a) **CSR amount spent for the financial year:** ₹48,00,000/-

b) **Details of CSR amount spent against ongoing projects for the financial year:** Nil

c) **Details of CSR amount spent against other than ongoing projects for the financial year:**

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹.)	Mode of impleme-ntation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Vocational training, self - employment training	(ii)	Yes	Maharashtra, Mumbai		2,50,000	No	Salam Bombay Foundation	CSR00002988
2.	Medical Aid and Education	(i)	Yes	Maharashtra, Mumbai		3,00,000	No	Shublaxmi Pragati Mandal	CSR00006174
3.	Distribution of food/Ration Kits/ Water	(i)	No	Maharashtra, Nashik		3,50,000	No	Aai Vaishnavi Lokkalyan Bahuudeshiya Sevabhavi Sanstha.	CSR00019044
4.	Vocational training, self - employment training in rural areas	(ii)	No	Gujarat, Surendra Nagar		39,00,000	No	Shri Jagatbharti Education and Charitable Trust	CSR00007065
	Total					**48,00,000**			

d) **Amount spent in Administrative Overheads:** Nil

e) **Amount spent on Impact Assessment, if applicable:** Not Applicable

f) **Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹48,00,000/-

g) **Excess amount for set off, if any:** Nil

9. a) **Details of Unspent CSR amount for the preceding three financial years:** Nil

b) **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):** Not Applicable

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:** Not Applicable

11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).:** Not Applicable

For and on behalf of the Board

Date : 27th May, 2022
Place: Mumbai

Sd/ -
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/ -
Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

ANNEXURE TO THE DIRECTORS' REPORT

Statement of Disclosure of Remuneration Under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1 **The Ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year 2021-2022, the percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2021-2022**

The percentage increase in remuneration of each Director, Chief financial Officer and Company Secretary during the financial year 2021-2022, ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the financial year 2021-2022 as under:

Sr. No.	Name of Directors and Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in remuneration in the Financial Year 2021-2022
1	Mr. Prakash B. Rane	Managing Director	58.87	3%
2	Mrs. Supriya P. Rane	Non-Executive Director	0.82	9%
3	Mr. Sharadchandra D. Abhyankar	Non-Executive Director	1.16	6%
4	Dr. Sumit D. Chowdhary	Non-Executive Director	0.89	8%
5	Mr. Devendra K. Parulekar	Non-Executive Director	0.96	-
6	Mr. Ashokkumar Dugade	Non-Executive Director	0.89	160%
7	Mr. Punit Kumar Jain	Non-Executive Director	0.41	100%
8	Mr. Paresh M. Golatkar	Chief Financial Officer	3.34	11%
9	Mrs. Sarika A. Ghanekar	Company Secretary	3.77	10%

2 **The Percentage increase in the median remuneration of employees in the financial year:** The Median remuneration of the employees in the financial year have increased by 7%.

3 **The Number of permanent employees on the rolls of Company:** 512 employees excluding full time associates and in house consultants as of March, 2022.

4 **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** The average percentile increase in Salaries of employees is approximately 7% other than managerial remuneration. Managerial remuneration during the year have increased by 3%.

5 **Affirmation that the remuneration is as per the remuneration policy of the Company:** Yes, the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board

Sd/-
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/-
Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

Date: 27th May, 2022
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is a continuous process at ABM. Your Company believes in adopting best practices of Corporate Governance. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. It is about commitment to values and ethical business conduct.

At ABM, we have always sought to be a value driven organization, where our growth and success is directed by our values. We are committed to doing things the right way which means taking business decision and acting in a way that is ethical and in compliance with applicable legislations. The Company has established systems, procedures and policies to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the Management with the strategic direction catering to exigency of long-term shareholders value.

We follow the policy of continual disclosure of accurate financial and governance information on our website to ensure investors awareness and protection. The Company's philosophy on Corporate Governance lays strong emphasis on integrity, transparency, accountability and full disclosure in all facets of its operations to achieve the highest standards of Corporate Governance. The Company recognizes the importance of good Corporate Governance, which is a tool for building a strong and everlasting beneficial relationship with the customers, suppliers, bankers and most importantly with investors.

The Securities and Exchange Board of India (SEBI) regulates corporate governance for listed companies through SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company confirms the compliance of Corporate Governance as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of which are given below:

I. BOARD OF DIRECTORS :

The Board is entrusted and empowered to oversee the management, direction and performance of the Company with a view to protect interest of the stakeholders and enhance value for shareholders. The Board monitors the strategic direction of the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. The Board of Directors have ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole. The Board has delegated the operational conduct of the business to the Managing Director of the Company. The Management Committee of the Company is headed by the Managing Director and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

The composition of the Board is in conformity with the applicable provisions of the Companies Act, 2013 ('the Act') and Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time. SEBI Listing Regulations enjoining specified combination of Executive and Non-Executive Directors with at least one Women Director and not less than fifty per cent of the Board comprising of Independent Directors. As on date of this Annual report, the Board consists of Seven Directors comprising One Executive Director, Five Independent and One Non-executive Woman Director. The Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Act and are not eligible to retire by rotation. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The profile of Directors can be found at our website at www.abmindia.com.

The Non-Executive Directors including Independent Directors on the Board are well qualified, experienced, competent and highly renowned persons from various fields. They take active part at the Board and Committee Meetings by providing valuable guidance & expert advice to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision-making process of the Board of Directors.

During the year under review, six Board Meetings were held and the gap between any two meetings did not exceed the gap as prescribed under the Act. The said meetings were held on 23rd April, 2021, 25th June, 2021, 06th August, 2021, 12th November, 2021, 03rd February, 2022, 17th March, 2022. The previous Annual General Meeting (AGM) of the Company held on 12th August, 2021 was attended by all the Directors.

Composition and Directorship(s) / Committee Membership(s) / Chairmanships(s) as on 31st March 2022:

The details of each Member of the Board along with the number of Directorship(s) / Committee Membership(s) / Chairmanship(s), date of joining the Board and their shareholding in the Company are provided herein below: -

Name of the Directors & Category	Date of Joining the Board	Number of Shares held in the Company	Number of Board Meeting attended	Number of Directorship in other Public Companies#	Membership(s) / Chairmanship(s) in Committees of Board of other Public Companies	Directorship in other Listed Entity
Mr. Prakash B. Rane (Executive-Managing Director)	27/04/2000	95,42,300	6	Nil	Nil	Nil
Mrs. Supriya P. Rane (Non-Executive Director)	27/04/2000	24,54,000	6	Nil	Nil	Nil
Mr. Sharadchandra Abhyankar (Independent Director)	28/10/2010	Nil	6	4	3	Independent director in Ashoka Buildcon Limited
Dr. Sumit Chowdhury (Independent Director)	28/03/2016	Nil	6	Nil	Nil	Nil
Mr. Devendra Parulekar (Independent Director)	10/08/2018	Nil	5	Nil	Nil	Nil
Mr. Ashokkumar V. Dugade (Independent Director)	01/04/2020	Nil	6	Nil	Nil	Nil
Mr. Punit Kumar Jain (Independent Director)	04/09/2020	Nil	6	Nil	Nil	Nil

Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

All the Directors have made disclosures regarding their directorship and memberships on various Committees across all Companies in which they are directors and / or members. The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the Act and Listing Regulations as amended from time to time. None of the Directors are related to each other except Mr. Prakash B. Rane and Mrs. Supriya P. Rane, who are husband and wife.

The Company has obtained a certificate from Mr. Upendra Shukla, Practicing Company Secretary, under Regulation 34(3) and Schedule V Para C Clause (10)(i) of Listing Regulations confirming that none of the Directors on the Board of the

Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI and Ministry of Corporate Affairs or any such authority and the same forms part of this Report. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank. None of the Independent Director(s) of the Company resigned before the expiry of their tenure. The Company has issued letter of appointment to the Independent Directors in the manner as provided in the Act. The terms and conditions of their appointment have been disclosed on the website of the Company.

The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary. Board meeting dates are finalized in consultation with all directors. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Managing Director of the Company and agenda papers with detailed notes and other background information, which are essential for the Board to effectively and reasonably perform their duties and functions, are circulated well in advance before the meeting thereby enabling the Board to take proper decisions. The Agenda for the Board and Committee Meetings covers items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

The minutes of the Board Meetings are circulated in advance to all Directors and confirmed at subsequent Meeting. The Board also reviews the declarations made by all departmental heads of the Company regarding compliance of all applicable laws on a quarterly basis.

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee Meetings. The Company Secretary attends all the Meetings of the Board and its Committees. The Company Secretary advises / assures the Board and its Committees on Compliance and Governance principles and ensures appropriate recording of minutes of the Meetings.

The Company conducts Familiarization Programme for the Independent Directors to enable them to familiarize with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with Senior Management Personnel and are provided with all the documents required and / or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part. A familiarization policy in this regard has been framed by the Company and hosted on the Company's Website at www.abmindia.com.

CODE OF CONDUCT :

The Board of Directors have laid down Code of Conduct for Directors and Senior Management, ("the Code") for all the Board members and Senior Management Personnel. The Code has been displayed on the Company's website www.abmindia.com.

All the Board members and senior management have confirmed compliance with the Code for the year ended 31st March, 2022. A declaration to this effect signed by the Managing Directors forms part of this Annual Report.

SEPERATE INDEPENDENT DIRECTORS' MEETING:

A separate Meeting of the Independent Directors of the Company is held every year in terms of the Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, whereat, inter alia, the following prescribed items are discussed:

a) Review of performance of Non-Independent Directors and the Board as a whole;

b) Review of performance of the Managing Director of the Company, taking into account the views of Executive and Non-Executive Directors;

c) Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In respect of the financial year 2021-22, the Independent Directors met separately on 17th March, 2022 without the presence of any Non-Independent Director or representatives of management.

BOARD EVALUATION :

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. Performance evaluation of each Director was carried out based on the criteria as laid down by the Nomination and Remuneration Committee.

Criteria for performance evaluation included aspects such as attendance at the meetings, participation and independence during the meetings, interaction with management, role and accountability, knowledge and proficiency. Further, performance evaluation of the Managing Director was based on the implementation of various plans & policies in the Company, monitoring and implementation of the projects including the smooth day to day affairs and operations of the Company and finally performance and business achievements of the Company. During the year, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI (LODR) Regulations. The exercise was led by the Managing Director of the Company along with the Chairman of the Nomination and Remuneration Committee of the Company. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board, Board Oversight and effectiveness, performance of Board Committees, Board skills and structure, etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment.

The outcome of the Evaluation was shared with the Board, Chairman of respective Committees and individual Directors. The Chairman of respective Board Committees also shared the results of evaluation with the respective Committee Members. The Board expressed its satisfaction on the process as well as performance of all Directors, Committees and Board as a whole. It was noted that the Board Members from different backgrounds bring about different complementarities and deliberations in the Board and Committee Meetings are enriched by such diversity and complementarities.

II. COMMITTEES OF DIRECTORS :

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas of concern for the Company and need a closer review. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the

Committee Meetings. The minutes of the meeting of all Committees are placed before the Board for review. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:

A) AUDIT COMMITTEE :

The Audit Committee comprises of 4 (Four) Non- Executive Independent Directors. All Members are financially literate and possess sound knowledge of accounts, finance and audit matters.

During the financial year 2021-2022, the Committee met five times on 23rd April, 2021, 25th June, 2021, 06th August, 2021, 12th November, 2021, 03rd February, 2022.

Following are the details regarding the Composition and attendance of the Committee during the year:

Name of the Director	Categories of Director	Out of total 5 meetings the attendance is
Mr. Sharadchandra D. Abhyankar, Chairman	Independent and Non-Executive Director	5
Dr. Sumit D. Chowdhury, Member	Independent and Non-Executive Director	5
Mr. Devendra Parulekar, Member	Independent and Non-Executive Director	5
Mr. Ashokkumar V. Dugade, Member	Independent and Non-Executive Director	5

The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed in the next meeting of the Board. The gap between the Audit Committee meetings was in compliance with the provisions contained in the Act and the Listing Regulations. The Audit Committee also reviews the functioning of the Whistle Blower Policy of the Company and cases reported thereunder. The recommendations of Audit Committee are duly approved and accepted by the Board.

Terms of reference and role of Audit Committee:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Reviewing and examining with management the quarterly and annual financial results and the auditors' report thereon before submission to the Board for approval;
- Reviewing management discussion and analysis of financial condition and results of operations;
- Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- Reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- Evaluating internal financial controls and risk management systems;

- Verifying that the systems for internal controls in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and are operating effectively;
- Reviewing the functioning of the Code of the Company and Whistle Blowing Mechanism.
- Review the financial statements, in particular, the investment made by the subsidiary companies

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. During the year, the terms of reference of the Committee was updated in line with the amendments to the Listing Regulations.

B) STAKEHOLDERS' RELATIONSHIP COMMITTEE :

The Stakeholders' Relationship Committee (SRC) comprises of three Non-Executive Directors of the Board. The Shareholders Relationship Committee, apart from reviewing the shares related activities, also looks into the redressal of shareholder and investor complaints, compliances in respect of dividend payments and transfer of unclaimed amount to the Investor Education and Protection Fund pursuant to the provisions of Section 125 of the Act. During the year the Committee met four times on 23rd April, 2021, 06th August, 2021 12th November, 2021 and 03rd February, 2022 and same were also attended by Company Secretary. The Minutes of the SRC Meetings are circulated and noted by the Directors at Board Meetings .

The attendance of the Members of Stakeholders' Relationship Committee was as under:

Name of the Directors	Status	Out of total 4 meetings the attendance is
Mr. Sharadchandra Abhyankar, Chairman	Independent and Non-Executive Director	4
Mrs. Supriya P. Rane, Member	Non-Executive Director	4
Mr. Devendra Parulekar, Member	Independent and Non-Executive Director	4

In order to serve the shareholders expeditiously, the Board delegated its powers to approve the transfers / transmissions / dematerialisation / rematerialisation and address the shareholders complaints / requests, the Company Secretary of the Company. The total numbers of complaints received from the Investors and resolved during the year under review were – None.

The Company has designated an e-mail ID egovernance@abmindia.com for registering the complaints by investors/shareholders. Mrs. Sarika Ghanekar, Company Secretary is the Compliance Officer.

M/s Universal Capital Securities Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. All grievances can be addressed to the Registrar and Share Transfer Agent at C 101, 247 Park, LBS Road, Vikhroli West, Mumbai - 400083. Contact Number: 28207203-05/28257641.

C) NOMINATION AND REMUNERATION COMMITTEE :

The Nomination and Remuneration Committee ("NRC") is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The role of Nomination and Remuneration Committee, inter alia, includes:

- Determine / recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine / recommend the criteria for qualifications, positive attributes and independence of Director;

- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for Independent Director(s);
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses etc;
- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole.
- Recommend to the Board, all remunerations, in whatever form, payable to Senior Management;
- Devise a policy on Board diversity;
- Identify persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel (KMPs) and Senior Management in accordance with the criteria, and recommend to the Board their appointment
- Oversee the performance review process for the KMPs and Senior Management with the view that there is an appropriate cascading of goals and targets across the Company / re-appointment or removal;
- Review the efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning;

The Nomination and Remuneration Committee presently comprises of four Directors. During the year under review, two Committee meetings were held on 23rd April, 2021 and 17th March, 2022.

Name of the Director	Categories of Director	Out of total 2 meetings the attendance is
Dr. Sumit D. Chowdhury, Chairman	Independent and Non-Executive Director	2
Mrs. Supriya P. Rane, Member	Non-Executive Director	2
Mr. Sharadchandra D. Abhyankar, Member	Independent and Non-Executive Director	2
Mr. Ashokkumar V. Dugade, Member	Independent and Non-Executive Director	2

The quorum of NRC meeting is either two members or one-third of the members of the Committee, whichever is greater including at least one Independent Director. The Minutes of NRC Meetings are circulated and noted by the Directors at Board Meetings. The Board of Directors has accepted all the recommendations made by NRC from time to time. The Company has also devised a policy on board diversity which is available on website of the Company. Based on the recommendations of NRC, the Board has adopted the Policy relating to selection, appointment and remuneration of the Directors, KMPs and other employees.

POLICY FOR SELECTION, APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Directors of the Company are appointed / re-appointed by the Board on the recommendations of the Nomination and Remuneration Committee ("NRC") and approval of the Members at the General Meetings or through means of Postal Ballot. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. For the purpose of appointment of any Executive Director, the NRC shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee shall also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

The appointment of Executive Directors, Key Managerial Personnel, Management Committee Members and other employees are by virtue of their employment / contract of service with the Company as management employees and therefore, their terms of employment vis-à-vis salary, variable pay, service contract, notice period etc., are governed by the

applicable policies at the relevant point in time.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level. The Non- Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, information technology, governance and general management.

The NRC shall consider the following attributes/ criteria, whilst recommending to the Board the candidature for appointment as Non-Executive Director.

i) Qualification, experience and expertise of the Non-Executive Directors in their respective fields;
ii) Personal, professional or business standing;
iii) Diversity of the Board.

As regards the appointment of Independent Directors following is the policy adopted by the Board

1. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Act and Listing Regulations.

2. As per the provisions of the Act, the Independent Directors shall be appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation.

3. The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Act and the Listing Regulations.

4. The Company shall ensure that the appointment of any Non-Executive Director who has attained the age of 75 years is approved by the Members of the Company by way of Special Resolution.

Every Independent Director, at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

The Company's Nomination and Remuneration Policy considers human resources as its invaluable assets. The said Policy aims to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company. The Remuneration Policy for all employees is designed to attract talented personnel and remunerate them fairly and responsibly, this being a continuous ongoing exercise at each level in the organization.

The Nomination and Remuneration Committee considers the outcome of the annual Evaluation before recommending the changes in the remuneration of the Executive Directors and appointment / re-appointment of Directors.

The remuneration of the Managing Director is reviewed by the NRC based on certain criteria such as industry benchmarks, Company's performance and the responsibilities shouldered by him. The remuneration of the Managing Director comprises salary, perquisites, allowances and benefits and commission. Annual salary increment and commission or incentive remuneration is decided by the NRC within the overall ceilings prescribed under the Act and in line with the terms and conditions approved by the shareholders. The recommendation of the NRC is placed before the Board for its approval.

Any person who becomes Director or Officer, including an employee who is acting in managerial or supervisory capacity, shall be covered under Directors' and Officers' Liability Insurance policy. The Company has provided insurance cover in respect of legal action against its Directors and employees under the Directors' and Officers' Liability Insurance.

The remuneration to Non-Executive Directors comprises of sitting fees and variable commission. The remuneration by way of commission to the Non-Executive Directors is decided by the Board of Directors and distributed to them based on their participation and contribution at the Board and certain Committee meetings as well as time spent on matters other than at meetings. During the year, there were no pecuniary relationships or transactions between the Company and any of its Non- Executive Directors apart from sitting fees. The Non-Executive Directors of the Company are paid sitting fees of ₹20,000/- for attending every meeting of the Board / Committee thereof.

Remuneration paid to the Board of Directors during the year under review is as follows:

(₹ In Lakhs)

Name of the Director	Status	Salary & Perquisites (₹)	Commission (₹)	Sitting Fees (₹)
Mr. Prakash B. Rane	Managing Director	191.84	0.00	0.00
Mrs. Supriya P. Rane	Director	0.00	0.00	2.40
Mr. Sharadchandra Abhyankar	Director	0.00	0.00	3.40
Dr. Sumit Chowdhury	Director	0.00	0.00	2.60
Mr. Devendra Parulekar	Director	0.00	0.00	2.80
Mr. Ashokkumar V. Dugade	Director	0.00	0.00	2.60
Mr. Punit Kumar Jain	Director	0.00	0.00	1.20
Total (₹)		**191.84**	**0.00**	**15.00**

Skills / Expertise / Competencies of the Board of Directors:

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/competencies for the effective functioning of the Company.

1. **Business Leadership:** Innate leadership skills including ability to appropriately represent the organization; set appropriate Board and organization Culture and make and take responsibility for decisions and actions.

2. **Strategy and Strategic Planning:** Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of strategic objectives of the company's relevant policies and priorities.

3. **Finance & Accounting:** Qualifications and experience in accounting and/or finance and ability to analyse key financial statements, financial performance; contribute to strategic financial planning; oversees budgets and the efficient use of resources; oversees funding arrangements resources; oversees funding arrangements and accountability.

4. **Risk:** Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.

5. **Law:** Expert knowledge of Corporate Law and overseeing compliance with other applicable laws.

6. **Information Technology:** Knowledge and experience in the strategic use and governance of information management and information technology within the organization.

7. **Commercial:** broad range of commercial/business experience in areas including communications, marketing, branding and business systems, practices and improvement.

8. **Marketing:** Knowledge of and experience in marketing services to business clients.

Given below is a List of core skills, expertise and competence of the Individual Directors:

Name of the Director	Business Leadership	Strategy and Strategic Planning	Finance & Accounting	Risk	Law	Information Technology	Commercial	Marketing
Mr. Prakash B. Rane	✓	✓		✓		✓	✓	✓
Mrs. Supriya P. Rane			✓				✓	
Mr. Sharadchandra Abhyankar		✓	✓	✓	✓			
Mr. Devendra Parulekar	✓	✓	✓	✓		✓		
Dr. Sumit Chowdhury	✓		✓	✓		✓		✓
Mr. Ashokkumar V. Dugade		✓	✓					
Mr. Punit Kumar Jain		✓				✓		

Directors:

Detailed profile of Director retiring by rotation and being eligible, seeking re-appointment is as below. The same has also been covered under Notice which is forming part of the Annual Report of the Company.

Mrs. Supriya P Rane: Mrs. Supriya P Rane is a Promoter and Non-Executive Director of the Company. She has been associated with the Company from its inception. She is an Electronic Engineer with a Post Graduate Diploma in System Management. She has considerable management experience, particularly in systems and processes. She provides advice and guidance to the Company for its overall growth to make it a dynamic and progressive organization. The Company has been benefited from her rich experience.

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee was formed pursuant to Section 135 of the Companies Act, 2013, as amended, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities, action plan and to monitor the Corporate Social Responsibility Policy of the Company from time to time. The Corporate Social Responsibility Policy of the Company ("CSR Policy") is available on the website of the Company.

The composition of the Corporate Social Responsibility Committee and the details on the number of Meetings held and attended by the Members during the Financial Year 2021-2022 are given below:

Name of the Director	Status	Out of total 5 meetings the attendance is
Mrs. Supriya P. Rane, Chairperson	Non-Executive Director	5
Mr. Sharadchandra Abhyankar, Member	Independent and Non-Executive Director	5
Dr. Sumit Chowdhury, Member	Independent and Non-Executive Director	5
Mr. Ashokkumar V. Dugade, Member	Independent and Non-Executive Director	5

During the Financial Year ended 31st March, 2022, the Committee met five times on 25th June, 2021, 06th August, 2021, 15th November, 2021, 03rd February, 2022 and 17th March, 2022.

During the Financial Year 2021-2022, the Committee approved the CSR activities and monitored the progress on CSR activities undertaken by the Company on quarterly basis. The Company has been able to spend the mandatory 2% of average net profits of immediately preceding 3 years on various CSR activities, the details of which are given in CSR Report approved by the Committee and attached to the Director's Report.

