

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the Fifth Annual General Meeting of the Company (AGM) will be held on Monday the 30<sup>th</sup> September, 2024 at IST 16 hours IST through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31<sup>st</sup> March 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the reports of Directors and Auditor thereon.
2. Reappointing M/s. VLN & Associates, Chartered Accountants, (Firm Regn. No. 011488S for the period of five years and their term will end with the conclusion of audit for the financial year 2028-2029.

Place: Chennai  
Date: 05.09.2024

By Order of the Board  
  
Ramasamy Prasanna Srinivasan  
Director  
DIN: 08175512



### Notes:

1. As per MCA's G.C.No.2/2022 read with G.C Nos.14/2020 dated 08.04.2020, 17/20 dated 13.04.2020, 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021, keeping in view of need for continuous adherence to the social distancing norms to prevent Coronavirus disease, the company can conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM) and physical attendance of the Members at the AGM venue is not required. Hence, Members can attend and participate at the ensuing AGM through VC/OAVM.
2. Pursuant to the aforesaid Circulars, the facility to appoint proxy by Members under Section 105 of the Act, 2013 to attend and cast vote for the Members is not available for this AGM as the physical attendance of Members has been dispensed with.
3. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more of the total

number of shares of the Company as on the cut-off date as defined), Promoters, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.

4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
5. Pursuant to the Circulars issued by MCA, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2022-23, the said documents are being sent only by email to the Members.

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

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the Zoom Meeting. The unique User Id and password will be sent to the registered id of members with the link to facilitate login.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, folio number, email id, mobile number at [finance@recodesolutions.com](mailto:finance@recodesolutions.com) at least 48 hours in advance before the start of the meeting i.e. by 28<sup>th</sup> September, 2024 by IST 16.00 Hours
- vi. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, folio number and mobile number, to reach the Company's e-mail address at [finance@recodesolutions.com](mailto:finance@recodesolutions.com) at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.



## DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting the Fifth Annual Report together with the audited Statement of Accounts for the year ended 31<sup>st</sup> March 2024.

### Financial Results

Particulars	31.03.2024 (Rs.in '000)	31.03.2023 (Rs.in '000)
Revenue from Operations	3,01,768.61	2,67,963.53
Other Income	1,256.09	-48.14
Expenses	2,95,124.63	2,71,473.2
Profit Before Tax	7,900.07	-3,557.81
Less: Current Tax	-	-
Profit After Tax	7,900.07	-3,557.81
Surplus Brought Forward	37,804.47	41,362.27
Interim dividend appropriated	0	0
Surplus Carried Over	45,704.54	37,804.47

### Review of Business Operations and Future Prospects

During the year under review there was increase in turnover as compared to the previous year and the company has earned a profit of Rs 7,900.07 thousand as against a loss of Rs. 3,557.81 in the previous year. With the present situation and efforts your Directors are envisaging growth in performance of the Company.

### Amount carried to General Reserves

No portion of the current year's profits has been transferred to the General Reserve of the Company.

### Dividend

The Board has not proposed any dividend for the year ended 31st March 2024 and decided to retain the profits for its business needs.

### No changes in the business

Your Directors would like to inform that the Company is doing its regular business without any deviation to their objects including other objects.



### **Events Subsequent to the date of Financial Statements**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The information pertaining to conservation of energy and technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 do not apply to our Company. The foreign exchange earnings were Rs. 1,184.61 thousand and the foreign exchange outgo were Rs. Nil during the year under review.

### **Adequacy of Internal Controls with reference to Financial Statements**

The Company maintains adequate internal control system, which provides, among other things, reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against significant misuse or loss of Company's assets.

### **Risk Management Policy**

The Board of Directors is overall responsible for identifying, evaluating and managing all significant risks faced by the Company. The Board monitors and reviews the implementation of various aspects of risk management policy. The key risks are properly managed across the organization.

### **Corporate Social Responsibility**

Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to your Company.

### **Loans, Guarantees or Investments u/s.186 of the Companies Act, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

### **Related Party Transactions**

The transactions entered by the Company with Related Party are in the Ordinary Course of Business and at Arm's Length pricing basis. Details of the related party transaction during the financial year are given in Annexure-I to this Report in the prescribed Form AOC-2.

### **Details in respect of frauds reporting U/s.143(12) by Auditors**

The Auditors of the Company have not reported any fraud as specified under the second provision of Section 143(12) of the Companies Act, 2013.

### **Board's comments on qualification, reservation & adverse remarks or disclaimer made by Statutory Auditor**

No observations are made by the Statutory Auditors in their Report and therefore, do not call for any comments under section 134(3)(f) of the Companies Act, 2013.



### Cost records

The requirement of disclosure as to the maintenance of cost records specified u/s 148(1) of the Act is not applicable.

### Secretarial Standards

The Company has complied with the Secretarial Standards during the year under review.

### Remuneration Policy

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

### Extract of Annual Return

The Company is not having any website and hence the requirement of publication of annual return of the Company on website in term of Section 134(3)(a) of the Act, 2013 read with the Companies (Accounts) Rules, 2014 is not applicable.

### Number of Board Meetings

The Board Meetings were held seven times during the financial year 2023-24 on 12-04-2023, 26-06-2023, 21-08-2023, 27-09-2023, 29-09-2023, 29-11,2023 and 18-03-2024

### Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility statement: —

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

- vi. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Subsidiaries, Joint Ventures and Associate Companies**

The Company does not have any Subsidiary or Joint venture whereas the Company has its Associated enterprise Recode Solutions INC in USA and Recode in Australia. Also, it is a wholly owned subsidiary of Recode Solutions INC – USA.

### **Deposits**

The Company has neither accepted nor renewed any deposits during the year under review.

### **Directors**

There was no change in Directorships, during the year under review.

