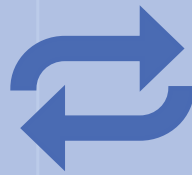
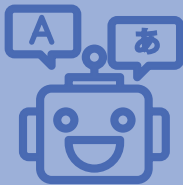


18th ANNUAL REPORT

2022 - 23



FIDEL SOFTECH LIMITED
LangTech & IT Consulting

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Board of Directors

Sunil Kulkarni	Chairman & Executive Director
Prachi Kulkarni	Managing Director
Shyamak Kulkarni	Non – Executive Director
Dr. Girish Desai	Independent Director (w.e.f April 15, 2022)
Dr. Apurva Joshi	Independent Director (w.e.f April 15, 2022)
Pradeep Dharane	Independent Director (w.e.f April 15, 2022)

Key Managerial Personnel

Mandar Inamdar	Chief Financial Officer
Pragnesh Patel	Company Secretary (from April 15, 2022 to October 31, 2022)
Neha Joshi	Company Secretary (w.e.f. November 2, 2022)

Auditors

Statutory Auditors	Kirtane & Pandit LLP
Secretarial Auditors	Dakhawe Apte & Associates
Internal Auditors	Milind Sangoram & Co.

Bankers

Bank of India
Kotak Mahindra Bank Ltd.

Registered Office Address

Unit No. 202, 2nd Floor, Marisoft 3, West Wing, Marigold Software IT Park, Vadgaon Sheri, Pune – 411 014, Maharashtra, India.

AGM details

Thursday, August 3, 2023 – Time 10:30 am

Venue: Sumant Moolgaonkar Auditorium No. 1, A Wing, Ground Floor, MCCIA Trade Towers, 403, Senapati Bapat Road Pune, Maharashtra - 411016.

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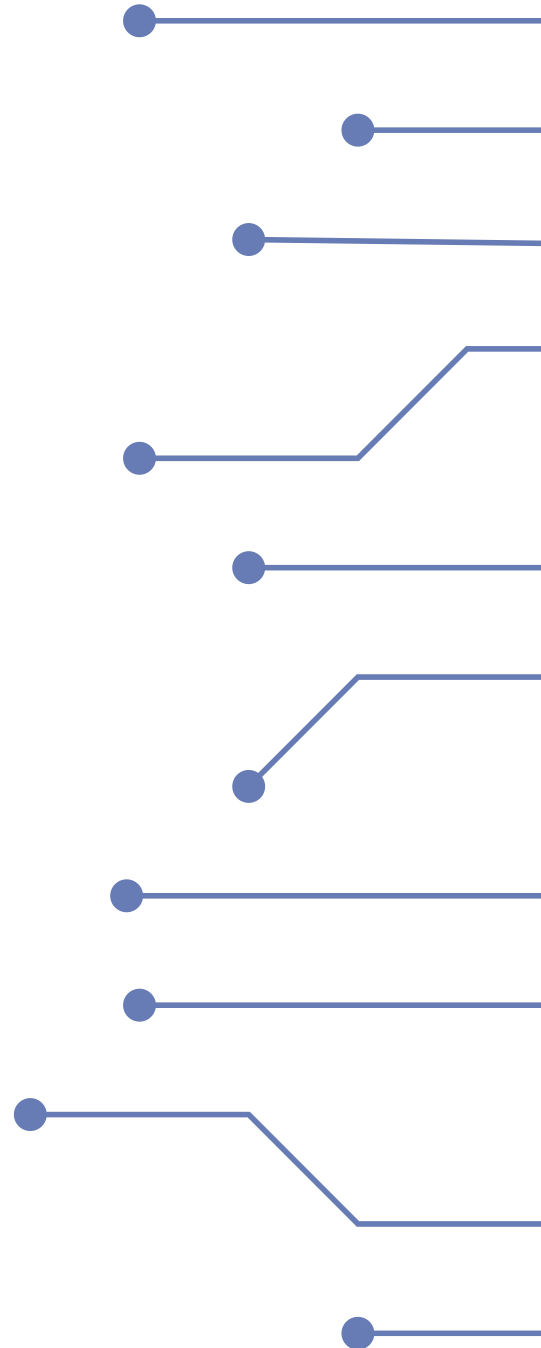
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Mission Statement

Our mission is to provide world-class IT solutions that transcend language boundaries and enable businesses to thrive in the digital age.

Fidel is committed to delivering exceptional value to our clients by leveraging the latest technologies, fostering strategic partnerships, and nurturing a culture of continuous learning and innovation.

Our goal is to expand our reach globally, bridging the gap between businesses and technology by leveraging our niche LangTech competencies, break language barriers in an increasingly interconnected world.



Embracing the Future

Dear Shareholders,

I am delighted to address you on this momentous occasion of our first annual report following our successful transition to a publicly listed company. It is with great pride and gratitude that I reflect on our journey, marked by growth, resilience, and the unwavering commitment of our team.

In the year 2021, Team Fidel set a bold aspiration to grow 5X in 5 years. Going public has been a significant milestone for our organisation, opening new avenues of opportunities and allowing us to accelerate our progress towards our long-term vision. We have entered a new phase of our evolution and we are committed to maximising value for our shareholders while maintaining our core values and purpose.

This past year has been a testament to our collective efforts and the strength of our business model. We have consistently demonstrated our ability to adapt and thrive in a dynamic and competitive market. Our dedicated team, combined with our strategic investments and innovative solutions has propelled us to new heights.

As we expand our reach and venture into new markets, our commitment to delivering exceptional value remains unchanged. We are focused on maintaining our customer-centric approach, providing the highest quality products and services that exceed expectations. Our multilingual capabilities will continue to be a key differentiator, enabling us to serve a diverse customer base and unlock new growth opportunities.

Transparency, accountability and good governance will continue to be at the heart of our operations as a publicly traded company. We understand the responsibility we have towards our shareholders and we are fully committed to upholding the highest ethical standards, ensuring long-term sustainability and profitability.

As we move forward, we remain steadfast in our pursuit of excellence. We will continue to invest in our people, foster a culture of innovation, and explore strategic partnerships to fuel our growth trajectory. Together, we will overcome challenges, seize opportunities, and create lasting value for all our stakeholders.

Thank you once again for your continued support. We are excited about the future and look forward to achieving new milestones together.



Sunil Kulkarni

Sunil Kulkarni
Chairman & Executive Director

Board of Directors



Sunil Kulkarni
Chairman & Executive Director

Sunil Kulkarni is Chairman & Promoter of Fidel Softech. He is an entrepreneur with a passion for creating new products and markets. He has worked closely with the Japanese & Asian markets to grow Fidel into a mid-size firm with focus on core areas of Localisation, FinTech & IoT.



Prachi Kulkarni
Managing Director

Prachi Kulkarni has 20+ years of experience in IT & capital markets background. She worked in Japan for 10+ years & since 2012 she is working in India. She is expert in FinTech handling FIX technology based IT solutions.



Shyamak Kulkarni
Non- Executive Director

Shyamak Kulkarni is pursuing his BS Economics degree at Purdue University, USA, specialising in Finance and Data Analytics. With multiple internships, Shyamak has gained practical experience in applying knowledge to real-world scenarios. Beyond academics, he actively engages in sports, leadership programmes and business activities on campus.



Pradeep Dharane
Independent Director

Pradeep Dharane is a global leader in the semi-conductor industry with over 30 years deep experience in the field of CPU /SoC Silicon development and has held several senior management positions with leading Silicon design companies. He has a proven track record in setting up, growing and operationalising business & organisation of Large Multinationals as well as start-ups.



Dr. Girish Desai
Independent Director

Dr. Girish Desai is the Executive Director of the Pimpri Chinchwad Education Trust (PCET) and is instrumental in setting up the Pimpri Chinchwad University. He has successfully led an educational institution with multiple streams, 10,000+ students, and 1,000 Teaching and Non-Teaching staff.



Dr. Apurva Joshi
Independent Director

Dr Apurva Joshi is a successful Certified Forensic Accounting Professionals (CFAP). She is a Certified Anti-Money Laundering Expert, Certified Bank Forensic Accountant and Certified Vigilance and Investigation Expert. She heads the Technology & Due Diligence practice of Risk-pro Management Consulting P Ltd and is on the Board of several public companies as an Independent Director.

BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 18th Annual Report of FIDEL SOFTECH LIMITED together with the Audited Statement of Accounts for the year ended March 31, 2023.

I. Highlights of Financial Performance

The Company has recorded the following financial performance, for the year ended March 31, 2023:

Particulars	2022-23	2021-22
Revenue	34.24	26.88
EBITDA	7.42	6.47
Profit Before Tax	7.15	6.29
PBT %	21%	23%
Profit After Tax	5.39	4.56
PAT %	16%	17%
Earnings Per Share	4.13	4.52

A detailed analysis of the Financial highlights/summary are included elsewhere in this Report.

At your Company, we prioritize maintaining exceptional corporate governance standards. The Board of Directors plays a vital role in providing diligent oversight, offering valuable guidance, and setting strategic direction to facilitate effective decision-making and robust risk management practices. We are dedicated to upholding applicable laws, regulations, and ethical standards, which fosters transparency and accountability throughout our operations.

While it is statutorily mandated for Small and Medium Enterprises (SME) listed companies to publish their financial results on a half-yearly basis, we go the extra mile by voluntarily declaring our Un-audited Financial results on a quarterly basis. This proactive approach aligns with our commitment to practicing good corporate governance and ensures timely and comprehensive disclosure of our financial performance to stakeholders.

II. Dividend

Your Directors are pleased to recommend a dividend of ₹ 0.70/- per equity share of face value ₹ 10/- each for the current financial year.

III. Summary of Operations

During the year, your Company experienced a remarkable increase in net revenue from operations, rising by 27% from ₹ 26.31 Cr to ₹ 33.37 Cr. This impressive growth can be attributed to the combination of higher sales volumes and the effective implementation of market penetration strategies.

Despite the overall positive results, the Company's profit before tax showed a slight decline of 2% from ₹ 7.15 Cr (21%) to ₹ 6.29 Cr (23%) compared to the previous year. This decrease can be primarily attributed to the higher expenses incurred in business development activities. The closing balance of Reserves, including retained earnings of the Company as at March 31, 2023 is ₹1865.07 Lakhs

Fidel continued to execute its expansion plans successfully, both in domestic and international markets. This strategic endeavor played a crucial role in driving revenue growth and gaining market share. The financial performance of Fidel in the current Financial Year serves as a testament to the effectiveness of our growth strategies and unwavering commitment to operational excellence.

The Global IT industry experienced fluctuations and slowdowns in the past year due to various factors, such as economic downturns, geopolitical events, technological shifts, streamlining of resources, and market saturation. These slowdowns had moderate impact on the Indian IT industry as a whole, affecting companies, employment rates, and investments. Globally LangTech is a 40 billion USD plus market and growing at YoY 10% and above.

Fidel Softech continued to grow in this economy relying on its strong fundamentals planned spending and presence in multiple geographies.

It is important to note that the IT industry is highly dynamic and resilient. It has in the past also demonstrated consistent growth over the years, driven by advancements in technology and digital transformation initiatives.

Fidel works closely with clients and helps them with implementing IT solutions and services with the last mile delivery in local languages while leveraging its capabilities in both the Language (and Linguistics) + Technology. In few instances Fidel has tighter integration with clients through API connectivity, which proves beneficial for a long-term partnership. It has the capability

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to localize and support 100+ languages with in-house capabilities for 8 core Indian languages and Japanese language. Its In-house linguistic + technical expertise assures fast turnaround time as well as quality to its customers. Strong technical capabilities to handle multiple file formats, different CMS, different technologies (e.g., python / php / .net / Java / mysql / NLP / Audio-video technologies) as well as capabilities to support enterprise products and digital transformation initiatives, AI-ML data analytics initiatives enables Fidel to provide a comprehensive array of services to its clients across geographies. Fidel is well positioned to leverage the growth in AI domain with its expertise in multi-lingual data collection, data modelling, data training and fine-tuning. Its focus on Japan which is a much stable and mature market also helps it to balance the fluctuations in other geographies.

IV. Material changes or financial occurrences including details of Initial Public offering (IPO) of the Equity Shares of the Company.

During the financial year Company was converted from a Private Company to a Public Company. Further, the Company was listed on NSE EMERGE (SME) Platform of NSE on June 10, 2022. Your Company has received a tremendous response from the Investor Community, resulting in an oversubscription of its Initial Public Offer by 101 times. The unwavering support and trust shown by the investors over the last year boosted the morale of the Company. In these dynamic and ever-changing times, the new investment has enabled your Company with the resources necessary to drive innovation, expand its operations, and seize new opportunities. This support not only contributed to Company's growth but also played a vital role in fostering economic development, creating job opportunities, and driving positive change in its Stakeholders.

The Initial Public Issue (IPO) opened for subscription on Monday, May 30, 2022, and closed on Thursday, June 02, 2022. The shares of Face Value of ₹ 10.00 each ("Equity Shares") were offered for issue at a price of ₹ 37.00 per Equity Share (including a premium of ₹ 27.00 per Equity Share). Entire issued, subscribed and fully paid- up of 1,37,50,560 Equity Shares of the Company were listed on the NSE EMERGE - the SME platform of National Stock Exchange of India Limited (NSE) at an opening price of ₹ 62.00 per Share.

The Board of Directors are monitoring the Utilization of Funds raised from IPO including approval of modification of any limits. The statement of deviation and Utilization of IPO funds is available on the website of the Company.

There was no change in the nature of business during the year under review.

