

P.K. Shah & Co.

Chartered Accountants

G1, SNN Raj Lake View, BTM Layout,
NS Palya Road, Bengaluru - 560076

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raghav@excelberg.com

Independent Auditor's Report

To the Members of Explosoft Tech Solutions Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Explosoft Tech Solutions Private Limited ("the Company") which comprise the balance sheet as at 31 March 2023, the statement of profit and loss (including Other Comprehensive Income), the statement of changes in equity and statement of cash flows for the year then ended, and notes to the 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 ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023 and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those 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 ("ICAI") together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Board Report, but does not include the financial statements and our auditors' 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 in the 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.



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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the 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, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is 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:

1. 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.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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4. 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.
5. Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid 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 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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- 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, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v) With respect to the matter to be included in the auditors' report under Section 197(16), in our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the current year. Hence, the provision with respect to limit laid down under Section 197 of the Act is not applicable to the Company. The MCA has not prescribed other details under Section 197(16) which are required to be commented upon by us.
 - vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31 March 2023.

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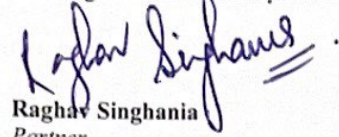
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2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

for P.K. Shah & Co.

Chartered Accountants

Firm registration number: 308150E



Raghav Singhania

Partner

Membership number: 313524

UDIN: 23313524BGWOLG1242

Place: Bengaluru

Date: 23 May 2023

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**Annexure A to the Independent Auditor's Report of even date on the financial statements of
Explosoft Tech Solutions Private Limited**

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

We have audited the internal financial controls with reference to the financial statements of Explosoft Tech Solutions Private Limited ("the Company") as of 31 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 is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the financial statements.

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Annexure A to the Independent Auditor's Report of even date on the financial statements of Explosoft Tech Solutions Private Limited (continued)

Meaning of Internal Financial Controls with reference to the financial statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) 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
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the financial statements

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

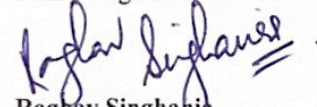
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31 March 2023, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

for P.K. Shah & Co.

Chartered Accountants

Firm's Registration Number: 308150E



Raghav Singhania

Partner

Membership Number: 313524

Place: Bengaluru

Date: 23 May 2023

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Annexure – B to the Independent Auditor's Report

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) There is no Property, Plant and Equipment held by the Company and accordingly, the requirement to report on clause 3(i)(A) of the Order is not applicable to the Company.

(B) There is no intangible assets held by the Company and accordingly, the requirement to report on clause 3(i)(B) of the Order is not applicable to the Company.
 - (b) There is no Property, Plant and Equipment held by the Company and accordingly, the requirement to report on clause 3(i)(b) of the Order is not applicable to the Company.
 - (c) There is no Property, Plant and Equipment held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
 - (d) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) According to information and explanations given to us, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
 - (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
 - (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company. There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which had fallen due during the year.



Annexure – B to the Independent Auditor's Report (continued)

- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans given and investments made. The Company has not provided any guarantee or security that are covered under the provisions of Sections 185 and 186 of the Act.
- (v) According to information an explanation given to us the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the products sold and services rendered by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (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, Employees State Insurance, Income-tax, Goods and Services tax, Duty of customs, cess and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employee State Insurance, Income-tax, Goods and Services tax, Duty of customs, cess and any other material statutory dues were in arrears, as at 31 March 2023, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of cess and any other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company does have borrowings from debenture holders and Company has not paid interest amounting to Rs.240,837,356 as at balance sheet.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

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Annexure – B to the Independent Auditor's Report (continued)

- (d) In our opinion and according to the information and explanations given to us, the Company did not raise any funds during the year hence, the requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x)
 - (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Thus, the paragraph 3(x)(a) of the Order is not applicable to the Company.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi)
 - (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. According to the information and explanations given to us, the Company is not required to constitute an Audit committee in accordance with Section 177 of the Act.
- (xiv)
 - (a) According to the information and explanations given to us and based on our examination, the Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv)(a) of the Order is not applicable to the Company.
 - (b) The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv)(b) of the Order is not applicable to the Company.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

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Annexure – B to the Independent Auditor's Report (continued)

- (xvi) (a) According to the information and explanation given to us and in our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet 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.