### **Independent Directors**

Since the Company is not required to appoint independent Directors the question of submitting their disclosures to the Board u/s.149(6) of the Companies Act, 2013 does not arise.

### **Statutory Auditors**

M/s. VLN & Associates, Chartered Accountants, (Firm Regn. No. 011488S) have been re-appointed as Statutory Auditors for a period of five years in the Fifth Annual General Meeting held on 30<sup>th</sup> September, 2024 and their term will end with the conclusion of audit for the financial year 2028-2029. Vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM is done away with.

### **Audit Committee and Vigil Mechanism**

The requirement of formation of Audit Committee and the concept of vigil mechanism are not applicable to your company

### **Changes in Share Capital**

The Company has not bought back any of its securities during the year under review. The Company has not issued any Sweat Equity Shares during the year under review. No Bonus Shares were issued during the year under review. The Company has not provided any Stock Option Scheme to the employees.

### **Significant and Material Orders passed by the Regulators:**

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.





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Phase 2, Chennai One SEZ,  
Pallavaram - Thirupakkam 2008  
Thirupakkam, Chennai - 600 09

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the premises adopting suitable measures. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment on women employees.

**Particulars of Employees**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is not applicable to your Company.

**Acknowledgement**

The Board wishes to place on record its sincere appreciation of the continued support given by the customers, members, banks, and employees of the Company and look forward their continued support and patronage.

For and on behalf of the Board

Nadaraja Sivathanu Pillai Adhikesavan  
Director  
DIN: 08175523

Ramasamy Prasanna Srinivasan  
Director  
DIN: 08175512

Place: Chennai  
Date : 05.09.2024



Intellius Recode Private Limited

Annexure to Directors' Report

FORM NO. AOC-2

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

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

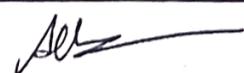
1. Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/arrangements/transactions	NIL
(c)	Duration of the contracts/arrangements/transactions	NIL
(d)	Salient terms of the contracts/arrangements/transactions including the value, if any	NIL
(e)	Justification for entering into such contracts/arrangements/transactions	NIL
(f)	Date(s) of approval by the Board	NIL
(g)	Amount paid as advances, if any;	NIL
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

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

Sl. No	Name(s) of the related party	Nature of relationship	Nature of transaction	Duration of the transaction	Transaction value (Rs.in '000)	Date of approval by the Board	Amount paid as Advance
1.	Recode Solutions INC, USA	Holding Company	Sale of Services	01.04.2023 To 31.03.2024	2,86,823.20	12.04.2023	Nil
2	Recode Solutions INC, USA	Holding Company	Long term borrowings		27,466.68		
2.	Recode Solutions, Australia	Directors Interested concern	Sale of Services	01.04.2023 To 31.03.2024	7,754.34	12.04.2023	Nil

Place: Chennai  
 Date: 05.09.2024

  
 Nadaraja Sivathanu Pillai Adhikesavan  
 Director  
 DIN: 08175523

For and on behalf of the Board  
  
 Ramasamy Prasanna Srinivasan  
 Director  
 DIN: 08175512



INDEPENDENT AUDITOR'S REPORT

To

The Members of Intellius Recode Private Limited

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying Financial Statements of M/s. Intellius Recode Private Limited ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March 2024, the statement of Profit and Loss and the Cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit 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 Statement 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion, on the financial statements.

### **Information other than the Financial Statements and Auditors' 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 Annexure to Board's Report 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.

Based on the work we have performed, we conclude that there is no material misstatement and we have nothing to report in this regard.

### **Management's responsibility for the Financial Statements**

The Company's board of directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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 statement 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.

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

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

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 statement, 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 my 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)(1) of the Companies Act, 2013. We are also responsible for expressing 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. We are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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 for the 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 reasonable are expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



1. A. As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit:
- (b) In our opinion, proper books of account as required by law have been maintained by the Company so far as it appears from our examination of those books:
- (c) The Balance sheet and the statement of Profit and loss, dealt with by this report are in agreement with the books of account:
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Account) Rules, 2014:
- (e) On the basis of the written representations received from the directors, none of the directors is disqualified as on March, 31, 2024 from being appointed as a director in terms of section 164(2) of the Act
- (f) Since the Company is a private company and its turnover as per last audited financial statements is less than Rs.50 crores and has no borrowings from banks and financial institutions at any time during the year, the Company is exempted from getting an audit opinion with respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, In our opinion and to the best of our information and according to the explanations given to us:

- (a) The Company does not have any pending litigations which would impact its financial position:
- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses: and
- (c) There were no amounts lying with the Company which required to be transferred by the Company to the Investor Education and Protection Fund.
- (d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or 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;

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

(e) The board of directors of the company have not proposed any dividend for the year which is subject to the approval of the members at the ensuing Annual General meeting.

(f) Based on our examination, which included test checks, the Company has used zoho accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention

For VLN & Associates

Chartered Accountants

Firm's Registration No.: 011488S

V. Vedavalli

Partner

Membership No.: 209587

05-09-2024

Chennai

UDIN: 24209587BKBTVS5797



## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditor's Report to the members of the M/s Intellius Recode Private Limited (the 'Company') on the financial statements for the year ended March 31, 2024, based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

(i)

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

(ii) The Company has Intangible Assets "Computer Software" and has maintained proper records

(iii) The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification

b) According to the information and explanation given to us, the company does not own any Immovable properties: hence clause 3(i)(c) of the order is not applicable

c) According to the information and explanations given to us, the company has not revalued its property, Plant and equipment (including right of use of assets) during the year.

d) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.

(ii)

(a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, discrepancies were not noticed on such verification

(b) The Company has not taken any working capital limits during the course of the year, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable.