V. Statement of deviation(s) or variation(s) in accordance with regulation 32 of SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015:

In accordance with the offer document of the Initial Public Offer, the Company had estimated utilization of ₹ 943.32 Lakhs towards Funding Working Capital requirements of the Company and ₹ 269.95 Lakhs towards General Corporate Purposes for the financial year ended 2022-23. The actual utilization was ₹ 287.48.43 Lakhs in total and ₹ 167 Lakhs still remained unutilized. There was a shortfall in utilization of funds as the Company had undertaken a conservative approach on spend of the funds raised. Fidel believes that spend has to be made on the right opportunities and at the right time, rather than spending to meet targets. It was a strategic call to delay the spend.

VI. Annual Return

As per the Companies (Management and Administration) Amendment Rules, 2020 dated 28th August, 2020, of the Companies Act, 2013 (the Act), the Annual Return of the Company is uploaded on the website of the Company at <https://www.fidelfsoftech.com/other-disclosures/>

VII. Directors & Key Managerial Personnel (KMP)

The detailed profile of the Board of Directors is available on the website of the Company at this link: <https://www.fidelfsoftech.com/board-of-director/>. The constitution of the Board Committees is given elsewhere in this report.

The following changes have been made to the Board of Directors of the Company during the year:

Mrs. Prachi Kulkarni (DIN 03618459) was appointed as the Managing Director of the Company for a period of 5 years with effect from April 15, 2022. Dr. Girish Desai (08328701), Dr. Apurva Joshi (06608172) and Mr. Pradeep Dharane (02313403) were appointed as Independent Directors of the Company with effect from April 15, 2022. The profiles of the Board of Directors are available on the website of the Company at <https://www.fidelfsoftech.com/board-of-director/>

Mr. Shyamak Kulkarni (DIN 09552445) is liable for retirement by rotation and, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting (AGM).

On the basis of representations received from the Directors, none of the Directors of the Company are disqualified as per Sec. 164(2) of the Companies Act, 2013 and rules made thereunder or any other provisions of the Companies Act, 2013. The Directors have also made necessary disclosures as required under provisions of Sec. 184(1) of the Companies Act, 2013. All members of the Board of Directors and senior management personnel affirmed compliance with the Company's Code of Conduct policy for the financial year 2022-23.

All Independent Directors of the Company have given a declaration under Sec.149(7) of the Act, that they meet the criteria laid down in Sec. 149(6) of the Act. The Board is of the opinion that all the Independent Directors of the Company possess the requisite qualifications, experience, expertise including proficiency in their respective fields of study.

Further, their names are included in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Sec.150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 .

In compliance with Schedule IV of the Companies Act, 2013 a meeting of the Independent Directors of the Company was held during the year.

The evaluation process for the Board of Directors pertaining to the Financial Year 2022-23 has been carried out and the same was shared with the Chairman of the Company and Nomination and Remuneration Committee of the Board.

Mr. Mandar Inamdar was appointed as Chief Financial Officer of the Company with effect from April 15, 2022. Mr. Pragnesh Patel (ACS 68465) was appointed as Company Secretary and Compliance Officer on April 15, 2022. He resigned on October 31, 2022, and Mrs. Neha Amod Joshi (ACS 24974) was appointed as Company Secretary and Compliance Officer with effect from November 2, 2022.

VIII. Meeting of Board of Directors

A total of 11 Board Meetings were held during the financial year ended 31st March 2023. The maximum gap between any two Board Meetings was less than 120 days.

Dates of Board Meeting:

Sr. No	Meeting dates	Sr. No	Meeting dates
1	April 4, 2022;	2	April 11, 2022
3	April 15, 2022	4	April 22, 2022
5	April 26, 2022	6	May 23, 2022
7	June 7, 2022	8	June 8, 2022
9	August 3, 2022	10	November 2, 2022
11	January 31, 2023		

IX. Committees of the Board

Audit Committee

Your Directors have constituted the Audit committee in accordance with Sec. 177 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 on April 15, 2022.

Three (3) meetings of the Committee were held during the period ended 31st March, 2023 on August 3, 2022; November 2, 2022 and January 31, 2023, detailed as under:

Names of Members	No of meetings attended
Dr. Apurva Joshi (C)	3
Mrs. Prachi Kulkarni	3
Dr. Girish Desai	3

Further, there were no such instances where the recommendation of the Audit Committee were not accepted by the Board during the financial year under review.

Nomination and Remuneration Committee

Your directors have constituted a Nomination and Remuneration Committee as required under the provisions of Sec. 178 of the Companies Act, 2013.

Two (2) meetings of the Committee were held during the period ended 31st March, 2023 on April 15, 2023 and November 2, 2022, detailed as under:

Names of Members	No of meetings attended
Dr. Girish Desai (C)	2
Dr. Apurva Joshi	2
Mr. Pradeep Dharane	1

Policy on Nomination and Remuneration for the Board and Senior Officials is available on the website of the Company at <https://www.fidelsofttech.com/corporate-policies/>

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Stakeholders Relationship Committee

Your Board has constituted Stakeholders Relationship Committee under the provisions of Sec. 178(5) of Companies Act, 2013 on April 15, 2022.

Meeting of the Committee was held during the period ended 31st March, 2023 on March 17, 2023 detailed as under:

Names of Members	No of meetings attended
Mr. Pradeep Dharane (C)	1
Mrs. Prachi Kulkarni	1
Dr. Apurva Joshi	1

This Committee is primarily responsible to review all matters connected with the Company's transfer/ transmission of securities and redressal of shareholder's / investor's / security holder's complaints.

X. Details of Subsidiaries, Joint Ventures or Associate Companies

The Company neither has any Subsidiary, Joint Venture nor Associate Company.

XI. Internal Financial Control & Risk Management

The Company has in place adequate internal financial control commensurate with its size and operations. During the year, no reportable material weakness was noticed.

The Company has an annual Internal Audit plan in place specifying the scope of the work, independence, and responsibility of the Internal Auditors. The periodic Internal Audit reports are reported to the Audit Committee along with Management response.

The Company has developed and implemented a risk management framework which identifies major risks which may threaten the existence of the Company. A risk mitigation process and measures have been also formulated.

XII. Directors Responsibility Statement

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company to the best of its knowledge and ability confirm that:-

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any; 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 as at March 31, 2023 and of the profit of the Company for that period.
2. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
3. they have prepared the annual accounts on a 'going concern' basis.
4. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
5. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

XIII. Whistle Blower Mechanism

The Company has in place a Whistle Blower Policy establishing a vigil mechanism, to provide a formal mechanism to the Directors, employees and others to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail such mechanism and also provide for direct access to the Chairman of the Audit Committee. Whistle Blower policy is available on the website of the Company at this link <https://www.fidelsoftech.com/corporate-policies/>

There were no complaints received under this mechanism during the financial year under review.

XIV. Disclosure required under Sec. 134(3) (e)

The Board has adopted a Board Diversity Policy which sets the criterion for appointment as well as continuance of Directors, at the time of re-appointment of director in the Company. As per the policy, the Board has an optimum combination of members with an appropriate balance of skill, experience, background, gender and other qualities of directors required for the effective functioning of the Board.

The Nomination & Remuneration committee recommends remuneration of the Directors, subject to overall limits set under the Act, as outlined in the Remuneration Policy. The Nomination and Remuneration Policy is available on the website of the Company at <https://www.fidelsoftech.com/corporate-policies/>

XV. Auditors

The Statutory Auditors, M/s. Kirtane & Pandit, Chartered Accountants, Firm Registration No. 105215W/W100057, were appointed to hold office for five years from April 1, 2021. During the year under review, there were no qualifications, adverse remarks or disclaimers made by the Statutory Auditors on the Financial Statements of the Company. The Unmodified opinion of Auditors on the Financial Statement of the Company for Financial Year 2022-23 is enclosed along with this report. There were no cases of fraud detected and reported by the Auditor under Sec. 143(12) during the financial year.

M/s Dakhawe Apte & Associates (Firm Reg no. P2022MH090400) Practicing Company Secretaries were appointed as Secretarial Auditors of the Company as per Sec. 204 of the Act, for the financial year 2022-23. They have been re-appointed as Secretarial Auditors of the Company for the financial year 2023-24.

M/s Milind Sangoram and Co. Chartered Accountants have been re-appointed as Internal Auditors of the Company for the Financial Year 2023-24.

XVI. Loans and Investment

Details of Loans, Guarantees and Investments covered under the provisions of Sec. 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. There were no new Loans or Guarantees of Investments made by the Company in the current Financial Year.

The details of all loans, guarantees and Investment are available in the Register maintained under Sec. 186 of the Act, which is available for inspection during business hours on all working days (except Saturday and Sunday).

XVII. Related Party Transactions (RPT)

All related party transactions (RPT) that were entered into during the financial year ended 31st March 2023 were at an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Sec. 188 of the Act were not applicable.

In compliance with the provisions of the Act, each transaction as entered by the Company with its related parties is placed before the Audit Committee. A prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are foreseen and repetitive in nature. The transactions pursuant to the omnibus approval so granted, is audited and a detailed quarterly statement of all such RPTs is placed before the Audit Committee for its review.

Also, there were no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other Designated Persons. Thus, disclosure in Form AOC-2 is not required. However, the disclosure of transactions with related parties for the year, as per Accounting Standard-18 Related Party Disclosures is given in Note no 30 to the Financial Statements as on 31st March 2023.

XVIII. Secretarial Standards

The Company generally complies with all applicable secretarial standards, issued by the Council of the Institute of Company Secretaries of India and made applicable as per Sec. 118(10) of the Act.

XIX. Technology Absorption and Conservation of Energy

Details of Technology Absorption are given elsewhere in the report. We recognize the urgent need to address environmental challenges, and we have implemented several initiatives to reduce our ecological footprint.

XX. Foreign Exchange Earnings and Outgo

The Company had a total foreign exchange earnings and outgo as provided below during the year ended 31st March, 2023:

Amount in ₹

Foreign Exchange Earnings	₹ 30,89,83,684
Foreign Exchange Outgo	₹ 4,70,35,245

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XXI. Corporate Social Responsibility initiatives.

Your company has always believed in giving back to society in a meaningful way. The Company has formulated a Corporate Social Responsibility Policy. The Corporate Social Responsibility Committee of the Board is in charge of formulating, implementing, monitoring and reviewing the impact of the Corporate Social Responsibility (CSR) initiatives of the Company.

A detailed report on the Corporate Social Responsibility is enclosed as an Annexure to this report.

Your Company firmly believes in the importance of Corporate Social Responsibility (CSR) and strives to make a positive impact on society and the environment. We believe in empowering communities and making a meaningful difference in people's lives. We have partnered with local educational institutions and organizations to provide educational opportunities and skill development programs for underprivileged communities. By focusing on education, we aim to empower individuals and enhance their employability.

We supported early-stage startups by making a Contribution to Incubation centers and support the "Make in India" philosophy.

XXII. Human Resources

We are committed to fostering a diverse and inclusive work environment. We promote equal opportunities, respect for all individuals. Our diversity and inclusion initiatives aim to create a workplace that celebrates differences and ensures fairness and equality.

Factors such as a pleasant and safe working environment, fair wages, and opportunities for growth and development contributed healthy attrition rate. The details of various Human Resource initiatives are provided elsewhere in the report.

XXIII. Disclosure under the "Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. (POSH Act). During the year under review, there were no cases filed pursuant to this Act. Ms. Aditi Kane is the External Member of the Internal Complaint's Committee. Training was conducted to raise awareness for rights and obligations, code of conduct under POSH Act.

The Internal Committee is committed to ensure that all the provisions and best practices under the POSH Act are implemented in law and spirit.

1.	No. of complaints received in the year	Nil
2.	No of complaints disposed off in the year	Nil
3.	Cases pending for more than 90 days	NA
4.	No of workshops and awareness programs conducted in the year	1
5	Nature of action by employer or District officer, if any	NA

XXIV. Other Disclosures:

1. Disclosures as required under Sec. 197(12) of the Act read with the applicable rules of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 are given as Annexure to this Report.
2. Cash Flow Statement for the financial year ended March 31, 2023, is attached to the Financial Statements.
3. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.
4. No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.
5. There is nothing report under the Insolvency and Bankruptcy Code, 2016 this for the financial year ended March 31, 2023.
6. Nil Disclosures: Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:
 - I. The Company has not accepted any deposits during the year under review.
 - II. The Company is not required to maintain Cost Accounting records as per Rule 8(5)(ix)(d) of the Companies (Accounts) Rules, 2014.
 - III. There were no shares Issued (including sweat equity shares) to employees of the Company under any scheme.
 - IV. The Company has no subsidiary and neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
 - V. There was no instance of a difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan form the Banks or Financial Institutions.

Acknowledgments

As we move forward, we remain committed to transparency, accountability, and delivering sustainable returns on investments of our shareholders. Your feedback and insights continue to shape our strategies and guide our decision-making processes. We value your perspectives and will always strive to uphold the highest standards of corporate governance.

The Directors express their gratitude to the employees and partners for their dedication and contribution to the company's success. We also extend our appreciation to our valued customers, suppliers, and shareholders for their continued support and trust.

We are excited about the future and the opportunities it holds. Together, we will continue to build a brighter and more prosperous future.

For and behalf of Board of Directors
Of **Fidel Softech Limited**
(Formerly known as Fidel Softech Private Limited)

Sunil Kulkarni
Chairman & Executive Director
DIN : 00752937

Date: May 18, 2023
Pune India

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Annexure I

Disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014

1.	The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year ended March 31, 2023	Chairman & Executive Director: 6.47:1 Managing Director: 6.47:1 Non – Executive Directors: NA # Median Remuneration is ₹ 556,524
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year ended March 31, 2023	NA*
3.	The percentage increase in the median remuneration of employees in the Financial Year March 31, 2023	11.24%
4.	The number of permanent employees on the roll of the Company	As on March 31, 2023 Employees - 166 Contractors - 36
5.	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	NA*
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes

All the Non-Executive Directors were not paid any Remuneration except sitting fees in the Financial Year ended March 31, 2023

*The provisions were not applicable to the Company for the Financial Year 2021-22 and hence comparisons with the previous year are not applicable.