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Annexure – B to the Independent Auditor's Report (continued)

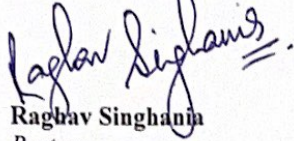
(xx) (a) Based on the information and explanation obtained by us, section 135 of the Act is not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) Based on the information and explanation obtained by us, section 135 of the Act is not applicable to the Company. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

for P. K. Shah & Co.

Chartered Accountants

Firm Registration No: 308150E



Raghav Singhania

Partner

Membership number: 313524

UDIN: 23313524BGWOLG1242

Place: Bangalore

Date: 23 May 2023

Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Balance Sheet as at 31 March 2023

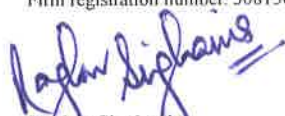
Amount in ₹ lakhs

As at	Note	31 March 2023	31 March 2022	01 April 2021
I ASSETS				
(1) Non - current assets				
(a) Financial assets				
(i) Investments	3	2,351.10	2,351.10	2,351.10
(ii) Other financial assets	5	5,908.37	-	-
Total non-current assets		8,259.48	2,351.10	2,351.10
(2) Current assets				
(a) Financial assets				
(i) Cash and cash equivalents	5	4.52	2.58	3.37
(ii) Other financial assets	6	-	3,489.85	3,464.85
		4.52	3,492.43	3,468.22
Total current assets		4.52	3,492.43	3,468.22
Total assets		8,264.00	5,843.53	5,819.32
I EQUITY AND LIABILITIES				
Equity				
(a) Share capital	7	2,419.14	2,419.14	2,419.14
(b) Other equity	8	(77.20)	(2,093.42)	(1,634.21)
		2,341.94	325.71	784.93
Liabilities				
(1) Non - current liabilities				
(a) Financial Liabilities				
(i) Borrowings	9	5,908.37	5,453.38	4,998.38
Total non - current liabilities		5,908.37	5,453.38	4,998.38
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	10	10.00	62.53	35.02
(ii) Other financial liabilities	11	3.66	1.87	0.96
(b) Other current liabilities	12	0.03	0.03	0.03
Total current liabilities		13.69	64.43	36.01
		8,264.00	5,843.53	5,819.32

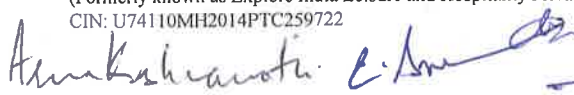
The accompanying notes form an integral part of the Financial Statements.


As per our report of even date attached.

for **P.K. Shah & Co.**
Chartered Accountants
Firm registration number: 308150E


Raghav Singhania
Partner
Membership No.: 313524

for and on behalf of the Board of Directors of
Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
CIN: U74110MH2014PTC259722


Arun Krishnamurthi
Managing Director
DIN: 09408190


Sreedhar Rao Ellentala
Director
DIN: 00117324

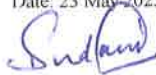

Shashidhar SK
Director and Chief Financial Officer
DIN: 02050146

Place : Bangalore
Date: 23 May 2023

Place : Bangalore
Date: 23 May 2023

Place : Bangalore
Date: 23 May 2023

Place : USA
Date: 23 May 2023


Sonal Dudani
Company Secretary
Membership No:A40415

Place : Bangalore
Date: 23 May 2023



Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Statement of Profit and Loss for the year ended 31 March 2023