E) RISK MANAGEMENT COMMITTEE :

The Risk Management Committee (RMC) of the Company comprises Mr. Prakash B. Rane as the Chairman and Mr. Sharadchandra Abhyankar and Mr. Govind Singh Chauhan as members of the Committee.

The Risk Management Committee is responsible for ensuring the effectiveness of the risk management framework of the Company, focusing on the strategic risks and reviewing the progress of the mitigation plan. It reviews, assesses the quality, integrity and effectiveness of the Risk Management plan and systems and ensures that the risk policies and strategies are effectively managed by the management and that risks taken are within the agreed tolerance and appetite levels.

During the Financial Year ended 31st March, 2022, the Committee met four times on 25th June, 2021, 06th August, 2021, 11th November, 2021 and 03rd February, 2022. The quorum of RMC Meetings is two Members or one third of the Members, whichever is greater and the gap between two meetings was not more than 180 days. The Company has formulated a Risk Management Policy to establish an effective and integrated framework for the risk management process. The Minutes of the RMC Meetings are circulated to the Board of Directors along with Agenda for subsequent Board Meetings. The Board of Directors has accepted all the recommendations made by RMC from time to time.

The attendance of each member of the Committee is given below:

Name	Status	Out of total 4 meetings the attendance is
Mr. Prakash B. Rane, Founder & Managing Director	Chairperson	4
Mr. Sharadchandra Abhyankar, Independent and Non-Executive Director	Member	4
Mr. Govind Singh Chauhan	Member	4

Code for prevention of Insider-trading practices:

The Company has formulated a Code of Conduct to Regulate, Monitor, Report Trading by Designated Persons to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The Code also envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mrs. Sarika Ghanekar, Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code. The said Code was last updated by the Board of Directors on 06th August, 2021 pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019.

Whistle Blower Policy:

The Company promotes ethical behaviour in all its business activities and in line with the best governance practices, Pursuant to Section 177(9) and (10) of the Act, Regulation 4(2)(d) of Chapter II of the Listing Regulations and Regulation 9A (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Whistle Blower Policy, as part of vigil mechanism through which Directors, employees and business associates may report unethical behaviour, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal.

This policy also outlines the reporting procedure and investigation mechanism to be followed in case an employee blows the whistle for any wrong-doing in the Company. Adequate safeguards have been provided in the policy to prevent victimization of anyone who is using this platform and direct access to the Chairman of the Audit Committee is also

available in exceptional cases. Audit Committee periodically reviews the existence and functioning of this mechanism. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. The Company has provided dedicated email address whistleblower@abmindia.com for reporting such concerns. The details of establishment of vigil mechanism are available on the website of the Company.

Fees paid to Auditors :

Total fees for all services paid by the Company and the subsidiaries, on a consolidated basis, to the M/s. Borkar & Muzumdar, Chartered Accountants Statutory Auditors and all the entities in the network firm / network entity of which Statutory Auditors is part during the financial year 2021-2022 is ₹12,35,000/- (excluding taxes).

Certification by Chief Executive Officer:

The certificate of Chief Executive Officer and Chief Financial Officer on the financial statements and the cash flow statement for the year is annexed at the end of the report on Page No. 46 . The said certificate is signed by Mr. Prakash B. Rane, Managing Director and Mr. Paresh Golatkar, Chief Financial Officer of the Company.

III. SHAREHOLDERS' INFORMATION :

a) General Information:

29th Annual General Meeting

Date	:	04th August, 2022
Time	:	11.00 a.m.
Venue	:	Annual General Meeting through Video Conferencing / Other Audio Visual Means facility (Deemed Venue for Meeting: Registered Office: ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai- 400 050).
Date of Book closure	:	Friday, 29th July, 2022 to Thursday, 04th August, 2022 (both days inclusive)
Dividend Payment Date	:	On or before 31st August, 2022 (subject to shareholder's approval)
Corporate Identity Number (CIN)	:	L67190MH1993PLC113638

b) Address for Correspondence :

Registered Office of the Company

Shareholder can correspond at the Registered Office of the Company at Mumbai i.e. ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai - 400 050.

c) Share Transfer Agent :

Registrar & Share Transfer Agents: M/s. Universal Capital Securities Private Limited, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai - 400083. Contact Number: 28207203-05 / 28257641.

d) General Body Meetings:

The last three Annual General Meetings (AGM) of the Company were held on the following dates and time:

Date	Time	Address	Special Resolution
26th AGM on 16.08.2019	10.30 a.m.	Dadar Bhagini Samaj, 1st Floor, Hindu Colony, Dadar (E), Mumbai- 400 014	i) Special Resolution for re-appointment of Mr. Sharadchandra Abhyankar as an Independent Director for a second term.
27th AGM on 04.09.2020	10.00 a.m.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	i) Special Resolution for re-appointment of Mr. Prakash B. Rane as Managing Director of the Company for a period commencing from 01st April, 2020 to 31st March, 2025.
28th AGM on 12.08.2021	10.30 a.m.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	-

Postal Ballot:

Whether any special Resolutions:-

i) Were put through Postal Ballots last year : No
ii) Details of voting pattern : N.A.
iii) Person who conducted the Postal Ballot exercise : N.A.
iv) Are proposed to be conducted through Postal Ballot : No
v) Procedure for Postal Ballot : N.A.

e) Financial Calendar 2022-2023
(Tentative and subject to change)

- Financial Results for the:
  Quarter ending 30th June, 2022 — Within 45 days of end of respective quarter
  Quarter ending 30th September, 2022
  Quarter ending 31st December, 2022
- **Year ending 31st March, 2023** — By 30th May, 2023
- **Annual General Meeting 2022-2023** — By September, 2023

IV. OTHER DISCLOSURES :

The Company has followed accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) as specified under Section 133 of Companies Act, 2013 and other relevant provision of the Act while preparing financial statements.

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

Compliance with Secretarial Standards :

The Institute of Company Secretaries of India, a statutory body, has issued Secretarial standards (SS) on various aspects of corporate law and practices. The Company has complied with the SS -1 on Board Meetings, SS - 2 on General Meetings and SS-3 on Dividends.

Disclosure on Materially Significant Related Party Transactions:

During the year, there were no materially significant transactions with the related parties viz. promoters, directors or the management or their relatives or subsidiary that had potential conflict with the interest of the Company at large. All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters. All related party transactions are mentioned in the Notes to Accounts. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.abmindia.com.

Annual Secretarial Compliance Report :

The Company has undertaken a Secretarial audit for the financial year 2021-2022 for all applicable compliances as per Act, SEBI Regulations and Circulars / Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been submitted to the stock exchange within stipulated time.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has not received any complaint of sexual harassment during the financial year 2021-2022.

Risk Management :

The Company has a Risk Management frame work, by which the information of any risk assessment and minimization activity would be informed to the Board. A Risk Management Plan of the Company is in place prescribing various probable risks, their assessment and mitigation.

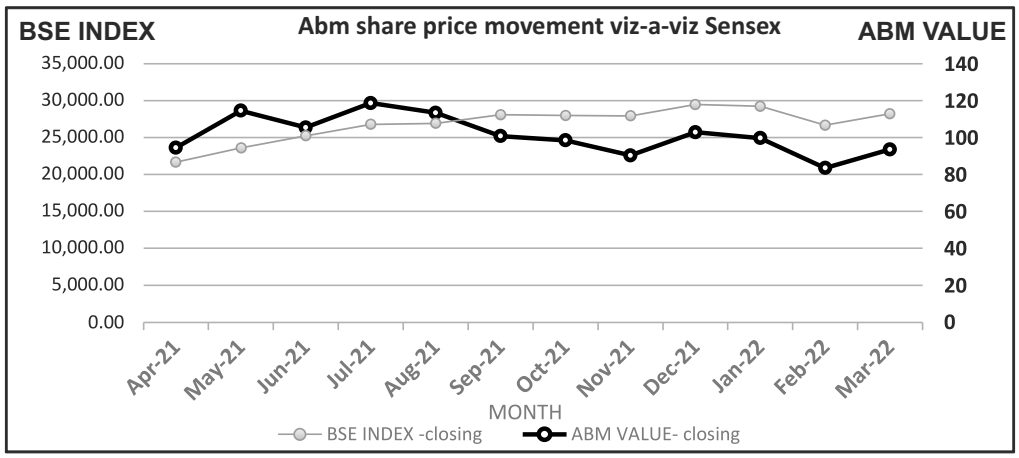
Listing at Stock Exchange :

The Equity Shares of the Company are listed at The Bombay Stock Exchange Limited, Dalal Street, Fort, Mumbai Code No. ABMKNOWLEDGE: 531161 and the Company has duly paid the Listing fees as applicable to the Company.

Listing and Market Price Data :

The high and low prices of every month during the financial year 2021-2022 are given below:

Month	High	Low	Close	Volume (Number)
April 2021	125.90	90.25	108.00	2,33,998
May 2021	134.95	103.00	130.90	7,49,479
June 2021	134.00	108.00	120.55	4,79,240
July 2021	152.40	119.40	135.65	8,54,254
August 2021	147.80	102.60	129.65	2,87,514
September 2021	135.00	111.30	115.20	2,48,105
October 2021	124.00	109.00	112.55	2,84,887
November 2021	127.50	102.60	103.25	1,76,502
December 2021	119.95	102.20	117.60	2,44,005
January 2022	136.30	112.10	113.95	2,80,697
February 2022	124.05	85.00	95.45	2,40,625
March 2022	115.70	88.05	106.90	3,61,754



Share Transfer System:

All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to the M/s. Universal Capital Securities Pvt. Ltd., Registrar & Share Transfer Agent of the Company. Stakeholders` Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the Company Secretary of the Company. A summary of all the transfers/ transmissions etc. so approved by Company Secretary of the Company is placed at every Committee meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects.

The Company obtains an annual certificate from Practising Company Secretary as per the requirement of Regulation 40(9) of Listing Regulations and same if filed with the Stock exchange and available on website of the Company.

In terms of amended Regulation 40 of Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from 24th January, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange / sub-division / splitting / consolidation of securities, transmission / transposition of securities. Vide its Circular dated 25th January, 2022, SEBI has clarified that listed entities / RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

Simplified Norms for processing Investor Service Request:

SEBI, vide its Circular dated 3rd November, 2021, has made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination / Opt-out of Nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by 1st April, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination / Opt out of Nomination by submitting the prescribed forms duly filled by email from their registered email id to info@unisec.in or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s. Universal Capital Securities Private Limited at C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai- 400083.

A qualified practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("Depositories") and the total issued and listed capital. The said report confirms that the total issued / paid-up capital reconciles with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL. This report is sent to the Stock Exchange on a quarterly basis within 30 days from the end of every quarter.

Shareholding Pattern and Distribution of Shares - as at 31st March, 2022:

SHAREHOLDING PATTERN			DISTRIBUTION OF SHAREHOLDING				
Category	No. of Shares	% to the Total Paid up Capital	Category of Shares	Shareholders		Respective Shareholding	
				Total	%	Total	%
Promoters	13386929	66.93	1-500	4501	82.62	522255	2.61
NRIs / OCBs	2165810	10.83	501-1000	450	8.26	368677	1.84
Indian Public	3283146	16.41	1001-2000	221	4.06	344295	1.72
Bodies Corporate	417828	2.09	2001-3000	81	1.49	206133	1.03
Others:	-	-	3001-4000	45	0.83	163416	0.82
HUF	318361	1.59	4001-5000	33	0.61	155544	0.78
Clearing Members/ Foreign Nationals / Mutual Funds / NBFCs registered with RBI	139503	0.70	5001-10000	62	1.14	478374	2.39
IEPF A/c	290623	1.45	10001-Above	55	1.01	17763506	88.81
Total	**20002200**	**100.00**		**5448**	**100.00**	**20002200**	**100.00**

Dematerialization of Shares:

The Shares of the Company are compulsory traded in the dematerialized form on Stock Exchange by all investors. As on 31st March, 2022, 86.21% shares of the Company are held in dematerialized form.

The International Securities Identification Number (ISIN) allotted to the Company's equity shares is ISIN INE850B01026.

Transfer of Unclaimed Dividend to Investor Education & Protection Fund (IEPF):

Pursuant to Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules 2016, dividends not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF) Authority.

The dividend for following years (see table below), which remains unclaimed for seven years from the date it is lying in the unpaid dividend account, will be transferred to the IEPF in accordance with the schedule given below. Shareholders who have not encashed their dividend warrants relating to the dividends specified below are requested to immediately send their request for issue of duplicate warrants. The details of dividends specified below are available on the website of the Company www.abmindia.com. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company. However, shareholders may claim their unclaimed amount as per the procedures/ guidelines issued by the Ministry of Corporate Affairs (MCA). For details, investors can visit the website of IEPF Authority viz.www.iepf.gov.in.

Dates of declaration of dividends since 2006-2007 and the dates by which they can be claimed by the shareholders are given in the table below:

Financial Year	Date of Declaration	Last Date for claiming unpaid dividend (before)
2006-2007	26.09.2007	Transferred to IEPF
2007-2008	25.09.2008	Transferred to IEPF
2008-2009	25.08.2009	Transferred to IEPF
2009-2010	29.07.2010	Transferred to IEPF
2010-2011	25.08.2011	Transferred to IEPF
2011-2012	25.07.2012	Transferred to IEPF
2012-2013	24.07.2013	Transferred to IEPF
2013-2014	18.09.2014	Transferred to IEPF
2014-2015	20.08.2015	24.09.2022
2015-2016	12.08.2016	17.09.2023
2016-2017	27.07.2017	01.09.2024
2017-2018	08.08.2018	13.09.2025
2018-2019	16.08.2019	21.09.2026
2019-2020	18.02.2020	25.03.2027
2020-2021	12.08.2021	17.09.2028

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPF) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years:

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPF) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPF can be claimed back by the shareholder from IEPF by

following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company. The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company.

Consequent to the above, during the financial year 2021-2022, 621 equity shares of the Company were transferred to the IEPF. In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement. Relevant details of such shares is available on the website of the Company www.abmindia.com. The Company does not have any shares in the demat suspense account or unclaimed suspense account.

Governance of Subsidiary Companies:

InstaSafe Technologies Private Limited ("Instasafe") is subsidiary of ABM. InstaSafe has incorporated a wholly owned subsidiary Company by name "InstaSafe Inc" in Delaware, United State of America. The operations and performance of the subsidiary company is reviewed on a quarterly basis as under:

a) The minutes of the meetings of the Board of the Directors of the subsidiary companies are placed before the Board of Directors of the Company and the attention of the Directors is drawn to all significant transactions and arrangement, if any entered into by the subsidiary companies.

b) The Audit Committee of the Company reviews the financial statements, in particular the investment made by the subsidiary companies.

The Company has adopted a Policy for determining Material Subsidiary in line with the requirements of the Listing Regulations and the same is disclosed on the website of the Company. The Company does not have a material subsidiary as on date of this report, having a net worth exceeding 10% of the consolidated net worth or income of 10% of the consolidated income of your Company.

Proceeds from Preferential allotment or Qualified Institutional Placement etc.:

No funds were raised through preferential allotment or Qualified Institutional Placement as per the Regulation 32(7A) of Listing Regulations.

Credit Ratings:

CRISIL has given the Long term credit rating of CRISIL BBB+/Stable and Short Term as CRISIL A2+ for debt instrument / facilities of the Company.

Compliance with the discretionary requirements under Listing Regulations:

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

i) Audit qualifications:

The Company's financial statements are unqualified.

ii) Reporting of Internal Auditor:

The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchange, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

Disclosure on Website:

Following information has been disseminated on the website of the Company at www.abmindia.com;

1. Details of business of the Company.
2. Composition of various Committees of the Board.
3. Code of Conduct and Ethics.
4. Whistle Blower policy.
5. Risk Management Policy.
6. Board Diversity Policy.
7. Policy on dealing with Related Party Transactions.
8. Details of familiarization programmes imparted to Independent Directors.
9. Terms and conditions of appointment of Independent Directors.
10. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
11. Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information.
12. Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
13. Corporate Responsibility Policy.
14. Policy on preservation of documents.
15. Policy on Determination of materiality of events.
16. Archival Policy.
17. Policy on Prevention of Sexual Harassment at Workplace.
18. Policy for determining Material Subsidiary.
19. Nomination & Remuneration Policy.
20. Code of Conduct for Board of Directors and Senior Management Personnel.

Means of Communication:

a) The quarterly, half yearly and annual results are published in Navshakti (in Marathi) and Free Press Journal (in English) within 48 hours from the date of declaration. These are not sent individually to the Shareholders.

b) The Company's website www.abmindia.com contains a dedicated functional segment called "Investors" where all the information needed by the shareholders is available, including the Shareholding pattern, Financial Results, Annual Reports, Notices, Statutory Policies, details about the Company and Board of Directors and Management etc.

c) The Company's dedicated email address for Investors' Complaints and other communications is egovernance@abmindia.com.

d) SCORES (SEBI complaints redressal system): SCORES platform of SEBI facilitates online filing of investor grievance and online view of the status. The Company endeavours to redress the grievance of the Investors as soon as it receives it from the SCORES platform.

e) All price sensitive information and matters that are material to Members are disclosed to the Stock Exchange where the securities of the Company are listed. The Quarterly Results, Corporate Governance Report, Shareholding

Pattern and all other corporate communications to the Stock Exchange are filed through BSE Listing Centre, for dissemination on their website. The Stock exchange filing are also made available on the website of the Company at www.abmindia.com.

f) The Management Discussion & Analysis Report forms part of this Annual Report.

For and on behalf of the Board

Date: 27th May, 2022	**Sd/-**	**Sd/-**
Place: Mumbai	**Prakash B. Rane**	**Sharadchandra D. Abhyankar**
	Managing Director	**Director**
	(DIN: 00152393)	**(DIN: 00108866)**

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To,
The Board of Directors,
ABM Knowledgeware Limited,

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of **ABM Knowledgeware Limited** ("the Company"), to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2022 and to the best of our knowledge and belief, we state that :

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

3. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

   (i) significant changes, if any, in the internal control over financial reporting during the year;

   (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

   (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

For and on behalf of the Board

Date: 27th May, 2022
Place: Mumbai

Sd/-
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/-
Paresh Golatkar
Chief Financial Officer

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS

Under Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

TO THE MEMBERS OF ABM KNOWLEDGEWARE LIMITED

1. This certificate is issued in accordance with the terms of our engagement communication with ABM Knowledgeware Limited.

2. We have examined the compliance of conditions of Corporate Governance by ABM Knowledgeware Limited ("the Company"), for the financial year ended 31st March, 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchange.

Management Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Audit Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2022.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Borkar & Muzumdar
Chartered Accountants
FRN: 101569W

Sd/-
Deepak Kumar Jain
Partner
Membership No: 154390
UDIN: 21154390AAAAET6950

Date: 27th May, 2022
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[pursuant to Regulation 34(3) and Schedule V Para C sub-clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors
ABM Knowledgeware Limited
ABM House, Plot No. 268
Linking Road, Bandra(W)
Mumbai- 400 050

I have examined the relevant registers, records, books, form, returns and disclosures received from the Directors of ABM Knowledgeware Limited, (CIN L67190MH1993PLC113638), having Registered Office at ABM House, Plot No. 268 Linking Road, Bandra (West) Mumbai 400 050 (the Company), produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verification (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanation furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2022 has been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India and/or Ministry of Corporate Affairs:

Sr. No.	Name of the Director & DIN	Designation	Date of Appointment in the Company
1	Mr. Prakash B. Rane (DIN: 00152393)	Managing Director	27/04/2000
2	Mrs. Supriya P. Rane (DIN: 00152890)	Non-Executive Director	27/04/2000
3	Mr. Sharadchandra Abhyankar (DIN: 00108866)	Independent Director	28/10/2010
4	Mr. Devendra Parulekar (DIN: 06705320)	Independent Director	10/08/2018
5	Dr. Sumit D. Chowdhury (DIN: 02117586)	Independent Director	28/03/2016
6	Mr. Ashokkumar V. Dugade (DIN: 02922248)	Independent Director	01/04/2020
7	Mr. Punit K. Jain (DIN: 07325636)	Independent Director	04/09/2020

Note: Ensuring the eligibility for appointment/continuing as Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on verification of documents/ information available to me. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654

UDIN:F002727D000450966
Date: 27th May, 2022
Place: Mumbai

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ABM Knowledgeware Limited,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ABM Knowledgeware Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the ABM Knowledgeware Limited for the financial year ended on 31st March, 2022 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowing – not applicable since as confirmed by Management, the Company does not have any FDI, ODI or ECB;

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

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

b) The Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015;

c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

I report that during the year under review there was no action/event in pursuance of –

a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

b) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018

c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

f) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.

(vi) The Acts / Guidelines specifically applicable to the Company: The management has confirmed that there is no specific law as identified and applicable to the Company.

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

a) Secretarial Standards with regard to Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of the Company Secretaries of India.

b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- *Statement of Investor Complaints was placed before Stakeholders' Relationship Committee Meeting on quarterly basis and was not placed before the Board of Directors as required under Regulation 13(4) of SEBI (LODR) Regulations, 2015*

I further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the year under review. There was no change in composition of the Board of Directors during the year under review.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance duly complying with the time limits specified and a system exits for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit and also on the review of quarterly compliance reports of respective department heads / Company Secretary, which are reviewed by the Managing Director, in my opinion adequate systems and processes and control mechanism exists commensurate with the size and operation of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines. However, the compliance reports were not submitted to the Board.

I further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same is subject to review by statutory financial audit and other designated professionals.

I further report that during the audit period, there was no specific event/action in pursuance to the laws, rules, regulations, guidelines, etc. as referred to above, having major bearing on the Company's affairs.

UDIN: F002727D000406119
Peer Review Certificate No. 1882/2022
Date: 27th May, 2022
Place: Mumbai

Sd/-
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

To,
The Members,
ABM Knowledgeware Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed, provide reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Where ever required, I have obtained the management representation about the compliance of the laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.

6. The secretarial audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 27th May, 2022
Place: Mumbai

Sd/-
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

ABM KNOWLEDGEWARE LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of ABM KNOWLEDGEWARE LIMITED (hereinafter referred to as the "Holding Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"),which comprise the Consolidated Balance Sheet as at March 31, 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash flows for the year then ended on that date, a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2022, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statement 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 Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by The Institute of Chartered Accountant of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a Separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matters	How our audit addressed the Key Audit Matter
01	**Revenue recognition** (refer to the summary of significant accounting policies in point 2.02 (b) and the disclosures in note 2.25 of the consolidated financial statements)	
	The group derives significant portion of its revenue from long-term projects. Estimation of efforts is a critical estimate to determine revenues for contract. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining contract performance obligations. Some of the contracts have complex terms and conditions requiring management analysis, judgement, and application of guidance for appropriate recognition of revenue and the corresponding balances of accounts receivables, unbilled revenues, and deferred revenues. In consideration of certain key judgements and principles used for recognition of revenue we have identified this matter to be a key audit matter.	We have performed walkthrough and understood the process and tested key controls associated with the revenue recognition process. We made enquiries of management and analysed contracts on sample basis to evaluate whether revenue was recognized in accordance with their terms and conditions. We have: 1. Assessed the Company's accounting policies relating to revenue recognition. 2. Checked the revenue recognition from contracts by reading the supporting documents including inspection of contracts / statement of work/purchase orders from customers and documents evidencing delivery, on a test check basis; 3. Checked, pre and post year end, sample of revenue recognized and agreed with the supporting documents. 4. Checked the Consolidated Ind AS financial statement disclosures in this regard.
02	**Receivable from Government customers** (refer to disclosures in note 2.05 & 2.09 of the Consolidated financial statements)	
	The gross balance of trade receivables as at March 31, 2022 amounted to ₹ 4,385.25/- Lakhs, which comprises of ₹ 3,786.03/- Lakhs receivable from Government customers. The assessment of the recoverability of the receivables from the Government Customers, requires management to make judgements and estimates to assess the certainty regarding the recoverability from Government Customer. Accordingly, this has been identified as a key audit matter	We evaluated the Group's processes and controls relating to the monitoring of trade receivables and review of credit risks of customers. 1. Our audit procedures include: We evaluated management's continuous assessment of the assumptions used in the recoverability assessment. These considerations include whether there are regular receipts from the customers, past collection history as well as an assessment of the customers' credit ability to make repayments. 2. We have checked the subsequent collection made from the Government debtors and discussed with management the reasons of any long outstanding amounts and correspondences with the customers. 3. We have checked the calculation of delay risk under expected credit loss model evaluated the Standalone. 4. Evaluated the consolidated financial statement disclosure in this regard.