There is nothing to report under Rule 5 (2) of the Companies (Appointment & Remuneration) Rules, 2014.

Annexure II

Annual Report on CSR Activities for Financial Year ended March 31, 2023

1. Brief outline on CSR Policy of the Company: Our commitments towards Corporate Social Responsibility (CSR) include but not limited to, promotion of education and healthcare, energy and climate change, and betterment of the society through respect for universal human rights and the environment, acting with integrity and transparency.

2. Composition of CSR Committee:

Sl. No.	Name of Director	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	Prachi Kulkarni	Chairperson	1	1
2	Sunil Kulkarni	Member	1	1
3	Girish Desai	Member	1	1

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.

Composition of CSR committee	https://www.fidelsofttech.com/board-of-director/
CSR Policy	https://www.fidelsofttech.com/corporate-policies/
CSR Projects	https://www.fidelsofttech.com/corporate-policies/

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 (attach the report). – **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**

Sl. 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)
1	-	-	-
	Total	-	-

6. Average net profit of the company as per section 135(5). - ₹ **50,620,534**

7. (a) Two percent of average net profit of the company as per section 135(5) - ₹ **1,012,411**

(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years. - **NA**

(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). - ₹ **1,012,411**

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
1,020,000	0	NA	NA	0	NA

18th Annual Report

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

(1) Sl. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Project duration.	(7) Amount allocated for the project (in Rs.).	(8) Amount spent in the current financial year (in Rs.).	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	(10) Mode of Implementation - Direct (Yes/No).	(11) Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1												
2												
3												
	Total											

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

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in ₹)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	MIT Technology Business Incubator	Schedule VII (ix)(a)	Yes	Maharashtra	Pune	3,85,000	No	MIT Pune Technology Business Incubator	CSR00042318
2.	Japanese Language Training Program	Schedule VII (ii)	Yes	Maharashtra	Pune	3,50,000	No	Rotary Club of Pune Gandhi Bhavan Charitable Trust	CSR00003583
3.	Skill Development Training Differently Abled Persons	Schedule VII (ii)	Yes	Maharashtra	Pune	65,000	No	Entrepreneurship Development and Rehabilitation Centre for Handicapped	CSR00026123
4	Support for girl education	Schedule VII (ii)	Yes	Maharashtra	Pune	56,000	No	Vidyarthi Sahayyak Samiti	CSR00004583
5.	StudyMall Project	Schedule VII (ii)	Yes	Maharashtra	Pune	110,000	No	ThinkSharp Foundation	CSR00000227
6.	Environment Awareness Campaign	Schedule VII (iv)	Yes	Maharashtra	Pune	54,000	No	Forest Regeneration and Environmental Sustainability Trust	CSR00015501
	Total					10,20,000			

(d) Amount spent in Administrative Overheads - Nil

(e) Amount spent on Impact Assessment, if applicable - NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹ 1,020,000

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 1,012,411
(ii)	Total amount spent for the Financial Year	₹ 1,020,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 7,589
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 7,589

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.							
2.							
3.							
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NA**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed / Ongoing.
1.								
2.								
3.								
	Total							

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: **NA**

(asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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). – **NA**

Sd/-
Prachi Kulkarni
DIN 03618459
(Managing Director).

Sd/-
Girish Desai
DIN 08328701
(Chairman CSR Committee).

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Fidel Softech Limited
Unit No. 202, 2nd Floor, West Wing,
Marisoft IT Park 3,
Kalyani Nagar, Vadgaon Sheri,
Pune - 411014

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fidel Softech Limited. (Hereinafter called "the Company").

Secretarial Audit was conducted for the period from 1st April, 2022 to 31st March, 2023, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances of the Company and expressing our opinion thereon. We have been engaged as Secretarial Auditors of the Company to conduct the Audit of the Company to examine the compliance of Companies Act 2013, and the other laws listed below.

Based on our 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, the explanations and clarifications given to us and representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and legal compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of the following list of laws and regulations:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **[Applicable during the Audit Period, since the Company got listed on June 10, 2022]**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **There were no foreign investment neither under Foreign Direct Investment nor Overseas Direct Investment, in the company and no External Commercial Borrowings were raised during the period under review.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable. **Company got listed on NSE EMERGE with effect from June 10, 2022:**
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) Securities and Exchange Board of India SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021;
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities and Security Receipts) Regulations, 2008;
 - h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - i) Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018;
 - j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

vi) As informed by the Company, no other law is applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following: -

- (i) Secretarial Standards pursuant to Section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with NSE as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors including woman directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All the decisions of the board are passed with unanimous consent or without any dissent by all the directors present in the meetings and are recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no other event/action having major bearing on affairs of the Company.

During the year under report:

1. On April 13, 2022 the Company was converted into Public Company and the word 'Private' was removed from the name, the changed name was "Fidel Softech Limited", on April 4, 2022 the Object clause was altered and existing set of Articles of Association were replaced by new set;
2. Mr. Shyamak Kulkarni (DIN 09552445) was appointed as Non-Executive Director of the Company with effect from March 30, 2022;
3. On April 15, 2022 an Initial Public Offer of Rs. 20 crores, inclusive of premium, was approved subject to necessary compliances;
4. On April 15, 2022, the shareholders had consented the Board to borrow upto Rs.200 crores under Section 180(1)(c);
5. On April 15, 2022 the shareholders approved the appointment of Mrs. Prachi Kulkarni (DIN: 03618459) as a Managing Director and as Key Managerial Personnel of the Company with effect from April 15, 2022 for a period not exceeding 3 years i.e. upto March 31, 2025;
6. On April 15, 2022 Mr. Girish Desai (DIN: 08328701), Ms. Apurva Joshi (DIN: 06608172) and Mr. Pradeep Dharane (DIN: 02313403) were appointed as Independent Directors;
7. Mr. Mandar Inamdar was appointed as Chief Financial Officer with effect from April 15, 2022;
8. Mr. Pragadesh Patel (ACS No. 68465) was appointed as Company Secretary and Compliance Officer with effect from April 15, 2022, subsequently, on his resignation on October 31, 2022, Mrs. Neha Joshi (ACS 24974) was appointed as Company Secretary and Compliance Officer with effect from November 2, 2022, who was also a Key Managerial Personnel;
9. 13,750,560 equity shares of Rs.10/- each of the Company got listed on NSE EMERGE SME platform with effect from June 10, 2022.

This Report should be read along with our letter of even date annexed as Annexure and forms part of this Report for all purposes.

For Dakhawe Apte & Associates

Company Secretaries

UIN: P2022MH090400

PR No. 1815/2022

Raghunath Apte

Company Secretary

ACS : 17619

CP No : 25183

UDIN: A017619E000323001

Place: Pune

Date: 18-MAY-2023

ANNEXURE TO THE SECRETARIAL AUDIT REPORT OF FIDEL SOFTECH LIMITED (2022-2023)

AUDITORS' RESPONSIBILITY

Our Report of even date is to be read along with this letter.

In accordance with the ICSI Auditing Standards (CSA1 to CSA4) -

- Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility as the Auditor is to express the opinion on the compliance with the applicable laws and maintenance of Records based on Secretarial Audit conducted by us.
- The Secretarial Audit needs to be conducted in accordance with applicable Auditing Standards. These Standards require that the Auditor should comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of Records.
- *We are also responsible to perform procedures to identify, assess and respond to the risks of material misstatement or non-compliance arising from the Company's failure appropriately to account for or disclose an event or transaction.* However, due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit was properly planned and performed in accordance with the Standards.

Accordingly, we wish to state as under-

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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 test basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices that we followed provide a reasonable basis for our opinion that the statements prepared, documents or Records maintained by the Company are free from misstatement.
3. Our responsibility is limited to only express our opinion on the basis of evidences collected, information received and Records maintained by the Company or given by the Management. We have not verified the correctness and appropriateness of the financial records and books of accounts maintained by the Company.
4. Wherever required, we have obtained the Management Representation about compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of the Corporate Laws, other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination as limited to verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Dakhawe Apte & Associates

Company Secretaries

UIN: P2022MH090400

PR No. 1815/2022

Raghunath Apte

Company Secretary

ACS # 17619

CP No # 25183

UDIN: A017619E000323001

Place: Pune

Date: 18-MAY-2023

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2015, which were not at arm's length basis.

Name(s) of the related party	Nature of Relationship	Duration of contract	Salient terms	Dates of Approval by the Board	Amount Rs.	Amount paid as advances, if any
Nature of Contract _____:						

2. Details of material contracts or arrangements or transactions at Arm's length basis: Nil

Name(s) of the related party	Nature of Relationship	Duration of contract	Salient terms	Dates of Approval by the Board	Amount Rs.	Amount paid as advances, if any
Nature of Contract _____:						

Management Discussion & Analysis

Management Discussion & Analysis (MD&A)

Overview

This was a milestone year in the journey of FIDEL Softech. Year 2022-23 saw shares of Fidel Softech listed on National Stock Exchange's SME platform 'NSE Emerge'. The confidence shown by Investors in Fidel boosted the morale of the company and reiterated the potential of Fidel to achieve sustained and outstanding results in the long run. This MD&A provides an overview of the company's performance, identifies key factors affecting financial results, and presents management's outlook for the future.

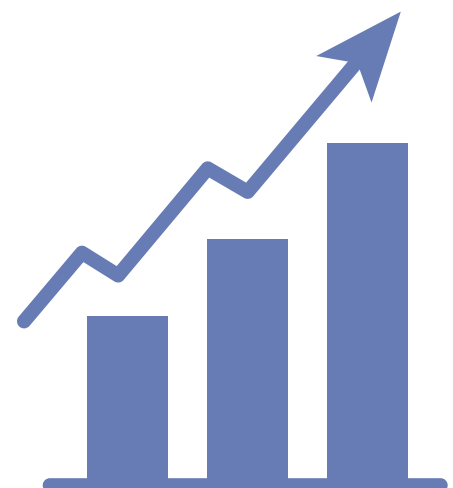
Global Economy

The technology industry has not just weathered the pandemic-driven disruptions of the past few years; it has sustained and diversified. Over the last year few years the global crisis has thrust many organisations into the future, accelerating digital transformation and changing work models dramatically.

While tech companies outperformed during the pandemic pressures of 2020–21, the sector saw considerable declines in 2022. A major challenge now for tech companies is how to weather a potential economic slowdown by trimming costs, increasing efficiency, and growing revenues. At the same time, many are likely looking for ways to remain innovative and build a strong competitive position for the future.

Tech companies are also seeking to improve efficiency and spur innovation in other areas that are ripe for transformation, including real estate, manufacturing, and retail.

In 2023, all these issues will likely be top priority list of many prominent tech companies as they reassess partnerships, suppliers, and the markets in which they do business.



Management Discussion & Analysis (MD&A)

Industry Structure and Developments

LangTech refers to the combination of Language (or Linguistics) + Technology. At core this is a technology space with the last mile delivery in local languages. At present, the Language localisation space has product companies, engineering services firms, vanilla translation companies or individual freelancers. Globally there are Localisation Service Providers (LSP) but the combination of Language + Technology + IT Consulting is where Fidel has a lead and differentiation. Fidel relies on its ability to work with end-user firms as well as system integrator firms. Fidel has the systems and tools in place for taking on an integrated project banking on its capabilities to provide a holistic solution for corporates, multinational companies, governments etc.

The recent frenzy around AI also relies on Large Language Models (LLMs) where huge datasets are to be collected/created, data modelled, fine-tuned, of engines to get desired results. Fidel is already positioned and has been assisting clients in this space with multi-lingual data collection and fine-tuning. Besides this as part of IT & Consulting services, Fidel also continues to expand its offerings around pure play IT Services in the enterprise solution space (eg. ServiceNow / Infor Syteline), AI, cloud infrastructure & security services. Fidel sees a convergence or integration of languages around technology, customer services, support functions and can leverage its lang+tech+consulting competencies.

Huge opportunity for growth in this space for next 10 years or so is seen due to several factors. Indian startups are hungry to go global. Most of these SaaS firms are launching their solutions in different Asian / Latin American / European / Middle Eastern markets where local language UI / UX is mandatory for consumers to make the purchase decision. At the same time, global companies are coming to Asia & India and want a pie of these markets. These companies need user support, consumer education, branding etc. as well as implementation & post-implementation support in local languages.

Indian Government is also keen to bridge the social digital divide by making Government services (e.g., tax filing, passport application) available online in local languages using innovative technology solutions. Further if government makes local language support (UI / UX /customer education) mandatory to private companies in the field of healthcare, finance, real estate that affects an individual citizen / consumer, this would open up an additional few billion USD market in India.

The government also announced that legal cases or legal information to be made available in local languages. There are 100+ portals such as tracking missing children portal, agriculture related portals which if localised in local languages, would help in dissemination of information across the country.

Management Discussion & Analysis (MD&A)

Gone are the days where knowing English was the sign of literacy. With the proliferation of smartphones, lowering of data pack costs and growing aspirations amongst common person, there is a huge push and requirement for all services including e-commerce, food and delivery, healthcare, insurance, banking across urban, semi-urban and rural areas. All this, if made available in local language UI /UX then it would help in growth of consumption of these services fuelling growth for the company. The option of decision making in localised web or mobile applications contributes heavily towards consumer education and awareness, prevention of frauds and establishment of trust.

Hence, Fidel is very positive and believes that globally there would be a need for Language+ Technology+ Consulting, localisation & language engineering services and IT & consulting services in coming year. Fidel is committed to grow and build the required ecosystem for India.

Opportunities, Threats, Risks & Concerns

Fidel Softech is a recognised and reputable brand and has had its presence in this field for 15+ years. Fidel is committed to the highest standards of ethical conduct and corporate governance.