Amount in ₹ lakhs

For the year ended	Note	31 March 2023	31 March 2022
Revenue from operations		-	-
Other income	14	184.66	-
Total income		184.66	-
Expenses			
Employee benefits expense	15	1.68	2.70
Finance costs	16	455.00	455.00
Other expenses	17	5.62	1.51
Total expenses		462.31	459.21
Profit / (Loss) before tax and exceptional item		(277.65)	(459.21)
Exceptional item	26	2,293.87	-
Profit / (Loss) before tax		2,016.22	(459.21)
Tax expense:			
Current tax		-	-
Deferred tax		-	-
Profit / (Loss) for the year		2,016.22	(459.21)
Other comprehensive loss			
<i>Items that will not to be reclassified subsequently to statement of profit or loss:</i>			
Other comprehensive loss, net of tax			
Total comprehensive (loss)/income for the period (VIII+IX)			
Loss per equity share [nominal value of share Rs. 10 each]			
Basic and diluted		8.33	(1.90)
Weighted average number of equity shares			
Basic and diluted		2,41,91,364	2,41,91,364

The accompanying notes form an integral part of the Financial Statements.


As per our report of even date attached.


for **P.K. Shah & Co.**
Chartered Accountants
Firm registration number: 308150E


Raghav Singhania
Partner
Membership No.: 313524

for and on behalf of the Board of Directors of
Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
CIN: U74110MH2014PTC259722


Arun Krishnamurthi
Managing Director
DIN: 09408190


Sreedhar Rao Ellentala
Director
DIN: 00117324


Shashidhar SK
Director and Chief Financial Officer
DIN: 02050146

Place : Bangalore
Date: 23 May 2023

Place : Bangalore
Date: 23 May 2023


Sonal Dudani
Company Secretary
Membership No:A40415

Place : Bangalore
Date: 23 May 2023

Place : USA
Date: 23 May 2023

Place : Bangalore
Date: 23 May 2023



Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Statement of cash flows for the year ended 31 March 2023


Amount in ₹ lakhs

Particulars	For the Period ended 31 March 2023	For the year ended 31 March 2022
Cash flow from operating activities		
Profit / (loss) before tax	2,016.22	(459.21)
<i>Adjustments for:</i>		
Interest expense	455.00	455.00
Interest income from financial assets carried at amortised cost	(124.66)	-
Exceptional item (refer note 26)	(2,293.87)	-
Liabilities no longer required, written back	(60.00)	-
<i>Changes in:</i>		
Financial assets	(2,418.52)	(25.00)
Financial liabilities and other liabilities	1.78	0.91
Net cash used in operating activities	(2,424.05)	(28.30)
Cash flow from investing activities	-	-
Net cash flow from investing activities	-	-
Cash Flow from financing activities		
Changes in borrowings	2,425.98	27.50
Net Cash Flow from financing Activities	2,425.98	27.50
Net change in cash and cash equivalents	1.94	(0.80)
Cash and cash equivalents at the beginning of the period	2.58	3.37
Cash and cash equivalents at the end of the period	4.52	2.58

The accompanying notes form an integral part of the Financial Statements.

As per our report of even date attached


for **P.K. Shah & Co.**
Chartered Accountants
Firm registration number: 308150E


Raghav Singhania
Partner
Membership Number: 313524


for and on behalf of the Board of Directors of
Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
CIN: U74110MH2014PTC259722


Arun Krishnamurthi
Managing Director

DIN: 09408190


Sreedhar Rao Ellentala
Director


DIN: 00117324


Shashidhar SK
Director and Chief Financial Officer

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Place : Bangalore
Date: 23 May 2023

Place : Bangalore
Date: 23 May 2023


Sonal Dudani
Company Secretary
Membership No:A40415

Place : Bangalore
Date: 23 May 2023

Place : Bangalore
Date: 23 May 2023

Place : USA
Date: 23 May 2023



Statement of Changes in Equity for the year ended 31 March 2023

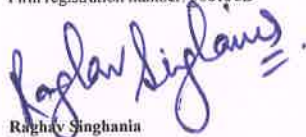
Amount in ₹ lakhs

Particulars	Equity share capital	Surplus	Other comprehensive income		Total equity attributable to equity holders of the Company
		Retained earnings	Equity instruments through OCI	Other items of OCI	
Balance as at 1 April 2021	2,419.14	(1,634.21)	-	-	784.93
Changes in equity for the year ended 31 March 2022	-	-	-	-	-
Loss for the year	-	(459.21)	-	-	(459.21)
Balance as at 31 March 2022	2,419.14	(2,093.41)	-	-	325.71