03	**Assessment of fair value of Quoted equity investment and Mutual Fund Investment** (refer to disclosures in note 2.08 of the Consolidated financial statements- Investment in Quoted Equity shares and Mutual Fund)	
	The Group has quoted equity investment and Quoted Mutual fund as at the Balance sheet date. The investment is carried at fair values, a fair valuation is done as per the requirement of Ind AS- 109. The Fair value measurement of the Quoted equity shares and Quoted Mutual Fund was a key Audit matter because - The value of quoted equity shares and mutual fund is material to the financial statements, and - As at the Balance sheet date March 31, 2022, the value of quoted equity shares and mutual fund is amounted to INR 7791.89/- lakhs representing 44.43% of total current assets and 38.71 % of total equity. The value of Quoted Equity shares and Mutual Fund represents majority of the balance sheet value.	Our audit procedures included the following: 1. Obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the fair valuation of quoted equity share and mutual fund. 2. Assessed the carrying value/fair value calculations of all individually material investments, where applicable, to determine whether the valuations performed by the Company were within an acceptable range determined basis the fair valuation reports and statement. 3. Evaluated the adequacy of the disclosures made in the Consolidated Financial Statements. Based on the above procedures performed, we did not identify any significant exceptions in the management's assessment in relation to the fair value of quoted equity investments and mutual funds.

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

The Holding Company's Management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Annual Report, for example Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this our auditor's report.

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

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

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary action as applicable under the relevant laws and regulations.

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

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give true & fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated

changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, , which have been used for the purpose of preparation of consolidated financial statements by the Management and Directors of the Holding company as aforesaid.

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken because of these consolidated financial statements.
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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosure, and whether the consolidated financial statement represent the underlying transaction and the events in a manner that achieve fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 other significant deficiencies in internal control that we identify during the audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the consolidated financial statements of one subsidiary included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 802.80 lakhs as at March 31, 2022, total revenues of Rs. 1237.07 Lakhs and net cash flows amounting to Rs. (217.95) Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by the section 143 (3) of the Act, based on our report and on consideration of report of the other auditor on separate financial statements and the other financial information of subsidiaries as referred in the 'Other Matter' paragraph, we report to the extent applicable 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 of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law have been relating to preparation of the aforesaid

consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c. The Consolidated Balance sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards Prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended.

e. On the basis of the written representations received from the directors of Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the Statutory auditors of its subsidiary company incorporated in India, none of the directors of the Companies are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy and operating effectiveness of the internal financial controls over financial reporting; refer to our separate report in **"Annexure A"** which is based on the auditor's report of the Company and the reports of the statutory auditors of its subsidiary Company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reason stated therein.

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

According to the information and explanations given to us, the managerial remuneration for the year ended March 31, 2022, has been paid / provided by the group to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanation given to us and based on the consideration of the report of the other auditor on separate financial statements as also the other financial information of the subsidiaries as noted in the 'Other Matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigation on the Consolidated Financial Position of the Group. Refer to Note 2.32 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2022.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended March 31, 2022.

iv. a) The respective Management of the Holding Company and it's subsidiaries whose financial statements have been audited under the Act has represented to us and the other auditors of such subsidiaries that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective holding company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate

Beneficiaries;

b) The respective managements of the holding company and its subsidiaries whose financial statements have been audited under the Act have represented to us and other auditors of such subsidiaries, respectively that, to the best of it's knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the respective holding company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. The dividend declared or paid during the year by the Holding Company and its subsidiary companies incorporated in India are in compliance with section 123 of the Act.

2. With respect to the matters specified in paragraph 3(xxi) of the Company (Auditor's report) Order, 2020 ("the Order"/CARO) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Borkar & Muzumdar
Chartered Accountants
Firm Reg. No. 101569W

Sd/-
Deepak Kumar Jain
Partner - (M.No. 154390)
UDIN: 22154390AJTVQQ9987

Date: May 27, 2022
Place: Mumbai

ANNEXURE "A" TO THE INDEPENDT AUDITOR'S REPORT

(Referred to in the paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **ABM KNOWLEDGEWARE LIMITED** of even date).

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of ABM KNOWLEDGEWARE LIMITED (hereinafter referred to as "Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Management and Board of Directors of the Company and its subsidiary companies, which are Companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by The Institute of Chartered Accountant of India and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

The Company's internal financial control over financial reporting is a process designed to provide reasonable assurance

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to best of our information and according to the explanation given to us, and based on the consideration of report of other auditor, as referred to in 'Other Matter' paragraph below, the Holding Company and its Subsidiary Companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("Guidance Note") issued by the Institute of Chartered Accountants of India("ICAI").

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, in so far as it relates to separate financial statements of subsidiaries, which is Company incorporated in India, is based on the corresponding reports of the auditor of such Company incorporated in India.

For Borkar & Muzumdar
Chartered Accountants
Firm Reg. No. 101569W

Sd/-
Deepak Kumar Jain
Partner - (M.No. 154390)
UDIN: 22154390AJTVQQ9987

Date: May 27, 2022
Place: Mumbai

Consolidated Balance sheet as at March 31, 2022

(₹ In Lakh)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
ASSETS			
1. Non-current assets			
a) Property, plant and equipment	2.03	**4,406.30**	4,385.69
b) Capital work-in-progress	2.03	**-**	-
c) Intangible assets	2.03	**488.83**	389.70
d) Goodwill		**335.45**	335.45
e) Financial assets			
i) Investments	2.04	**121.15**	100.78
ii) Trade Receivables	2.05	**224.93**	199.58
iii) Loans		**-**	-
iv) Other Financial assets	2.06	**376.29**	374.24
f) Income tax asset (net)		**145.64**	141.30
g) Deferred tax asset	2.18	**37.44**	-
h) Other non-current assets	2.07	**16.60**	50.58
Total non-current assets		**6,152.61**	5,977.32
2. Current assets			
a) Financial assets			
i) Investments	2.08	**7,892.97**	6,343.70
ii) Trade receivables	2.09	**3,960.53**	2,443.27
iii) Cash and cash equivalents	2.10	**2,051.53**	3,528.75
iv) Bank balances other than cash and cash equivalents	2.11	**702.19**	1,957.76
v) Loans	2.12	**21.06**	16.20
vi) Other Financial assets	2.13	**1,053.29**	795.86
b) Current tax assets (Net)	2.14	**269.96**	114.56
c) Other current assets	2.15	**1,584.85**	1,284.69
Total current assets		**17,536.22**	16,484.79
TOTAL ASSETS		**23,688.82**	22,462.11
EQUITY AND LIABILITIES			
1. EQUITY			
a) Equity share capital	2.16	**1,024.15**	1,024.15
b) Other equity	2.17	**18,965.53**	17,767.07
Equity attributable to the Owners of the Company		**19,989.68**	18,791.22
c) Non-controlling interest		**141.73**	210.66
Total equity		**20,131.41**	19,001.88
2. LIABILITIES			
Non-current liabilities			
a) Deferred Liabilities (Net)	2.18	**688.48**	707.19
b) Provisions	2.19	**28.59**	22.89
c) Other non-current liabilities	2.20	**22.27**	22.27
Total non-current liabilities		**739.34**	752.35
3. Current liabilities			
a) Financial liabilities			
i) Trade payables	2.21		
- Trade payables - outstanding dues to micro and small enterprises		**10.52**	-
- Trade payables - outstanding dues to other than micro and small enterprises		**814.27**	1,356.52
ii) Other financial liabilities	2.22	**852.61**	335.61
b) Provisions	2.23	**0.70**	0.57
c) Other current liabilities	2.24	**1,140.98**	1,015.18
Total Current Liabilities		**2,818.07**	2,707.88
TOTAL EQUITY AND LIABILITIES		**23,688.82**	22,462.11

Notes 1.1 to 2.44 form an integral part of these financial statements

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain - Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director (DIN : 00152393)
Sharadchandra D. Abhyankar - Director (DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

Consolidated Statement of Profit and Loss for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
1. Income			
a) Revenue from operations	2.25	**9,559.72**	8,932.77
b) Other income	2.26	**391.88**	494.40
Total income		**9,951.60**	9,427.17
2. Expenses:			
a) Operating expense		**3,507.54**	2,494.52
b) Employee benefits expense	2.27	**3,266.70**	2,887.13
c) Finance costs	2.28	**34.88**	43.22
d) Depreciation and amortisation expense	2.29	**247.11**	204.50
e) Rent expense		**47.93**	40.02
f) Travelling and conveyance expenses		**49.91**	53.48
g) Other expenses	2.30	**984.40**	840.29
Total expenses		**8,138.47**	6,563.16
3. Profit before exceptional items and tax (1-2)		**1,813.13**	2,864.01
4. Exceptional Items		**-**	-
5. Profit before tax (3-4)		**1,813.13**	2,864.01
6. Tax Expense:	2.31		
a) Current tax		**472.66**	706.60
b) Deferred tax		**(56.65)**	(2.77)
		416.01	703.83
7. Profit for the year (5-6)		**1,397.12**	2,160.18
8. Other comprehensive income (OCI)			
Items that will not to be reclassified to profit or loss			
Measurements of defined employee benefit plans		**(16.54)**	22.14
Exchange differences on translation into presentation currency		**(1.02)**	0.15
Income tax effect on the above	2.31	**-**	-
Total Other Comprehensive Income (OCI) net of Tax		**(17.56)**	22.29
9. Total comprehensive income for the year (7+8)		**1,379.56**	2,182.47
Profit attributable to			
Owners		**1,466.54**	2,001.04
Non controlling interest		**(69.42)**	159.14
		1,397.12	2,160.18
Other Comprehensive Income (OCI) attributable to:			
Owners		**(18.05)**	23.47
Non-controling interests		**0.49**	(1.18)
		(17.56)	22.29
Total comprehensive income attributable to:			
Owners		**1,448.49**	2,024.51
Non-controling interests		**(68.93)**	157.96
		1,379.56	2,182.47
10. Earnings per equity share of ₹ 5 each			
a) Basic (₹)	2.34	**7.24**	10.12
b) Diluted (₹)	2.34	**7.24**	10.12

Notes 1.1 to 2.44 form an integral part of these financial statements

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director
(DIN : 00152393)

Sharadchandra D. Abhyankar - Director
(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

Consolidated Statement of changes in equity for the year ended March 31, 2022

A. Equity Share Capital (Refer note 2.16) **(In ₹ Lakh)**

Particulars	Balance as at April 1, 2020	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
Equity Share Capital	1024.15	-	1024.15	-	1024.15

(In ₹ Lakh)

Particulars	Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
Equity Share Capital	**1024.15**	-	**1024.15**	-	**1024.15**

Consolidated Statement of changes in equity for the year ended March 31, 2022

B. Other Equity (Refer note 2.17) **(In ₹ Lakh)**

Particulars	Other Equity					Amount attributable to Owners of the parent	Non Controlling Interest	Total
	Reserve and Surplus		Items of OCI					
	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	Equity intrument through OCI	Other items of OCI			
As at 1 April, 2020	308.05	15,410.60	2.03	0.33	21.55	15,742.56	52.70	15,795.26
Profit for the year	-	2,001.04	-	-	-	2,001.04	159.14	2,160.19
Measurements of defined employee benefit plans (net of tax)	-	-	-	-	23.44	23.44	(1.30)	22.14
Fair value changes of investments in equity shares	-	-	-	-	-	-	-	-
Exchange differences on translation into presentation currency	-	-	0.03	-	-	0.03	0.12	0.15
Dividend Paid during the year	-	-	-	-	-	-	-	-
Balance as on March 31, 2021	**308.05**	**17,411.64**	**2.06**	**0.33**	**44.99**	**17,767.07**	**210.66**	**17,977.74**
As at 1 April, 2021	308.05	17,411.64	2.06	0.33	44.99	17,767.07	210.66	17,977.74
Profit for the year	-	1,466.54	-	-	-	1,466.54	(69.42)	1,397.12
Measurements of defined employee benefit plans (net of tax)	-	-	-	-	(17.83)	(17.83)	1.30	(16.54)
Fair value changes of investments in equity shares	-	-	-	-	-	-	-	-
Exchange differences on translation into presentation currency	-	-	(0.21)	-	-	(0.21)	(0.81)	(1.02)
Dividend Paid during the year	-	(250.03)	-	-	-	(250.03)	-	(250.03)
Balance as on March 31, 2022	**308.05**	**18,628.16**	**1.84**	**0.33**	**28.15**	**18,965.53**	**141.73**	**19,107.27**

Notes 1.1 to 2.44 form an integral part of these financial statements

Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of each reserve:

General Reserve:- The Company created a General reserve in earlier years pursuant to the provisions of the Companies Act, 1956 wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirements to transfer profits to General Reserve is not mandatory. This represents a free reserve and is available for dividend distributions.

Retained Earnings:- Retained earnings comprises of prior and current year's undistributed earnings after tax.

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director
(DIN : 00152393)

Sharadchandra D. Abhyankar - Director
(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

Consolidated Cash Flow Statement for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flow from operating activities		
Profit Before Tax	**1,813.13**	2,864.01
Non-cash adjustment to Profit Before Tax:		
Depreciation and amortization expense	**247.11**	204.50
Interest income	**(91.37)**	(102.91)
Impairment expense of Trade receivable	**76.68**	65.36
Impairment on non current/current assets	**6.00**	10.00
Advances to vendors written off	**-**	0.30
Profit on Sale of Asset	**(4.00)**	-
Liability written back	**(1.84)**	(1.32)
Gain on investment	**(0.01)**	(3.73)
Change in fair value of financial assets measured at fair value through profit or loss	**(291.62)**	(376.26)
Dividend income	**(0.83)**	(6.23)
Exchange differences on translation into presentation currency	**(1.19)**	0.15
Finance costs	**34.88**	43.22
	1,786.93	2,697.09
Change in operating assets and liabilities :		
Decrease/(increase) in trade receivables	**(1,618.95)**	647.40
Increase/(decrease) in trade payables	**(529.84)**	1,279.04
Decrease/(increase) in loans & other financial assets - Current	**(264.14)**	(64.21)
Decrease/(increase) in loans & other financial assets - Non Current	**(15.90)**	-
Decrease/(increase) in other bank balance	**1,193.52**	(1,529.42)
Decrease/(increase) in other non-current assets	**33.98**	(9.16)
Decrease/(increase) in other current assets	**(304.62)**	414.68
Increase/(decrease) in other financial Liability	**517.00**	(67.76)
Increase/(decrease) in other current liabilities	**125.80**	(946.49)
Increase/(decrease) in non-current provisions	**7.33**	5.22
Increase/(decrease) in Provisions	**0.13**	0.16
Cash generated from operations	**931.24**	(270.54)
Direct taxes paid (net of refunds)	**(516.23)**	(747.41)
Net cash flow generated /(used in) operating activities (A)	**415.01**	1,679.14
Cash flow from investing activities		
Purchases of fixed assets, including capital work-in-progress and capital advances	**(155.97)**	(10.64)
Software Development Cost	**(229.43)**	(161.53)
Payments for purchase of investments	**(6,386.77)**	(4,626.82)
Proceeds from sale of investments	**5,130.82**	6,297.15
Proceed from sale of Property plant equipment	**22.50**	-
Gain on investment	**0.01**	3.73
Interest received	**11.52**	25.92
Net cash flow generated/(used in) investing activities (B)	**(1,607.32)**	1,527.80

Consolidated Cash Flow Statement for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from financing activities		
Finance Cost	**(34.88)**	(43.22)
Dividend paid to equity shareholders	**(250.03)**	-
Net cash flow generated/(used in) in financing activities (C)	**(284.91)**	(43.22)
Net increase/(decrease) in cash and cash equivalents (A+B+ C)	**(1,477.22)**	3,163.74
Cash and cash equivalents at the beginning of the year	**3,528.75**	365.01
Cash and cash equivalents at the end of the year	**2,051.53**	3,528.75
Cash and cash equivalents as per note 2.10 to the financial statements		
Balance with Bank	**1,279.39**	3,525.46
Cash in hand	**3.14**	3.29
Cheques in hand	**769.00**	-
Total	**2,051.53**	3,528.75

Notes 1.1 to 2.44 form an integral part of these financial statements

Note:
The Cash Flow Statement has been prepared under Indirect Method as set out in Indian Accounting Standard (Ind AS)- 7, "Statement of Cash Flows".

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director
(DIN : 00152393)

Sharadchandra D. Abhyankar - Director
(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

Notes to the Consolidated Financial Statements for the year ended March 31, 2022

1.01 GROUP BACKGROUND:

ABM Knowledgeware Limited (the 'Company') is a public limited Company incorporated in India under the Companies Act, 1956. The registered office of the Company is located at ABM House, Bandra West, Mumbai, India. The company has its primary listing on the Bombay Stock Exchange (BSE). The Company is one of the few information technology (IT) services companies with exclusive focus on e governance since 1998.

ABM Knowledgeware Limited along with its subsidiary, InstaSafe Technologies Private Limited and sub-subsidiary InstaSafe Inc. (incorporated in USA) (hereinafter referred to as "Group") is engaged in providing activities in e-governance, information security, technology enabled applications through cloud services and other software services.

2.01 SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation of Consolidated Financial Statements:

These Financial Statements are the separate Consolidated Financial Statements of the Group (also called Consolidated Financial Statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (India Accounting Standard) (Amendment) Rules 2016 and other relevant provision of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements. The Consolidated Financial Statements of the Company have been prepared and presented in accordance with Ind AS.

These Consolidated Financial Statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these Consolidated Financial Statements.

b) Use of estimates, assumptions and judgements

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised, and future periods are affected.

Key source of estimation of uncertainty as at the date of Consolidated Financial Statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

c) Principles of consolidation and equity accounting subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.

d) Business Combinations:

The Group accounts for Business combinations using the acquisition method of accounting. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs which are administrative in nature are expensed out.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed-off is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed-off in this circumstance is measured based on the relative values of the operation disposed-off and the portion of the cash-generating unit retained.

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Group.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest's method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

The financial information in the consolidated financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the consolidated financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

2.02 Summary of Significant Accounting Policies:

a) Current vs non-current classification

The Group 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 realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for purpose of trading.
- Expected to be realized within twelve months after the reporting period.
- Cash and cash equivalents 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 treated as current when it is:

- It is expected to settle in the normal operating cycle.
- It is due to be settled within twelve months after the reporting date.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

Advance tax paid is classified as non-current assets.

b) Revenue

The Group derives its revenues primarily from software development, Software implementation, maintenance of software/ hardware and related services, business process services, Sale of IT and other products and internet security related technology enabled solution software services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer.

Goods and Service tax (GST) is not received by the Group on its own account. Rather, it is tax collected on service rendered by the seller on behalf of the government. Accordingly, it is initially included and subsequently gets excluded from the gross revenue.

Revenue from software services & projects comprise income from time-and-material and fixed price contracts.

Revenue from time and material contracts is recognized when the services are rendered in accordance with the terms of contracts with clients. Revenue from fixed price contracts is recognized using the percentage-of-completion method (POC method), calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Maintenance revenue is recognized ratable over the period of underlying maintenance agreements.

Revenue from sale of services is shown as net of applicable discounts and pricing incentives to customer.

Revenue from sale of goods is recognized on transfer of significant risks and rewards where it is probable that economic benefits will flow to the Company and there is neither continuing managerial involvement nor effective control over the goods sold.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

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

Unearned revenue is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Interest income is recognized as it accrues in the Statement of Profit and Loss using effective interest rate method.

Dividend income is recognized in the Statement of Profit and Loss only when the right to receive the dividend is established, it is probable that the economic benefit associated with the Dividend will flow to the Company, and the amount of the dividend can be reliably measure.

c) Property, Plant and Equipment

Measurement and recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Group identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other nonrefundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight-Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset etc. The estimated useful life of items of property, plant and equipment is mentioned below:

(In Year)

Assets	Useful life as per Companies Act, 2013	Useful life estimated by the management
Buildings (Other than factory buildings)	60	30-68
Plant and Equipment	15	05
Furniture and Fixtures	10	10
Office Equipment	5	5
Vehicles	8	8
Computer Equipment	3	3/6
Lease hold improvements	Not applicable	As per the lease term
Purchased Software/ Internally developed for self-consumption	As per Ind AS 38	
Internally developed Software for sale	As per Ind AS 38	

Freehold land is not depreciated. Leasehold land and Leasehold improvements are amortized over the period of the lease. The Group, based on the historical experience & internal technical assessment and management estimate, depreciates certain items of property plant and equipment (as mentioned above) over estimated useful lives which are different from the useful lives prescribed under Schedule II to the Companies Act, 2013.The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

All assets Costing up to ₹ 5000/- are expensed out in the year of purchase / use.

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

d) Intangible Assets

Measurement at recognition:

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalized and the related expenditure is recognized in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Amortization:

Intangible Assets with finite lives are amortized on a Straight-Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

Assets	Life
Software	1 - 8 years

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

e) Impairment of Assets:

Carrying Amount of Tangible assets, Intangible assets, Investment in Subsidiaries (which are carried at the cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or company's assets (cash-generating units). 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.

f) Leases:

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Company as a lessee:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs such as commissions incurred and an estimate of the costs

to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Company. Generally, the Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Company as a lessor

When the Company acts as a lessor at the inception, it determines whether each lease is a finance lease or an operating lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short -term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains a lease and non-lease components, the Company applies Ind AS 115-Revenue to allocate the consideration in the contract.

g) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an

adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

h) Financial Instruments

Financial assets and financial liabilities are recognized when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities 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 or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Group classifies financial assets as subsequently measured at amortized cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

– the entity's business model for managing the financial assets and

– the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset is classified and measured at amortized cost if both of the following conditions are met:

– the financial asset is held within a business model whose objective is to hold financial 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.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

– the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTPL:

A financial asset is classified and measured at FVTPL unless it is measured at cost or at FVTOCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

i) Impairment of Financial Assets:

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition, an amount of reasonable provision is measured and recognized as loss of allowance on the basis of historical experience and internal technical analysis.