- (iii) The Company has during the year, not made investments in, (other than investments made in the ordinary course of business), provided any guarantee or security or granted any loans or advances (other than staff advances) in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii)(a) to (f) of the order are not applicable.
- (iv) According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the order is not applicable.
- (vii)
- (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanation given to us, company has no 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 (43 of 1961)
- (ix) The Company has no borrowing, including debt securities during the year. Accordingly, the provisions of clause 3(ix)(a) to (f) of the order are not applicable.
- (x)
- (a) According to the information and explanation given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year:



- b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, hence clause 3 (x) (a) and clause 3(x) (b) of the order are not applicable to the company.
- (xi)
- (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;
- (xii) Company is not a Nidhi company; accordingly, provisions of the Clause 3(xii) of the Order are not applicable to the company;
- (Xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.
- (xiv) According to the information and explanations given to us, the company has no internal audit system and is not required to have an internal audit system as per the provisions of the Companies Act, 2013;
- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) (a) The company is not a Non-Banking Financial Company as registered under section 45- IA of the Reserve Bank of India Act, 1934,
- (b) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of sub-clause (c) and (d) of clause 3(xvi) of the Order are not applicable;
- (xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of the opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;



- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the order are not applicable;
- (xix) On the basis of , ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans are based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The provisions of Section 135 towards corporate social responsibility are not applicable to the company. Accordingly, the provision of clause 3(xx) of the order is not applicable.
- (xxi)The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For VLN & Associates  
Chartered Accountants

Firm's Registration No.: 011488S



V. Vedavalli

Partner

Membership No.: 209587

05-09-2024

Chennai

UDIN: 24209587BKBTVS5797



### Balance Sheet as at 31 March 2024

(All amount in ₹ in thousand unless otherwise stated)

Particulars	Note	As At 31 March 2024	As At 31 March 2023
<b>(A) EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	1,000.00	1,000.00
(b) Reserves and Surplus	2	45,704.54	37,804.47
		<u>46,704.54</u>	<u>38,804.47</u>
<b>2 Share application money received, pending allotment</b>			
		-	-
<b>3 Non-current Liabilities</b>			
Long Term Borrowings	3	27,634.45	27,634.45
Deferred Tax Liability		-	-
		<u>27,634.45</u>	<u>27,634.45</u>
<b>4 Current liabilities</b>			
(a) Short term advances	4	3,304.43	-
(b) Trade payables	5	9,906.83	1,618.84
(c) Short term provisions	6	5,528.47	3,794.93
		<u>18,739.73</u>	<u>5,413.77</u>
		<u><b>93,078.72</b></u>	<u><b>71,852.68</b></u>
<b>(B) ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) (i) Property, Plant & Equipment	7	9,859.55	12,205.30
(b) Deferred tax asset (net)		-	-
(c) Long Term Advances	8	13,728.60	13,728.60
		<u>23,588.15</u>	<u>25,933.90</u>
<b>2 Current Assets</b>			
(a) Inventories	16	14,500.00	16,106.29
(b) Trade receivables	9	22,996.14	16,979.87
(c) Cash and bank balances	10	3,280.12	2,707.78
(d) Short term advances	11	3,136.93	2,172.47





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Thorapakkam, Chennai - 600 097.

(e) Other current assets

12

25,577.37	7,952.37
69,490.57	45,918.78
<b>93,078.72</b>	<b>71,852.68</b>

Summary of significant accounting policies and other explanatory information  
The accompanying notes are an integral part of these financial statements.  
This is the Balance Sheet referred to in our report of even date.

For VLN & Associates  
Chartered Accountants

Firm's Registration No.: 011488S

  
V. Vedavalli  
Partner

Membership No.: 209587  
05-09-2024

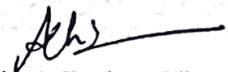
Chennai

UDIN: 24209587BKBTVS5797



For and on behalf of the Board of Directors  
Intellius Recode Private Limited

  
Ramasamy Prasanna Srinivasan  
Director  
(DIN: 08175512)

  
Nadaraja Sivathanu Pillai Adhikesavan  
Director  
(DIN: 08175523)



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

(All amount in ₹ in thousand unless otherwise stated)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Revenue</b>			
I Revenue from operations	13	3,01,768.61	2,67,963.53
II Other Income	14	1,256.09	-48.14
<b>Total Income (I) + (II)</b>		<b>3,03,024.70</b>	<b>2,67,915.39</b>
<b>III Expenses</b>			
(a) Changes in inventories of closing WIP and opening WIP	15	1,606.29	-
(b) Employee Benefit expenses	16	2,46,353.55	2,14,482.84
(c) Depreciation	7	5,264.29	8,029.97
(d) Other Expenses	17	41,900.50	48,960.39
<b>Total expenses (a) + (b) + (c) + (d)</b>		<b>2,95,124.63</b>	<b>2,71,473.20</b>
<b>IV Profit before tax (III) - (IV)</b>		<b>7,900.07</b>	<b>-3,557.81</b>
<b>V Tax expense</b>			
(a) Less: Current tax		-	-
(b) Add: Deferred Tax income		-	-
<b>VI Profit after tax (V) - (VI)</b>		<b>7,900.07</b>	<b>-3,557.81</b>
<b>VII Earning per equity share:</b>			
1 Basic		79.00	-35.58
2 Diluted		79.00	-35.58

Summary of significant accounting policies and other explanatory information  
 The accompanying notes are an integral part of these financial statements.





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Thirupakkam, Chennai - 600 077.