Particulars	Equity share capital	Surplus	Other comprehensive income		Total equity attributable to equity holders of the Company
		Retained earnings	Equity instruments through OCI	Other items of OCI	
Balance as at 1 April 2022	2,419.14	(2,093.41)	-	-	325.71
Changes in equity for the year ended 31 March 2023	-	-	-	-	-
Profit for the year	-	2,016.22	-	-	2,016.22
Balance as at 31 March 2023	2,419.14	(77.19)	-	-	2,341.94

As per our report of even date attached

for P.K. Shah & Co.
Chartered Accountants
Firm registration number: 308150E


Raghav Singhania
Partner

Membership Number: 313524

Place : Bangalore
Date: 23 May 2023

for and on behalf of the Board of Directors of
Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
CIN: U74110MH2014PTC259722



Arun Krishnamurthi
Managing Director

DIN: 09408190

Place : Bangalore
Date: 23 May 2023


Sonal Dudani
Company Secretary
Membership No:A40415

Place : Bangalore
Date: 23 May 2023



Sreedhar Rao Ellentala
Director

DIN: 00117324

Place : Bangalore
Date: 23 May 2023



Shashidhar SK
Director and Chief Financial Officer

DIN: 02050146

Place : USA
Date: 23 May 2023



Explosoft Tech Solutions Private Limited

(Formerly known as Explore India Leisure and Hospitality Private Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

F. Current / Non-current classification

The Company classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset primarily for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when –

- it expects to settle the liability in its normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group's normal operating cycle is twelve months.

G. Financial instruments

i Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii Classification and subsequent measurement

Financial Assets

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby the transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the Statement of Profit and Loss.



Explosoft Tech Solutions Private Limited

(Formerly known as Explore India Leisure and Hospitality Private Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

iv Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

H. Foreign currencies

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

I. Revenue Recognition

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Statement of Profit and Loss.

J. Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets recognised or unrecognized are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

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Explosoft Tech Solutions Private Limited

(Formerly known as Explore India Leisure and Hospitality Private Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

K. Provision and contingent liabilities

i General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

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

ii Contingent liabilities

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii Onerous contracts

Provision for onerous contracts, i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

L. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

M. Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

N. Share capital

Equity shares

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

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Explosoft Tech Solutions Private Limited

(Formerly known as Explore India Leisure and Hospitality Private Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

2(ii) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015

i) Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

ii) Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

iii) Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

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Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Notes to the financial statements for the year ended 31 March 2023 (continued)

Amount in ₹ lakhs

3 Non-current investment

Particulars	As at 31 March 2023	As at 31 March 2022	As at 01 April 2021
At cost			
Equity shares in Mistral Solutions Private Limited (16,79,359 equity shares of 5.00 Rs each)	2,351.10	2,351.10	2,351.10
	<u>2,351.10</u>	<u>2,351.10</u>	<u>2,351.10</u>

4 Other non-current financial asset

Particulars	As at 31 March 2023	As at 31 March 2022	As at 01 April 2021
Receivable from Axiscades Technologies Limited	5,908.37	-	-
	<u>5,908.37</u>	<u>-</u>	<u>-</u>

5 Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022	As at 01 April 2021
Cash in hand	1.81	1.81	1.81
Balances with banks			
-In current accounts	2.72	0.77	1.56
	<u>4.52</u>	<u>2.58</u>	<u>3.37</u>

6 Other current financial asset

Particulars	As at 31 March 2023	As at 31 March 2022	As at 01 April 2021
Receivable from Axiscades Technologies Limited	-	3,489.85	3464.85
	<u>-</u>	<u>3,489.85</u>	<u>3,464.85</u>

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Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Notes to the financial statements for the year ended 31 March 2023 (continued)