Classification and Subsequent measurement: Financial Liabilities

The Group's financial liabilities include trade and other payables, loans an borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

j) Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit and Loss.

k) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

l) Derecognition of Financial Assets and Financial Liabilities:

The Group de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Derivatives Financial instruments and hedge accounting

The Group enters into derivative financial contracts in the nature of forward currency contracts with external parties to hedge its foreign currency risks relating to foreign currency denominated financial liabilities measured at amortized cost. The Group formally establishes a hedge relationship between such forward currency contracts ('hedging instrument') and recognized financial liabilities ('hedged item') through a formal documentation at the inception of the hedge relationship in line with the Group's Risk Management objective and strategy. The hedge relationship so designated is accounted for in accordance with the accounting principles prescribed for a fair value hedge under Ind AS 109, 'Financial Instruments'.

Recognition and measurement of fair value hedge:

Hedging instrument is initially recognized at fair value on the date on which a derivative contract is entered into and is subsequently measured at fair value at each reporting date. Gain or loss arising from changes in the fair value of hedging instrument is recognized in the Statement of Profit and Loss. Hedging instrument is recognized as a financial asset in the Balance Sheet if its fair value as at reporting date is positive as compared to carrying value and as a financial liability if its fair value as at reporting date is negative as compared to carrying value. Hedged item (recognized financial liability) is initially recognized at fair value on the date of entering into contractual obligation and is subsequently measured at amortized cost. The hedging gain or loss on the hedged item is adjusted to the carrying value of the hedged item as per the effective interest method and the corresponding effect is recognized in the Statement of Profit and Loss.

Derecognition: On Derecognition of the hedged item, the unamortized fair value of the hedging instrument adjusted to the hedged item, is recognized in the Statement of Profit and Loss.

m) Fair Value

The Group measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

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

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 - inputs that are unobservable for the asset or liability Business

For assets and liabilities that are recognized in the Consolidated Financial Statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

n) Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Group are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Group are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

o) Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

p) Provisions and Contingencies

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of 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 recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

q) Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

r) Gratuity and other post-employment benefits

a) Short-term obligations:

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

b) Post-employment obligations:

The Group operates the following post-employment schemes:

- Defined benefit plan such as Gratuity and
- Define Contributions plans such as Provident Fund:

The liability or asset recognized in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The Gratuity plan for the Holding Company is funded whereas for the Subsidiary Company is unfunded.
The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement Profit and Loss as past service cost.

s) Defined contribution plans:

The Group contributes to Employee's State Insurance Corporation andProvident Fund which are considered as defined contribution plans. A contribution is made to Regional Provident Fund Commissioner for certain employees. In case of other employees covered under the Provident Fund Trust of the Group, the management does not expect any material liability on account of interest shortfall to be borne by the Group. The said contributions are charged to the Statement of Profit and Loss.

t) Other long-term employee benefit obligations:

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

u) Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable was based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

v) Cash dividend to equity holders of the Group

The Group recognizes a liability to make cash distributions to equity holders of the Group when the distribution is authorized and the distribution is no longer at the discretion of the Group. 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 Group's Board of Directors.

w) Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

x) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

y) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2022.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.03 Property, plant and equipment

(a)

(In ₹ Lakh)

Particulars	Gross Carrying Value						Accumulated depreciation				Net Block	
	As at April 01, 2021	Additions during the year	Deletions during the year	Adjust-ments	Transfers	As at March 31, 2022	As at April 01, 2021	Depreciation For the year	Deduction or Adjustment	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Property, Plant & Equipments												
Computers	40.76	4.83	-	-	-	45.59	29.67	4.61	-	34.28	11.31	11.09
Office Equipments	87.45	4.44	-	-	-	91.89	63.12	6.92	-	70.03	21.85	24.33
Furniture	158.76	3.06	-	-	-	161.82	64.59	16.62	-	81.21	80.60	94.16
Motor Car	110.36	143.63	72.31	-	-	181.67	61.72	17.95	53.80	25.87	155.81	48.64
Office Premises	4,677.92	-	-	-	-	4,677.92	470.46	70.73	-	541.19	4,136.72	4,207.46
Total	**5,075.25**	**156.96**	**72.31**	**-**	**-**	**5,158.89**	**689.56**	**115.83**	**53.80**	**752.59**	**4,406.30**	**4,385.69**
Intangible Assets												
Computer Software	666.48	229.43	-	-	-	895.91	276.78	130.27	-	407.05	488.83	389.70
Grand Total	**5,741.74**	**385.39**	**-**	**-**	**-**	**6,054.80**	**966.34**	**246.10**	**53.80**	**1,159.64**	**4,895.12**	**4,775.40**
Previous year	**5,569.56**	**172.18**	**-**	**-**	**-**	**5,741.74**	**761.84**	**204.50**	**-**	**966.34**	**4,775.40**	**4,807.72**
Capital work-in-progress	**-**	**229.43**	**-**	**-**	**229.43**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

(In ₹ Lakh)

Assets	Gross Carrying Value						Accumulated depreciation				Net Block	
	As at April 01, 2020	Additions during the year	Deletions during the year	Adjust-ments	Transfers	As at March 31, 2021	As at April 01, 2020	Depreciation For the year	Deduction or Adjustment	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Property, Plant & Equipments												
Computers	34.14	6.62	-	-	-	40.76	27.25	2.42	-	29.67	11.09	6.89
Office Equipments	86.52	0.93	-	-	-	87.45	55.46	7.66	-	63.12	24.33	31.06
Furniture	155.67	3.09	-	-	-	158.76	48.19	16.40	-	64.59	94.16	107.48
Motor Car	110.36	-	-	-	-	110.36	47.06	14.66	-	61.72	48.64	63.30
Office Premises	4,677.92	-	-	-	-	4,677.92	399.73	70.73	-	470.46	4,206.46	4,278.19
Total	**5,064.61**	**10.64**	**-**	**-**	**-**	**5,075.25**	**577.69**	**111.87**	**-**	**689.56**	**4,385.69**	**4,486.92**
Intangible Assets												
Computers Software	504.95	161.53	-	-	-	666.48	184.15	92.63	-	276.78	389.70	320.80
Grand Total	**5,569.56**	**172.18**	**-**	**-**	**-**	**5,741.74**	**761.84**	**204.50**	**-**	**966.34**	**4,775.40**	**4,807.72**
Previous year	**5,369.73**	**199.82**	**-**	**-**	**-**	**5,569.56**	**585.66**	**176.18**	**-**	**761.84**	**4,807.72**	**4,784.07**
Capital work-in-progress	**-**	**161.53**	**-**	**-**	**161.53**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

(b) Immovable Property of the Holding company situated at following address has been mortgaged as collateral security against borrowings from Canara Bank by the Holding Company

i. EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai-400071 standing in the name of the holding company.

ii. EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai-400025 standing in the name of the holding company.

iii. EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai-400050 standing in the name of the holding company.

(c) Title deeds of all the Immovable Property are held in name of the respective company.

(d) The compamy has not revalued its Property, Plant and Equipment during the year.

(e) The compamy has not revalued its Intangible Asset during the year.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.04 Non-current investments **(In ₹ Lakh)**

Particulars	Face Value	As at March 31, 2022		As at March 31, 2021	
		No	Amount	No	Amount
(i) Investment Quoted					
Investment in equity instruments-measured at Fair value through profit and loss					
Yes Bank Limited	**2**	**-**	**-**	5000	0.78
(ii) Investment Unquoted					
Investment in Alternative Investment Fund (AIF)-measured at Fair value through profit and loss					
Cornerstone Venture Partners Fund - I	**-**	**-**	**121.15**	-	100
Total Non-current Investments	**-**	**-**	**121.15**	-	100.78
Aggregate books value of Quoted Investments			**-**		0.78
Aggregate market value of investments designated at FVTOCI			**-**		-
Aggregate amount of Unquoted Investments			**121.15**		100.00

Note 2.05 Trade Receivable **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables		
Trade Receivables - Considered good and secured	**-**	-
Trade Receivables - Considered good and unsecured	**224.93**	199.58
Trade Receivables - which have significant increase in Credit Risk	**-**	-
Trade Receivables - Credit Impaired	**-**	-
Allowance for doubtful debts	**-**	-
Total trade receivable	**224.93**	199.58

Trade Receivable Ageing Schedule- March 31, 2022

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	34.32	21.03	45.25	124.33	-	**224.93**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(iii) Undisputed - Credit Impaired	-	-	-	-	-	**-**
(iv) Disputed - Considered Good	-	-	-	-	-	**-**
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(vi) Disputed - Credit Impaired	-	-	-	-	-	**-**
Total	**34.32**	**21.03**	**45.25**	**124.33**	**-**	**224.93**

Trade Receivable Ageing Schedule- March 31, 2021

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	70.21	5.04	124.33	-	-	**199.58**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(iii) Undisputed - Credit Impaired	-	-	-	-	-	**-**
(iv) Disputed - Considered Good	-	-	-	-	-	**-**
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(vi) Disputed - Credit Impaired	-	-	-	-	-	**-**
Total	**70.21**	**5.04**	**124.33**	**-**	**-**	**199.58**

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.06 Other non-current financial asset **(In ₹ Lakh)**

Particulars	**As at March 31, 2022**	As at March 31, 2021
(i) Security/margin deposit	**46.89**	46.85
(ii) Deposits with bank		
- with maturity period of more than 12 months *	**329.40**	327.39
Total other non-current financial asset	**376.29**	374.24

* Amount held as margin money or security against Bank Guarantee ₹ 328.22 Lakh and Previous year ₹ 326.27 Lakh.

Note 2.07 Other non-current assets **(In ₹ Lakh)**

Particulars	**As at March 31, 2022**	As at March 31, 2021
(i) Capital Advance	**-**	-
(ii) Advances other than capital advance		
(a)Advances to other parties		
Unsecured, considered good	**-**	-
Unsecured, considered doubtful	**105.00**	105.00
Less: Provision for doubtful advance	**(105.00)**	(105.00)
	-	-
(iii) Others		
Employee benefit assets	**15.69**	49.85
Prepaid expenses	**0.91**	0.72
	16.60	50.58
Total other non-current assets	**16.60**	50.58

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.08 Current Investment **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Investment Quoted		
(a) Investment in equity instruments-measured at Fair value through profit and loss	**40.89**	-
(b) Investments in Debentures - carried at Fair value through profit and loss		
10 units of Mahindra & Mahindra Financial Services Limited - Secured redeemable Principal protected Non-Convertible Market linked debentures (March 2021: 10 units)	**101.08**	101.08
(c) Investment in Mutual Funds - carried at Fair value through profit and loss		
(i) Nil Units of Canara Robeco - Capital Protection Fund - Series 9 (March 2021: 1,00,000 units)	**-**	12.46
(ii) 33,39,904 Units of Canara Robeco Savings Fund - Regular Growth (March 2021: 41,87,210 units)	**1,142.94**	1,385.88
(iii) Nil units of Canara Robeco Savings Fund - Regular Plan-Dividend reinvestment (March 2021: 10,76,376 units)	**-**	110.44
(iv) 8,546 units of Baroda Ultra Short Duration Fund - Direct plan-Regular Growth Dividend reinvestment (March 2021: 29,043 units)	**106.93**	349.04
(v) Nil units of Canara Rebeco Liquid Regular Daily dividend plan (March 2021:1707 units)	**-**	17.16
(vi) 1,00,000 Units of Canara Robeco - Capital Protection Fund - Series 10 (March 2021: 1,00,000 units)	**13.01**	12.29
(vii) 1,24,67,092 units of Canara Robeco short duration Fund - Regular growth plan (March 2021: 31,14,363 units)	**2,614.09**	631.75
(viii) 2,66,127 units of ICICI Prudential Savings Fund - Regular growth plan (March 2021: 2,66,127 units)	**1,153.30**	1,107.10
(ix) 17,94,854 units of IDFC Low Duration Fund - Regular growth plan (March 2021: 17,94,854 units)	**562.82**	542.84
(x) 26,540 Units of Kotak Money Market Fund - Regular growth plan (March 2021: 26,540 units)	**955.56**	920.12
(xi) 11,001 Units of Axis Banking & PSU Debt Fund - Regular growth plan (March 2021: 11,001 units)	**235.51**	226.56
(xii) 8,68,377 Units of IDFC Banking and PSU Debt Fund- Regular growth plan (March 2021: 8,68,377)	**173.82**	167.03
(xiii) 88,439 Units of ABSL Banking & PSU Debt Fund - Regular Growth (March 2021: 88,439 units)	**262.23**	250.50
(xiv) 19,99,900 Units of Baroda Banking & PSU Bond Fund - Regular Growth (March 2021: 19,99,900 units)	**210.21**	200.34
(xv) 5,67,556 Units of ICICI Prudential Equity Arbitrage Fund - Regular Growth (March 2021: 5,67,556 units)	**157.96**	152.11
(xvi) 5,96,783 Units of IDFC Arbitrage Fund - Regular Growth (March 2021: 5,96,783 units)	**157.49**	152.03
(xvii) 14998.533 units Canara Robeco Savings Fund - Regular plan - Growth (March 2021 : 14998.533 Units)	**5.13**	4.96
Total current investment	**7,892.97**	6,343.70
Aggregate books value of Quoted Investments	**7,892.97**	6,343.70
Aggregate market value of investments designated at FVTPL	**7,892.97**	6,343.70
Aggregate amount of Unquoted Investments	**-**	-

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.09 Trade Receivable **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables		
Trade Receivables - Considered good and secured	-	-
Trade Receivables - Considered good and unsecured	**3,411.42**	1,880.96
Trade Receivables - Doubtful which have significant increase in Credit Risk	**748.90**	688.11
Trade Receivables - Credit Impaired	-	-
Allowance for doubtful debts	**(199.79)**	(125.79)
Total trade receivable	**3,960.53**	2,443.27

Trade Receivable Ageing Schedule- March 31, 2022

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	2,509.20	571.48	246.44	82.16	2.14	**3,411.42**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	748.90	**748.90**
(iii) Undisputed - Credit Impaired	-	-	-	-	-	**-**
(iv) Disputed - Considered Good	-	-	-	-	-	**-**
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(vi) Disputed - Credit Impaired	-	-	-	-	-	**-**
Total	**2,509.20**	**571.48**	**246.44**	**82.16**	**751.04**	**4,160.32**

Trade Receivable Ageing Schedule- March 31, 2021

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	1,340.57	321.63	216.72	2.42	-	**1,880.96**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	235.42	452.69	**688.11**
(iii) Undisputed - Credit Impaired	-	-	-	-	-	**-**
(iv) Disputed - Considered Good	-	-	-	-	-	**-**
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(vi) Disputed - Credit Impaired	-	-	-	-	-	**-**
Total	**1,340.57**	**321.63**	**216.72**	**235.42**	**452.69**	**2,569.06**

Note 2.10 Cash and cash equivalents **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Balances with banks		
(a) In current accounts #	**1,279.39**	3,524.94
(b) Deposits with original maturity less than 3 months	**-**	0.52
(ii) Cheques in hand	**769.00**	-
(iii) Cash in hand	**3.14**	3.29
Total cash and cash equivalents	**2,051.53**	3,528.75

The current accounts are in form of bank cash credit which are payable on demand and are secured by:-

(a) Hypothecation of book debts of the company.

(b) Collateral:

i) EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai- 400071 standing in the name of the company.

ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 standing in the name of the company.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai-400050 standing in the name of the company.

iv) Three Fixed deposits in Canara Bank amounting to ₹ 3.13 lakh representing maturity value of 3 LIC policies which were earlier hypothecated to the bank.

v) 5 KDR's having face value of ₹ 2.60 lakh in the personal names of directors Mr. Prakash B. Rane

vi) Personal Guarantee from director – Mr. Prakash B. Rane

vii) Company has cash credit facility from banks on the basis of security of current assets:

-Quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

Note 2.11 Bank balances other than cash and cash equivalents **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Earmarked balances in unclaimed dividend account	**49.83**	32.37
(ii) Fixed Deposits with maturity period of more than 3 months but less than 12 months *	**652.36**	1,925.39
Total bank balances other than cash and cash equivalents	**702.19**	1,957.76

* Amount held as margin money or security against Bank Guarantee ₹ 652.36 lakh and Previous year ₹ 884.15 lakh.

Note 2.12 Current Loans **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Loans and advances to employees		
Unsecured, considered good	**3.90**	5.23
	3.90	5.23
(ii) Other loans and advances		
Unsecured, considered good	**17.16**	10.97
	17.16	10.97
Total current loans	**21.06**	16.20

Note 2.13 Other financial assets **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Security deposits		
Unsecured, considered good	**67.50**	165.25
Significant increase in credit risk	**16.38**	16.38
	83.88	181.63
Less: Provision for doubtful deposits	**(16.38)**	(16.38)
	67.50	165.25
(ii) Accruals - receivables	**985.79**	630.61
Total others financial assets	**1,053.29**	795.86

Note 2.14 Current tax assets (net) **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Tax Paid	**1,463.98**	679.43
Less: Tax Provision	**(1,194.02)**	(564.87)
Total current tax assets	**269.96**	114.56

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.15 Other Current Assets **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Advance to vendors	**28.80**	16.75
(ii) Others		
(a) Prepaid Expenses	**52.61**	59.21
(b) Project under process (WIP)		
Unsecured, considered good	**1,400.34**	903.90
Unsecured, considered doubtful	**81.14**	75.14
Less: Provision for doubtful WIP	**(81.14)**	(75.14)
	1,400.34	903.90
(c) Balances with statutory / revenue authorities		
- Goods & Service Tax	**101.51**	290.17
(d) Others	**2.83**	14.67
Total other current assets	**1,584.85**	1,284.69

Amounts in Lakh, except for per equity share data and number of shares are stated in absolute figures.

Note 2.16 Equity Share capital **(In ₹ Lakh)**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number	**Amount**	Number	Amount
Authorised Share Capital				
Equity Shares of ₹ 5/- each at par with voting rights	**2,50,00,000**	**1,250.00**	2,50,00,000	1,250.00
Issued				
Equity Shares of ₹ 5/- each at par with voting rights	**2,07,00,000**	**1,035.00**	2,07,00,000	1,035.00
Subscribed & Fully Paid up				
Equity Shares of ₹ 5/- each at par with voting rights	**2,00,02,200**	**1,000.11**	2,00,02,200	1,000.11
Subscribed but not fully Paid up	**Nil**	**Nil**	Nil	Nil
Forfeited Shares (amount originally Partly paid-up)				
Equity Shares of ₹ 5/- each at par with voting rights	**6,97,800**	**24.04**	6,97,800	24.00
Total	**2,07,00,000**	**1,024.15**	2,07,00,000	1,024.15

Note 2.16(i) Reconciliation of the number of shares outstanding and the amout of share capital as at the March 31, 2022 and as at March 31, 2021 as set out below.

Equity shares	As at March 31, 2022		As at March 31, 2021	
	No. of shares	**Amount**	No. of shares	Amount
At the beginning of the year	**2,07,00,000**	**1,024.15**	2,07,00,000	1,024.15
Add:- Issued during the year	**-**	**-**	-	-
Less:- Forfeited during the year	**-**	**-**	-	-
Outstanding at the end of the year	**2,07,00,000**	**1,024.15**	2,07,00,000	1,024.15

Note 2.16(ii) Details of Shares held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of shares	**% of Holding**	No. of shares	% of Holding
Prakash Baburao Rane	**95,42,300**	**47.71**	95,42,300	47.71
Supriya Prakash Rane	**24,54,000**	**12.27**	24,54,000	12.27
Lipsita Projects and services Private Limited	**13,81,500**	**6.91**	13,81,500	6.91
Total	**1,33,77,800**	**66.89**	1,33,77,800	66.89

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.16(iii) Details of shareholding of Promoters

Shares held by promoters	As at March 31, 2022		
Promoter name	**No. of Shares**	**% of total shares**	**% Change during the year**
Prakash Baburao Rane	**95,42,300**	**47.71**	**-**
Supriya Prakash Rane	**24,54,000**	**12.27**	**-**
Lipsita Projects & Services Private Limited	**13,81,500**	**6.91**	**-**
Baburao Bhikunaik Rane	**5,000**	**0.03**	**-**
Sunita Baburao Rane	**2,500**	**0.01**	**-**
Sharada Rane	**1,629**	**0.01**	**-**

Shares held by promoters	As at March 31, 2021		
Promoter name	**No. of Shares**	**% of total shares**	**% Change during the year**
Prakash Baburao Rane	95,42,300	47.71	-
Supriya Prakash Rane	24,54,000	12.27	-
Lipsita Projects & Services Private Limited	13,81,500	6.91	-
Baburao Bhikunaik Rane	5,000	0.03	-
Sunita Baburao Rane	2,500	0.01	-
Sharada Rane	1,629	0.01	-

Note 2.16(iv) Details of Shares forfeited

(In ₹ Lakh)

Class of shares	**As at March 31, 2022**		As at March 31, 2021	
	No. of Shares	**Amount paid up**	No. of Shares	Amount paid up
Equity Shares with voting rights	**6,97,800**	**24.04**	6,97,800	24.04
Total	**6,97,800**	**24.04**	6,97,800	24.04

Note 2.16 (v) Rights, preferences and restrictions attached to equity shares

The Company has a only one class of share referred as Equity shares having par value of ₹ 5 per share. Each Shareholder of equity share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the company after distribution of all preferential amounts in proportion to number of shares held.