Previous Reporting Period			
Name of the promoter	As at 31 March 2023		
	No. of Shares Held	% of Holding	% Change during the year
Recode Solutions INC	99999	100%	0
Ramasamy Prasanna Srinivasan (Nominee of Recode Solutions INC)	1	0%	0
<b>Total</b>	<b>100000</b>	<b>100%</b>	<b>0</b>

**Note 1B Statement of changes in Equity**

Particulars	Current Reporting period	Previous Reporting Period
Balance at the beginning of the current reporting period	100000	100000
Changes in Equity Share Capital due to prior period error	0	0
Related Balance at the beginning of the current reporting period	100000	100000
Changes in Equity Share Capital during the current year	0	0
Balance at the end of the current reporting period	100000	100000

For VLN & Associates  
Chartered Accountants

Firm's Registration No.: 011488S

V. Vedavalli  
Partner

Membership No.: 209587

05-09-2024

Chennai

UDIN: 24209587BKBTVS5797



For and on behalf of the Board of  
Directors  
Intellius Recode Private  
Limited

Ramasamy Prasanna Srinivasa  
Director

(DIN:  
08175512)

Nadaraja Sivathanu Pillai Adhikesavan

Director

(DIN:  
08175523)



**Cash flow statement for year ended 31 March 2024**  
 (All amount in ₹ in thousand unless otherwise stated)

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>A. Cash flow from operating activities</b>		
Profit before tax	7,900.07	-3,557.81
Add: Depreciation and amortisation	5,264.29	8,029.97
Operating profit before working capital changes	13,164.36	4,472.17
<b>Movements in working capital:</b>		
Increase in long term loans & advances	-	-
Decrease in inventories	1,606.29	-
Increase in Trade payables	8,288.00	284.49
Increase in other liabilities	-	-27,466.67
Increase in short term advances	3,304.43	-
Increase in short term provisions	1,733.54	337.57
Decrease in deferred tax asset	-	-
Increase in Trade receivables	-6,016.27	18,232.79
Increase in short term advances	-964.46	-1,642.52
Increase in other current assets	-17,625.00	6,080.87
	-9,673.47	-4,173.48
<b>Cash generated from operations</b>	3,490.89	298.69
<b>Net cash used in operating activities (A)</b>	<b>3,490.89</b>	<b>298.69</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets	-2,918.54	-4,755.07
Transfer of fixed assets	-	-
Increase in software purchases	-	-
<b>Net cash outflow from Investing activities (B)</b>	<b>-2,918.54</b>	<b>-4,755.07</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of share capital	-	-
Incorporation expenses	-	-
Share application money pending allotment	-	-
Dividend paid during the year	-	-
Long term borrowings	-	-
<b>Net cash generated from financing activities (C)</b>	<b>-</b>	<b>-</b>



Net increase in Cash and cash equivalents (A+B+C)	572.34	-4,456.38
---	--------	-----------

Cash and cash equivalents at the beginning of the year	2,707.78	7,164.16
Cash and cash equivalents at the end of the year	3,280.12	2,707.78
	572.34	-4,456.38

**Reconciliation of Cash and cash equivalents with the Balance Sheet:**

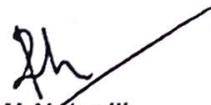
**Cash and cash equivalents at the end of the year \* (refer note 10)**

\* Comprises of:

Fixed deposits with banks	-	-
Balances with banks - in current accounts	3,280.12	2,707.78
Cash balance	-	-
	3,280.12	2,707.78

This is the Cash Flow Statement referred to in our report of even date.

For VLN & Associates  
 Chartered Accountants  
 Firm's Registration No.: 011488S

  
 V. Vedavalli  
 Partner  
 Membership No.: 209587



Chennai  
 05-09-2024  
 UDIN: 24209587BKBTVS5797

For and on behalf of the Board of Directors  
 Intellius Recode Private Limited

  
 Ramasamy Prasanna Srinivasan  
 Director  
 (DIN: 08175512)

  
 Nadaraja Sivathanu Pillai Adhikesavan  
 Director  
 (DIN: 08175523)



**Notes forming part of financial statements**  
 (All amount in ₹ in thousand unless otherwise stated)

Note 1	As at 31 March 2024		As at 31 March 2023	
	Number	Amounts ₹	Number	Amounts ₹
<b>Share Capital</b>				
a) <b>Authorized</b>				
Equity shares of Rs. 10 each with voting rights	100000	1,000.00	100000	1,000.00
b) <b>Issued, Subscribed and fully paid up</b>				
Equity shares of Rs.10 each with voting rights	100000	1,000.00	100000	1,000.00
	<b>100000</b>	<b>1,000.00</b>	<b>100000</b>	<b>1,000.00</b>

**List of shareholders holding more than 5% of the shares**

	Number	Percentage of holding	Value per share	Total value
Recode Solutions INC	99999	100%	10	999.99
Ramasamy Prasanna Srinivasan (Nominee of Recode Solutions INC)	1	0%	10	0.01
	<b>100000</b>	<b>100%</b>	<b>10</b>	<b>1,000.00</b>

**Note 1A**

**Shares held by Promoters**

Current Reporting Period			
Name of the promoter	As at 31 March 2024		
	No. of Shares Held	% of Holding	% Change during the year
Recode Solutions INC	99999	100%	0
Ramasamy Prasanna Srinivasan (Nominee of Recode Solutions INC)	1	0%	0
<b>Total</b>	<b>100000</b>	<b>100%</b>	<b>0</b>

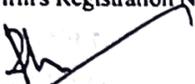




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For VLN & Associates  
Chartered Accountants  
Firm's Registration No.: 011488S

  
V. Vedavalli  
Partner

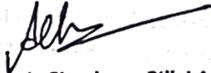
Membership No.: 209587  
05-09-2024  
Chennai  
UDIN: 24209587BKBTVS5797



For and on behalf of the Board of Directors  
Intellius Recode Private Limited



Ramasamy Prasanna Srinivasan  
Director  
(DIN: 08175512)