While Fidel is confident in its ability to achieve the strategic objectives, it is important to note potential risks and uncertainties that could impact the performance. These include changing market conditions, regulatory challenges, and economic fluctuations. Fidel actively monitors these factors and implements contingency plans to mitigate associated risks.

Since Fidel is not a pure-play agency, AI replacing translation is not seen as a threat. Rather AI requires huge sets of multi-lingual data creation and data fine-tuning opportunities which Fidel can harness due to its internal competencies around linguistic plus technological skillsets.

In the translation field, Fidel is poised to leverage automation and MTPE (Machine Translation Post Edit) model using more automation into translation projects and allow for faster delivery of translation projects where human input will still be clearly required at within the process, especially at the LQA stage.

Management Discussion & Analysis (MD&A)

Segment-wise or product-wise performance

There were several new initiatives and projects undertaken with successful expansion into new markets, both domestically and internationally. This strategic initiative contributed significantly to revenue growth.

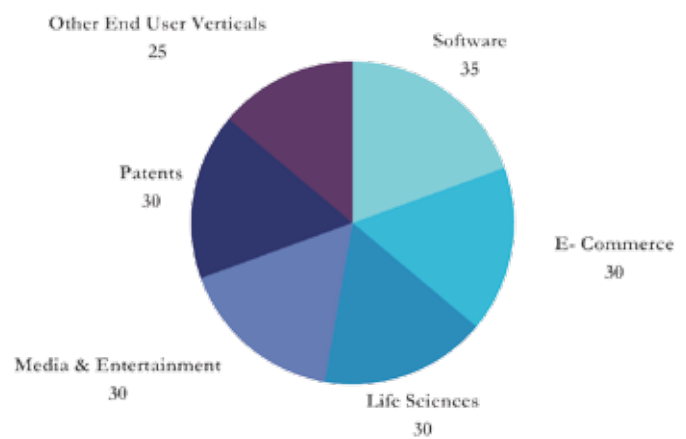
The Slator 2022 Language Industry Market Report provides a comprehensive view of the global language services and language technology industry — an addressable market of USD 26.6 billion in 2021, according to Slator research. In 2021, the language industry made a full recovery following a relatively challenging 2020. Slator estimates the total addressable market grew by 11.75% compared to 2020.

Fidel's Key Market Segments are:

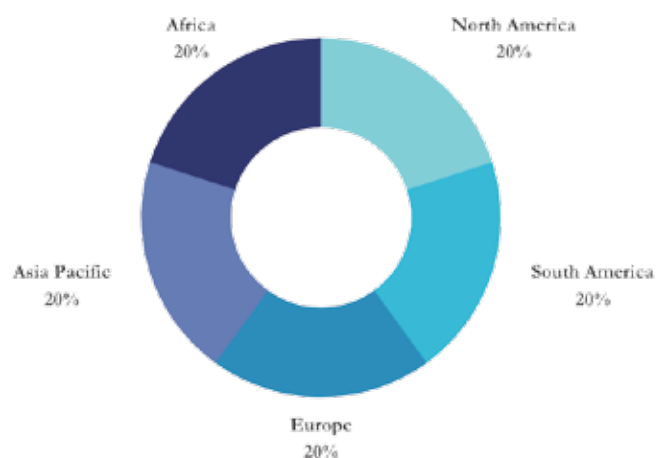
By Type (Sales, Growth Rate, USD Million, 2018-2033)

- Localisation Services including translation, interpretation, data collection, transcription & annotation, video subtitling
- Language engineering services including programming, tool creation, testing, managed services
- Other Services

By End-user Vertical (Sales, Growth Rate, USD Million, 2018-2033)



Regional Outlook (Sales, Growth Rate, USD Million, 2018-2033)



Management Discussion & Analysis (MD&A)

Details about Division wise updates (Localisation; Consulting etc.)

- IT Services & Consulting Services
- IT Services & Consulting services is globally a huge market. Fidel focuses on enterprise product solutions (eg. ServiceNow / Infor Syteline), cloud infrastructure services, AI and digital transformation services
- Fidel has moved beyond Japan and now focused on US and EMEA geography

By Type of Services

- Digital transformation including Software development, Product development, Application maintenance
- Cloud infrastructure support, bilingual managed services including L1-L2 support, Security Services
- Enterprise product implementation, upgrade and migration

Region

- Japan, India and Asia-Pacific
- North America
- EMEA (UK, Ireland, Germany etc)

Type of Clients

- System Integrator firms
- Product firms
- End User firms

Internal control systems and their adequacy

Ethical conduct, transparency and accountability are some of the core values of Fidel Softech.

The Internal Controls and systems in place are adequate for the size and turnover of the Company.



Financial Performance

Discussion on financial performance with respect to operational performance

During the fiscal year, Fidel achieved strong financial performance, with increased revenue, improved profitability, and enhanced cash flow generation. The major factor contributing toward the growth in sales were:

- Addition of new clients who brought in new business. Some of these clients were tapped and introduced at the events where Fidel had participated in the year
- Developing new competencies such as ServiceNow / Infor Syteline and deepening skills in existing competencies such as data modelling and data collection, MTPE (Machine Translation Post Edit) services
- Participation in events whereby increase in visibility and leads
- Strategy to use more freelancers than SME firms for certain localisation services thereby reducing certain costs

Fluctuations in foreign exchange rates had a moderate impact on the financial results. Currency exchange rate volatility, particularly in Japan and other emerging markets, affected the profitability but created opportunities in managing international operations.

Details of Significant Changes

Details of changes in key financial ratios compared to the previous financial year.

Ratios	FY23	FY22	% Variance	Reason for Variance
Current Ratio	9.28	3.17	193%	Higher current assets as IPO funds received are invested in various avenues. There is also a reduction in current liabilities as the overdraft was repaid.
Debt-Equity Ratio	-	0.11	-100%	Overdraft re-paid in full.
Return on Equity Ratio	0.31	0.36	-14%	Increase in capital influx through IPO led to increase in number of shareholders.
Trade Payables turnover Ratio	9.51	7.29	31%	Improved payment cycle.
Trade Receivables turnover Ratio	4.27	5.95	-28%	Higher receivables as business increases. More focus will be on collections in coming months.
PBIT %	21%	23%	-2%	Drop on account of aggressive business development and marketing spend as company.

Human Resources

Fidel banks on its pool of 15+ middle managers that have been with Fidel for more than 10 years and can manage the operations and business efficiently. Fidel asks its senior management to take a mandatory 3-5 day leave to ensure less individual dependency with proper process and workflow. Defining, Monitoring and Reviewing of Standard Operating Procedures is an on-going exercise at Fidel taking into account the feedback of team members and employees.

Fidel attracts people who have an affinity towards languages + technologies. A good internal culture helped by encouragement received for pursuing higher studies, teaching or publishing books or articles, social community services etc. translate in growth of the individuals and the organisation.

Fidel encourages values like mutual respect, humility, empathy, taking responsibility, customer centricity, risk taking and holistic individual as well as corporate growth. This personalised touch and experience has encouraged members to stay longer with Fidel.

200+ strong team is committed to face the challenges ahead. Strong partnership with the ecosystem of partners & freelancers due to timely payment and fair treatment over the years has helped the company to establish the company's reach over several geographies.

Fidel celebrates its team's successes and milestones through recognition and rewards programs. It believes that acknowledging and rewarding excellent performance is key to maintaining a positive work culture. Further Fidel believes that investing in its team's happiness and satisfaction ultimately leads to the organisation's success.

Transparent and effective communication channels ensures all the employees and partners working understand organisational goals, their individual roles, and how their contributions impact the overall success of the company. It prioritises open communication and transparency between all levels of the organisation. This includes regular one-on-one meetings between managers and their team members to discuss progress, challenges, and opportunities for growth.



Employee Engagement Activities

Fidel believes that employee engagement activities play a crucial role in creating a positive work environment, improving productivity, and fostering employee satisfaction and retention. To achieve this, it has implemented a variety of employee engagement activities to ensure that the team feels valued and motivated.

Events such as Women's Day were celebrated to show appreciation for all the hard work and dedication and commitment of ladies at Fidel. Special session on corporate grooming and confidence building was organised to enable the women employees at Fidel to put their best foot forward.

Employees at Fidel come together to celebrate various festivals like Dussehra, Diwali, and Christmas and took pride in celebrating occasions like Independence Day and Republic Day. Being a linguistic company, local language days (eg. Hindi day or Marathi day etc.) celebrating languages were observed.

These initiatives implemented throughout the year promote engagement and cultivate a motivated, committed, team.

Wellness Initiatives such as Nutrition Counselling, Physiotherapist online session, Health check-ups, Mental Health Awareness sessions, Fitness month were conducted to support employees' physical and mental well-being. Various Learning and Development Workshops or webinars on Japanese language and work culture, Security & Cyber Fraud Prevention were conducted throughout the year on the topics that enhance employees' skills, knowledge, and personal growth. Social Events like Annual Award Party and Team Building Activities like outing to an Adventure resort.

Visit to Raireswar fort and Night Trek to Railing were arranged to strengthen relationships, foster a sense of belonging, and promote collaboration among employees. Events such as Blood Donation camp organised in association with Janakalyan Blood Bank promoted a sense of purpose and social responsibility among the employees of Fidel.



Events Participation

Fidel has had a strong presence both locally and globally by participation in various industry focused events, both in-person and virtual. These events have provided us with numerous opportunities to connect with potential clients and generate leads. Besides this, it also allows Fidel to showcase thought leadership in its competencies and business areas.

Fidel team has participated in events of all sizes i.e. from small networking events to large conferences and exhibitions. The team always made sure to make the most out of each event by being prepared, engaging with attendees, and showcasing it's business and services.

In addition to in-person events, Fidel also has participated in virtual events, which have become increasingly popular during pandemic. These events have allowed Fidel to connect with people from all over the world and have provided the team with an opportunity to showcase its competencies and skills online.

Overall, the participation in these focused industry events has been a valuable tool for Fidel to promote its business, generate leads, and connect with potential clients. Fidel will continue to identify and participate in events to further strengthen its presence in the industry.

Some of the noteworthy events Fidel participated in this year are -

- GALA 2023 Dublin Ireland
- Locworld Nov 2022 Silicon Valley
- Bengaluru Tech Summit 2022
- NASSCOM Tech Innov. Conclave 2022
- SAMVAD: CITLoB's Annual Conference
- Global sake virtual event



Milestone Event

IPO Listing Ceremony



Memberships & Certifications

Fidel recognises that membership in a professional organisation can provide numerous benefits, from access to valuable resources and recognition to advocacy and influence within the industry. Some of these associations include:

GALA

Globalisation & Localisation Association

NASSCOM

National Association of Software and Service Companies

MCCIA

Mahratta Chamber of Commerce, Industries and Agriculture, Pune

CitLob

Confederation of Interpreting, Translation and Localisation Businesses

Slator

Language industry intelligence for Technology providers, linguist, buyers

Nimdzi

Nimdzi Language Technology Atlas

Fidel celebrates its achievement is obtaining various certifications of international standards. Certification provides numerous benefits for organisations, including improved internal process and workflows, credibility, customer satisfaction, efficiency, competitive advantage, access to new markets, and improved risk management. Some of these certifications are:

Fidel ISO 9001:2015 Certification

Fidel ISO 9001-certified Quality Management System (QMS) ensures high customer satisfaction.

ISO/IEC 27001 Certification

ISO/IEC 27001 is an information security management system (ISMS).

ISO 17100:2015 Certification

Fidel is ISO 17100 certified for Translation services – Requirements for Translation services (one of the few companies in Asia/India to have this certification) .

ISO 18587:2017 Certification

Fidel is ISO 18587:2017 certified for Translation Services – Post-editing of Machine Translation Output



Outlook

Fidel has developed niche competencies such as language engineering and language localisation services. These have immense potential due to the surge and promise shown by AI that works on LLMs (Large Language Models). With internal linguistic and technology expertise, Fidel is positioned to gain out of it. Our enterprise solution division has developed competencies around solutions such as ServiceNow, Infor Syteline which have gained prominence around Digital transformation initiatives.

With new clients, we have also developed some competency around testing gaming application services, security and managed services that show growth in coming years. When all other firms were busy focused on US markets, Fidel has gained a significant focus and share in Japan geography which is difficult to penetrate and thus through significant long term personal relationships, Fidel has developed a moat with Japan geography.

Further we have ensured robust delivery practices for existing customers with proper after-support, follow-up and account management. With renewed investment in sales teams, increased digital marketing initiatives, participation in events and focus on fast moving markets such as US / EMEA /India and developing new competencies, we see huge potential and growth in coming years.

Our sales, marketing, and delivery teams work closely together to generate leads, convert them into clients and deliver projects successfully for long-term business commitments. The delivery team is also focused on team building, training and re-skilling, automation, and & process building to sustain growth.

We have consistently & effectively utilised digital marketing activities such as emails, newsletters, blogs, podcast and social media to promote the business.

We remain focused on delivering value to its shareholders, customers, employees, community at large and other stakeholders. Looking ahead, Fidel Softech remains optimistic about its prospects. Fidel anticipates sustained revenue growth by leveraging its strong brand reputation; expanding the customer base and capitalising on new market opportunities. The company will continue to prioritise innovation to maintain a competitive edge.

Fidel is committed to organic growth and believe in building strong fundamentals that will contribute to the sustained success of the company in the long run. Fidel Softech's financial performance in the fiscal year demonstrates the success of its growth strategies and commitment to operational excellence. With a solid financial position and a clear strategic direction, Fidel is confident to deliver long-term value to its shareholders, customers, employees, and partners and serve the community and nation at large.



INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

**To the Members of
Fidel Softech Limited
Report on the Audit of the Financial Statements**

Opinion

We have audited the financial statements of Fidel Softech Limited ("the Company"), which comprises the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss, Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid the financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act read with Companies (Accounts) Rules, 2014 as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

Attention is invited to Note 12 & 41 to the financial statements regarding future prospects of LinguaSol Private Limited (to whom the Company has advanced loans and made investment in its equity shares) and that no adjustments including provision for impairment to carrying value of loan (including accumulated interest), investment and other receivables as at the year end has been considered in the financial statements

Our opinion is not qualified in this regard.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the 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.