Note 2.17 Other Equity **(In ₹ Lakh)**

Particulars	**As at March 31, 2022**	As at March 31, 2021
General reserve	**308.05**	308.05
Retained earning	**18,657.48**	17,459.02
Total Other Equity	**18,965.53**	17,767.07

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.18 Deferred tax Asset / Liabilities

Note 2.18(a) Deferred tax liabilities **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred income tax asset		
Deductible Expenditure		
Provision for doubtful financial asset	**(72.54)**	(52.90)
Current Year Losses	**-**	-
Gratuity Provision	**-**	(5.90)
Deferred income tax liability		
Taxable temproary difference		
Depreciation adjustment as per Books and Income Tax	**761.01**	765.99
Deferred Tax Liability	**688.48**	707.19

Note 2.18(b) Deferred tax assets **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred income tax asset		
Deductible Expenditure		
Provision for doubtful financial asset	**-**	-
Current Year Losses	**41.00**	-
Gratuity Provision	**7.37**	-
Deferred income tax liability		
Taxable temproary difference		
Depreciation adjustment as per Books and Income Tax	**(10.93)**	-
Deferred Tax Asset	**37.44**	-

Note 2.18 (c) Movement in gross deferred tax liability / asset **(In ₹ Lakh)**

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
2021-2022			
Deferred tax liability / asset in relation to			
Unabsorbed depreciation as per income tax	765.99	5.95	**771.94**
Provision for doubtful financial asset	(52.90)	(20.13)	**(72.54)**
Current Year Losses	-	(41.00)	**(41.00)**
Gratuity Provision	(5.90)	(1.47)	**(7.37)**
Total	707.19	(56.65)	**651.04**
2020-2021			
Deferred tax liability / asset in relation to			
Unabsorbed depreciation as per income tax	750.64	15.35	**765.99**
Provision for doubtful financial asset	(40.68)	(12.22)	**(52.90)**
Gratuity Provision	-	(5.90)	**(5.90)**
Total	709.96	(2.77)	**707.19**

Note 2.18 (d) The analysis of deferred tax asset and deferred tax liability **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Tax Asset:		
Deferred tax asset to be recovered after 12 Month	**(120.90)**	(58.81)
Deferred tax asset to be recovered within 12 Month	**-**	-
Total	**(120.90)**	(58.81)
Deferred Tax Liability:		
Deferred tax liability to be recovered after 12 Month	**771.94**	765.99
Deferred tax liability to be recovered within 12 Month	**-**	-
Total	**771.94**	765.99

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.18 (e) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Accounting Profit	**1,813.13**	2,864.01
Tax at the domestic rate	**456.33**	739.15
Difference between Depreciation on Property Plant and equipment including Intangibles as per books and Income taxes	**(10.68)**	(15.20)
Other than temporary differences	**(3.10)**	(78.34)
Adjustments for current tax of prior periods	**0.57**	-
Income tax effect on OCI	**-**	-
Current tax on short term capital gain on sale of units of mutual fund	**29.35**	60.59
Current tax on long term capital gain on sale of units of mutual fund	**0.19**	0.40
Tax Expense	**472.66**	706.60

Note 2.19 Provisions

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for employee benefit	**28.59**	22.89
Total Provisions	**28.59**	22.89

Note 2.20 Other non-current liabilities

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for disputed liability	**22.27**	22.27
Total Other non-current liabilities	**22.27**	22.27

Note 2.21 Trade payables

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro and small enterprises	**10.52**	-
Total outstanding dues of creditors other than micro and small enterprises	**814.27**	1,356.52
Total Trade Payables	**824.78**	1,356.52

Trade Paybale Ageing Schedule- March 31, 2022

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	9.21	0.32	-	0.99	**10.52**
(ii) Others	773.96	-	-	40.30	**814.27**
(iii) Disputed Dues MSME	-	-	-	-	**-**
(iv) Disputed Dues - Others	-	-	-	-	**-**
Total	**783.17**	**0.32**	**-**	**41.30**	**824.78**

Trade Paybale Ageing Schedule- March 31, 2021

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	**-**
(ii) Others	1,314.17	0.13	1.73	40.48	**1,356.52**
(iii) Disputed Dues MSME	-	-	-	-	**-**
(iv) Disputed Dues - Others	-	-	-	-	**-**
Total	**1,314.17**	**0.13**	**1.73**	**40.48**	**1,356.52**

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.22 Other financial liabilities **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Salary Payable	**37.84**	41.05
Unpaid Dividend	**49.83**	32.37
Outstanding expenses	**764.95**	262.19
Total Other financial liabilities	**852.61**	335.61

Note 2.23 Provisions **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for employee benefit	**0.70**	0.57
Total Provisions	**0.70**	0.57

Note: 2.24 Other current liabilities **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory remittances	**168.14**	322.54
Unearned revenue	**965.90**	687.06
Advance from customer	**6.94**	5.58
Total Other current liabilities	**1,140.98**	1,015.18

Note 2.25 Revenue from Operations **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Income from sale of products and services	**11,033.09**	10,234.28
Less: GST recovered	**1,473.36**	1,301.51
Total revenue from operation	**9,559.72**	8,932.77

Note 2.26 Other Incomes **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Income related to financial assets		
Interest on bank deposit	**67.87**	102.91
Interest on Investment	**23.50**	-
Dividend income	**0.84**	6.23
Interest on income tax refund	**-**	3.84
Miscellaneous income	**5.39**	5.16
Gain on foreign currency translation	**2.48**	-
Other non - opearting income		
Fair value of investment through Profit and Loss account	**291.79**	376.26
Total other income	**391.88**	494.40

Note 2.27 Employee Benefit Expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Salaries and wages	**3,012.72**	2,648.82
Contribution to provident and other funds	**191.57**	166.34
Staff welfare Expenses	**62.40**	71.97
Total Employee Benefit Expenses	**3,266.70**	2,887.13

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.28 Finance Cost **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Other borrowing cost		
Bank Limit charges	**5.56**	14.82
Interest on Loan	**1.54**	-
Bank Guarantee charges	**27.78**	28.40
Total finance cost	**34.88**	43.22

Note 2.29 Depreciation and amortisation expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation and amortisation Expenses	**247.11**	204.50
Total Depreciation and amortisation expenses	**247.11**	204.50

Note 2.30 (i) Other Expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Rates and taxes	**30.99**	29.06
Communication expenses	**24.70**	32.52
Electricity charges	**18.06**	16.06
Legal and professional fees	**283.58**	231.27
Printing and stationery	**7.36**	5.17
Membership and subscription	**9.99**	12.23
Advertising and business promotion expenses	**60.63**	53.69
Corporte social responsibility contributions	**48.00**	45.51
Bank charges	**9.72**	4.28
Provision for impairment	**80.00**	75.00
Insurance expenses	**7.44**	6.10
Foreign exchange Loss	**-**	18.09
Other expenses	**391.58**	300.96
Total Other Expenses	**972.05**	829.94

Note 2.30 (ii) Payment to auditors **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Auditors of the company		
Service as statutory auditor (including limited review)	**12.35**	10.35
Total Payment to Auditors	**12.35**	10.35

Note 2.31 Tax expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(a) Income tax expenses :		
Current tax		
Current tax on profit for the year	**473.20**	706.60
Current tax expense pertaining to prior year	**(0.54)**	-
	472.66	706.60
Deferred tax		
Deferred tax expense for the current year	**(56.65)**	(2.77)
Total tax expense recognised in current year	**416.01**	703.83

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(b) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss		
Profit from continuing operations before income tax expense	**1,813.13**	2,864.01
Profit from discontinuing operations before income tax expense	**-**	-
	1,813.13	2,864.01
Tax at domestic tax rate (effective) - 25.17%	**456.33**	739.15
Adjustments for current tax of prior periods	**0.57**	-
Current tax on short term capital gain on sale of units of mutual fund	**29.35**	60.59
Current tax on long term capital gain on sale of units of mutual fund	**0.19**	0.40
Difference between WDV of Property Plant and equipment including Intangibles as per books and Income taxes	**(10.68)**	(15.20)
Expenses provided but allowable in Income Tax on payment/writeoff(net)		
Other than temporary differences	**(3.10)**	(78.34)
Income tax effect on OCI	**-**	-
Income tax expense	**472.66**	706.60

Note 2.32 Contingent Liabilities and commitments (to the extend not provided for): **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Contingent liabilties:		
(a) Bank gurantees [Refer Note 2.32 (i)]	**2,719.16**	2,714.51
(b) Service taxes [Refer Note 2.32 (ii)]	**14.33**	11.44
(c) Income taxes [Refer Note 2.32 (iii)]	**38.86**	38.86
(ii) Capital Commitments		
(a) Estimated amount of contracts remaining to be excecuted on capital account and not provided for:		
- Office interior	**-**	-
(b) Other Commitments	**-**	-

Note 2.32 (i)

The Cash credit and Bank Guarantee facility availed by the Company are payable on demand and are secured by:-

(a) Hypothecation of book debts of the company.

(b) Collateral:

i) EMT of Office premises at Swastik Chambers,Office No.514 and 515,5th floor, Umarshi Bappa Chowk,Chembur, Mumbai- 400071 Standing in the name of the company.

ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Soc. Ltd, Unit No.5,Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 standing in the name of the company.

iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai - 400050 standing in the name of the company.

iv) Three fixed deposits in Canara bank amounting to ₹ 3.13 lakh representing maturity value of 3 LIC Policies which were earlier hypothecated to the bank.

v) 5 KDR's having face value of ₹ 2.60 lakh in the personal names of director Mr. Prakash B. Rane.

vi) Personal Guarantee from director – Mr. Prakash B. Rane.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.32 (ii)

The service tax amount shown of ₹14.33 lakh pertains to the show cause notices received by the company for

i) disallowances of cenvat credit for the F.Y. 2014-15 to 2017-18,

ii) Service Tax on "Employee Notice Pay Recovery amount",

iii) Common Cenvat Credit as per Rule 6(3A) of the Cenvat Credit Rules, 2004 in proportionate to income from Investment in mutual fund and Sale of motor car.

The Company is in process of contesting or filing appeals in respect of the aforesaid disputed matters before the authorities. The management is hopeful that matters will be decided in favour of the company.

Note 2.32 (iii)

For Assessment Year 2016 - 2017, the subsidiary InsataSafe Technologies Private Limited has received assessment order u/s 143(3) of the Income Tax Act, dated 18th December 2018, raising a tax demand of ₹ 38,85,541. The Company has already contested the demand at the appropriate Appellate Forum and the Management feels that the outcome of the appeal will be in the company's favour in as much as the grounds on which the additions made to the income are applicable to many start-ups.

Note 2.33

During the Financial year 2021-22, an additional amount of ₹ 229.43 Lakh has been recognised as an Intangible asset on fulfilment of the recognition criteria as specified under Ind As-38.

The useful life of the intangible asset is estimated to be 5 years and overall amortisation has been worked out accordingly.

Note 2.34 Earnings Per Share (EPS) **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Net profit after tax attributable to equity shareholders for Basic EPS	**1,448.49**	2,024.51
Add/Less: Adjustment relating to potential equity shares	**-**	-
Net profit after tax attributable to equity shareholders for Diluted EPS	**1,448.49**	2,024.51
Weighted average no. of equity shares (in Lakh) outstanding during the year		
For basic EPS	**200.02**	200.02
For diluted EPS	**200.02**	200.02
Face Value per Equity Share (₹)	**5**	5
Basic EPS (₹)	**7.24**	10.12
Diluted EPS (₹)	**7.24**	10.12
Reconciliation between no. of shares (in Lakh) used for calculating basic and diluted EPS		
No. of shares used for calculating Basic EPS	**200.02**	200.02
Add: Potential equity shares	**-**	-
No. of shares used for calculating Diluted EPS	**200.02**	200.02

Note 2.35 Employee benefits

A) Defined contribution plans

Provident fund:

The company operated defined benefits contribution retirement benefits plans for all qualifying employees.

The total expensse recognised in the statement of profit and loss of ₹145.89 lakh (for the year ended March 31, 2021 : ₹ 116.97 lakh) represents contributions payable to Provident fund by the Company at rates specified in rules of the plans.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

B) Defined Benefit plans:-
Movement in plan assets and Plan liabilities:-

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Amount recognised in the statement of Profit and Loss		
Current service cost	**45.54**	41.25
Finance cost/(income)	**(1.34)**	(1.81)
Past service cost	**-**	-
Total expense recognised in the Statement of profit /loss	**44.20**	39.44
Amount recognised in Other Comprehensive Income (OCI)		
Actuarial (Gain)/Loss recognised for the period	**15.73**	(24.95)
Return on plan assets excluding net interest	**0.81**	2.81
Total actuarial (gain)/loss recognised in Other Comprehensive Income (OCI)	**16.54**	(22.14)
Changes in present value of obligation		
Present value of obligation at the beginning	**198.28**	194.17
Interest cost	**11.84**	12.37
Current service cost	**45.54**	41.25
Past service cost	**-**	-
Benefits paid	**(47.76)**	(24.56)
Actuarial (Gains)/Losses on present value of obligation	**15.73**	(24.95)
Present value of obligation at the end	**223.62**	198.28
Changes in present value of planned assets		
Fair value at the beginning	**224.68**	203.82
Return on plan assets	**(34.04)**	-
Return on plan assets	**(0.81)**	(2.81)
Interest income	**13.18**	14.18
Contributions	**54.79**	34.04
Benefits paid	**(47.76)**	(24.56)
Fair Value at the end of the year	**210.03**	224.68
Compostion of the plan assets is as follow		
Equity instruments	**9.68%**	9.68%
Debt instruments		
- Government bonds	**67.56%**	67.56%
- Corporate bonds/debentures	**18.74%**	18.74%
Cash and cash equivalents	**4.02%**	4.02%
	100.00%	100.00%
Actuarial assumptions		
Financial assumptions	**7.10%**	6.79%
Discount rate	**4%**	4%
Salary Escalation	**7.59%**	7.59%
Expected return on plan assets	**2%**	2%
Attrition		
Demographic assumptions	**IALM (2012-14)**	IALM (2012-14)
Mortality rate	**Ultimate**	Ultimate

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

C) The defined benefit obligations shall mature after year end March 31, 2022 as follows:

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
First year	**5.87**	7.60
Second year	**7.81**	5.48
Third year	**43.79**	7.14
Fourth year	**6.30**	42.22
Fifth year	**7.04**	5.84
Sixth to Ten year	**69.50**	58.88

Sensitivity analysis:

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

(In ₹ Lakh)

Particulars	ABM Knowledgware Limited		InstaSafe Technologies Private Limited	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Discount rate increase by 100 basis Points	**175.97**	157.95	**25.86**	20.71
Discount rate decrease by 100 basis Points	**216.07**	194.78	**33.32**	26.69
Salary Escalation rate increase by 100 basis points	**215.56**	193.95	**32.55**	26.20
Salary Escalation rate decrease by 100 basis points	**176.22**	158.52	**25.87**	20.68

Note: 2.36 Related party disclosure

(A) Name of related parties and description of relationship

(i) Key Management Personnel (KMPS):

Mr. Prakash Baburao Rane, Managing Director
Mr. Paresh Golatkar, Chief Financial Officer
Mrs. Sarika Ghanekar, Company Secretary

(ii) Non-Executive Directors

Mrs. Supriya Prakash Rane
Mr. Sharadchandra Abhyankar
Mr. Sumit Dutta Chowdhary
Mr. Devendra Kamalakar Parulekar
Mr. Ashokkumar Vitthal Dugade
Mr. Punit Kumar Jain

(iii) Enterprises over which directors and relatives of such personnel exercise significant influence:

Khaitan & Company LLP, Mumbai
Lipsita Projects & Services Private Limited

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

(B) Transactions with related parties

Nature of Transactions	As at March 31, 2022	As at March 31, 2021
Purchase of material / services:		
Khaitan & Company LLP	-	6.00
Transaction with key management personnel		
Remuneration	**212.67**	204.88
Other long term benefit	**27.26**	25.87
Dividend		
Mr. Prakash Rane	**119.28**	-
Mrs. Supriya Rane	**30.68**	-
Lipsita Projects & Services Private Limited	**17.27**	-
Sitting Fees		
Mrs. Supriya Rane	**2.40**	2.20
Mr. Sharadchandra Abhyankar	**3.40**	3.20
Mr. Sumit Dutta Chowdhary	**2.60**	2.40
Mr. Devendra Kamalakar Parulekar	**2.80**	2.80
Mr. Ashok Dugade	**2.60**	1.00
Mr. Punit Jain	**1.20**	0.60

Note 2.37 Capital Management
Risk management

The group's objectives when managing capital are to

(i) Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

(ii) Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents)
divided by
Total 'equity' (as shown in the balance sheet, including non-controlling interests).

The Company's strategy is to maintain a gearing ration within 1:1. The gearing ratios were as follows :

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Net debt	-	-
Total equity	**20,131.41**	19,001.88
Net debt to equity ratio	-	-

Note 2.38 Financial Instruments

(i) Method and assumptions used to estimate the fair value

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial as well as non assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy Based on the lowest level input that is significant to the fair value measurement as a whole.The fair value hierarchy is described as below:

Level 1: unadjusted quoted prices in active markets for identical assets and liabilities.
Level 2: Inputs other than prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Unobservable inputs for the asset or liability

March 31, 2022 **(In ₹ Lakh)**

Particulars	Carrying Value	Classification		Amortised Cost	Fair Value		
		FVTPL	FVTOCI		Level 1	Level 2	Level 3
Financial assets							
Long Term Loans	-	-	-	-			
Trade Receivables	4,185.46	-	-	4,185.46			
Cash & Cash equivalents	2,051.53	-	-	2,051.53			
Other Bank Balances	702.19	-	-	702.19			
Short term Loans	21.06	-	-	21.06			
Other financial assets	1,429.57	-	-	1,429.57			
Investments	8,014.12	8,014.12	-	-	8,014.12		
	16,403.93	**8,014.12**	**-**	**8,389.81**	**8,014.12**	**-**	**-**
Financial Liabilities							
Borrowings	-			-			
Trade payables	824.78			824.78			
Other financial liabilities	852.61			852.61			
	1,677.40	-	-	**1,677.40**	-	-	-

March 31, 2021 **(In ₹ Lakh)**

Particulars	Carrying Value	Classification		Amortised Cost	Fair Value		
		FVTPL	FVTOCI		Level 1	Level 2	Level 3
Financial assets							
Long Term Loans	-	-	-	-	-	-	-
Trade Receivables	2,642.85	-	-	2,642.85	-	-	-
Cash & Cash equivalents	3,528.75	-	-	3,528.75	-	-	-
Other Bank Balances	1,957.76	-	-	1,957.76	-	-	-
Short term Loans	16.20	-	-	16.20	-	-	-
Other financial assets	1,170.11	-	-	1,170.11	-	-	-
Investments	6,444.48	6,444.48	-	-	6,444.48	-	-
	15,760.14	6,444.48	-	9,315.67	6,444.18	-	-
Financial Liabilities							
Trade payables	1,356.52	-	-	1,356.52	-	-	-
Other financial liabilities	335.61	-	-	335.61	-	-	-
	1,692.13	-	-	1,692.13	-	-	-

Financial Risk Management

The board of director has overall responsibility for the establishment & oversight of the company's risk management framework. The Board of director has established a risk management policy to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risk and adherence to limits. Risk management systems are reviewed periodically to reflect changed market conditions and the company's activities. The audit committee oversees how management monitors compliances with the company's risk management policies and procedures, and reviews the

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

risk management framework. The audit committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Note 2.39 Additional Information on the entities inculded in the Consolidated Financial Statement

2021-22 **(In ₹ Lakh)**

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
ABM Knowledgeware Ltd	99.11%	**19,944.93**	106.28%	**1,484.79**	103.50%	**(18.18)**	106.31%	**1,466.61**
Subsidiaries								
InstaSafe Technologies Pvt. Ltd.	0.19%	**37.25**	-1.31%	**(18.25)**	-0.73%	**0.13**	-1.31%	**(18.12)**
Non Controlling Interest in the Subsidiary								
Indian InstaSafe Technologies Pvt. Ltd.	0.70%	**141.73**	-4.97%	**(69.42)**	-2.77%	**0.49**	-5.00%	**(68.93)**
	100%	**20,123.91**	**100%**	**1,397.12**	**100%**	**(17.56)**	**100%**	**1,379.56**

2020-21 **(In ₹ Lakh)**

Name of the entity in the group	Net assets (total assets minustotal liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
ABM Knowledgeware Ltd	98.60%	18,728.45	90.70%	1,959.36	106.68%	23.73	90.86%	1,983.09
Subsidiaries (group's share)								
InstaSafe Technologies Pvt. Ltd.	0.29%	55.38	1.94%	41.84	-1.39%	(0.31)	1.90%	41.53
Non Controlling Interest in the Subsidiary								
Indian InstaSafe Technologies Pvt. Ltd.	1.11%	210.66	7.37%	159.14	-5.29%	(1.18)	7.24%	157.97
	100%	**18,994.49**	**100%**	**2,160.34**	**100%**	**22.25**	**100%**	**2,182.59**

Note 2.40 Details of Corporate Social Responsibility (CSR) expenditure

As per Section 135 of the Companies Act, 2013, company is require to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, and rural developement projects. A CSR committee has been formed by the company as per the act and the CSR funds are used in the areas mentioned above to some extent.

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Amount required to be spent as per Section 135 of the Act for the year	**47.77**	**45.15**
Shortfall of previous year/s (if any)	**-**	**-**
Total amount required to be spent for the year	**47.77**	**45.15**
Amount spent during the year	**48.00**	**45.15**
Excess/(short) amount spent	**0.23**	**0.36**

Note 2.41

The Company's business activity falls within a single business segment i.e. software and services and hence no additional

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

disclosure other than those already made in the financial statements are required under Accounting Standard 108, "Operating Segments". The Company at present, operates in India only and therefore analysis of geographical segment is not applicable.

Note 2.42

Balance of sundry Creditors, Debtors, Loans & Advances and Deposits are subject to confirmation and reconciliation if any. For the year, letters for confirmation of balances have been sent to various parties by the Company which have not been responded to. The Management however, does not expect any material changes therein. The balances are as per records available with the company.

Note 2.43 Additional Disclosure

Note 2.43(a) Relationship with Struck off Companies

Name of struck off Company	Nature of transactions with struck-off Company	Balance as at March 31, 2022 (in ₹ in Lakh)	Relationship with the Struck off company,
Daman Investments And Securities (P) Ltd	Shares held by stuck off	4.49	Shareholder

Note 2.43 (b) : Details of Benami Property held

No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

Note 2.43(c) : Loans or Advances in the nature of loans

No Loans or Advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

Note 2.43(d): Utilisation of Borrowed funds and share premium

a. The company has not advanced or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any person(s) or entity(ies), including foreign entities (intremidiaries) with the understanding (whether recorded in writing or otherwise) that the intermidiary shall: (i) directly or indirectly lend or invest in other persons or entiities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

b. The company has not received any funds 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, directly or indirectly lend or invest in other persons or entiities identified in any manner whatsoever by or on behalf of the funding party (the ultimate beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Note 2.43(e) Significant Financial Ratio

Ratio	Numerator	Denominator	Current Period	Previous Period	% of Variance	Reason for Variance
(a) Current Ratio	Total Current Assets	Total Current liabilities	6.22	6.09	2.22	
(b) Return on Equity Ratio (%)	Net Profits after taxes - Preference Dividend (if any)	Average Shareholder's Equity	7.40%	11.30%	-34.51	Note 1
(c) Trade Receivables turnover ratio	Revenue	Average Accounts Receivable	3.23	3.41	-5.30	
(d) Net capital turnover ratio	Revenue	Working Capital	0.65	0.65	0.17	
(e) Net profit ratio (%)	Net Profit	Revenue	15.15%	22.66%	-33.14	Note 2
(f) Return on Capital employed (%)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	8.88%	14.75%	-39.83	Note 3
(g) Return on investment.(%)	Income generated from investments	Average invested fund	5.08%	5.71%	-11.03	

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 1: Return on Equity ratio has decreased on account of decrease in profit in current year.
Note 2: Net profit ratio has decreased on account of on account of decrease in profit for current year.
Note 3: Return on capital Employed has decreased on account of decrease in profit for current year.

There is no significant change (i.e. change of 25% or more as compared to the FY 2020-21) in the other key financial ratios.

Note 2.44: Previous year figures

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and polices to the extent applicable. The previous year's figures have been regrouped / reclassified wherever necessary, to make them comparable.

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director
(DIN : 00152393)
Sharadchandra D. Abhyankar - Director
(DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

ABM KNOWLEDGEWARE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of ABM KNOWLEDGEWARE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements 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 Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our reports.