  
Nadaraja Sivathanu Pillal Adhikesavan  
Director  
(DIN: 08175523)



### Notes forming part of financial statements

(All amount in ₹ in thousand unless otherwise stated)

#### Note 2 Reserves and Surplus

	(Rs. in '000) 2023-24	(Rs. in '000) 2022-23
Opening balance	37,804.47	41,362.27
Less: Dividend appropriated during the year	-	-
	<u>37,804.47</u>	<u>41,362.27</u>
Add: Net profit for the year	7,900.07	-3,557.81
	<u><b>45,704.54</b></u>	<u><b>37,804.47</b></u>

#### Note 3 Long Term Borrowings

Loan from Promoters	67.77	67.77
Recode Solutions INC	27,466.68	27,466.68
TVS Supply chain Solutions Ltd	100.00	100.00
	<u><b>27,634.45</b></u>	<u><b>27,634.45</b></u>

#### Note 4 Short term loans & advances

ICICI Bank - Car loan	1,707.15	-
ICICI - Corporate card	1,597.28	-
	<u><b>3,304.43</b></u>	<u><b>-</b></u>

#### Note 6 Short term Provisions

Salary payable	330.76	390.85
Professional tax payable	405.75	187.70
ICICI meal card	217.91	-
ESI payable	-	-1.82
PF payable	856.25	608.70
TDS payable	2,822.78	1,909.50
Audit fees payable	730.00	700.00
Labour welfare fund	6.14	-
NPS employee contribution	158.89	-
	<u><b>5,528.47</b></u>	<u><b>3,794.93</b></u>



**Note 5 Trade payables**

Figures For the Current Reporting Period

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	9,906.83	-	-	-	9,906.83
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>9,906.83</b>				<b>9,906.83</b>

Figures For Previous Reporting Period

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	-	-	-	-	-
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	1,618.84	-	-	-	1,618.84
<b>Total</b>	<b>1,618.84</b>				<b>1,618.84</b>



NOTE 7

(All amount in ₹ in thousand unless otherwise stated)

RATE OF DEPN	PARTICULARS	AS ON 01.04.2023	GROSS BLOCK			DEPRECIATION			NET BLOCK	
			PURCHASED DURING THE YEAR	TRANSFER DURING THE YEAR	AS ON 31.3.2024	UP TO 31.03.2023	FOR THE YEAR	UP TO 31.03.2024	AS ON 31.03.2024	AS ON 31.03.2023
63.16%	Computer Peripherals	3,664.31	515.69	-	4,180.00	2,738.80	692.01	3,430.81	749.19	925.52
63.16%	Computers	15,853.75		-	15,853.75	12,668.10	2,012.05	14,680.16	1,173.59	3,185.65
0.20%	Computer software	1,345.34		-	1,345.34	269.07	215.26	484.32	861.02	1,076.28
25.89%	Furniture & Fixtures	11,938.94		-	11,938.94	7,180.92	1,231.85	8,412.77	3,526.17	4,758.02
18.10%	Mobile phone	32.54	18.50	-	51.04	17.58	6.06	23.64	27.40	14.96
18.10%	Electronic items	2,775.43	334.35	-	3,109.78	530.55	466.84	997.39	2,112.39	2,244.88
31.23%	Car	-	2,050.00	-	2,050.00	-	640.22	640.22	1,409.79	-
	<b>Total</b>	<b>35,610.31</b>	<b>2,918.54</b>	<b>-</b>	<b>38,528.85</b>	<b>23,405.01</b>	<b>5,264.29</b>	<b>28,669.30</b>	<b>9,859.55</b>	<b>12,205.30</b>



	2023-24	2022-23
<b>Note 8 Long term advances</b>		
Rental advance	13,728.60	13,728.60
	<b>13,728.60</b>	<b>13,728.60</b>
<b>Note 10 Cash and cash equivalent</b>		
Cash In Hand	-	-
ICICI Bank (C. A/c: 035005005935)	391.81	2,707.78
Axis Bank (C. A/c: 923020024338620)	2,888.31	-
	<b>3,280.12</b>	<b>2,707.78</b>
<b>Note 11 Short term Advances</b>		
Salary advance	644.72	1,174.49
Other advances	2,492.21	997.98
	<b>3,136.93</b>	<b>2,172.47</b>
<b>Note 12 Other current assets</b>		
Coffee vending machine	25.00	25.00
KamerAI Pvt Ltd	24,915.97	7,440.56
Parental insurance	-	145.37
prepaid expenses	190.46	63.03
Input Tax Credit - IGST	336.29	278.41
TCS receivable	109.65	-
	<b>25,577.37</b>	<b>7,952.37</b>



### Note 9 Trade receivables

Figures For the Current Reporting Period

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	16,977.90	5,678.50	339.75	-	-	22,996.14
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others						-
<b>Total</b>	<b>16,977.90</b>	<b>5,678.50</b>	<b>339.75</b>			<b>22,996.14</b>

Figures For Previous Reporting Period

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	16,979.87					16,979.87



	2023-24	2022-23
<b>Note 13 Revenue from operations</b>		
Recode Solutions INC - USA	2,86,823.20	1,95,781.00
Recode - Australia	7,754.34	66,229.04
TVS Supply Chain Solutions Limited	-	275.00
Kamerai Private Limited	7,191.07	5,678.50
	<b>3,01,768.61</b>	<b>2,67,963.53</b>

<b>Note 14 Other Income</b>		
Sale of old batteries	22.00	37.77
Interest on Income tax refund	49.48	-
Exchange gain	1,184.61	85.91
	<b>1,256.09</b>	<b>-48.14</b>