Amount in ₹ lakhs

7 Share capital

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	01 April 2021
Authorised shares			
25,000,000 (31 March 2022:25,000,000, 01 April 2021: 25,000,000) equity shares of Rs.10 each	2,500.00	2,500.00	2,500.00
	2,500.00	2,500.00	2,500.00
Issued, subscribed and fully paid-up shares			
24,191,364 (31 March 2022:24,191,364, 01 April 2021: 24,191,364) equity shares of Rs.10 each	2,419.14	2,419.14	2,419.14
	2,419.14	2,419.14	2,419.14

a) Reconciliation of the number of equity shares outstanding at the beginning and at the year ended:

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	01 April 2021
	Number of shares	Number of shares	Number of shares
Share outstanding at the beginning of the year	2,41,91,364	2,41,91,364	2,41,91,364
Share issued during the year	-	-	-
Share bought back during the year	-	-	-
Share outstanding at the end of the year	2,41,91,364	2,41,91,364	2,41,91,364

b) Rights, preferences and restrictions attached to equity shares

The Company has issued only a single class of equity shares having a par value of Rs.10 each. 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 shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity 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.

There has been no buy back of shares, issue of shares by way of bonus shares or issue of shares pursuant to contract without payment being received in cash since from incorporation.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company in proportion to the number of equity shares held.

c) Particulars of shareholders holding more than 5% shares:

Particulars	As at		As at		As at	
	31 March 2023		31 March 2022		01 April 2021	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Anees Ahmed	-	0.00%	1,22,72,302	50.73%	1,04,91,333	43.37%
Rajeev Ramachandra	-	0.00%	75,10,346	31.05%	75,10,346	31.05%
Rakhi Chari	-	0.00%	-	0.00%	17,80,969	7.36%
Mujahid Alam	-	0.00%	13,16,068	5.44%	13,16,068	5.44%
Axiscades Technologies Limited	2,41,91,364	100.00%	-	0.00%	-	0.00%

d) Details of shareholding of promoters:

Promoter name	31 March 2023		31 March 2022		% change during the year
	Number of shares	% holding	Number of shares	% holding	
Anees Ahmed	-	0.00%	1,22,72,302	50.73%	-100.00%
Rajeev Ramachandra	-	0.00%	75,10,346	31.05%	-100.00%
Axiscades Technologies Limited	2,41,91,364	100.00%	-	0.00%	100.00%

e) There are no shares reserved for issue under options.

f) There are no shares allotted as fully paid by way of bonus shares since incorporation.

g) There are no shares allotted as fully paid up pursuant to contract without payment being received in cash since incorporation.

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Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Notes to the financial statements for the year ended 31 March 2023 (continued)

Amount in ₹ lakhs

8 Other equity

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	01 April 2021
Retained earnings / (loss)	-77.20	-2,093.41	-1,634.21
	(77.20)	(2,093.41)	(1,634.21)

9 Non-current borrowings

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	01 April 2021
13% Cumulative, optionally convertible redeemable debentures	3,500.00	3,500.00	3,500.00
<i>Interest accrued on:</i>			
13% cumulative optionally convertible redeemable debentures	2,408.37	1,953.38	1,498.38
	5,908.37	5,453.38	4,998.38

10 Current borrowings

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	01 April 2021
Loan from directors	-	2.53	0.02
Inter-company deposits	10.00	60.00	35.00
	10.00	62.53	35.02

11 Other financial liabilities

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	01 April 2021
Accrued expenses	3.66	1.87	0.96
	3.66	1.87	0.96

12 Other current liabilities

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	01 April 2021
Statutory dues payable	0.03	0.03	0.03
	0.03	0.03	0.03

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Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Notes to the financial statements for the year ended 31 March 2023 (continued)

Amount in ₹ lakhs

13 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income from financial assets carried at amortised cost	124.66	-
Liabilities no longer required, written back	60.00	-
	184.66	-

14 Employee benefit expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries and wages	1.68	2.70
	1.68	2.70

15 Finance cost

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest expenses	455.00	455.00
	455.00	455.00

16 Other expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Bank charges	0.00	0.00
Payment to auditors	0.77	0.77
Legal and professional fees	4.66	0.62
Rates and taxes	0.19	0.12
	5.62	1.51

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17 Earnings per share

Computation of earnings per share is as follows:

For the period	31 March 2023	31 March 2022
Net profit / (loss) attributable to the equity shareholders	2,016.22	(459.21)
Number of weighted average shares considered for calculation of basic earnings per share*	2,41,91,364	2,41,91,364
For the period	31 March 2023	31 March 2022
Earnings / (Loss) per share:		
-Basic (in Rs.)	8.33	(1.90)
-Diluted (in Rs.)	8.33	(1.90)

* There are no potential dilutive equity shares

18 Auditor's remuneration (included in legal and professional fees, excluding applicable taxes)

For the period	31 March 2023	31 March 2022
Audit fees	0.77	0.77
Other services	0.12	0.12
Out of pocket expenses	0.01	0.01
	0.90	0.90

19 Capital management

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

The Company monitors capital on the basis of the following gearing ratio.

Particulars	31 March 2023	31 March 2022	01 April 2021
Total debt	5,918.37	5,515.91	5,033.40
Total equity	2,341.94	325.71	784.93
Debt to equity ratio	253%	1693%	641%

20 Related party disclosures

Relationships

- Ultimate holding company Jupiter Capital Private Limited
Holding company Axiscades Technologies Limited (w.e.f. 22 December 2022)
Fellow subsidiary Mistral Solutions Private Limited
- Key Management Personnel (KMP):
Director Arun Krishnamurthi (w.e.f. 22 December 2022)
Director Sreedhar Rao Ellentala (w.e.f. 22 December 2022)
Director Shashidhar SK (w.e.f. 22 December 2022)

- The following are significant transactions with related parties by the Company. Rs. in lakhs

Particulars	31 March 2023	31 March 2022
Other Income		
Interest income		
Axiscades Technologies Limited	Holding company	2,140.87
Finance cost		
Jupiter Capital Private Limited	Ultimate holding company	455.00
455.00		455.00
Loan received		
Axiscades Technologies Limited	Holding company	10.00
10.00		25.00

- The balance receivable / payable from related parties are as follows:

Particulars	31 March 2023	31 March 2022
Other financial assets - Receivable		
Axiscades Technologies Limited	Holding company	5,908.37
5,908.37		3,489.85
Borrowings		
Jupiter Capital Private Limited	Ultimate holding company	5,908.37
5,908.37		5,453.38
Axiscades Technologies Limited	Holding company	10.00
10.00		60.00



21 Explanation of transition to Ind AS (continued)

First time adoption

As stated in Note 2A, the Company has prepared its first financial statements in accordance with Ind AS. For the year ended 31 March 2022, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Act, and the Companies Act, 1956.

The accounting policies set out in Note 3 have been applied in preparing the financial statements for the year ended 31 March 2023 including the comparative information for the year ended 31 March 2022 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2021.

Reconciliation of equity

Amount in ₹ lakhs

	Note	As at 01 April 2021		As at 31 March 2022			
		Previous GAAP*	Adjustment on transition to Ind AS	Ind AS	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
I Assets							
(1) Non-current assets							
(a) Financial assets							
(i) Investments		2,351.10	-	2,351.10	2,351.10	-	2,351.10
(ii) Other financial assets		3,464.85	-	3,464.85	3,489.85	-	3,489.85
Total non-current assets		5,815.95	-	5,815.95	5,840.95	-	5,840.95
(2) Current assets							
(a) Cash and cash equivalents		3.37	-	3.37	2.58	-	2.58
Total current assets		3.37	-	3.37	2.58	-	2.58
Total assets		5,819.32	-	5,819.32	5,843.53	-	5,843.53
II Equity and liabilities							
Equity							
(a) Equity share capital		2,419	-	2,419.14	2,419.14	-	2,419.14
(b) Other equity		(1,634)	-	(1,634)	(2,093.42)	-	(2,093.42)
Total equity		784.93	-	784.93	325.71	-	325.71
Liabilities							
(1) Non-current liabilities							
(a) Financial liabilities							
(i) Borrowings		4,998.38	-	4,998.38	5,453.38	-	5,453.38
Total Non-current liabilities		4,998.38	-	4,998.38	5,453.38	-	5,453.38
(2) Current liabilities							
(a) Financial liabilities							
(i) Borrowings		35.02	-	35.02	62.53	-	62.53
(ii) Other financial liabilities		0.96	-	0.96	1.87	-	1.87
(b) Other current liabilities		0.03	-	0.03	0.03	-	0.03
Total Current liabilities		36.01	-	36.01	64.43	-	64.43
Total liabilities		5,034.39	-	5,034.39	5,517.82	-	5,517.82
Total equity and liabilities		5,819.32	-	5,819.32	5,843.53	-	5,843.53