Revenue recognition (Including from transactions with related parties)

(Refer note 20 of the accompanying financial statements)

The Company has various streams of revenue with multiple types of customer contracts characterized by a large volume of transactions. Revenue recognition involves certain key judgments relating to identification of contracts with customers, determination of transaction price, achievement of milestones and completion of contracts.

Due to multiple types of revenue contracts with large volume of transactions and judgment required by the management this matter is considered as a key audit matter. Further, revenue from transactions with related parties comprises 36% of revenues.

We identified revenue recognition as a key audit matter.

Our Audit Procedures included the following:

- Assessed the appropriateness of the revenue recognition accounting policies and its compliances with applicable accounting standards.
- We selected samples from various types of customer contracts and tested the occurrence, completeness and measurement of those transactions by inspecting the underlying documents.
- Performed testing for samples of revenue transactions recorded closer to the year-end by verifying underlying documents, to assess the accuracy of the period in which revenue was recognized also inspected relevant ledgers, purchase orders, agreements and other information that indicate the existence of related party relationships or transactions.

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- Evaluated the design and tested operating effectiveness of the relevant internal financial controls to identify and disclose revenue of related parties and ensuring compliance with statutory requirements, assessing recoverability of the amount due from the related parties.
- Evaluated the completeness, adequacy and appropriateness of disclosures made in the financial statements of revenue (including from related parties) in accordance with the requirements of applicable AS.

Information Other than the financial statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report, including annexures thereto, but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these the financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

Report on Other Legal and Regulatory Requirements

1. A statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid the financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors are disqualified for the year ended 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls 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 financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed pending litigations which may have an impact on its financial position. (Refer Note 39 to the financial statements)
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. (Refer Note 40 to the financial statements)
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company (Refer Note 40 to the financial statements)
 - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 42 in Notes to the Accounts, 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

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by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- b. The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 42 in Notes to the Accounts), 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 audit procedures, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
 - v. The Company has declared dividend during the year in compliance of Section 123 of the Companies Act 2013. (Refer Note 44 to the financial statements)
 - vi. Requirement of mandatory audit trail in company accounting software is postponed to financial years commencing on or after the 1st April, 2023 specified in notification as per notification G.S.R. 235(E) dated 31st March 2022 as issued by Ministry of Corporate Affairs. Accordingly, reporting for the same is not applicable.
3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the act. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) which are required to be commented upon by us.

For Kirtane & Pandit LLP

Chartered Accountants

Firm Registration No.105215W/W100057

Anand Jog

Partner

Membership No.: 108177

UDIN: 23108177BGWNLN7620

Pune, May 18, 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

The annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors’ Report to the members of the Company on the financial statements for the year ended 31st March 2023

We report that:

- (i) (a) (A) The Company has maintained 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 fixed assets of the Company have been physically verified by the management during the year and material discrepancies were not noticed during such verification.
- (c) The Company does not hold any immovable properties. Accordingly, Clause 3(i) (c) of the Order regarding title deeds of immovable properties is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment (PPE) & intangible assets during the year. Accordingly, Clause 3(i) (d) of the Order regarding Revaluation of PPE and intangible assets is not applicable.
- (e) According to the information, explanations given and represented to us by the management of company, 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 a service company, primarily engaged in content localization services, manpower staffing services and other related services. Accordingly, the Company does not hold any inventory.
Also the Company has been sanctioned working capital limits of Rs 2.225 Crores which is less than limit prescribed of Rs. five crores under sub-clause 3(ii)(b). Hence, reporting under paragraph 3 (ii) of the Order is not applicable.
- (iii) During the year, the Company has made investments in Mutual Fund schemes and Fixed Deposit with Scheduled Bank. According to the information and explanations provided to us, such investments are not prejudicial to the Company’s interest.
The Company has granted unsecured loans to Company, namely LinguaSol Private Limited (Amount outstanding inclusive of Interest as on March 31, 2023 is Rs. 4,76,29,372), which is a party covered in the register maintained under Section 189 of the Companies Act.
 - a. In absence of formal agreement for the loans given, we are unable to comment whether or not the terms and conditions of grant of such loans are prejudicial to the Company’s interest.
 - b. During FY 21-22, schedule of repayment of principal and payment of interest has been stipulated. Accordingly, there are no Loans repayable on demand or without specifying any terms or period of repayment.
 - c. Repayment of principal amount of loans and receipts of interest have been regular during the year and there is no amount overdue as at 31 March 2023.No loans or advances in the nature of loan granted which has fallen due during the year, have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to same parties.
- (iv) In our opinion and according to the information and explanations given to us:
 - a. In respect of loans, made investments or given guarantees which are covered by the provisions of Section 185 of the Companies Act, 2013 have been complied with.
 - b. In respect of other loans and investments made by the Company, provisions of section 186 of the Companies Act, 2013 have been complied with.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public under Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
As informed and represented to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunals. Accordingly, reporting under paragraph 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act, for any of the products and services rendered of the company. Accordingly, reporting under paragraph 3(vi) of the Order is not applicable.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Value Added Tax, Duty of Customs, Duty of Excise, Service Tax, Goods & Services Tax, Employees’ State Insurance, Cess and any other material statutory dues have generally been deposited regularly during the year by the Company with appropriate authorities, though there have been slight delays in few cases.

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- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31st March 2023 for a period of more than six months from the date they became payable, other than dues of Rs. 8,265/- towards Employees State Insurance.
- There are no dues on account of income tax, goods and services tax and any other statutory dues as may be applicable, that have not been deposited on account of any dispute as on 31st March 2023.
- (viii) According to the information and explanations given to us and as represented by management, we have not come across any transactions, not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) Based on representation given by the management of the Company and according to the information and explanations given to us-
- The Company has not defaulted in the repayment of loans or other borrowing or in the payment of interest thereon to any lender.
 - The Company has not been declared willful defaulter by any bank or financial institute or government or any government authority.
 - Company has not obtained any money by way of term loan during the year. Accordingly reporting under paragraph 3(ix) (c) is not applicable.
 - On an overall examination of the financial statements of the Company, we report that the Company has not used funds raised on short term basis for long term purposes.
 - The Company does not have any subsidiary, associates & joint venture during the year. Accordingly reporting under paragraph 3(ix)(e) and 3 (ix) (f) is not applicable.
- (x) In our opinion and according to the information and explanations given to us:
- Moneys raised by way of initial public offer of the equity shares of the Company during the year, have been, prima facie, applied by the Company during the year for the purposes for which they were raised. The unutilized portion has been invested in debt mutual funds and fixed deposits with scheduled bank.
 - The Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year and hence reporting under clause 3 (x)(b) of the Order is not applicable to the Company.
- (xi) Based upon the audit procedures performed for the purpose of reporting upon the true and fair view of the financial statements, to the best of our knowledge and according to the information and explanations given to us:
- No fraud by the Company or any fraud on the Company has been noticed or reported during the period, nor have we been informed of any such case by the Management.
 - No report under Section 143(12) of the Act in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government has been filed during the year.
 - No whistle-blower complaints have been received by the Company 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, reporting under paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us,
- The Company's internal audit system is commensurate with the size and nature of its business.
 - Reports submitted by the internal auditor during the year have been considered during the course of our audit.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, reporting under paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanations given to us
- The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
 - The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
 - The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under paragraph 3(xvi)(c) of the Order is not applicable.

- d. The Group does not have any CIC. Accordingly, reporting under paragraph 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash loss during the financial year ended on 31st March 2023 and the immediately preceding financial year. Accordingly, reporting under paragraph 3(xvii) of the Order is not applicable.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, reporting under paragraph 3(xviii) of the Order is not applicable.
- (xix) In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statement, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us:
- a. In respect of other than ongoing projects, there is no unspent amount that would be required to be transferred to a Fund specified in Schedule VII to the Act within a period of six months of the expiry of the financial year in compliance with second proviso to section 135(5) of the said Act. Accordingly reporting under paragraph 3(xx) of the Order is not applicable.
 - b. There are no unspent amounts with respect to ongoing projects that would be required to be transferred to a special account in compliance of provisions of Section 135(6) of the Act.
- (xxi) In our opinion and according to the information and explanations given to us, the Company does not have any subsidiaries, associates and joint ventures as on 31st March 2023 hence the Company does not require to prepare Consolidated Financial Statements. Accordingly reporting under paragraph 3(xxi) of the Order is not applicable.

For Kirtane & Pandit LLP

Chartered Accountants

Firm Registration No.105215W/W100057

Anand Jog

Partner

Membership No.: 108177

UDIN: 23108177BGWNLN7620

Pune, May 18, 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

The annexure as referred to in paragraph 2(f) in Report on Other Legal and Regulatory Requirements of the Independent Auditors’ Report to the members of Fidel Softech Limited on the Financial Statements of even date

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

We have audited the internal financial controls over financial reporting of **Fidel Softech Limited** (“the Company”) as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the 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 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, 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 Kirtane & Pandit LLP

Chartered Accountants

Firm Registration No.105215W/W100057

Anand Jog

Partner

Membership No.: 108177

UDIN: 23108177BGWNLN7620

Pune, May 18, 2023

18th Annual Report

Balance Sheet as at 31 March 2023

(₹ in lakhs)

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	3	1,375.06	1,010.26
Reserves and surplus	4	1,865.07	477.93
		<u>3,240.13</u>	<u>1,488.19</u>
Non-current liabilities			
Long Term Provisions	5	163.85	114.26
		<u>163.85</u>	<u>114.26</u>
Current liabilities			
Short Term Borrowings	6	-	162.00
Trade payables	7		
Total outstanding dues of Micro Enterprises and Small Enterprises; and		0.09	3.98
Total outstanding dues to Creditors other than Micro and Small Enterprises		127.35	69.26
Other Current Liabilities	8	183.16	161.03
Short Term provisions	9	33.89	11.64
		<u>344.49</u>	<u>407.91</u>
TOTAL		<u>3,748.47</u>	<u>2,010.36</u>
ASSETS			
Non-current assets			
Property, Plant and Equipment and Intangible assets			
Property, Plant and Equipment	10	28.46	14.33
Intangible Assets	10	3.04	-
Deferred tax assets (net)	11	60.75	41.30
Non Current Investments	12	0.15	0.15
Long term loans and advances	13	359.63	420.91
Other Non Current Assets	14	98.98	47.62
		<u>551.01</u>	<u>524.31</u>
Current assets			
Current investments	15	1,416.22	199.12
Trade receivables	16	975.56	586.39
Cash and bank balances	17	375.62	268.01
Short-term loans and advances	18	398.48	312.03
Other current assets	19	31.58	120.50
		<u>3,197.45</u>	<u>1,486.05</u>
Total		<u>3,748.47</u>	<u>2,010.36</u>
Summary of significant accounting policies	2		
Notes to the financial statements	3-52		

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: May 18, 2023

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: U72200PN2004PLC020061

Sunil Kulkarni
Director
DIN: 00752937
Place: Pune
Date: May 18, 2023

Prachi Kulkarni
Director
DIN: 03618459
Place: Pune
Date: May 18, 2023

Mandar Inamdar
Chief Financial Officer
Place: Pune
Date: May 18, 2023

Neha Joshi
Company Secretary
ICSI M.No.A24974
Place: Pune
Date: May 18, 2023

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

(₹ in lakhs)

Particulars	Note No.	Year Ended 31 March 2023	Year Ended 31 March 2022
Revenue			
Revenue from operations	20	3,337.10	2,631.31
Other income	21	86.85	56.37
Total Income		<u>3,423.95</u>	<u>2,687.67</u>
Expenses			
Cost of Services	22	898.95	716.19
Employee benefits expense	23	1,492.98	1,169.52
Finance costs	24	2.97	15.72
Depreciation and amortization expense	10	26.94	18.22
Other expenses	25	287.23	138.93
Total expenses		<u>2,709.08</u>	<u>2,058.60</u>
Profit before exceptional items and tax		<u>714.87</u>	<u>629.07</u>
Exceptional items:		-	-
Profit before tax		<u>714.87</u>	<u>629.07</u>
Tax expense			
Current tax		196.72	101.03
Short/ (Excess) provision of earlier years (net)		(1.07)	10.65
Deferred tax		(19.45)	60.89
Profit for the year		<u>538.67</u>	<u>456.50</u>
Earnings per share (Face value of ₹10/- each)			
Basic and diluted (₹)	26	4.13	4.52
Summary of significant accounting policies	2		
Notes to the financial statements	3-52		

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: May 18, 2023

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18th Annual Report

Cash Flow statement for the year ended 31 March 2023

(₹ in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from operating activities:		
Profit before tax	714.87	629.07
Adjustments for:		
Depreciation and amortisation expenses	26.94	18.22
Interest income	(51.66)	(46.59)
Loss / (profit) on sale of investments	(25.07)	(7.25)
Finance cost	2.97	15.72
Bad Debt	16.44	1.33
Sundry Balances Written back	(3.28)	(2.44)
Unrealised Foreign Exchange (Gain)/Loss	(1.62)	(1.51)
	(35.28)	(22.51)
Operating (loss)/profit before working capital changes	679.60	606.56
Adjustment for changes in working capital:		
Decrease/(Increase) in Long term loans and advances	-	-
Decrease/(Increase) in Trade receivables	(385.59)	(287.42)
Decrease/(Increase) in Short-term loans and advances	(168.07)	(119.56)
Decrease/(Increase) in Other current assets	26.80	(2.57)
Increase/(Decrease) in Long Term Provisions	49.59	36.36
Increase/(Decrease) in Trade payables	39.07	(35.96)
Increase/(Decrease) in Other current liabilities	22.14	(304.31)
Increase/(Decrease) in Short-term provisions	12.32	4.99
Cash (used in) operations	275.85	(101.90)
Income tax paid	(96.03)	(142.90)
Net cash (used in) operating activities (A)	179.82	(244.79)
Cash flow from investing activities:		
Purchase of tangible fixed assets	(44.12)	(7.26)
Interest received on bank deposits	13.23	13.44
Proceeds from sale/(purchase) of investments	(1,217.10)	160.05
Proceeds from sale/(or purchase) of Non Current Deposits	(51.36)	101.99
Increase in Current Deposits	(32.37)	(7.11)
(Increase)/ Decrease in Loans given	115.32	(102.41)
Interest received on intercorporate loans	38.53	33.15
Profit earned on sale of investments	25.07	7.25
Net cash (used in) / generated from investing activities (B)	(1,152.78)	199.10

(Contd.)