Sr. No	Key Audit Matters	How our audit addressed the Key Audit Matter
01	**Revenue recognition** (refer to the summary of significant accounting policies in point 2.02 (b) and the disclosures in note 2.24 of the standalone financial statements)	
	The company derives significant portion of its revenue from long-term projects. Estimation of efforts is a critical estimate to determine revenues for contract. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining contract performance obligations. Some of the contracts have complex terms and conditions requiring management analysis, judgement, and application of guidance for appropriate recognition of revenue and the corresponding balances of accounts receivables, unbilled revenues, and deferred revenues. In consideration of certain key judgements and principles used for recognition of revenue we have identified this matter to be a key audit matter.	We have performed walkthrough and understood the process and tested key controls associated with the revenue recognition process. We made enquiries of management and analysed contracts on sample basis to evaluate whether revenue was recognized in accordance with their terms and conditions. We have: 1. Assessed the Company's accounting policies relating to revenue recognition. 2. Checked the revenue recognition from contracts by reading the supporting documents including inspection of contracts / statement of work/purchase orders from customers and documents evidencing delivery, on a test check basis; 3. Checked, pre and post year end, sample of revenue recognized and agreed with the supporting documents. 4. Checked the Standalone Ind AS financial statement disclosures in this regard.
02	**Receivable from Government customers** (refer to disclosures in note 2.05 & 2.10 of the standalone financial statements)	
	The gross balance of trade receivables as at March 31, 2022 amounted to ₹ 4,255.80/- Lakhs, which comprises of ₹ 3,786.03/- Lakhs receivable from Government customers. The assessment of the recoverability of the receivables from the Government Customers, requires management to make judgements and estimates to assess the certainty regarding the recoverability from Government Customer. Accordingly, this has been identified as a key audit matter.	We evaluated the Company's processes and controls relating to the monitoring of trade receivables and review of credit risks of customers. 1. Our audit procedures include: We evaluated management's continuous assessment of the assumptions used in the recoverability assessment. These considerations include whether there are regular receipts from the customers, past collection history as well as an assessment of the customers' credit ability to make repayments. 2. We have checked the subsequent collection made from the Government debtors and discussed with management the reasons of any long outstanding amounts and correspondences with the customers. 3. We have checked the calculation of delay risk under expected credit loss model evaluated the Standalone. 4. Evaluated the standalone financial statement disclosure in this regard.

03	**Assessment of fair value of Quoted equity investment and Mutual Fund Investment** (refer to disclosures in note 2.09 of the standalone financial statements- Investment in Quoted Equity shares and Mutual Fund)	
	The Company has quoted equity investment and Quoted Mutual fund as at the Balance sheet date. The investment is carried at fair values, a fair valuation is done as per the requirement of Ind AS- 109. The Fair value measurement of the Quoted equity shares and Quoted Mutual Fund was a key Audit matter because -The value of quoted equity shares and mutual fund is material to the financial statements, and -As at the Balance sheet date March 31, 2022, the value of quoted equity shares and mutual fund is amounted to INR 7786.76/- lakhs representing 45.07% of total current assets and 39.04 % of total equity. The value of Quoted Equity shares and Mutual Fund represents majority of the balance sheet value.	Our audit procedures included the following: 1.Obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the fair valuation of quoted equity share and mutual fund. 2.Assessed the carrying value/fair value calculations of all individually material investments, where applicable, to determine whether the valuations performed by the Company were within an acceptable range determined basis the fair valuation reports and statement. 3.Evaluated the adequacy of the disclosures made in the Standalone Financial Statements. Based on the above procedures performed, we did not identify any significant exceptions in the management's assessment in relation to the fair value of quoted equity investments and mutual funds.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Annual Report, for example Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this our auditor's report.

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

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

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charges with governance and take necessary actions as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This

responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system (with reference to standalone financial statement) 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 and Board of Director use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the standalone financial statements, including the

disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matter communicated with those charge with governance, we determine those matters that were of most significance in audit of standalone financial statement of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law and regulation preclude public disclosure about the matters or when, in extremely rare circumstances, we determine that the matters should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit 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.

   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over the financial reporting.

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

   In our opinion and to the best of our information and according to the explanations given to us, the managerial

remuneration paid or provided by the company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

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

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note 2.31 to the standalone financial statements.

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

iii. There has been no delay in transferring amount, required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a. The Management has represented that, to the best of it's 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 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;

b. The Management has represented, that, to the best of it's 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;

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

v. The dividend declared or paid during the year by the Company is in compliance with section 123 of the Act

For Borkar & Muzumdar
Chartered Accountants
Firm Reg. No. 101569W

Sd/-
Deepak Kumar Jain
Partner
(M.No. 154390)
UDIN: 22154390AJTVKO4890

Date: May 27, 2022
Place: Mumbai

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **ABM KNOWLEDGEWARE LIMITED)**

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Standalone financial statements for the year ended March 31, 2022 we report that:

i. Property, Plant and Equipment and Intangible Assets:

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

(B) The Company has maintained proper records showing full particulars of Intangible Assets

b. The Company has regular program of verification of Property, Plant & Equipment by which all Property, Plant & Equipment of the Company are being verified in a phased manner, which, in our opinion, is reasonable, having regard to the size of the Company and nature of its business. Pursuant to program, a portion of Property, Plant & Equipment has been physically verified by the management during the year and no material discrepancies were noticed on verification conducted during the year as compared with book records.

c. According to the information and explanations given to us, based on test check examination of the records and Sale deeds/ conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

d. According to the information and explanations given to us the Company has not revalued its Property, Plant & Equipment (including Right-of-Use Assets) or Intangible assets or both during the year;

e. According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. The Company is in the business of providing software services and does not have a physical inventory. Accordingly reporting under clause 3 (ii) of the order is not applicable to the company.

iii. The Company has not made investments in, and not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause 3 (iii)(a) to (f) of the order is not applicable to the Company;

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the Section 185 and 186 of the Act, with Respect to the loans, miking investment and providing guarantee and securities, as applicable.

v. According to the information and explanations given to us, the Company has not accepted any deposit during the year. The Company does not have any unclaimed deposits and therefore the provisions of Sections 73 to 76 or any other relevant provisions of the Act, are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act for

the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.

vii. Statutory Dues

a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, employees' state insurance, goods and service tax, duty of customs and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, employees' state insurance, goods and service tax, duty of customs and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, there are no dues of duty of customs, goods and service tax and Income tax which have not been deposited with the appropriate authorities on account of any dispute.

viii. There were no transactions which have not been recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act,1961 (43 of 1961).

ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.

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

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(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 as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

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

x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3 (x)(a) of the Order is not applicable to the Company.

(b) During the year, the company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3 (x)(b) of the Order is not applicable to the Company

xi. (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its

officers or employees has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act, 2013 is required to be filed by the auditors in Form ADT-4 as prescribed under Rules, 2014 with the central government during the year and upto the date of this report.

(c) Based on our enquires and according to the information and explanation given by the management, we have been informed that no whistle blower complaint has been received during the year

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, Clause 3(xii) of the Order is not applicable to the company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the Section 177 and 188 of the Act where applicable and the detail transactions with the related parties have been disclosed in the Standalone financial statements as required by applicable Indian Accounting Standard.

xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi)(a) of the order is not applicable.

(b) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi)(b) of the order is not applicable.

(c) The company is not a Core Investment Company (CIC) as defined by Reserve Bank Of India. Accordingly, clause 3 (xvi)(c) of the order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. According to the information and explanation given to us, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the company during the year. Accordingly clause 3(xviii) of the order is not applicable.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and based on our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet and 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 upto the date of the audit report and we neither give any gurantee nor any assurance that all liabilities falling due with a period of one year from the

Balance sheet date, will get discharged by the Company as and when they fall due.

xx. In Our opinion and according to the information and explanation given to us, there is no unspent amount under sub section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the order are not applicable.

For Borkar & Muzumdar
Chartered Accountants
Firm Reg. No. 101569W

Sd/-
Deepak Kumar Jain
Partner
(M.No. 154390)
UDIN: 22154390AJTVKO4890

Date: May 27, 2022
Place: Mumbai

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **ABM KNOWLEDGEWARE LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of ABM KNOWLEDGEWARE LIMITED ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibility for Internal Financial Controls

The Company's Management and Board of Directors are 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

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the 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 Borkar & Muzumdar
Chartered Accountants
Firm Reg. No. 101569W

Sd/-
Deepak Kumar Jain
Partner
(M.No. 154390)
UDIN: 22154390AJTVKO4890

Date: May 27, 2022
Place: Mumbai

Standalone Balance sheet as at March 31, 2022

(In ₹ Lakh)

Particulars	Note	As at March 31, 2022	As at March 31 2021
ASSETS			
1. Non-Current Assets			
a) Property, plant and equipment	2.03	**4,396.54**	4,378.85
b) Capital work-in-progress	2.03	**-**	-
c) Intangible assets	2.03	**9.60**	13.56
d) Financial assets			
i) Investments	2.04	**835.37**	842.59
ii) Trade receivables	2.05	**224.93**	199.58
iii) Loans	2.06	**141.37**	127.50
iv) Others financial asset	2.07	**372.82**	370.79
e) Income tax asset (net)		**131.33**	126.99
f) Other non-current assets	2.08	**16.60**	50.58
Total non-current assets		**6,128.55**	6,110.43
2. Current assets			
a) Financial assets			
i) Investments	2.09	**7,887.84**	6,338.73
ii) Trade receivables	2.10	**3,831.08**	2,191.08
iii) Cash and cash equivalents	2.11	**2,003.39**	3,262.66
iv) Bank balances other than cash and cash equivalents	2.12	**702.19**	1,957.76
v) Loans	2.13	**21.06**	14.34
vi) Others financial assets	2.14	**1,053.29**	795.86
b) Current tax assets (Net)	2.15	**208.21**	75.78
c) Other current assets	2.16	**1,571.05**	1,280.13
Total current assets		**17,278.09**	15,916.35
TOTAL ASSETS		**23,406.64**	22,026.78
EQUITY AND LIABILITIES			
1. EQUITY			
a) Equity share capital	2.17	**1,024.15**	1,024.15
b) Other equity	2.18	**18,920.78**	17,704.20
Total equity		**19,944.93**	18,728.35
2. LIABILITIES			
Non-current liabilities			
a) Deferred tax liabilities (Net)	2.19	**688.48**	701.97
b) Other non-current liabilities	2.20	**22.27**	22.27
Total non-current liabilities		**710.75**	724.24
Current liabilities			
a) Financial liabilities			
i) Trade payables	2.21		
a) Trade payables- outstanding dues to micro and small enterprises		**10.52**	-
b) Trade payables- outstanding dues to other than micro and small enterprises		**813.46**	1,349.89
ii) Other financial liabilities	2.22	**821.82**	291.45
b) Other current liabilities	2.23	**1,105.69**	932.85
Total current liabilities		**2,751.49**	2,574.19
TOTAL EQUITY AND LIABILITIES		**23,406.64**	22,026.78

Notes 1.1 to 2.41 form an integral part of these financial statements

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director
(DIN : 00152393)
Sharadchandra D. Abhyankar - Director
(DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

Standalone Statement of Profit and Loss for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
1. Income			
a) Revenue From Operations	2.24	**8,358.76**	7,365.38
b) Other Income	2.25	**397.24**	500.86
Total Income		**8,755.99**	7,866.24
2. Expenses:			
a) Operating expense		**2,985.57**	1,965.62
b) Employee benefits expense	2.26	**2,973.17**	2,526.34
c) Finance costs	2.27	**34.88**	43.22
d) Depreciation and amortisation expense	2.28	**117.57**	115.10
e) Rent expenses		**46.53**	33.06
f) Travelling and conveyance expenses		**45.86**	49.29
g) Other expenses	2.29	**608.94**	547.64
Total Expenses		**6,812.53**	5,280.27
3. Profit before exceptional items and tax (1-2)		**1,943.46**	2,585.98
4. Exceptional Item		**-**	-
5. Profit before tax (3-4)		**1,943.46**	2,585.98
6. Tax expense	2.30		
a) Current tax		**472.66**	629.70
b) Deferred tax		**(13.99)**	(2.93)
		458.67	626.77
7. Profit for the year from continuing operations (5-6)		**1,484.79**	1,959.21
8. Other comprehensive income (OCI)			
Items that will not to be reclassified to profit or loss			
Measurements of defined employee benefit plans	2.33	**(18.18)**	23.78
Income tax effect on the above	2.30	**-**	-
Total Other Comprehensive Income (OCI) net of Tax		**(18.18)**	23.78
9. Total comprehensive income for the year (7+8)		**1,466.61**	1,982.99
10. Earnings per equity share of ₹ 5 each			
a) Basic (₹)	2.32	**7.33**	9.91
b) Diluted (₹)	2.32	**7.33**	9.91

Notes 1.1 to 2.41 form an integral part of these financial statements

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants .
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director
(DIN : 00152393)
Sharadchandra D. Abhyankar - Director
(DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

Standalone Statement of changes in equity for the year ended March 31, 2022

A. Equity Share Capital (Refer Note No. 2.17)

(In ₹ Lakh)

Particulars	Balance as at April 1, 2020	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
Equity Share Capital	1,024.15	-	1,024.15	-	1,024.15

(In ₹ Lakh)

Particulars	Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
Equity Share Capital	1,024.15	-	1,024.15	-	1,024.15

B. Other Equity (Refer Note No. 2.18)

(In ₹ Lakh)

Particulars	Other Equity				Total
	Reserve and Surplus		Items of OCI		
	General Reserve	Retained Earnings	Equity intrument through OCI	Other items of OCI	
As at 1 April, 2020	308.05	15,391.58	0.33	21.25	15,721.20
Profit for the year		1,959.21	-	-	1,959.21
Measurements of defined employee benefit plans (net of tax)	-	-	-	23.78	23.78
Fair value changes of investments in equity shares	-	-	-	-	-
Dividend Paid during the year	-	-	-	-	-
Balance as on March 31, 2021	**308.05**	**17,350.79**	**0.33**	**45.03**	**17,704.20**
As at 1 April, 2021	308.05	17,350.79	0.33	45.03	17,704.19
Profit/(loss) for the year	-	1,484.79	-	-	1,484.79
Measurements of defined employee benefit plans (net of tax)	-	-	-	(18.18)	(18.18)
Fair value changes of investments in equity shares	-	-	-	-	-
Dividend Paid during the year	-	(250.03)	-	-	(250.03)
Balance as on March 31, 2022	**308.05**	**18,585.55**	**0.33**	**26.85**	**18,920.78**

Notes 1.1 to 2.41 forms integral part of financial statements.

Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of each reserve:

General Reserve:- The Company created a General reserve in earlier years pursuant to the provisions of the Companies Act, 1956 wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirements to transfer profits to General Reserve is not mandatory. This represents a free reserve and is available for dividend distributions.

Retained Earnings:- Retained earnings comprises of prior and current year's undistributed earnings after tax.

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants .
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director
(DIN : 00152393)

Sharadchandra D. Abhyankar - Director
(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

Standalone Cash Flow Statement for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flow from operating activities		
Profit Before Tax	**1,943.46**	2,585.98
Non-cash Adjustment to Profit Before Tax:		
Depreciation and amortization expense	**117.57**	115.10
Interest income	**(85.55)**	(100.54)
Interest Income on Preference shares accounted at FVTPL	**(13.87)**	(11.59)
Profit on sale of asset	**(4.00)**	-
Impairment expense of Trade receivable	**74.00**	65.00
Impairment on non current/current assets	**6.00**	10.00
Remeasurement of defined benefit obligation	**-**	-
Advance to vendors written off	**-**	0.30
Liability written back	**(1.84)**	(0.35)
Gain on investment	**(0.01)**	(3.73)
Fair valuation loss on preference shares	**27.59**	25.47
Change in fair value of financial assets measured at fair value through profit or loss	**(291.62)**	(374.91)
Dividend income	**(0.83)**	(6.23)
Finance costs	**34.88**	43.22
	1,805.79	2,347.72
Change in operating assets and liabilities :		
Decrease/(increase) in trade receivables	**(1,739.35)**	681.67
Increase/(decrease) in trade payables	**(524.08)**	1,286.25
Decrease/(increase) in loans & other financial assets (Non Current)	**(264.14)**	(106.60)
Decrease/(increase) in loans & other financial assets (Current)	**(15.90)**	43.05
Decrease/(increase) in other bank balance	**1,193.52**	(1,529.42)
Decrease/(increase) in other non-current assets	**33.98**	(9.16)
Decrease/(increase) in other current assets	**(296.91)**	415.78
Increase/(decrease) in other financial Liability	**530.37**	6.38
Increase/(decrease) in other current liabilities	**172.84**	(1,002.50)
Increase/(decrease) in other non-current liabilities	**0.00**	-
Cash generated from operations	**896.12**	(214.55)
Direct taxes paid (net of refunds)	**(493.14)**	(678.93)
Prior Period Adjustment	**-**	-
Net cash flow generated /(used in) operating activities (A)	**402.98**	1,454.24
Cash flow from investing activities		
Purchases of Property plant equipment	**(149.81)**	(4.09)
Payments for purchase of investments	**(6,386.77)**	(4,626.82)
Proceed from sale of Property plant equipment	**22.50**	-
Proceeds from sale of investments	**5,130.82**	6,262.15
Gain on investment	**0.01**	3.73
Interest received	**5.92**	23.55
Dividends received	**-**	-
Net cash flow generated / (used in) investing activities (B)	**(1,377.34)**	1,658.52

Standalone Cash Flow Statement for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from financing activities		
Finance Cost	**(34.88)**	(43.22)
Dividend paid to equity shareholders	**(250.03)**	-
Net cash flow generated/(used in) in financing activities (C)	**(284.91)**	(43.22)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(1,259.27)**	3,069.54
Cash and cash equivalents at the beginning of the year	**3,262.66**	193.12
Cash and cash equivalents at the end of the year	**2,003.39**	3,262.66
Cash and cash equivalents as per financial statements		
Balance with Bank	**1,231.25**	3,259.37
Cash on hand	**3.14**	3.29
Cheques in hand	**769.00**	-
Total	**2,003.39**	3,262.66

Notes 1.1 to 2.41 form an integral part of these financial statements

Note:
The Cash Flow Statement has been prepared under Indirect Method as set out in Indian According Standard (Ind AS)-7, "Statement of Cash Flows"

As per our report of even date

For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director
(DIN : 00152393)

Sharadchandra D. Abhyankar - Director
(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Notes to the Standalone Financial Statements for the year ended March 31, 2022

1.01 COMPANY BACKGROUND:

ABM Knowledgeware Limited (the 'Company") is a Public Limited Company incorporated in India under the Companies Act, 1956. The registered office of the Company is located at ABM House, Bandra West, Mumbai, India. The company has its primary listing on the Bombay Stock Exchange (BSE). The Company is one of the few information technology (IT) services companies with exclusive focus on e-governance since 1998.

2.01 SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS SIGNIFICANT ACCOUNTING POLICIES:

a. Basis of Preparation of Financial Statements:

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provision of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements.

The standalone financial statements of the Company have been prepared and presented in accordance with Ind AS.

These standalone financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these standalone financial statements.

b) Use of estimates, assumptions and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the standalone financial statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised, and future periods are affected.

Key source of estimation of uncertainty as at the date of standalone financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

2.02 Summary of Significant Accounting Policies:

a) Current vs 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 realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for purpose of trading.
- Expected to be realized within twelve months after the reporting period.

- Cash and cash equivalents 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 treated as current when it is:

- It is expected to settle in the normal operating cycle.
- It is due to be settled within twelve months after the reporting date.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

Advance tax paid is classified as non-current assets.

b. Revenue

The Company derives its revenues primarily from software development, Software implementation, maintenance of software/ hardware and related services, business process services, Sale of IT and other products.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Goods and Service tax (GST) is not received by the Company on its own account. Rather, it is tax collected on service rendered by the seller on behalf of the government. Accordingly, it is initially included and subsequently gets excluded from the gross revenue.

Revenues from software services & projects comprise income from time-and-material and fixed price contracts.

Revenue from time and material contracts is recognized when the services are rendered in accordance with the terms of contracts with clients. Revenue from fixed price contracts is recognized using the percentage-of-completion method (POC method), calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Maintenance revenue is recognized ratable over the period of underlying maintenance agreements.

Revenue from sale of services is shown as net of applicable discounts and pricing incentives to customer.

Revenues from sale of goods is recognized on transfer of significant risks and rewards where it is probable that economic benefits will flow to the Company and there is neither continuing managerial involvement nor effective control over the goods sold.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Accrued revenues are recognised when there is excess of revenue earned over billings on contracts. Accrued revenues are

classified as accruals - receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned revenue is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Interest income is recognized as it accrues in the Statement of Profit and Loss using effective interest rate method.

Dividend income is recognized in the Statement of Profit and Loss only when the right to receive the dividend is established, it is probable that the economic benefit associated with the Dividend will flow to the Company, and the amount of the dividend can be reliably measure

c. Property, Plant and Equipment

Measurement and recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight-Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset etc. The estimated useful life of items of property, plant and equipment is mentioned below:

(In Years)

Assets	Useful life as per Companies Act, 2013	Useful life estimated by the management
Buildings (Other than factory buildings)	60	30-68
Plant and Equipment	15	05
Furniture and Fixtures	10	10
Office Equipment	5	5
Vehicles	8	8
Computer Equipment	3	3/6
Lease hold improvements	Not applicable	As per the lease term
Purchased Software/ Internally developed for self-consumption	As per Ind AS 38	
Internally developed Software for sale	As per Ind AS 38	

Freehold land is not depreciated. Leasehold land and Leasehold improvements are amortized over the period of the lease. The Company, based on the historical experience & internal technical assessment and management estimate, depreciates certain items of property plant and equipment (as mentioned above) over estimated useful lives which are different from the useful lives prescribed under Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

All assets Costing up to Rs 5000/- are expensed out in the year of purchase/use.

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

Intangible Assets

Measurement at recognition:

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalized and the related expenditure is recognized in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Amortization:

Intangible Assets with finite lives are amortized on a Straight-Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

Assets	Life
Software	1 - 8 years

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

d. Impairment of Assets:

Carrying Amount of Tangible assets, Intangible assets, Investment in Subsidiaries (which are carried at the cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or company's assets (cash-generating units). 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.

e. Leases:

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Company as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any

lease incentives received, plus any initial direct costs such as commissions incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Company. Generally, the Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Company as a lessor

When the Company acts as a lessor at the inception, it determines whether each lease is a finance lease or an operating lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short - term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains a lease and non-lease components, the Company applies Ind AS 115-Revenue to allocate the consideration in the contract.

f. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

g. Financial Instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities 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 or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets.

The Company classifies financial assets as subsequently measured at amortized cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

– the entity's business model for managing the financial assets and

– the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset is classified and measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial 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.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTPL:

A financial asset is classified and measured at FVTPL unless it is measured at cost or at FVTOCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

h. Impairment of Financial Assets:

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition, an amount of reasonable provision is measured and recognized as loss of allowance on the basis of historical experience and internal technical analysis.

Classification and Subsequent measurement: Financial Liabilities

The Company's financial liabilities include trade and other payables, loans an borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Assets and Financial Liabilities:

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

i. Investment in Subsidiaries:

A Subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following; (i) Power over the investee, (ii) exposure, or rights, to variable returns from its involvement with the investee and (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

The Company's investments in its Subsidiary and is accounted at cost.

j. Derivatives Financial instruments and hedge accounting

The Company enters into derivative financial contracts in the nature of forward currency contracts with external parties to hedge its foreign currency risks relating to foreign currency denominated financial liabilities measured at amortized cost. The Company formally establishes a hedge relationship between such forward currency contracts ('hedging instrument') and recognized financial liabilities ('hedged item') through a formal documentation at the inception of the hedge relationship in line with the Company's Risk Management objective and strategy. The hedge relationship so designated is accounted for in accordance with the accounting principles prescribed for a fair value hedge under Ind AS 109, 'Financial Instruments'.