<b>Note 15 Changes in inventories of closing WIP and opening WIP</b>		
Opening work in progress	16,106.29	16,106.29
Less: Closing work in progress	14,500.00	16,106.29
	<b>1,606.29</b>	<b>-</b>

<b>Note 16 Employee Benefit expenses</b>		
Salary	2,30,153.95	2,13,901.27
PF employer share	3,617.61	-
ESI employer share	10.23	-
Resource training cost	6,440.50	-
Staff welfare expenses	6,131.25	581.57
	<b>2,46,353.55</b>	<b>2,14,482.84</b>

<b>Note 17 Other expenses</b>		
Audit Fees	1,300.00	869.90
Bank Charges	443.36	329.22
Car loan interest	258.67	-
Electricity charges	2,424.96	2,700.53
Housekeeping charges	616.31	527.46
Insurance	1,303.73	1,727.12
Administrative expenses	2,077.59	5,855.22
Printing and reproduction	178.11	-





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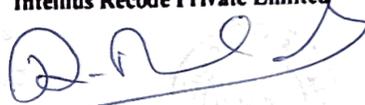
Professional & Technical Fees	1,808.73	3,581.38
Rent	4,495.40	13,585.24
Furniture Rent	4,428.00	4,496.00
Vending machine Rent	104.50	-
Repairs and maintenance	5,867.73	8,675.31
Telephone and Internet	591.84	1,846.57
Travel and Stay	8,785.64	594.56
Pooja expenses	-	32.83
Fees and levies	-	38.16
Dues and subscriptions	7,215.94	4,100.89
	<hr/>	<hr/>
	41,900.50	48,960.39

For VLN & Associates  
Chartered Accountants  
Firm's Registration No.: 011488S

  
V. Vedavalli  
Partner  
Membership No.: 209587  
05-09-2024  
Chennai  
UDIN: 24209587BKBTVS5797



For and on behalf of the Board of Directors  
Intellius Recode Private Limited

  
Ramasamy Prasanna Srinivasan  
Director  
(DIN: 08175512)

  
Nadaraja Sivathanu Pillai Adhikesavan  
Director  
(DIN: 08175523)



## ADDITIONAL REGULATORY INFORMATION

### Clause (i): Title Deeds of Immovable Property

The company does not have any immovable properties the title deeds of which not registered in the name of Company

Relevant line item in the Balance sheet	: Nil
Description of item of property	: Nil
Gross carrying value (In Lakhs)	: Nil
Title deeds held in the name of	: Nil
Whether title deed holder is a promoter, director/relative of promoter/director or employee of promoter/director	: Nil
Property held since which date	: Nil
Reason for not being held in the name of the company	: Nil

### Clause (ii): Details regarding revaluation

The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets), based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 and hence this clause does not apply.

### Clause (iii): Details of Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person

The Company does not grant any loans or advances to promoter, directors, KMPs and the related parties severally or jointly with any person compiling with the provisions of the Companies Act, 2013

Type of Borrower	: Nil
Amount of loan or advance in the nature of loan outstanding	: Nil
Percentage to the total Loans & Advances in the nature of loans	: Nil

### Clause (iv): Details of Capital work-in-progress

There is no capital work in progress whose completion is overdue or exceeded its cost compared to its original plan and projects where activity has been suspended.

### Clause (v): Details of Intangibles assets under development

There are no intangibles under development.

### Clause (vi): Details of Benami properties held

There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.



**Clause (vii): Details of borrowings from banks or financial institutions on the basis of security of current assets**

The Company have not borrowed any loans from Banking or any other Financial Institutions during the year.

Bank / Financial Institution	ICICI bank	ICICI Corporate Card
Nature of Loan	Vehicle loan	Credit Card
Nature of Security	Hypothecation of Car	Nil
Loan sanctioned	2,000.00	Nil
Value in regular statement	2.05	Nil
Actual Value	2,050.00	1,597.28
Difference	Nil	

**Clause (viii): List of banks or financial institution which have declared the Company as "Wilful defaulter"**

The Company is not declared as a wilful defaulter by any bank or financial institution or other lender.

**Clause (ix): Details of relationship with struck-off companies**

The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**Clause (x): Details of Registration of charges or satisfaction with Registrar of Companies**

The company have not borrowed any Long-term Loans from any Banking or Non-Banking Financial Companies, no charge is created against assets of the company.

**Clause (xi): Details of Compliance with number of layers of companies**

The Company has not acquired any subsidiaries wholly or partly requiring compliance with the provisions of Section 186 of the Companies Act, 2013



**Clause (xii): Disclosure of Analytical Ratios**

Ratios	Numerator	Denominator	31.03.24	31.03.23	% Change	Reason for change if >25%
(a) Current Ratio	Current Assets	Current Liabilities	3.71	8.48	-56.28%	Increase in current liabilities
(b) Debt Equity Ratio	Total Debt	Shareholder's Funds	0.59	0.71	-16.91%	Reduction in shareholders fund
(c) Debt Service Coverage Ratio	Earnings available for Debt Services	Debt Service	-	-	-	-
(d) Return on equity ratio	Net Profit After Taxes - Preference Dividend (If Any)	Average Shareholder's equity	0.18	-0.09	-310.77%	Increase in Shareholders' equity
(e) Inventory turnover ratio	Cost of goods sold or Sales	Average Inventory	19.72	16.64	18.53%	Increase in Revenue
(f) Trade Receivables Turnover Ratio	Net Credit Sales	Average Account Receivables	15.10	175.53	-91.40%	Increase in Account Receivables
(g) Trade payables Turnover Ratio	Net Credit Purchases	Average Accounts payable	-	-	-	-
(h) Net capital turnover ratio	Net sales	Average Working Capital	6.61	6.62	-0.03%	Increase in average Work in capital
(i) Net profit ratio	Net Profit	Net Sales	0.03	-0.01	-297.17%	Increase in Net Profit
(j) Return on capital employed	Earnings before interest and taxes	Capital Employed	0.11	-0.05	-298.45%	Increase in Net Profit
(k) Return on investment	Net Profit After Interest and Taxes	Cost of Investment	0.11	-0.05	-298.45%	Increase in Net Profit



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2nd floor, Magnum Block,  
Phase 2, Chennai One SEZ,  
Palavaram - Thorapakkam 200ft Road,  
Thorapakkam, Chennai - 600 077.