Cash Flow statement for the year ended 31 March 2023 (Contd.)

(₹ in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from financing activities:		
Increase/(Repayment) of borrowings	(162.00)	97.07
Finance Cost	(2.97)	(15.72)
Proceed from issue of equity shares	1,349.76	-
Share Issue expenses	(136.49)	-
Net cash (used in) / generated from financing activities (C)	1,048.30	81.35
Net (decrease) / increase in cash and cash equivalents (D=A+B+C)	75.34	35.66
Cash and cash equivalents:		
At the beginning of the year (refer note 17(A) for detailed breakup)	41.02	5.37
At the end of the year (refer note 17 (A) for detailed breakup)	116.36	41.02
Cash & Cash equivalents breakup:		
Cash in hand	0.09	0.09
Balances with banks	116.27	40.94

The above Statement of Cash flows has been prepared under the 'Indirect Method' as set out in AS3, 'Cash Flow Statements'.
Previous Year/ Quarter figures have been regrouped and rearranged wherever necessary to make them comparable.

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: May 18, 2023

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: U72200PN2004PLC020061

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DIN: 03618459
Place: Pune
Date: May 18, 2023

Neha Joshi
Company Secretary
ICSI M.No.A24974
Place: Pune
Date: May 18, 2023

Notes to the financial statements (continued)

1. Corporate Information

Fidel Softech Private Limited was incorporated on 24th December 2004. It is classified as Non-government company and is registered at Registrar of Companies, Pune. The Company is involved in implementing innovative technology solutions & services with local language delivery & support. It specializes in Language Engineering, Enterprise product services & Cloud Infrastructure services. Fidel Softech Private Limited was converted to Public Limited Company on April 13, 2022 thus, now named as Fidel Softech Limited. It was listed on SME Platform of National Stock Exchange of India Ltd. (NSE EMERGE) on 10th June 2022.

2. Significant Accounting Policies

a) Basis of preparation

i) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.

b) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c) (i) Property, Plant and Equipment

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

(ii) Depreciation

Depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life.

Property, Plant and Equipment are eliminated from the financial statements on disposal or when no further benefits are expected from their use and disposal.

d) (i) Intangible Fixed Assets

Intangible fixed assets that are acquired by the Company i.e. Software are measured initially at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment loss, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates.

Product development costs are recognized as intangible fixed assets, when feasibility has been established, the Company has committed technical, financial and other resources to complete the development and it is probable that the asset will generate probable future economic benefits.

(ii) Amortization

Amortization method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from the previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern.

e) Impairment of Assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss. The recoverable amount is the greater of the net selling price and their value in use. Value in use is

Notes to the financial statements (continued)

arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

f) Revenue Recognition

1. Revenue from Localisation and Consulting projects:

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved in writing by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable.

Revenue is recognized upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue with respect to time and-material contracts is recognized over the period of time as the related services are performed.

Revenue with respect to fixed price contracts where performance obligation is transferred over time and where there is no uncertainty as to measurability or collection of consideration is recognized in accordance with the completion of milestones defined in customer contracts or based on proportionate performance method. In case of short term contracts, such revenue is recognised using completed contract method.

2. Interest Income

Interest Income is recognised on time proportion basis taking into account the amounts invested and the rate of interest.

g) Foreign currency transactions

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

h) (i) Employee benefits

1) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

2) Post Employment Benefits

(i) Defined Contribution Plans: The Company's state governed provident fund scheme is defined contribution plans. The contribution paid/payable under the scheme is recognized during the period in which the employee renders the related service

(ii) Defined Benefit Plans: The employees' have gratuity scheme in accordance with the Payment of Gratuity Act, 1972 and is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation carried as at Balance Sheet date using the Projected Unit Credit Method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date having maturity periods approximating to the terms of related obligations. Actuarial gain and losses are recognized immediately in the profit & loss account.

3) Long Term Employee Benefits

The obligation for long term employee benefits such as long term compensated absences is recognized in the same

Notes to the financial statements (continued)

manner as in the case of defined benefit plans as mentioned in note above.

h) (ii) Employee benefits- Stock appreciation Rights plan

The Company has issued Stock Appreciation Rights ('SARs') to some employees vide Stock Appreciation Rights Plan in April 2018

Expenses pertaining to SARs is recognised on time-proportion basis from grant date to vesting date based upon specified service conditions set out in the company's SAR plan

The difference between grant price and the fair value of the equity shares on the reporting date is recognised as expense in the profit and loss account with corresponding rise in the liability being a cash settled stock appreciation rights plan

The company re-estimates the fair value of the liability at the end of each reporting period and will also do so at the date of settlement, with any changes in fair value recognised in profit or loss for the period as per principles stated in guidance note issued by Institute of Chartered Accountants of India namely " Accounting for Share Based Payments (Revised 2020) "

The expense and corresponding liability recognised in the financial statements is based on the share valuation from a registered valuer using Discounted Cash flow technique

j) Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

k) (i) Operating Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss over the lease term.

(ii) Finance Leases

The lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as Fixed Assets with corresponding amount disclosed as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Profit and Loss Statement.

l) Investments

Investments that are readily realizable and intended to be held for not more than a year from the date of the acquisition are classified as current investments. All other investments are classified as long-term investments. However, that portion of long-term investments which is expected to be realized within 12 months after the reporting date is also presented under 'Current Investment' as current portion of long term investments in consonance with the current/non-current classification scheme of Schedule II of Act. Long-term investments are valued at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are valued at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments. Any reduction in the carrying amount and any reversal of such reduction is charged or credited to the Statement of Profit and Loss.

m) Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not

Notes to the financial statements (continued)

recognised in the financial statements.

n) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

o) Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

p) Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

q) Operating Cycle:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current. As a result, current assets comprise elements that are expected to be realised within 12 months after the reporting date and current liabilities comprise elements that are due for settlement within 12 months after the reporting date.

r) Segment Reporting:

The Company is operating only in one segment, namely Language Technology Services and Consultancy Services.

As a part of secondary reporting geographical segments are considered based on the location of customer.

The Company operates in two geographical segments viz in India and outside India.

The accounting policies adopted for segment reporting are in line with the Accounting Standard 17 with the following additional policies for segment reporting:

I) Revenue have been identified to segments on the basis of their relationship to the operating activities of the segment

II) Segment assets include those directly identifiable with the respective segments based on location of assets .

Unallocable assets represent the assets that relate to the Company as a whole and not allocable to any segment.

Unallocable assets mainly comprise of tax assets, investments, loans & advances, etc.

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Notes to the financial statements (continued)

3. Share Capital

(₹ in lakhs)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of face value ₹10/- each	20,000,000	2,000.00	20,000,000	2,000.00
	20,000,000	2,000.00	20,000,000	2,000.00
Issued , Subscribed and Paid up				
Equity shares of face value of ₹10/- each fully paid up	13,750,560	1,375.06	10,102,560	1,010.26
Total	13,750,560	1,375.06	10,102,560	1,010.26

3.1 Reconciliation of shares outstanding

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
At the commencement and at the end of the year	10,102,560	1,010.26	252,564	25.26
Bonus Shares Issued during the year	-	-	9,849,996	985.00
Equity Shares Issued during the year	3,648,000	364.80	-	-
At the end of the year	13,750,560	1,375.06	10,102,560	1,010.26

3.2 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity share holder

a) On show of hands, every member present in person shall have one vote;

b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to whole or any part of the assets of the Company, whether they shall consist of the property of the same kind or not.

3.3 Particulars of shareholders holding more than 5% shares is set out below:

Name of the shareholder	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% held	Number of shares	% held
Equity Shares				
Sunil Sudhakar Kulkarni	7,599,996	55.27%	7,599,996	75.23%
Prachi Sunil Kulkarni	2,400,000	17.45%	2,400,000	23.76%

Equity share movement during five years preceding 31 March 2023

A) Equity shares issued as bonus in FY2021-22

The Company allotted 98,49,996 equity shares as fully paid up bonus shares by capitalisation of profits transferred from retained earnings amounting to ₹ 985 lakhs, pursuant to an ordinary resolution passed after taking the consent of shareholders through postal ballot.

B) Equity shares after listing on National Stock Exchange in FY2022-23

The Company was listed on National Stock Exchange (NSE) during FY 2022-23 and issued 36,48,000 equity shares amounting to ₹ 365 lakhs.

Notes to the financial statements (continued)

3.4 Shares held by promoters at the end of the year

Name of the promoter	As at 31 March 2023			As at 31 March 2022		
	Number of shares	% held	% change in shareholding	Number of shares	% held	% change in shareholding
Sunil Sudhakar Kulkarni	7,599,996	55.27%	-20%	7,599,996	75.23%	-
Prachi Sunil Kulkarni	2,400,000	17.45%	-6%	2,400,000	23.76%	-

4. Reserves and surplus

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
	-	-
Balance in the Statement of Profit and Loss		
At the commencement of the year	477.93	1,006.43
Add: Profit/Loss for the year	538.67	456.50
Less: Bonus issued during the year	-	985.00
Add: Share premium	984.96	-
Less: Share Issue expenses	(136.49)	-
Balance in the statement of profit and loss	1,865.07	477.93
Total	1,865.07	477.93

5. Long term provisions

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits		
Compensated absences (Refer note 31)	33.65	20.85
Gratuity (Refer note 31)	130.20	93.41
Total	163.85	114.26

6. Short term Borrowings

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Secured		
Loan repayable on demand		
(A) from Banks		
Kotak Bank Over Draft Account (Refer note 43)	-	162.00
(Secured against Mutual Fund investment and Fixed Deposits)		
Total	-	162.00

Loans, cash credits and overdrafts from banks were secured by hypothecation of existing current assets of the Company viz. fixed deposits, Mutual Funds of the Company.

The above loan carry varying rates of interest with the maximum rate of interest going upto 8.5% (PY: 8.5%) per annum.

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Notes to the financial statements (continued)

7. Trade payables

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Total Outstanding dues to Micro and Small Enterprises	0.09	3.98
Total Outstanding dues to Creditors other than Micro and Small Enterprises	127.35	69.26
Total	127.44	73.25

Trade Payable Aging Schedule for the Financial Year 2022-23

Particulars	Less Than 1 Year	1 - 2 Year	2 - 3 Years	More Than 3 Years	Total
1) MSME	0.09	-	-	-	0.09
2) Others	124.71	2.52	0.02	0.10	127.35
3) Disputed dues- MSME	-	-	-	-	-
4) Disputed dues- Others	-	-	-	-	-

Trade Payable Aging Schedule for the Financial Year 2021-22

Particulars	Less Than 1 Year	1 - 2 Year	2 - 3 Years	More Than 3 Years	Total
1) MSME	3.98	-	-	-	3.98
2) Others	67.59	0.40	1.18	0.10	69.26
3) Disputed dues- MSME	-	-	-	-	-
4) Disputed dues- Others	-	-	-	-	-

Compliance with Micro, Small and Medium Enterprises Development Act, 2006

The Company had requested confirmation from all the creditors regarding their status under the Micro, Small, and Medium Enterprises Development Act, 2006. As per the replies received from the creditors, provision for interest that may be payable (in accordance with the provisions of the Micro, Small, and Medium Enterprises Development Act, 2006) on delayed payments to its micro or small suppliers is done.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.09	3.98
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.00	0.03
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	0.03	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	0.04	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Notes to the financial statements (continued)

8. Other current liabilities

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Finance Lease	-	-
Statutory dues payable:	26.50	40.72
Employee Dues Payable	89.75	76.62
Advance from Customers	1.46	2.89
Interest Payable for MSME Vendors	0.04	0.03
Provision for other expenses	65.41	40.76
Total	183.16	161.03

9. Short-term provisions

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits:		
Compensated absences (Refer note 31)	6.14	3.71
Gratuity (Refer note 31)	17.82	7.93
Others:		
Provision for income tax (Net of Advance tax)	9.93	-
Total	33.89	11.64

Notes to the financial statements (continued)

10. Property, Plant and Equipment and Intangible assets

Sr. No.	Particulars	Gross Block			Accumulated Depreciation (Depreciation as per Written Down Value method)				Net Block			
		Gross carrying Value as on 1 April 2022	Additions/ Adjustments	Deletions/ Transfer/ Adjustments	Gross carrying Value as at 31 March 2023	Balance as at 1 April 2022	Depreciation charge for the year	Impairment loss	Deletions/ Transfer/ Adjustment	Balance as at 31 March 2023	Net carrying value as at 31 March 2023	Net carrying Value as at 31 March 2022
(1)	Property, Plant and Equipment:											
	Computers & Peripherals	67.30	36.49	-	103.79	53.50	23.21	-	-	76.71	27.08	13.80
	Computers on Lease	33.79	-	-	33.79	33.79	-	-	-	33.79	0.00	0.00
	Office & Other Equipments	3.08	1.18	-	4.27	2.55	0.34	-	-	2.89	1.37	0.53
2)	Intangible assets:											
	Software - Licences	-	6.44	-	6.44	-	2.79	0.61	-	3.40	3.04	-
	Total	104.17	44.12	-	148.29	89.84	26.33	0.61	-	116.79	31.50	14.33

Sr. No.	Particulars	Gross Block			Accumulated Depreciation				Net Block			
		Gross carrying Value as on 1 April 2021	Additions/ Adjustments	Deletions/ Transfer/ Adjustments	Gross carrying Value as on 31st March 2022	Balance as at 1 April 2021	Depreciation charge for the year	Impairment loss	Deletions/ Transfer/ Adjustment	Balance as at 31st March 2022	Net carrying value as at 31 March 2022	Net carrying Value as at 31 March 2021
	Property, Plant and Equipment:											
	Computers & Peripherals	60.51	6.79	-	67.30	38.68	14.82	-	-	53.50	13.80	21.83
	Computers on Lease	33.79	-	-	33.79	30.49	3.29	-	-	33.79	-	3.29
	Office & Other Equipments	2.61	0.47	-	3.08	2.44	0.11	-	-	2.55	0.53	0.17
	Total	96.91	7.26	-	104.17	71.62	18.22	-	-	89.84	14.33	25.29

Notes:

- The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 and no proceeding has been initiated or is pending against the Company for holding any benami property.
- Company has not revalued any property, plant and equipment as well as intangible assets during the year.
- Impairment of software licence has been made due to reassessment of residual value.