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income for the period ended 31 March 2022

	Note	For the year ended 31 March 2022		
		Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
I. Revenue from operations		-	-	-
II. Other income		-	-	-
III. Total income (I+II)		-	-	-
IV. Expenses				
Employee benefits expense		2.70	-	2.70
Finance costs		455.00	-	455.00
Other expenses		1.51	-	1.51
Total expenses		459.21	-	459.21
V. Profit before tax (III-IV)		(459.21)	-	(459.21)
VI. Tax expense				
(i) Current tax		-	-	-
(ii) Deferred Tax		-	-	-
VII. Profit for the year (V-VI)		(459.21)	-	(459.21)
VIII. Other comprehensive income				
<i>Items that will not be reclassified subsequently to statement of profit or loss:</i>				
Remeasurements of the net defined benefit liability / asset		-	-	-
Income tax effect on above		-	-	-
Other comprehensive income, net of tax		-	-	-
IX. Total comprehensive income for the year (VII+VIII)		(459.21)	-	(459.21)

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.
There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.



22 Financial instruments - fair values and risk management
Accounting classification and fair values

Amount in ₹ lakhs

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2023, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount				Fair value				
		FVTPL	FVOCI	Other financial assets -amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
value										
Investments	3	-	2,351.10	-	-	2,351.10				
Other financial assets	4	-	-	-	-	-				
Cash and cash equivalents	5	-	-	4.52	-	4.52				
		-	2,351.10	4.52	-	2,355.63				
Financial liabilities not measured at fair value										
Borrowings	9 & 10	-	-	-	5,918.37	5,918.37				
Other financial liabilities	11	-	-	-	3.66	3.66				
		-	-	-	5,922.03	5,922.03				

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2022, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount				Fair value				
		FVTPL	FVOCI	Other financial assets -amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
value										
Investments	3	-	2,351.10	-	-	2,351.10				
Other financial assets	4	-	-	3,489.85	-	3,489.85				
Cash and cash equivalents	5	-	-	2.58	-	2.58				
		-	2,351.10	3,492.43	-	5,843.53				
Financial liabilities not measured at fair value										
Borrowings	9 & 10	-	-	-	5,515.91	5,515.91				
Other financial liabilities	11	-	-	-	1.87	1.87				
		-	-	-	5,517.79	5,517.79				

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 01 April 2021, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount				Fair value				
		FVTPL	FVOCI	Other financial assets -amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
value										
Investments	3	-	2,351.10	-	-	2,351.10				
Other financial assets	4	-	-	3,464.85	-	3,464.85				
Cash and cash equivalents	5	-	-	3.37	-	3.37				
		-	2,351.10	3,468.22	-	5,819.32				
Financial liabilities not measured at fair value										
Borrowings	9 & 10	-	-	-	5,515.91	5,515.91				
Other financial liabilities	11	-	-	-	1.87	1.87				
		-	-	-	5,517.79	5,517.79				

The fair value of cash and cash equivalents and other financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's loans have been contracted at market rates of interest. Accordingly, the carrying value of such loans approximate fair value.



Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
Notes to the financial statements for the year ended 31 March 2023

23 Financial instruments - fair values and risk management (continued)

Amount in ₹ lakhs

Financial risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's management risk policy is set by the Board. The Company's activities expose it to liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. A summary of the risks have been given below.

Financial assets that are not credit impaired

The Company has financial assets which are in the nature of cash and cash equivalents and other receivables which are not credit impaired. These are contractually agreed where the probability of default is negligible.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has obtained letter of support from the Holding Company to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2023.