Recognition and measurement of fair value hedge:

Hedging instrument is initially recognized at fair value on the date on which a derivative contract is entered into and is subsequently measured at fair value at each reporting date. Gain or loss arising from changes in the fair value of hedging instrument is recognized in the Statement of Profit and Loss. Hedging instrument is recognized as a financial asset in the Balance Sheet if its fair value as at reporting date is positive as compared to carrying value and as a financial liability if its fair value as at reporting date is negative as compared to carrying value. Hedged item (recognized financial liability) is initially recognized at fair value on the date of entering into contractual obligation and is subsequently measured at amortized cost. The hedging gain or loss on the hedged item is adjusted to the carrying value of the hedged item as per the effective interest method and the corresponding effect is recognized in the Statement of Profit and Loss.

Derecognition: On Derecognition of the hedged item, the unamortized fair value of the hedging instrument adjusted to the hedged item, is recognized in the Statement of Profit and Loss.

k. Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability Business

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

l. Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

m. Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are

expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

n. Provisions and Contingencies

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of 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 recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

o. Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

p. Gratuity and other post-employment benefits

a) Short-term obligations:

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

b) Post-employment obligations:

The Company operates the following post-employment schemes:

- Defined benefit plan such Gratuity and
- Define Contributions plans such as Provident Fund:

The liability or asset recognized in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement Profit and Loss as past service cost.

q. Defined contribution plans:

The Company contributes to Employee's State Insurance Corporation, Provident Fund which are considered as defined contribution plans. A contribution is made to Regional Provident Fund Commissioner for certain employees. In case of other employees covered under the Provident Fund Trust of the Company, the management does not expect any material liability on account of interest shortfall to be borne by the Company. The said contributions are charged to the Statement of Profit and Loss.

r. Other long-term employee benefit obligations:

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

s. Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable was based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

t. Cash dividend to equity holders of the Company

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.

u. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

v. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

w. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2022.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.03 Property, Plant and Equipment
(a)

(In ₹ Lakh)

Particulars	Gross Carrying Value						Accumulated depreciation				Net Block	
	As at April 01, 2021	**Additions during the year**	**Deletions during the year**	**Adjust-ments**	**Transfers**	**As at March 31, 2022**	As at April 01, 2021	**Depreciation For the year**	**Deduction or Adjustment**	**As at March 31, 2022**	**As at March 31, 2022**	As at March 31, 2021
Property, Plant & Equipments												
Computers	26.10	1.17	-	-	-	27.27	21.28	1.70	-	22.98	4.29	4.82
Office Equipments	85.82	4.44	-	-	-	90.26	62.05	6.69	-	69.74	21.52	23.77
Furniture	158.76	0.57	-	-	-	159.33	64.59	16.54	-	81.13	78.19	94.17
Motor Car	110.36	143.63	72.31	-	-	181.68	61.72	17.95	53.80	25.87	155.81	48.64
Office Premises	4,677.92	-	-	-	-	4,677.92	470.47	70.73	-	541.20	4,136.72	4,207.45
Total	**5,058.96**	**149.81**	**72.31**	**-**	**-**	**5,136.46**	**681.11**	**113.61**	**53.80**	**740.92**	**4,396.54**	**4,378.85**
Intangible Assets												
Computer Software	116.35	-	-	-	-	116.35	102.79	3.96	-	106.75	9.60	13.56
Grand Total	**5,175.31**	**149.81**	**72.31**	**-**	**-**	**5,252.81**	**783.90**	**117.57**	**53.80**	**847.67**	**4,406.14**	**4,392.41**
Previous year	**5,171.22**	**4.09**	**-**	**-**	**-**	**5,175.31**	**667.81**	**115.10**	**-**	**782.90**	**4,392.41**	**4,503.41**
Capital work-in-progress	-	-	-	-	-	-	-	-	-	-	-	-

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

(In ₹ Lakh)

Particulars	Gross Carrying Value						Accumulated depreciation				Net Block	
	As at April 01, 2020	Additions during the year	Deletions during the year	Adjust-ments	Transfers	As at March 31, 2021	As at April 01, 2020	Depreciation For the year	Deduction or Adjustment	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Property, Plant & Equipments												
Computers	25.62	0.48	-	-	-	26.10	19.49	1.79	-	21.28	4.82	6.13
Office Equipments	85.30	0.52	-	-	-	85.82	54.65	7.40	-	62.05	23.77	30.65
Furniture	155.67	3.09	-	-	-	158.76	48.19	16.40	-	64.59	94.17	107.48
Motor Car	110.36	-	-	-	-	110.36	47.06	14.66	-	61.72	48.64	63.31
Office Premises	4,677.92	-	-	-	-	4,677.92	399.74	70.73	-	470.47	4,207.45	4,278.19
Total	**5,054.87**	**4.09**	**-**	**-**	**-**	**5,058.96**	**569.13**	**110.99**	**-**	**680.11**	**4,378.85**	**4,485.74**
Intangible Assets												
Computer Software	116.35	-	-	-	-	116.35	98.68	4.11	-	102.79	13.56	17.67
Grand Total	**5,171.22**	**4.09**	**-**	**-**	**-**	**5,175.31**	**667.81**	**115.10**	**-**	**782.90**	**4,392.41**	**4,503.41**
Previous year	**5,123.42**	**47.81**	**-**	**-**	**-**	**5,171.24**	**552.52**	**115.28**	**-**	**667.81**	**4,503.43**	**4,570.90**
Capital work-in-progress	-	-	-	-	-	-	-	-	-	-	-	-

(b) Immovable Property situated at following address has been mortgaged as collateral security against borrowings from Canara Bank

i. EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai-400071 standing in the name of the company.

ii. EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai-400025 standing in the name of the company.

iii. EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai-400050 standing in the name of the company.

(c) Title deeds of all the Immovable Property are held in name of the company.

(d) The compamy has not revalued its Property, Plant and Equipment during the year.

(e) The compamy has not revalued its Intangible Asset during the year.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.04 Non-current investments **(In ₹ Lakh)**

Particulars	Face Value	As at March 31, 2022		As at March 31, 2021	
		No	Amount	No	Amount
(i) Investment Unquoted					
(a) Investment in Equity Instrument- measured at amortised cost					
Instasafe Technologies Private Limited	10	**25,225**	**327.93**	25,225	327.93
(b) Investments in preference shares-measured at amortised cost					
Compulsory Convertible preference shares of Instasafe Technologies Private Limited	170	**71,259**	**386.29**	71,259	413.89
(c) Investment in Alternative Investment Fund (AIF)-measured at Fair value through profit and loss					
Cornerstone Venture Partners Fund - I	-	**-**	**121.15**	-	100.00
(ii) Investment Quoted					
(a) Investment in equity instruments-measured at Fair value through profit and loss					
Yes Bank Limited	2	**-**	**-**	**5,000**	0.78
Total Non-current Investments			**835.37**	-	842.59
Aggregate books value of Quoted Investments			**-**		0.78
Aggregate market value of investments designated at FVTOCI			**-**		-
Aggregate amount of Unquoted Investments			**835.37**		841.81

Note 2.05 Trade Receivable **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivables - Considered good and secured	**-**	-
Trade Receivables - Considered good and unsecured	**224.93**	199.58
Trade Receivables - Doubtful which have significant increase in Credit Risk	**-**	-
Trade Receivables - Credit Impaired	**-**	-
Allowance for doubtful debts	**-**	-
Total trade receivables	**224.93**	199.58

Trade Receivable Ageing Schedule- March 31, 2022

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	34.32	21.03	45.25	124.33	-	**224.93**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(iii) Undisputed - Credit Impaired	-	-	-	-	-	**-**
(iv) Disputed - Considered Good	-	-	-	-	-	**-**
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(vi) Disputed - Credit Impaired	-	-	-	-	-	**-**
Total	**34.32**	**21.03**	**45.25**	**124.33**	**-**	**224.93**

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Trade Receivable Ageing Schedule- March 31, 2021

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	70.21	5.04	124.33	-	-	**199.58**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	-
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	**70.21**	**5.04**	**124.33**	**-**	**-**	**199.58**

Note 2.06 Non-current Loans **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Loan to related party		
Loan - Considered good and secured	-	-
Loan - Considered good and unsecured	**141.37**	127.50
Loan which have significant increase in credit risk	-	-
Loan considered credit impaired	-	-
Less: Allowance for doubtful debts (expected credit loss)	-	-
Total non-current Loans	**141.37**	127.50

Note 2.07 Other non-current financial asset **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Security / margin deposit	**43.42**	43.39
(ii) Deposits with bank		
- with maturity period of more than 12 months *	**329.40**	327.39
Total other non current financial assets	**372.82**	370.79

* Amount held as margin money or security against Bank Guarantee ₹328.22 Lakh and Previous year ₹326.27 Lakh.

Note 2.08 Other non-current assets **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Capital Advance	-	-
(ii) Advances other than capital advance		
(a)Advances to other parties		
Unsecured, considered good	-	-
Unsecured, considered doubtful	**105.00**	105.00
Less: Provision for doubtful advance	**(105.00)**	(105.00)
	-	-
(iii) Others		
Employee benefit assets	**15.69**	49.85
Prepaid expenses	**0.91**	0.72
	16.60	50.58
Total other non-current assets	**16.60**	50.58

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.09 Current investment **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Investment Quoted		
(a) Investment in equity instruments-measured at Fair value through profit and loss	**40.89**	-
(b) Investments in Debentures - carried at Fair value through profit and loss		
10 units of Mahindra & Mahindra Financial Services Limited - Secured redeemable Principal protected Non-Convertible Market linked debentures (March 2021:10 Units)	**101.08**	101.08
(c) Investment in Mutual Funds - carried at Fair value through profit and loss		
(i) Nil Units of Canara Robeco - Capital Protection Fund - Series 9 (March 2021: 1,00,000 units)	**-**	12.46
(ii) 33,39,904 Units of Canara Robeco Savings Fund - Regular Growth (March 2021: 41,87,210 units)	**1,142.94**	1,385.88
(iii) Nil units of Canara Robeco Savings Fund - Regular Plan-Dividend reinvestment (March 2021: 10,76,376 units)	**-**	110.44
(iv) 8,546 units of Baroda Ultra Short Duration Fund - Direct plan-Regular Growth Dividend reinvestment (March 2021: 29,043 units)	**106.93**	349.04
(v) Nil units of Canara Rebeco Liquid Regular Daily dividend plan (March 2021:1707 units)	**-**	17.16
(vi) 1,00,000 Units of Canara Robeco - Capital Protection Fund - Series 10 (March 2021: 1,00,000 units)	**13.01**	12.29
(vii) 1,24,67,092 units of Canara Robeco short duration Fund - Regular growth plan (March 2021: 31,14,363 units)	**2,614.09**	631.75
(viii) 2,66,127 units of ICICI Prudential Savings Fund - Regular growth plan (March 2021: 2,66,127 units)	**1,153.30**	1,107.10
(ix) 17,94,854 units of IDFC Low Duration Fund - Regular growth plan (March 2021: 17,94,854 units)	**562.82**	542.84
(x) 26,540 Units of Kotak Money Market Fund - Regular growth plan (March 2021: 26,540 units)	**955.56**	920.12
(xi) 11,001 Units of Axis Banking & PSU Debt Fund - Regular growth plan (March 2021: 11,001 units)	**235.51**	226.56
(xii) 8,68,377 Units of IDFC Banking and PSU Debt Fund- Regular growth plan (March 2021: 8,68,377)	**173.82**	167.03
(xiii) 88,439 Units of ABSL Banking & PSU Debt Fund - Regular Growth (March 2021: 88,439 units)	**262.23**	250.50
(xiv) 19,99,900 Units of Baroda Banking & PSU Bond Fund - Regular Growth (March 2021: 19,99,900 units)	**210.21**	200.34
(xv) 5,67,556 Units of ICICI Prudential Equity Arbitrage Fund - Regular Growth (March 2021: 5,67,556 units)	**157.96**	152.11
(xvi) 5,96,783 Units of IDFC Arbitrage Fund - Regular Growth (March 2021: 5,96,783 units)	**157.49**	152.03
Total current investment	**7,887.84**	6,338.73
Aggregate books value of Quoted Investments	**7,887.84**	6,338.72
Aggregate market value of investments designated at FVTPL	**7,887.84**	6,338.72
Aggregate amount of Unquoted Investments	**-**	-

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.10 Trade Receivable **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivable		
Trade Receivables - Considered good and secured	-	-
Trade Receivables - Considered good and unsecured	**3,281.97**	1,628.77
Trade Receivables - Doubtful which have significant increase in Credit Risk	**748.90**	688.11
Trade Receivables - Credit Impaired	-	-
Allowance for doubtful debts	**(199.79)**	(125.79)
Total	**3,831.08**	2,191.08

Trade Receivable Ageing Schedule- March 31, 2022

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	2,383.78	569.60	246.44	82.14	-	**3,281.97**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	748.90	**748.90**
(iii) Undisputed - Credit Impaired	-	-	-	-	-	**-**
(iv) Disputed - Considered Good	-	-	-	-	-	**-**
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(vi) Disputed - Credit Impaired						
Total	**2,383.78**	**569.60**	**246.44**	**82.14**	**748.90**	**4,030.87**

Trade Receivable Ageing Schedule- March 31, 2021

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	1,090.42	321.63	216.72	-	-	**1,628.77**
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	235.42	452.69	**688.11**
(iii) Undisputed - Credit Impaired	-	-	-	-	-	**-**
(iv) Disputed - Considered Good	-	-	-	-	-	**-**
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	**-**
(vi) Disputed - Credit Impaired	-	-	-	-	-	**-**
Total	**1,090.42**	**321.63**	**216.72**	**235.42**	**452.69**	**2,316.87**

Note 2.11 Cash and cash equivalents **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Balances with banks		
(a) In current accounts #	**1,231.25**	3,259.37
(ii) Cheques in hand	**769.00**	-
(iii) Cash in hand	**3.14**	3.29
Total cash and cash equivalents	**2,003.39**	3,262.66

The current accounts are in form of cash credit which are payable on demand and are secured by:-

(a) Hypothecation of book debts of the company.

(b) Collateral:

i) EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai-400071 standing in the name of the company.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai-400025 standing in the name of the company.

iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai-400050 standing in the name of the company.

iv) Three Fixed deposits in Canara Bank amounting to ₹ 3.13 Lakh representing maturity value of 3 LIC policies which were earlier hypothecated to the bank.

v) 5 KDR's having face value of ₹ 2.60 lakh in the personal names of directors Mr. Prakash B. Rane

vi) Personal Guarantee from director – Mr. Prakash B. Rane

vii) Company has cash credit facility from banks on the basis of security of current assets: -Quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

Note 2.12 Bank Balances other than cash and cash equivalents **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Earmarked balances in unclaimed dividend account	**49.83**	32.37
(ii) Fixed Deposits with maturity period of more than 3 months but less than 12 months*	**652.36**	1,925.39
Total bank balances other than cash and cash equivalents	**702.19**	1,957.76

* Amount held as margin money or security against Bank Guarantee ₹ 652.36 lakh and Previous year ₹ 884.15 lakh.

Note 2.13 Current Loans **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Loans and advances to employees		
Unsecured, considered good	**3.90**	3.82
	3.90	3.82
(ii) Other loans and advances		
Unsecured, considered good	**17.16**	10.52
	17.16	10.52
Total current loans	**21.06**	14.34

Note 2.14 Others financial assets **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Security deposits	**67.50**	165.25
Unsecured, considered good	**16.38**	16.38
Significant increase in credit risk	**83.88**	181.63
	(16.38)	(16.38)
Less: Provision for doubtful deposits	**67.50**	165.25
(ii) Accruals - receivables	**985.79**	630.61
Total others financial assets	**1,053.29**	795.86

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.15 Current tax assets (Net) **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Tax paid	**1,325.33**	563.74
Less: tax provision	**(1,117.12)**	(487.96)
Total current tax assets	**208.21**	75.78

Note 2.16 Other current assets **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Advance to vendors	**28.09**	16.75
(ii) Others		
(a) Prepaid Expenses	**39.19**	54.64
(b) Project under process (WIP)		
Unsecured, considered good	**1,400.34**	903.90
Unsecured, considered doubtful	**81.14**	75.14
Less: Provision for doubtful WIP	**(81.14)**	(75.14)
	1,400.34	903.90
(c) Balances with statutory / revenue authorities		
- Goods & Service Tax	**101.51**	290.17
(d) Others	**1.91**	14.67
Total other current assets	**1,571.05**	1,280.13

Amounts in Lakh, except for per equity share data and number of shares are stated in absolute figures.

Note 2.17 Equity share capital **(In ₹ Lakh)**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number	**Amount**	Number	Amount
Authorised Share Capital				
Equity Shares of ₹ 5/- each at par with voting rights	**2,50,00,000**	**1,250.00**	2,50,00,000	1,250.00
Issued				
Equity Shares of ₹ 5/- each at par with voting rights	**2,07,00,000**	**1,035.00**	2,07,00,000	1,035.00
Subscribed & Fully Paid up				
Equity Shares of ₹ 5/- each at par with voting rights	**2,00,02,200**	**1,000.11**	2,00,02,200	1,000.11
Subscribed but not fully Paid up	**Nil**	**Nil**	Nil	Nil
Forfeited Shares (amount originally partly paid-up)				
Equity Shares of ₹ 5/- each at par with voting rights	**6,97,800**	**24.04**	6,97,800	24.04
Total	**2,07,00,000**	**1,024.15**	2,07,00,000	1,024.15

Note 2.17(i) Reconciliation of the number of shares outstanding and the amount of share capital as at the March 31, 2022 and as at March 31, 2021 as set out below.

Equity shares	As at March 31, 2022		As at March 31, 2021	
	No. of shares	**Amount**	No. of shares	Amount
At the beginning of the year	**2,07,00,000**	**1,024.15**	2,07,00,000	1,024.15
Add:- Issued during the year	**-**	**-**	-	-
Less:- Forfeited during the year	**-**	**-**	-	-
Outstanding at the end of the year	**2,07,00,000**	**1,024.15**	2,07,00,000	1,024.15

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.17 (ii) Details of Shares held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of shares	% of Holding	No. of shares	% of Holding
Prakash Baburao Rane	**95,42,300**	**47.71**	95,42,300	47.71
Supriya Prakash Rane	**24,54,000**	**12.27**	24,54,000	12.27
Lipsita Projects & Services Private Limited	**13,81,500**	**6.91**	13,81,500	6.91
Total	**1,33,77,800**	**66.89**	1,19,96,300	66.89

Note 2.17(iii) Details of shareholding of Promoters

Shares held by promoters	As at March 31, 2022		
Promoter name	**No. of Shares**	**% of total shares**	% Change during the year
Prakash Baburao Rane	**95,42,300**	**47.71**	-
Supriya Prakash Rane	**24,54,000**	**12.27**	-
Lipsita Projects & Services Private Limited	**13,81,500**	**6.91**	-
Baburao Bhikunaik Rane	**5,000**	**0.03**	-
Sunita Baburao Rane	**2,500**	**0.01**	-
Sharada Rane	**1,629**	**0.01**	-

Shares held by promoters	As at March 31, 2021		
Promoter name	**No. of Shares**	**% of total shares**	% Change during the year
Prakash Baburao Rane	95,42,300	47.71	-
Supriya Prakash Rane	24,54,000	12.27	-
Lipsita Projects & Services Private Limited	13,81,500	6.91	-
Baburao Bhikunaik Rane	5,000	0.03	-
Sunita Baburao Rane	2,500	0.01	-
Sharada Rane	1,629	0.01	-

Note 2.17 (iv) Details of Shares forfeited

Name of Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount paid up	No. of shares	Amount paid up
Equity Shares with voting rights	**6,97,800**	**24.04**	6,97,800	24.04
Total	**6,97,800**	**24.04**	6,97,800	24.04

Note 2.17 (v) Rights, preferences and restrictions attached to equity shares

The Company has a only one class of share referred as Equity shares having par value of ₹ 5 per share. Each Shareholder of equity share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the company after distribution of all preferential amounts in proportion to number of shares held.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.18 Other Equity **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
General reserve	**308.05**	308.05
Retained earning	**18,612.73**	17,396.15
Total Other Equity	**18,920.78**	17,704.20

Note 2.19 Deferred tax liabilities **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred income tax asset		
Deductible Expenditure		
Provision for doubtful financial assets	**(72.54)**	(52.90)
Deferred income tax liability		
Taxable temproary difference		
Depreciation adjustment as per Books and Income Tax	**761.01**	754.87
Net Deferred Tax Liability	**688.48**	701.97

Note 2.19(a) Movement in gross deferred tax liability/asset **(In ₹ Lakh)**

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
2021-2022			
Deferred Tax Liability/Asset in Relation to			
Unabsorbed depreciation as per Income tax	754.87	6.14	**761.01**
Provision for doubtful financial assets	(52.90)	(20.13)	**(72.54)**
Total	701.97	(13.99)	**688.48**
2020-2021			
Deferred Tax Liability/Asset in Relation to			
Unabsorbed depreciation as per Income tax	741.44	13.43	754.87
Provision for doubtful financial assets	(36.54)	(16.36)	(52.90)
Total	703.90	(2.93)	701.97

Note 2.19(b) The analysis of deferred tax asset and deferred tax liability **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Tax Asset:		
Deferred tax asset to be recovered after 12 Month	**(72.54)**	(52.90)
Deferred tax asset to be recovered within 12 Month	**-**	-
	(72.54)	(52.90)
Deferred Tax Liability:		
Deferred tax liability to be recovered after 12 Month	**761.01**	754.87
Deferred tax liability to be recovered within 12 Month	**-**	-
	761.01	754.87

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.19(c) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Accounting Profit	**1,943.46**	2,585.98
Tax at the domestic rate of 25.17 %	**489.13**	650.84
Difference between Depreciation on Property Plant and equipment including Intangibles as per books and Income taxes	**(10.80)**	(13.19)
Other than temporary differences	**(34.67)**	(67.23)
Adjustments for current tax of prior periods	**(0.54)**	-
Income tax effect on OCI	**-**	-
Current tax on short term capital gain on sale of units of mutual fund	**29.35**	58.88
Current tax on long term capital gain on sale of units of mutual fund	**0.19**	0.40
Tax expense	**472.66**	629.70

Note 2.20 Other non-current liabilities

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for disputed liability	**22.27**	22.27
Total other non-current liabilities	**22.27**	22.27

Note 2.21 Trade payables

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Total outstanding dues of micro and small enterprises	**10.52**	-
(ii) Total outstanding dues of creditors other than micro and small enterprises	**813.46**	1,349.89
Total Trade payables	**823.98**	1,349.89

Trade Paybale Ageing Schedule- March 31, 2022

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	9.21	0.32	-	0.99	**10.52**
(ii) Others	773.16	-	-	40.30	**813.46**
(iii) Disputed Dues MSME	-	-	-	-	**-**
(iv) Disputed Dues - Others	-	-	-	-	**-**
Total Trade payables	**782.36**	**0.32**	**-**	**41.30**	**823.98**