Notes to the financial statements (continued)

11. Deferred tax Liabilities/Assets

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Deferred Tax Asset on :		
Depreciation	7.98	9.61
Provision for Employee benefits	47.27	31.69
Other Disallowances	5.50	-
Deferred tax (Liability)/Asset [Net]	60.75	41.30

12. Non Current Investments

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Non Current Investments		
Investments in Equity Instruments (unquoted)		
LinguaSol Private Limited (Related Party) (1500 shares of face value ₹ 10 each)		
(Refer Note 34)	0.15	0.15
Total	0.15	0.15

The Company has complied with the number of Layers prescribed under clause (87) of Sec 2 of the Act read with The Companies (Restriction on number of layers) Rules, 2017.

13. Long Term Loans and Advances

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured and considered good unless otherwise stated)		
Loan to LinguaSol Pvt. Ltd. (Related Party) (Refer Note 41)	359.63	420.91
Total	359.63	420.91

14. Other Non Current Assets

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Secured, considered good:		
Bank deposits more than 12 months:		
Other Deposits in Bank	52.14	2.58
Other Deposits	46.84	45.04
Total	98.98	47.62

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Notes to the financial statements (continued)

15. Current Investments

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Current Investments		
Mutual Funds (Refer Note 34)	1,416.22	199.12
Total	1,416.22	199.12

16. Trade receivables

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Unsecured		
Undisputed-		
Considered good	980.98	535.18
Considered doubtful	0.97	51.21
Less: Provision for doubtful debts	(6.39)	-
	-	-
Disputed-		
Considered good	-	-
Considered doubtful	-	-
Less: Provision for doubtful debts	-	-
Total	975.56	586.39

* Trade receivables includes ₹ 473.60 Lakhs receivable from related parties (PY : 265.07 Lakhs)

Trade Receivable Aging Schedule as at 31 March 2023

(₹ in lakhs)

Particulars	Not Due	Less Than 6 Months	6 Months to 1 Year	1 - 2 Years	2 - 3 Years	More Than 3 Years	Total#
1) Undisputed Trade Receivables - considered good	295.85	540.77	76.25	36.60	20.77	5.30	975.55
2) Undisputed Trade Receivables - considered doubtful	-	-	-	0.01	-	-	0.01
3) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
4) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-	-

#Figures for aging considered are net of provision for bad debts

Unbilled Dues are: ₹ 30.85 Lakhs as mentioned in Note 19

Trade Receivable Aging Schedule as at 31 March 2022

(₹ in lakhs)

Particulars	Not Due	Less Than 6 Months	6 Months to 1 Year	1 - 2 Years	2 - 3 Years	More Than 3 Years	Total#
1) Undisputed Trade Receivables - considered good	238.59	244.38	0.72	0.00	-	-	483.69
2) Undisputed Trade Receivables - considered doubtful	-	51.21	14.49	26.76	7.09	3.16	102.70
3) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
4) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-	-

#Figures for aging considered are net of provision for bad debts

Unbilled Dues are: ₹ 45.80 Lakhs as mentioned in Note 19

Notes to the financial statements (continued)

17. Cash and bank balances

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Cash and cash equivalents		
Cash on hand	0.09	0.09
Balances with banks		
-on current accounts	116.27	40.94
(A) Subtotal	116.36	41.02
Other bank balances		
-bank deposits with maturity more than three months and less than twelve months.	257.51	225.14
-interest accrued on deposit	1.74	1.85
(B) Subtotal	259.25	226.99
Total (A+B)	375.62	268.01

(₹ in lakhs)

Details of bank balances/deposits

Bank balances available on demand/deposits with maturity of 3 months or less included under 'Cash and cash equivalents'.	116.27	40.94
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'.	257.51	226.99
Bank deposits due to mature after 12 months of the reporting date included under 'Other non current assets'	52.14	47.62
Total	425.92	315.55

18. Short-term loans and advances

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good unless otherwise stated)		
Balance with Government Authorities	226.23	194.68
Prepaid expenses	17.00	8.43
Loan to LinguaSol Pvt. Ltd. (Related Party) (Refer Note 41)		
(Unsecured and considered good unless otherwise stated)	116.66	108.59
Other Deposits	38.59	0.33
Total	398.48	312.03

19. Other current assets

(₹ in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good unless otherwise stated)		
Unbilled revenue	30.85	45.80
Advances to Employees	0.73	-
Advances to Suppliers	-	12.58
Interest accrued on intercorporate loan to LinguaSol	-	62.12
Total	31.58	120.50

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Notes to the financial statements (continued)

20. Revenue from Operations

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Domestic Sales & Services	247.27	366.04
Export Sales & Services	3,089.84	2,265.26
Total	3,337.10	2,631.31

21. Other income

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Interest on Deposits	13.13	13.44
Interest on Loan	38.53	33.15
Short Term Capital Gain	25.07	7.25
Miscellaneous Income	3.28	2.52
Interest on Income Tax Refund	6.84	-
Total	86.85	56.37

22. Cost of Services

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Broadband & Other IT Expenses	30.63	23.29
Computer Rent	16.62	12.18
Office Rent	126.74	121.80
Professional Fees	724.96	558.92
Total	898.95	716.19

23. Employee Benefit Expenses

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Salaries, allowances and bonus	1,353.57	1,017.07
Stock Appreciation Rights	-	6.15
Salaries, allowances and bonus to Directors	70.53	72.00
Contribution to Provident and other Funds (also refer Note 31)	51.37	45.03
Staff welfare expenses	17.50	29.27
Total	1,492.98	1,169.52

24. Finance Costs

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Interest on loan	2.97	14.00
Finance Lease Charges	-	0.13
Other processing costs	-	1.59
Total	2.97	15.72

Notes to the financial statements (continued)

25. Other expenses

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Legal and Professional Fees	91.45	53.78
Director's Sitting Fees	3.20	-
Employee Placement Charges	0.06	4.79
Traveling and Conveyance Expenses	51.50	2.69
License Fees	20.73	17.62
Rates and Taxes	0.72	18.40
Telephone and Courier Expenses	0.79	0.71
Courier Charges	0.15	0.16
Membership and Subscription Charges	2.37	1.95
Bank Charges	10.22	8.64
Office Expenses	2.77	0.23
Repairs and Maintenance	0.97	0.39
Miscellaneous Expenses	17.60	3.67
Advertising and Marketing Expense	18.79	3.11
Payment to auditors	9.45	3.35
Internal Audit Fees	1.20	-
Printing and Stationery	1.66	0.16
Donation	2.50	0.11
Bad Debts	16.44	1.33
Interest on MSME	0.00	0.03
Interest on TDS	0.05	0.13
Interest on PT	0.01	-
Prior Period Expense (Refer Note 36)	2.86	0.18
Foreign Exchange Gain and Loss	21.53	17.50
CSR Expenses	10.20	-
Total	287.23	138.93

26. Earnings per share

(₹ in lakhs except EPS)

Particulars		Year Ended 31 March 2023	Year Ended 31 March 2022
Net profit for the year attributable to equity shareholders (₹ in lakhs)	A	538.67	456.50
Weighted average number of equity shares of face value of ₹ 10/- each outstanding during the year	B	13,050,944	10,102,560
Basic and Diluted profit per equity share of face value ₹ 10/- each (in ₹)	(A/B)	4.13	4.52

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Notes to the financial statements (continued)

27. Auditors' remuneration

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
As auditor		
Statutory audit	4.80	2.50
Tax audit	1.00	0.50
For Other Services	3.65	0.10
Total	9.45	3.10

28. Earnings in foreign currency (accrual basis)

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Sale of Services		
- Underwriter Translation	1,909.23	1,423.32
- Software Professional Fees/Services	464.47	743.01
- Manpower Recruitment Services	716.14	97.84
- Commercial Training and Coaching	-	1.10
Total	3,089.84	2,265.26

29. Expenses in foreign currency (accrual basis)

(₹ in lakhs)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Professional Fees	405.20	222.28
Licence Fees	23.10	16.46
Membership and Sponsorship Fees	6.05	-
Travelling spend	3.66	-
Marketing spend	3.34	-
Others	2.73	0.80
Total	444.08	239.54

Notes to the financial statements (continued)

30. Related party disclosures

a) Key management personnel and persons exercising significant influence.

- 1 Prachi Kulkarni (Managing Director)
- 2 Sunil Kulkarni (Director)
- 3 Mandar Inamdar (Chief Financial Officer)
- 4 Neha Joshi (Company Secretary)

b) Enterprises under Common Control

- 1 Fidel Technologies KK Japan
- 2 Fidel Consulting KK Japan
- 3 CoolPro International Private Limited
- 4 Linguanext Technologies Pvt. Ltd
- 5 LinguaSol Private Limited

c) Disclosure of related party transactions:

(₹ in lakhs)

Sr. No.	Nature of transaction	Year ended 31 March 2023	Year ended 31 March 2022
1	Fidel Consulting KK Export of Services	493.08	390.38
2	Fidel Technologies KK Export of Services Reimbursement (Paid/Payable)	676.94 9.63	552.24 (18.90)
3	LinguaSol Private Limited Loan to LinguaSol Loan to LinguaSol - Repayment Interest accrued during the year on loan Underwriter Translation & Manpower Recruitment Services Software Professional Services	- (150.00) 38.53 20.31 10.65	211.00 - 33.15 46.44 6.88
4	CoolPro International Private Limited Domestic Professional Services	12.39	-
5	Sunil Kulkarni Directors Remuneration	36.00	36.00
6	Prachi Kulkarni Directors Remuneration	34.53	36.00
7	Mandar Inamdar Remuneration Stock Appreciation Rights	46.15 -	36.30 118.44
8	Neha Joshi Remuneration	9.08	-
	Total	1,237.29	1,447.93

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Notes to the financial statements (continued)

d) Amount due to/from related parties

(₹ in lakhs)

Sr. No.	Nature of transaction	As at	As at
		31 March 2023	31 March 2022
		Amount	Amount
1	Receivables (Net)		
	LinguaSol Private Limited		
	Loan to LinguaSol (Receivable)	476.29	529.50
	Interest accrued on loan (Receivable)	-	62.12
	Software Professional Service, Underwriter Translation & Manpower Recruitment Services (Receivable)	112.63	86.69
	Fidel Consulting KK		
	Export of Sevices	70.43	87.48
	Fidel Technologies KK		
	Export of services	278.14	90.90
	Coolpro International Pvt Ltd		
	Software Professional Service (Receivable)	12.39	-
	Total Receivable	949.89	856.69
2	Payable (Net)		
	Remuneration Payable to Prachi Kulkarni	0.77	2.24
	Remuneration Payable to Sunil Kulkarni	2.24	2.24
	Remuneration Payable to Neha Joshi	0.82	-
	Remuneration Payable to Mandar Inamdar*	2.37	76.92
	Total Payable	6.20	81.40

*Amount of FY 2021-22 includes stock appreciation rights.

31. Employee Benefits

a) Defined contribution plans

The Company has recognized ₹ 48.59 Lakhs (2022: ₹ 42.86 Lakhs) towards provident fund, ₹ 0.1 Lakhs (2022: ₹ 0.09 Lakhs) towards labour welfare fund and ₹ 2.69 Lakhs (2022: ₹ 2.09 Lakhs) towards employee state insurance in the Statement of Profit and Loss.

b) Defined benefit plans

Gratuity:

In accordance with the Payment of Gratuity Act, 1972, the Company was required to provide post employment benefit to its employees in the form of gratuity. The disclosures relating to actuarial assumptions in accordance with AS 15 (Revised) are provided below:

Particulars	31-Mar-23	31-Mar-22
Mortality table	IALM(2012-14) ult	IALM(2012-14) ult
Discount rate	7.30%	7.00%
Rate of increase in compensation levels	20%	10%
Expected average remaining working lives of employees (in years)	4.9	9.02
Retirement Age	60 years	60 years
Withdrawal Rate		
Age upto 30 years	20%	10%
Age 31 - 40 years	20%	10%
Age 41 - 50 years	20%	10%
Age above 50 years	20%	10%

The plan has not been funded as on the valuation date.

Notes to the financial statements (continued)

Discount rate

The discount rate is based on the prevailing market yields on Government bonds as at the Balance Sheet date for the estimated terms of the obligations.

Salary escalation

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Methodology

Projected unit credit method (PUC) is used to assess the present value of obligation and the related current service cost and interest cost.