**Clause (xiii): Details of Compliance with any scheme (or) arrangements approved to the Company**

There are no schemes that are approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013 during the year.

**Clause (xiv): Utilisation of Borrowed funds and share premium:**

The Company has not advanced or loaned or invested funds to other persons or entities with the understanding that the intermediary shall directly or indirectly lend or invest by or on behalf of the Company or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

For VLN & Associates  
Chartered Accountants

Firm's Registration No.: 011488S

  
V. Vedavalli

Partner

Membership No.: 209587

05-09-2024

Chennai

UDIN: 24209587BKBTVS5797



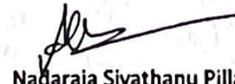
For and on behalf of the Board of Directors  
Intellius Recode Private Limited



Ramasamy Prasanna Srinivasan

Director

(DIN: 08175512)



Nadaraja Sivathanu Pillai Adhikesavan

Director

(DIN: 08175523)



Ratio workings

(All amount in ₹ in thousands unless otherwise stated)

	31.03.2024	31.03.2023	31.03.2022	31.03.2021
<b>I</b>				
<b>Current Assets</b>				
Inventories	14,500.00	16,106.29	16,106.29	9,677.79
Trade receivables	22,996.14	16,979.87	7,745.99	2,917.14
Cash and cash equivalents	3,280.12	2,707.78	7,164.16	2,264.99
Short term loans and advances	3,136.93	2,172.47	529.95	6,168.23
Other Current assets	25,577.37	7,952.37	14,033.24	2,337.85
	69,490.57	45,918.78	45,579.63	23,365.99
<b>Current Liabilities</b>				
Short term Advance received	3,304.43	-	-	-
Trade payables	9,906.83	1,618.84	1,434.35	3,378.38
Other current Liabilities	-	-	27,466.67	-
Short term provisions	5,528.47	3,794.93	3,457.36	1,764.96
	18,739.73	5,413.77	32,358.39	5,143.34
<b>Current ratio</b>				
Current assets / Current liabilities	3.71	8.48	1.41	4.54
Working capital	50,750.84	40,505.02	13,221.25	18,222.65
Average Working capital	45,627.93	26,863.13	15,721.95	-
Average Inventories	15,303.14	16,106.29	12,892.04	-
Average Trade receivables	19,988.01	12,362.93	5,331.56	25.52
Average Trade Payables	5,762.83	1,526.59	2,406.37	17.66

II	Long term Debt	27,634.45	27,634.45	-	-
III	<b>Equity</b>				
	Share Capital	1,000.00	1,000.00	1,000.00	1,000.00
	Reserves & Surplus	45,704.54	37,804.47	41,362.27	7,714.99
		46,704.54	38,804.47	42,362.27	8,714.99
	Average Equity	42,754.50	40,583.37	25,538.63	
IV	<b>Capital employed</b>				
	Equity	46,704.54	38,804.47	42,362.27	
	Borrowings	27,634.45	27,634.45	-	
		74,338.99	66,438.92	42,362.27	
V	Profit before tax	7,900.07	-3,557.81	42,146.29	
	Tax		-	-	
	Profit after tax	7,900.07	-3,557.81	42,146.29	
VI	Revenue from operations	3,01,768.61	2,67,963.53	2,33,995.58	



(Incorporated on 09<sup>th</sup> July 2018)

## Significant Accounting policies and Notes on accounts

### 1. Company overview:

**INTELLIUS RECODE PRIVATE LIMITED** ("the company") a private limited company domiciled in India was incorporated on 09<sup>th</sup> July 2018 and is engaged to provide software first approach in solving business problems, to facilitate modernization and transformation of business, AI/ML lead automation of business and technology; to establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, legal, management, educational, engineering, data processing, communication and other technological or other services; to carry on the business as importer, exporter, buyers, lessors and sellers of and dealers in all types of electronic components and equipment necessary for attaining the above objects.

These financial statements were approved by the Board of Directors and authorised in accordance with the resolution of the Company's Board of Directors on 05<sup>th</sup> September 2024.

### 2. Basis of preparation and presentation of financial statements

#### A. Basis of preparation:

The financial statements have been prepared under the historical cost convention basis in accordance with the Generally Accepted Accounting Principles ("GAAP") in India and in compliance with the Accounting Standards as specified in the Companies (Accounting Standards) Rules 2006 read with Rule 7 (1) of Companies (Accounts) Rule, 2014 issued by the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013. All items of income and expenditure that have a material bearing on the financial statements are recognised on accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year, (except where a newly issued accounting standard is initially adopted or a revision in the existing accounting standard requires a change in the accounting policy hitherto in use)



**B. Use of Estimates:**

The presentation of financial statements in conformity with the Indian GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and reported amounts of revenues and expenses during the reporting period. Difference between the actual and estimates are recognised in the period in which the results are known / materialised.

**C. Presentation of Financial statements:**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act,2013("the Act"). The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards as applicable to SMC and of material nature.

**D. Disclosure of accounting policies: (AS-1)**

The financial statements are prepared on a going concern concept under the historical cost convention on accrual basis and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India.