Trade Paybale Ageing Schedule- March 31, 2021

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	**-**
(ii) Others	1,306.59	0.13	1.73	40.48	**1,349.89**
(iii) Disputed Dues MSME	-	-	-	-	**-**
(iv) Disputed Dues - Others	-	-	-	-	**-**
Total Trade payables	**1,306.59**	**0.13**	**1.73**	**40.48**	**1,349.89**

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.22 Other financial liabilities **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Salary payable	**28.88**	33.32
Unpaid Dividend	**49.83**	32.37
Outstanding expenses	**743.11**	225.75
Total Other financial liabilities	**821.82**	291.45

Note 2.23 Other current liabilities **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory remittances	**147.16**	245.95
Unearned revenue	**958.53**	681.32
Advance from Customer	**-**	5.58
Total Other current liabilities	**1,105.69**	932.85

Note 2.24 Revenue from operations **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Income from sale of products and Services	**9,758.90**	8,602.83
Less: GST recovered	**1,400.14**	1,237.45
Total Revenue from operation	**8,358.76**	7,365.38

Note 2.25 Other Incomes **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Income related to financial assets		
Interest on bank deposit	**62.05**	100.54
Interest on Investment	**23.50**	-
Dividend income	**0.84**	6.23
Interest Income on Preference shares accounted at FVTPL	**13.87**	11.59
Interest on income tax refund	**-**	3.44
Miscellaneous income	**5.35**	4.16
Other non - opearting income		
Fair value of investment through Profit and Loss account (FVTPL)	**291.62**	374.91
Total other incomes	**397.24**	500.86

Note 2.26 Employee benefit expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Salaries and wages	**2,728.45**	2,292.84
Contribution to provident and other funds	**184.11**	157.53
Staff welfare Expenses	**60.61**	75.96
Total employee benefit expenses	**2,973.17**	2,526.34

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.27 Finance cost **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Other borrowing cost		
Bank Limit charges	**5.56**	14.82
Interest on Loan	**1.54**	-
Bank Guarantee charges	**27.78**	28.40
Total finance cost	**34.88**	43.22

Note 2.28 Depreciation and amortisation expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation and amortisation expenses	**117.57**	115.10
Total Depreciation and amortisation expenses	**117.57**	115.10

Note 2.29 (i) Other expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Rates and taxes	**29.38**	26.69
Electricity charges	**18.06**	16.06
Legal and professional fees	**125.16**	110.45
Printing and stationery	**6.45**	4.57
Membership and subscription	**9.99**	12.23
Communication expenses	**19.12**	12.44
Advertising and business promotion expenses	**35.29**	32.40
Corporte social responsibility contributions	**48.00**	45.51
Bank charges	**7.18**	3.66
Provision for impairment	**80.00**	75.00
Insurance expenses	**7.44**	6.10
Other expenses	**183.80**	167.56
Total other expenses	**569.85**	512.68

Note 2.29 (ii) Payment to auditors **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Auditors of the company		
Service as statutory auditor (including limited review)	**11.50**	9.50
Total payment to auditors	**11.50**	9.50

Note 2.29 (iii) Net gains / losses on fair value changes **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Net loss on fair value changes on other financial instrument classifie as FVTPL	**27.59**	25.47
Total	**27.59**	25.47

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.30 Tax expenses **(In ₹ Lakh)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(a) Income tax expenses :		
Current tax		
Current tax on profit for the year	**473.20**	629.70
Current tax expense pertaining to prior year	**(0.54)**	-
	472.66	629.70
Deferred tax		
Deferred tax expense for the current year	**(13.99)**	(2.93)
Total tax expense recognised in current year	**458.67**	626.77

(In ₹ Lakh)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(b) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss		
Profit from continuing operations before income tax expense	**1,943.46**	2,585.98
Profit from discontinuing operations before income tax expense	**-**	-
	1,943.46	2,585.98
Tax at domestic tax rate (effective) - 25.17%	**489.13**	650.84
Adjustments for current tax of prior periods	**(0.54)**	-
Current tax on short term capital gain on sale of units of mutual fund	**29.35**	58.88
Current tax on long term capital gain on sale of units of mutual fund	**0.19**	0.40
Difference between Depreciation on Property Plant and equipment including Intangibles as per books and Income taxes	**(10.80)**	(13.19)
Expenses provided but allowable in Income Tax on payment/write-off(net) Other than temporary differences	**(34.67)**	(67.23)
Income tax effect on OCI	**-**	-
Income tax expense	**472.66**	629.70

Note 2.31: Contingent Liabilities and commitments (to the extend not provided for): **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Contingent liabilties:		
(a) Bank Gurantees [Refer Note 2.31 (i)]	**2,719.16**	2,714.51
(b) Service Taxes [Refer Note 2.31(ii)]	**14.33**	11.44
(ii) Capital Commitments		
(a) Estimated amount of contracts remaining to be excecuted on capital account and not provided for:		
- Office interior	**-**	-
(b) Other Commitments	**-**	-
(iii) Investment in the shares of InstaSafe Technologies Pvt. Ltd. [Refer note 2.31 (iii)]	**400.00**	400.00

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.31 (i)

The Cash credit and Bank Guarantee facility availed by the Company are payable on demand and are secured by:-

(a) Hypothecation of book debts of the company.

(b) Collateral:

i) EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai - 400071 Standing in the name of the company.

ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Soc. Ltd,Unit No.5,Ground Floor,Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 standing in the name of the company.

iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai- 400050 standing in the name of the company.

iv) Three fixed deposits in Canara bank amounting to ₹ 3.13 lakh representing maturity value of 3 LIC Policies which were earlier hypothecated to the bank.

v) 5 KDR's having face value of ₹ 2.60 lakh in the personal names of director Mr. Prakash B. Rane.

vi) Personal guarantee from director - Mr Prakash B. Rane.

Note 2.31 (ii)

The service tax amount shown of ₹ 14.33 lakh pertains to the show cause notices received by the company for

i) Disallowances of cenvat credit for the F.Y. 2014-15 to 2017-18,

ii) Service Tax on "Employee Notice Pay Recovery amount",

iii) Common Cenvat Credit as per Rule 6(3A) of the Cenvat Credit Rules, 2004 in proportionate to income from Investment in Mutual Fund and Sale of Motor Car.

The Company is in process of contesting or filing appeals in respect of the aforesaid disputed matters before the authorities. The management is hopeful that matters will be decided in favour of the company.

Note 2.31 (iii)

The Company at a Board Meeting held on January 23, 2017 approved a strategic investment in InstaSafe Technologies Private Limited ("Instasafe"). Instasafe Provides innovative cloud based security-as-a-service solutions. ABM has executed definitive agreements including Share Purchase Agreement and Share Subscription & Shareholders' Agreement. The transactions will be completed subject to satisfactory fulfillment of certain conditions precedent. The aggregate investment would be upto INR 13.32 crore. As of March 31, 2022 the Company completed an aggregate investment of Rs. 9.32 Cr in Instasafe Technologies Pvt Limited. Pursuant to the rights confered on ABM under the Shareholder's agreement and nomination of two Non-executive Directors on the Board of Directors of Instasafe, the said Company has became a subsidiary of the Company.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.32 Earnings per share (EPS) **(In ₹ Lakh)**

Particulars	As at March 31, 2022	As at March 31, 2021
Net profit after tax attributable to equity shareholders for Basic EPS	**1,466.61**	1,982.99
Add/Less: Adjustment relating to potential equity shares	**-**	-
Net profit after tax attributable to equity shareholders for Diluted EPS	**1,466.61**	1,982.99
Weighted average no. of equity shares (in Lakh) outstanding during the year		
For basic EPS	**200.02**	200.02
For diluted EPS	**200.02**	200.02
Face Value per Equity Share (₹)	**5.00**	5.00
Basic EPS (₹)	**7.33**	9.91
Diluted EPS (₹)	**7.33**	9.91
Reconciliation between no. of shares (in Lakh) used for calculating basic and diluted EPS		
No. of shares used for calculating Basic EPS	**200.02**	200.02
Add: Potential equity shares	**-**	-
No. of shares used for calculating Diluted EPS	**200.02**	200.02

Note 2.33 Employee Benefits

A) Defined contribution plans

Provident fund:

The company operated defined benefits contribution retirement benefits plans for all qualifying employees.

The total expensse recognised in the statement of profit and loss of ₹137.96 Lakh (for the year ended March 31, 2021 : ₹ 113.54 Lakh represents contributions payable to Provident fund by the Company at rates specified in rules of the plans.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

B) Defined Benefit plans:-
Movement in plan assets and Plan liabilities:-

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Amount recognised in the statement of Profit and Loss		
Current service cost	**39.67**	36.98
Finance cost/(income)	**(2.93)**	(2.93)
Past service cost	**-**	-
Total expense recognised in the Statement of profit /loss	**36.73**	34.05
Amount recognised in Other Comprehensive Income (OCI)		
Actuarial (Gain)/Loss recognised for the period	**17.36**	(26.59)
Return on plan assets excluding net interest	**0.81**	2.81
Total actuarial (gain)/loss recognised in Other Comprehensive Income (OCI)	**18.18**	(23.78)
Changes in present value of obligation		
Present value of obligation at the beginning	**174.82**	177.74
Interest cost	**10.25**	11.25
Current service cost	**39.67**	36.98
Past service cost	**-**	-
Benefits paid	**(47.76)**	(24.56)
Actuarial (Gains)/Losses on present value of obligation	**17.36**	(26.59)
Present value of obligation at the end	**194.34**	174.82
Changes in present value of planned assets	**224.68**	203.82
Fair value at the beginning	**(34.04)**	-
Return on plan assets	**(0.81)**	(2.81)
Interest income	**13.18**	14.18
Contributions	**54.79**	34.04
Benefits paid	**(47.76)**	(24.56)
Fair Value at the end of the year	**210.03**	224.68
Compostion of the plan assets is as follow		
Equity instruments	**9.68%**	9.68%
Debt instruments		
- Government bonds	**67.56%**	67.56%
- Corporate bonds/debentures	**18.74%**	18.74%
Cash and cash equivalents	**4.02%**	4.02%
	100%	100.00%
Actuarial assumptions		
Financial assumptions		
Discount rate	**7.10%**	6.79%
Salary Escalation	**4%**	4%
Expected return on plan assets	**7.59%**	7.59%
Attrition	**2%**	2%
Demographic assumptions	**IALM (2012-14)**	IALM (2012-14)
Mortality rate	**Ultimate**	Ultimate

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

C) The defined benefit obligations shall mature after year end March 31, 2022 as follows:

(In ₹ Lakh)

Year	As at March 31, 2022	As at March 31, 2021
First year	**5.17**	7.04
Second year	**7.08**	4.87
Third year	**42.96**	6.49
Fourth year	**5.39**	41.50
Fifth year	**6.02**	5.07
Sixth to Ten year	**63.75**	53.52

Sensitivity analysis:

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Discount rate increase by 100 basis Points	**175.97**	157.95
Discount rate decrease by 100 basis Points	**216.07**	194.78
Salary Escalation rate increase by 100 basis points	**215.56**	193.95
Salary Escalation rate decrease by 100 basis points	**176.22**	158.52

Note: 2.34 Related party disclosure

(A) Name of related parties and description of relationship

(i) Key Management Personnel (KMPs):

Mr. Prakash Baburao Rane, Managing Director
Mr. Paresh Golatkar, Chief Financial Officer
Mrs. Sarika Ghanekar, Company Secretary

(ii) Non-Executive Directors

Mrs. Supriya Prakash Rane
Mr. Sharadchandra Abhyankar
Mr. Sumit Dutta Chowdhary
Mr. Devendra Kamalakar Parulekar
Mr. Ashokkumar Vitthal Dugade
Mr. Punit Kumar Jain

(iii) Subsidiary

InstaSafe Technologies Private Limited

(iv) Fellow subsidiary

InstaSafe Inc. (wholly owned subsidiary of InstaSafe Technologies Private Limited)

(v) Enterprises over which Directors and Relatives of such personnel exercise significant influence:

Khaitan & Company LLP, Mumbai
Lipsita Projects & Services Private Limited

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

(B) Transactions with related parties

(In ₹ Lakh)

Nature of transactions	As at March 31, 2022	As at March 31, 2021
Purchase of services:		
Khaitan & Company LLP	-	6.00
Transaction with key management personnel		
Remuneration	**212.67**	204.88
Other long term benefit	**27.26**	25.87
Dividend		
Mr. Prakash Rane	**119.28**	-
Mrs. Supriya Rane	**30.68**	-
Lipsita Projects & Services Private Limited	**17.27**	-
Sitting Fees		
Mrs. Supriya Rane	**2.40**	2.20
Mr. Sharadchandra Abhyankar	**3.40**	3.20
Mr. Sumit Dutta Chowdhary	**2.60**	2.40
Mr. Devendra Kamalakar Parulekar	**2.80**	2.80
Mr. Ashok Dugade	**2.60**	1.00
Mr. Punit Jain	**1.20**	0.60

Note 2.35 Capital management

Risk management

The company's objectives when managing capital are to:

(i) Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

(ii) Maintain an optimal capital structure to reduce the cost of capital.
In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:
Net debt (total borrowings net of cash and cash equivalents)
divided by

Total 'equity' (as shown in the balance sheet, including non-controlling interests).

The Company's strategy is to maintain a gearing ration within 1:1. The gearing ratios were as follows :

(In ₹ Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Net debt	-	-
Total equity	**19,944.93**	18,728.35
Net debt to equity ratio	-	-

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.36 Financial Instruments

(i) Mehtod and assumptions used to estimate the fair value

"A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial as well as non assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company."

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy Based on the lowest level input that is significant to the fair value measurement as a whole.The fair value hierarchy is described as below:

Level 1: unadjusted quoted prices in active markets for identical assets and liabilities.
Level 2: Inputs other than prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Unobservable inputs for the asset or liability

March 31, 2022 **(In ₹ Lakh)**

Particulars	Carrying Value	Classification		Amortised Cost	Fair Value		
		FVTPL	FVTOCI		Level 1	Level 2	Level 3
Financial assets							
Long Term Loans	141.37	-	-	141.37			
Trade Receivables	4,056.01	-	-	4,056.01			
Cash & Cash equivalents	2,003.39	-	-	2,003.39			
Other Bank Balances	702.19	-	-	702.19			
Short term Loans	21.06	-	-	21.06			
Other financial assets	1,426.11	-	-	1,426.11			
Investments	8,723.20	8,008.99	-	714.22	8,008.99		
	17,073.33	**8,008.99**	**-**	**9,064.35**	**8,008.99**	**-**	**-**
Financial Liabilities							
Borrowings	-			-			
Trade payables	813.46			813.46			
Other financial liabilities	821.82			821.82			
	1,635.28	**-**	**-**	**1,636.28**	**-**	**-**	**-**

March 31, 2021 **(In ₹ Lakh)**

Particulars	Carrying Value	Classification		Amortised Cost	Fair Value		
		FVTPL	FVTOCI		Level 1	Level 2	Level 3
Financial assets							
Long Term Loans	127.50	-	-	127.50	-	-	-
Trade Receivables	2,390.66	-	-	2,390.66	-	-	-
Cash & Cash equivalents	3,262.66	-	-	3,262.66	-	-	-
Other Bank Balances	1,957.76	-	-	1,957.76	-	-	-
Short term Loans	14.34	-	-	14.34	-	-	-
Other financial assets	1,166.65	-	-	1,166.65	-	-	-
Investments	7,181.32	6,439.51	-	741.81	6,439.51	-	-
	16,100.90	**6,439.51**	-	**9,661.38**	**6,439.51**	-	-
Financial Liabilities							
Trade payables	1,349.89	-	-	1,349.89	-	-	-
Other financial liabilities	291.45	-	-	291.45	-	-	-
	1,641.34	**-**	**-**	**1,641.34**	-	-	-

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Financial Risk Management

The board of director has overall responsibility for the establishment & oversight of the company's risk management framework. The Board of director has established a risk management policy to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risk and adherence to limits. Risk management systems are reviewed periodically to reflect changed market conditions and the company's activities. The audit committee oversees how management monitors compliances with the company's risk management policies and procedures, and reviews the risk management framework. The audit committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Note 2.37 Details of Corporate Social Responsibility (CSR) expenditure

As per Section 135 of the Companies Act, 2013, company is require to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, and rural developement projects. A CSR committee has been formed by the company as per the act and the CSR funds are used in the areas mentioned above to some extent.

(In ₹ Lakh)

Particulars	**As at March 31, 2022**	As at March 31, 2021
Amount required to be spent as per Section 135 of the Act for the year	**47.77**	45.15
Shortfall of previous year/s (if any)	**-**	-
Total amount required to be spent for the year	**47.77**	45.15
Amount spent during the year	**48.00**	45.51
Excess/(short) amount spent	**0.23**	0.36

Note 2.38

The Company's business activity falls within a single business segment i.e. software and services and hence no additional disclosure other than those already made in the financial statements are required under Accounting Standard 108, "Operating Segments". The Company at present, operates in India only and therefore analysis of geographical segment is not applicable.

Note 2.39

Balance of sundry Creditors, Debtors, Loans & Advances and Deposits are subject to confirmation and reconciliation if any. For the year, letters for confirmation of balances have been sent to various parties by the Company which have not been responded to. The Management however, does not expect any material changes therein. The balances are as per records available with the company.

Note 2.40 Additional Disclosure

Note 2.40(a) Relationship with Struck off Companies

Name of struck off Company	Nature of transactions with struck-off Company	Balance as at March 31, 2022 (in ₹ Lakh)	Relationship with the Struck off company,
Daman Investments And Securities (P) Ltd	Shares held by stuck off company	4.49	Shareholder

Note 2.40(b): Details of Benami Property held

No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.40(c): Loans or Advances in the nature of loans

No Loans or Advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

Note 2.40(d) - Utilisation of Borrowed funds and share premium

a. The company has not advanced or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any person(s) or entity(ies), including foreign entities (intremidiaries) with the understanding (whether recorded in writing or otherwise) that the intermidiary shall: (i) directly or indirectly lend or invest in other persons or entiities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

b. The company has not received any funds 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, directly or indirectly lend or invest in other persons or entiities identified in any manner whatsoever by or on behalf of the funding party (the ultimate beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Note 2.40(e) Significant Financial Ratio

Ratio	Numerator	Denominator	Current Period	Previous Period	% of Variance	Reason for Variance
(a) Current Ratio	Total Current Assets	Total Current liabilities	6.28	6.18	1.56	
(b) Return on Equity Ratio (%)	Net Profits after taxes - Preference Dividend (if any)	Average Shareholder's Equity	7.68%	11.05%	-30.49	Note 1
(c) Trade Receivables turnover ratio	Revenue	Avg. Accounts Receivable	3.03	3.11	-2.73	
(d) Net capital turnover ratio	Revenue	Working Capital	0.58	0.55	4.23	
(e) Net profit ratio (%)	Net Profit	Revenue	17.76%	26.60%	-33.22	Note 2
(f) Return on Capital employed (%)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	9.59%	13.53%	-29.14	Note 3
(g) Return on investment (%)	Income generated from investments	Average invested fund	4.26%	5.67%	-24.90	

Note 1: Return on Equity ratio has decreased on account of decrease in profit for current year.
Note 2: Net profit ratio has decreased on account of decrease in profit for current year.
Note 3: Return on capital Employed has decreased on account of decrease in profit for current year.

There is no significant change (i.e. change of 25% or more as compared to the FY 2020-21) in the other key financial ratios.

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2022

Note 2.41 Previous year's figures

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and polices to the extent applicable. The previous year's figures have been regrouped / reclassified wherever necessary, to

As per our report of even date
For Borkar & Muzumdar
Chartered Accountants
Firm Registration No.:101569W
Deepak Kumar Jain
Partner
Membership No.: 154390
Mumbai
May 27, 2022

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director
(DIN : 00152393)
Sharadchandra D. Abhyankar - Director
(DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

FORM NO. AOC.1

Statement containing salient features of the financial statement of Subsidiary

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiary/associate companies/Joint ventures

Part "A": Subsidiary

(In ₹ Lakh)

Sr. No.	Particulars	Name of the subsidiary	
		INSTASAFE TECHNOLOGIES PRIVATE LIMITED	INSTASAFE INC.
1	Date when Subsidiary was acquired / incorporated	12.05.2017	23.08.2018
2	Reporting currency	INR	USD
3	Share capital	12.12	1.75
4	Reserves & surplus	193.48	(26.64)
5	Total assets	821.08	26.31
6	Total Liabilities	615.48	51.20
7	Investments	6.88	-
8	Turnover	503.73	793.42
9	Profit/(Loss) before taxation	(152.15)	21.82
10	Provision for taxation	(42.66)	-
11	Profit (Loss) after taxation	(109.49)	21.82
12	Other Comprehensive Income	1.64	(1.02)
13	Total Comprehensive income	(107.86)	20.80
14	Proposed Dividend	-	-
15	% of shareholding	20.82%	100.00%

Notes : There is no Associate Company & Joint Venture . Hence Part B is not Applicable.

For and on behalf of the Board of Directors

Prakash B. Rane
Managing Director
(DIN: 00152393)

Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

Place: Mumbai
Date : May 27, 2022

Sarika A. Ghanekar
Company Secretary

Paresh M. Golatkar
Chief Financial Officer

ABM
ABM KNOWLEDGEWARE LIMITED

Achievements, Awards & Recognitions 2021-22

1. **ABM bags one more (3rd) Smart City Project in Uttar Pradesh.**

2. **ABM developed a comprehensive City Administration WhatsApp Chatbot for BMC** which was launched by Hon'ble CM of Maharashtra.

3. **Prakash Rane, Founder & MD, ABM along with other 8 alumni of LIT - Laxmi Narayanan Institute of Technology (a world-class Institute for Chemistry and Technology) was awarded 'LIT Jewel Award'** on 25th December, 2021 by LIT Alumni Association (LITAA). Some of the earlier and other Jewels of LIT are Harish Bhimani, Suresh Haware of Haware Builders, Milind Bharambe, Joint CP & IPS Mumbai etc.

4. **ABM got listed in Dun & Bradstreet publication 'Leading SMEs of India 2021'**. This publication cover SMEs that have demonstrated consistent performances in the past three financial years showcasing the critical role they played and their contribution to the Indian economy. (24th November, 2021)

5. CEO's Association for Inclusive India (CAII) led by Secretariat and SKOCH Group presented **SKOCH CEO's Choice Award to ABM for 'Contributions to Digital Municipalities'** recognising its contribution to the growth of e-Governance. (30th October, 2021)

6. Successful **Implementation and Migration to SAP S/4 HANA** for one of the largest technology upgrade Projects.

7. **Go-Swift 'Single Window Clearance System Portal' implemented for the Government of Odisha (ABM Project) is now integrated with 'The National Single Window Portal (NSWS)'.** NSWS portal is integrated with 18 departments and 9 states across India including Odisha, simplifying the application & approval for the Indian and Foreign investors.

8. **ABM bagged order for State-wide Implementation of e-Governance solution in 114 Urban Local Bodies of Odisha**. The Department of Housing & Urban Development (HUDD), Govt. of Odisha has launched a programme namely 'SUJOG' - Sustainable Urban Services in a Jiffy by Odisha Govt. ABM is a consortium member in this project.

Year at a Glance

ABM Knowledgeware Limited:

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• SEI CMMI Level 5 • ISO 20000-1:2018 • ISO 9001:2015 • ISO 27001:2013

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