(₹ in lakhs)

Table Showing Change in the Present Value of Projected Benefit Obligation	31-Mar-23	31-Mar-22
Present Value of Benefit Obligation at the Beginning of the Period	101.33	69.90
Interest Cost	6.88	4.27
Past Service Cost	-	-
Service cost Curtailment	20.96	13.27
Actuarial (Gains)/Losses on Obligations	24.89	18.05
Benefits Paid	(6.05)	(4.16)
Present Value of Benefit Obligation at the End of the Period	148.02	101.33

(₹ in lakhs)

Expenses Recognized in the Statement of Profit or Loss for Current Period	31-Mar-23	31-Mar-22
Current Service Cost	20.96	13.27
Net Interest Cost	6.88	4.27
Actuarial (Gains)/Losses	24.89	18.05
Past Service Cost	-	-
Expenses Recognized in the Statement of Profit or Loss	52.73	35.59

(₹ in lakhs)

Balance Sheet Reconciliation	31-Mar-23	31-Mar-22
Opening Net Liability	(101.33)	(69.90)
Expense Recognized in Statement of Profit or Loss	(52.73)	(35.59)
Net Liability/(Asset) Transfer In	-	-
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	6.05	4.16
(Employer's Contribution)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	(148.02)	(101.33)

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Notes to the financial statements (continued)

Leave Encashment:

Data Summary	31-Mar-23	31-Mar-22
Number of Employees	176	165
Total Salary (Leave Encashment) (₹ in lakhs)	34.88	29.02
Total Salary (Leave Availment) (₹ in lakhs)	119.89	99.28
Average Age (Years)	32.41	32.96
Average Past Service (Years)	3.34	3.35
Total Leave Days	2,530	2,256

(₹ in lakhs)

Valuation Results	31-Mar-23	31-Mar-22
Discontinuance Liability	23.01	16.55
Projected Benefit Obligation	39.79	23.64

(₹ in lakhs)

Current & Non-Current Liability	31-Mar-23	31-Mar-22
Funding Status	Unfunded	Unfunded
Fund Balance	N.A.	N.A.
Current Liability **	6.14	3.71
Non-Current Liability	33.65	20.85

Valuation Assumptions	31-Mar-23	31-Mar-22
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(i) Financial Assumptions

Salary Escalation Rate

For first year

00.00% p.a.

00.00% p.a.

For subsequent years

20.00% p.a.

10.00% p.a.

Discount Rate

7.30% p.a.
(Indicative G.

7.00% p.a.
(Indicative G.

Bonds

Bonds

referenced on
31-03-2023)

referenced on
31-03-2022)

(ii) Demographic Assumptions

Mortality Rate

**Indian Assured
Lives Mortality
(2012-14)
Ultimate**

Indian Assured
Lives Mortality
(2012-14)
Ultimate

** Unpaid Leave Encashment during FY 2021-22 related to two employees of ₹ 0.93 lakhs is separately added to Current liability as per Actuarial Report.

The liability is paid in the current year FY 2022-23.

Notes to the financial statements (continued)

32. Operating Lease

(₹ in lakhs)

Particulars	31 March 2023 Amount	31 March 2022 Amount
Lease payment debited to Statement of Profit & Loss (Net of GST)	143.36	133.98
Lease obligation in respect of non-cancellable leases is as follows:		
- Not later than one year	126.00	138.36
- Later than one year and Not Later than five years	-	11.58
- Later than five years	-	-

33. Foreign currency exposures outstanding at the year end

The following foreign currency receivables/payables balances are not covered by derivative instruments at the Balance Sheet date:

(Currency in Lakhs)

Particulars	Currency	Amount in foreign currency	Equivalent Amount in Indian Rupees	Amount in foreign currency	Equivalent Amount in Indian Rupees
		31-Mar-23	31-Mar-23	31-Mar-22	31-Mar-22
Trade Receivables	EUR	1.25	112.01	0.91	76.16
Trade Receivables	JPY	623.83	386.47	288.02	178.38
Trade Receivables	CNY	0.77	9.13	-	-
Trade Receivables	GBP	0.03	3.30	-	-
Trade Receivables	USD	3.21	263.50	2.33	175.94
Trade Payables	USD	0.65	53.01	-	-
Trade Payables	EUR	0.04	4.01	0.37	28.19

34 Investments

A) Investments in Equity Instruments

I) Unquoted

(₹ in lakhs)

Sr. No.	Particulars	No's.	Per Unit value	Value as per books of accounts	
				31 March 2023	31 March 2022
1	Shares-LinguaSol Pvt. Ltd.	1,500	10	0.15	0.15

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Notes to the financial statements (continued)

B) Investments in Mutual Funds

Quoted

Basis of Valuation: Cost or Net Realisable Value whichever is lower

(₹ in lakhs)

Sr. No.	Particulars	No of Units as on 31st March 2023	Per Unit value (31st March 2023) ₹	Market Value as on 31st March 2023	Book Value as on 31st March 2023	Market Value as on 31st March 2022	Book Value as on 31st March 2022
1	Kotak Balanced Advantage Fund Regular Plan Growth	131,239	15.82	20.76	15.00	18.91	15.00
2	Invesco India Growth Opportunities Fund Growth	6,856	58.18	3.99	3.20	2.30	2.00
3	Kotak Equity Opportunities Fund Regular Plan Growth (Erstwhile Kotak Opportunities Fund)	1,816	227.53	4.13	3.20	2.38	2.00
4	Tata Liquid Fund Regular Plan Growth (Erstwhile Tata Money Market Fund)	-	3,551.41	-	-	-	-
5	Dsp Mid Cap Fund Regular Plan Growth (Erstwhile Dsp Blackrock Small And Mid Cap)	3,972	89.55	3.56	3.20	2.22	2.00
6	Hdfc Ultra Short Term Fund Regular Plan Growth	238,650	13.11	31.29	30.00	-	-
7	ICICI Prudential Multicap Fund Growth	819	497.61	4.07	3.20	2.43	2.00
8	Kotak ESG Opportunities Fund Regular Plan Growth	149,993	11.83	17.74	15.00	18.27	15.00
9	Axis Corporate Debt Fundgrowth (Erstwhile Axis Corporate Debt Opportunities)	460,180	14.97	68.89	62.99	18.90	18.00
10	ICICI Prudential Short Term Fund Growth Option (Erstwhile Icici Prudential Short Term)	475,676	54.37	258.63	229.99	66.37	60.00
11	Sbi Short Term Debt Fund Regular Plan Growth	273,829	28.51	78.07	68.00	56.68	53.00
12	ICICI Prudential All Seasons Bond Fund Growth (Erstwhile ICICI prudential long term)	450,259	32.81	147.73	135.08	17.86	15.08
13	ICICI Prudential Banking and PSU Debt Fund Growth	197	28.50	0.06	0.04	0.05	0.04
14	Sundaram Corporate Bond Fund - Regular - Growth	-	-	-	-	17.45	15.00
15	Aditya Birla Sun Life Savings Fund Growth	1,127	470.26	5.30	5.07	-	-
16	HDFC Corporate Bond Fund Regular Plan Normal Dividend (Erstwhile HDFC Corporate Bond Normal) - DP	116,629	27.62	32.21	20.00	-	-
17	HSBC Short Duration Fund Regular Plan Growth (Erstwhile HSBC Short Term Bond Fund - Regular Plan - Growth	466,856	23.50	109.71	100.00	-	-
18	Kotak Dynamic Bond Fund Regular Plan Growth (Erstwhile Kotak Flexi Debt Fund)	336,129	33.45	112.44	104.99	-	-
19	NIPPON INDIA Short Term Fund - Growth Plan	383,573	47.58	182.50	169.99	-	-
20	HDFC Income Fund - Growth	277,601	53.39	148.21	129.99	-	-
21	Kotak Corporate Bond Fund Regular Plan Growth	3,160	3,276.24	103.54	95.45	-	-
22	DSP Bond Fund Retail Plan Growth	107,242	72.26	77.49	70.00	-	-
23	Aditya Birla Sun Life Banking and PSU Debt Fund Regular Plan Growth (Erstwhile Aditya Birla Sun Life Treasury Optimisier)	33,898	318.59	108.00	99.99	-	-
24	Sundaram Corporate Bond Fund - Regular - Growth	53,515	35.00	18.73	15.00	-	-
25	Kotak Low Duration Fund Regular Plan Growth	1,322	3,060.66	40.46	36.84	-	-
				1,577.51	1,416.22	223.82	199.12

Notes to the financial statements (continued)

35. Ratios

(Currency - Indian Rupees)

Ratios	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	9.28	3.64	155%	Higher current assets as IPO funds received are invested in various avenues. There is also a reduction in current liabilities as the overdraft was repaid.
Debt-Equity Ratio	Debt	Equity	-	0.11	-100%	Overdraft re-paid in full.
Debt Service Coverage Ratio	Net Operating Income	Debt Service	NA	4.08	-100%	Overdraft re-paid in full.
Return on Equity Ratio	Net Income	Shareholder's equity	0.23	0.36	-37%	Increase in capital influx through IPO led to increase in number of shareholders.
Trade Payables Turnover Ratio	Total Purchases	Average of Trade Payables	9.51	7.25	31%	Improved payment cycle.
Trade Receivables Turnover Ratio	Net Credit Sale	Average of Trade Receivables	4.27	5.95	-28%	Higher receivables as business increases. More focus will be on collections in coming months.
Net Capital Turnover Ratio	Net Sales	Working Capital	1.17	2.44	-52%	
Net Profit Ratio	Net Profit	Total Sales	0.16	0.17	-7%	
Return on Capital Employed	EBIT	Networth + Total Debt + DTL	0.22	0.39	-43%	
Return on Investment.	Gain on investments	Average Investment	0.03	0.03	19%	

36. Prior Period Expenses

(₹ in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Miscellaneous Expense	2.86	0.18
Prior Period Tax Expense	-	10.65
Total	2.86	10.83

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Notes to the financial statements (continued)

37. Segment Reporting

The Company is operating only in one segment, namely Language Technology Services and Consultancy Services.

As a part of secondary reporting geographical segments are considered based on the location of customer.

The Company operates in two geographical segments viz in India and outside India.

The Financial Information about the Secondary Segments is as given below.

(₹ in lakhs)

	Particulars	Year Ended 31 March 2023		
		Geographical Segments		Total
		India	Outside India	
		₹	₹	₹
A	Revenue			
	Total Sales	247.27	3,089.84	3,337.10
	Total Revenue	247.27	3,089.84	3,337.10
B	Segment Assets			
	Segment Assets	235.89	802.76	1,038.64
	Unallocated Assets	-	-	2,709.82
	Total Assets	235.89	802.76	3,748.47

Note : The Company previously qualified for exemption for Segment Reporting being Level II Company thus corresponding previous year figures are not disclosed.

38. Corporate Social Responsibility (CSR)

(₹ in lakhs)

Particulars	Period ended 31 March 2023	Period ended 31 March 2022
(a) Amount required to be spent during the year	10.12	-
(b) Amount of expenditure incurred	10.20	-
(c) Shortfall / (Excess) at the end of the year	(0.08)	-
(d) Total of previous years shortfall	NA	-
(e) Reasons for shortfall	NA	-
(f) Nature of CSR activities: Promotion of education, contribution to incubators & ensuring environmental sustainability	Non-Project Expense	-
(g) Details of Related Party Transactions	NA	-
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	-

Notes to the financial statements (continued)

39. Contingent Liabilities to the extent not provided for:

(₹ in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Disputed Direct Tax matters:		
AY 2018-19 (Pending before CPC)	-	0.39
AY 2019-20 (Pending before CPC)	-	1.12
AY 2020-21 (Pending before CPC)	-	0.52

40. (i) The Company does not have any long-term contracts including derivative contracts for which there are material foreseeable losses.
(ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

41. Long Term Loans and Advances

(₹ in lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	-	0%
Directors	-	0%
KMPs	-	0%
Related Parties	476.29	100%

The Company had granted unsecured long term loan to LinguaSol Private Limited ("LinguaSol") in previous year/s out of which principal amount (inclusive of Interest) of ₹ 476.29 Lakhs is outstanding till March 31, 2023 (Principal amount ₹ 529.50 Lakhs and interest of ₹ 62.12 Lakhs as at March 31, 2022). LinguaSol repaid ₹ 150 Lakhs towards principal and interest in FY23 as per planned repayment schedule.

42. To the best of our knowledge and belief,
- a) 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) Also 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.

43 Short Term Borrowings

According to Sanction letter of Kotak Mahindra Bank (Overdraft Facility), Company was not required to file quarterly returns or statements of current assets with bank. Company has repaid the loan in full in FY 2022-23 and no payments were defaulted.

- 44 The Board of Directors have recommended dividend of ₹ 0.70 per share i.e. 7% of face value of ₹ 10/- equity share for FY 2022-23 in the Board Meeting held on May 18th, 2023.
- 45 Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during financial year 2022-23.
46. Company has not traded or invested in Crypto currency or Virtual Currency during the financial year 2022-23.

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Notes to the financial statements (continued)

47. There are no capital commitments as at 31st March 2023.
48. The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.
49. There is modification of charge in the FY 2022-23 as compared to last year. The Company does not have any charge on assets in FY 2022-23.
50. The Company has not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961.
51. During the year ended March 31, 2023, the Company was not party to any approved scheme which needs approval from competent authority in terms of sections 230 to 237 of the Companies Act, 2013.
52. The previous year's figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.
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For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: May 18, 2023

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: U72200PN2004PLC020061

Sunil Kulkarni
Director
DIN: 00752937
Place: Pune
Date: May 18, 2023

Mandar Inamdar
Chief Financial Officer
Place: Pune
Date: May 18, 2023

Prachi Kulkarni
Director
DIN: 03618459
Place: Pune
Date: May 18, 2023

Neha Joshi
Company Secretary
ICSI M.No.A24974
Place: Pune
Date: May 18, 2023



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