Particulars	As at 31 March 2023		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Borrowings	10.00	5,908.37	-
Other financial liabilities	3.66	-	-
	13.66	5,908.37	-
Particulars	As at 31 March 2022		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Borrowings	62.53	5,453.38	-
Other financial liabilities	1.87	-	-
	64.40	5,453.38	-
Particulars	As at 01 April 2021		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Borrowings	35.02	4,998.38	-
Other financial liabilities	0.96	-	-
	35.98	4,998.38	-

24 Ratio analysis and its elements

The following are analytical ratios for the year ended 31 March 2023 and 31 March 2022

Particulars	Numerator	Denominator	31st March 2023	31st March 2022	Variance
Current Ratio [refer note (i) below]	Current assets	Current liabilities	0.33	54.20	-0.99
Debt-equity ratio [refer note (ii) below]	Total debt	Shareholders' equity	2.53	16.93	-0.85
Debt service coverage ratio [refer note (iii) below]	Earnings available for debt service	Debt service	0.42	(0.00)	-548.31
Return on equity ratio [refer note (iii) below]	Net profit / loss after taxes	Average shareholders' equity	1.51	-0.83	-2.83
Return on capital employed (ROCE) [refer note (iii) below]	Earning before interest and taxes	Capital employed	0.35	-0.00	-484.98

Explanation for ratios where the variance is beyond 25% compared to previous year:

- Increase in amount towards interest receivable during the year resulted as variance.
- Increase in amount towards interest receivable improved the shareholder's equity and resulted as variance.
- Increase in earnings during the year resulted as variance.



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25 Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act 2013.

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) The Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

26 The Company entered into a Share Purchase Agreement ('SPA') on December 1, 2017 inter alia with Axiscades Technologies Limited (formerly Axiscades Engineering Technologies Limited) ('Axiscades').

The Company was involved in arbitration proceedings commenced under the SPA. The Arbitral Tribunal in the interim final arbitral award dated May 21, 2022 ('Interim Final Award') inter alia passed directions requiring all parties to specifically perform their respective obligations under the SPA and other related agreements to ensure completion of acquisition of 100% of the shares of Mistral Solutions Private Limited by Axiscades in accordance with the timelines and other conditions specified in the Interim Final Award. In particular, the Company has been directed to take all steps, do all acts, deeds and things as may be required to obtain the approval of the National Company Law Tribunal, Mumbai (NCLT, Mumbai) for the Scheme of merger of the Company with Axiscades including by prosecuting the petition already filed by the company and pending before the NCLT, Mumbai in CP (CAA) 3626/MB/2918.

The Arbitral Tribunal has issued the Final Arbitration Award dated January 13, 2023, stating that all the parties have discharged their obligations in accordance with the Interim Award and accordingly, terminated the Arbitration proceedings. In accordance with the interim award, the Company has recorded an interest income of Rs. 2,293.87 lakhs during the year as an exceptional item.

27 Previous year comparatives

Previous year figures have been reclassified / regrouped / rearranged wherever necessary.

As per our report of even date attached

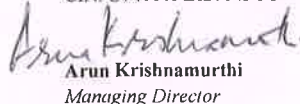
for **P.K. Shah & Co.**
Chartered Accountants
Firm registration number: 308150E


Raghav Singhania
Partner

Membership Number: 313524

Place: Bangalore
Date: 23 May 2023

for and on behalf of the Board of Directors of
Explosoft Tech Solutions Private Limited
(Formerly known as Explore India Leisure and Hospitality Private Limited)
CIN: U74110MH2014PTC259722

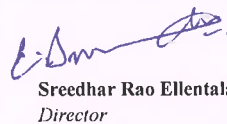

Arun Krishnamurthi
Managing Director

DIN: 09408190

Place : Bangalore
Date: 23 May 2023


Sonal Dudani
Company Secretary
Membership No:A40415

Place : Bangalore
Date: 23 May 2023


Sreedhar Rao Ellentala
Director

DIN: 00117324

Place : Bangalore
Date: 23 May 2023


Shashidhar SK
Director and Chief Financial Officer

DIN: 02050146

Place : USA
Date: 23 May 2023