**E. Inventories (AS-2)**

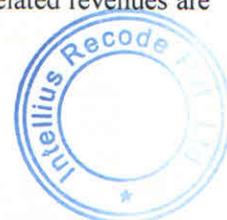
Inventories of work in progress are valued at cost or Net Realizable Value whichever is lower using weighted average cost method. Work in progress valuation includes appropriate overheads being included as part of the cost.

**F. Revenue Recognition: (AS-9)**

Revenue from the services is recognised when the services are rendered in accordance with the specific items of contract and when collectability of the resulting receivable is reasonably assured.

**G. Expenditures:**

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities. Costs associated with providing various services are accrued at the time when related revenues are recognised.



**H. Cash flow statements: (AS-3)**

Cash flows are reported using the indirect method, whereby net profit or loss before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**I. Depreciation accounting: (AS-6)**

All assets are depreciated on Written Down Value Method at the rates prescribed in Schedule II of the Companies Act, 2013. Depreciation is provided for on pro-rata basis on additions made during the year.

**J. Accounting for fixed assets: (AS-10)**

- Tangible assets are shown at the costs of acquisition less accumulated depreciation, which excludes taxes, duties (net of GST input credits availed)
- Intangible assets are shown at the costs of acquisition less amortisation which included taxes.

**K. Deferred Tax:**

As the Company is claiming section 10AA exemption under the Income Tax Act, and it is in the tax holiday period, deferred tax provision is not made during the year under review.

**L. Accounting for retirement benefits: (AS-15)**

The Company makes its statutory contribution to the Employees' Provident Fund to the Employees' Provident Fund Organization of the Government of India. The Company makes contribution to the employees' health scheme for those employees governed by the ESI Act. The Company has provided for gratuity as and when required keeping in view of labour turnover involved in the industry.

**M. Foreign Currency Transactions:**

- The Following are the Foreign Currency transactions recorded in the Financials:



S.No	Nature of Income / Expense	Amount (Rs. in '000)
1	Revenue from operations - Recode Solutions INC - USA	2,86,823.20
2	Revenue from operations - Recode - Australia	7,754.34

- ii. All foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.
- iii. Any income or expense on account of exchange difference either on settlement or on transaction is recognised in the profit and loss account.

**N. Related party Transactions: (AS-18)**

Name of the Related party	Nature of relationship	Revenue from operations		Long term borrowings (Rs in '000)	Accounts Receivables (Rs in '000)
		Value (Rs in '000)	% of total sales		
Recode Solutions INC - USA	100% Holding Company	2,86,823.20	95.05%	27,466.68	9,786.82
Recode - Australia	Associated Enterprise	7,754.34	2.57%	-	
KamerAI Pvt Ltd	Group Company	7,191.07	2.38%	-	12,869.57
<b>Total</b>		<b>3,01,768.61</b>	<b>100.00%</b>	<b>27,466.68</b>	<b>22,656.39</b>

Key Managerial Personnel:		Salary
Pradeep Jeyaraj	Whole-time Director	4,423.93

**O. Earnings per Share: (AS-20)**

Basic earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of equity shares outstanding during the year. There are no diluted earnings per share as there are no dilutive potential equity shares.

**P. Transfer Pricing:**

**Method used for valuation: Transactional Net margin method:**

- i. The transactional net margin method (TNMM) is a transfer pricing method that compares a taxpayer's net profit margin to comparable companies. It's used to determine if intercompany transactions are conducted at arm's length prices. Under this method the price charged or paid for property transferred or services provided under any comparable uncontrolled transaction or transactions should be identifiable.
- ii. Adjustment to account for differences between the international transaction and comparable uncontrolled transactions between the enterprises entering into such transactions which could materially affect the price in the open market can be made.
- iii. The adjusted price as worked out will be considered as an arm's length price in respect of the property transferred or services provided in the international transaction.

The invoices are raised based on the number of man hours utilised with the rate card of the company.

**Q. Accounting for taxes on income: (AS-22)**

The Company is registered under Special economic zone IG3 INFRA LIMITED (F. No: 8/137/2019-IG3 Infra Ltd. SEZ date: 01.10.2019) and the deduction is claimed by the assessee under section 10A/10AA of the Income-tax Act, 1961 in respect of the financial year 2020-21. Certificate under section 56FF is obtained from the Chartered Accountant. The Company is recognised as a start up by the Department for Promotion of Industry and Internal Trade (Certificate No: DIPP50483). Hence no provision for Income tax Act and deferred tax has been made in the accounts.

**R. Provisions, Contingent Liabilities and Contingent Assets: (AS-29)**

- i. Provisions for expenses are made on estimated basis, based upon the judgment of the Company.
- ii. There are no contingent liabilities.
- iii. There are no contingent assets





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Phase 2, Chennai One SEZ,  
Pallavaram - Thorapakkam 2001 8a  
Thorapakkam, Chennai - 600 097

**S. Auditor's Remuneration:**

Statutory Audit	Rs. 5,00,000
Transfer Pricing Audit	Rs. 3,00,000
GST (SEZ regn)	0
Total	Rs. 8,00,000

**T. Other Disclosures:**

- i. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors. There are no amounts due to Micro, Small and Medium Entrepreneurs which are outstanding for more than 30 days.
- ii. The correctness of the balances standing to the debit/credit of various parties account are subject to confirmation by them

For VLN & Associates  
Chartered Accountants

Firm's Registration No.: 011488S

  
V. Vedavalli

Partner

Membership No.: 209587

05-09-2024

Chennai

UDIN: 24209587BKBTVS5797



For and on behalf of the Board of Directors

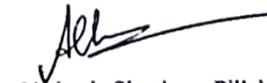
Intellius Recode Private Limited



Ramasamy Prasanna Srinivasan

Director

(DIN: 08175512)



Nadaraja Sivathanu Pillai Adhikesan

Director

(DIN: 08175523)

