



INDEPENDENT AUDITOR'S REPORT

To the Members of HFCL Technologies Private Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **HFCL Technologies Private Limited** ("the Company"), which comprise the balance sheet as at March 31, 2022, the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the Standalone Ind AS 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 Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss (including other comprehensive income), 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the Board's Report including Annexures to Board's Report but does not include the Standalone Ind AS Financial Statements and our auditor's report thereon. The other information comprising the above documents is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

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

When we read the other information comprising the above documents, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the



accounting principles generally accepted in India, including the Indian 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 Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS 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 Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS Financial Statements may be influenced. We consider



quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.

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

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

Report on Other Legal and Regulatory Requirements

A. 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 Companies Act, 2013, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

B. 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, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.

(e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the provisions of section 197 of the Act, in respect of remuneration paid to its directors.

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

i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements.

ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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. The Company has not declared or paid any dividend during the year and has not proposed any dividend for the year.

For Oswal Sunil & Company
Chartered Accountants
Firm Registration No.: 016520N



CA Naresh Kumar Goel
Partner

Membership No.: 085238
UDIN: 22085238AICJYC3620

Place: New Delhi
Date: 25th April, 2022

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

Annexure referred to in paragraph A under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report of even date to the Members of **HFCL Technologies Private Limited** on the Standalone Ind AS Financial Statements for the year ended 31st March, 2022, we report that:

(i) (A) The Company does not have any Property, Plant and Equipment and, accordingly, the requirements under clause 3(i) (A) of the Order are not applicable to the Company.

(B) The Company has intangible assets, for which the Company is maintaining proper records showing full particulars of intangible assets.

(b) The Company does not have any Property, Plant and Equipment and, accordingly, the requirements under clause 3(i) (b) of the Order regarding physical verification are not applicable to the Company.

(c) The Company does not have any immovable properties and hence, no comments are required on title deeds of immovable properties.

(d) The Company does not have any Property, Plant and Equipment and, accordingly, the requirements under clause 3(i) (d) of the Order regarding revaluation are not applicable to the Company.

(e) As per information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The Company does not have any inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(b) During any point of time of the year, the Company was not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

(iii) During the year the Company has not made investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties and, accordingly, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of Section 185 and 186 of the Act are applicable and hence not commented upon.

(v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the products of the Company.

(vii) (a) The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty



of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

(b) According to the information and explanation given to us and records examined by us, there are no statutory dues as referred to above, which have not been deposited on account of any dispute.

(viii) According to the information and explanation given to us, there was no transaction which was not recorded in the books of account and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the information and explanations given to us, the Company has taken loan from bodies corporate. In respect of such loans, neither repayment of loan nor interest thereon being due for payment, the Company has not defaulted in repayment of loan or in the payment of interest thereon.

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

(x) (a) Based on our examinations of the records and information given to us, no money was raised by way of initial public offer or further public offer (including debt instruments) during the year by the Company.

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or debentures (fully, partially or optionally convertible), other than allotment of equity shares to its Holding Company, during the year.

(xi) (a) According to the information and explanations given to us and based on our examination, we report that no fraud by the Company or on the Company has been noticed or reported during the year.

(b) 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 the **Companies (Audit and Auditors) Rules, 2014** with the Central Government.

(c) According to the information and explanations given to us and based on our examination, there were no whistle-blower complaints received during the year by the Company;

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Standalone Ind AS Financial Statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given by the management, the Company has no internal audit system, the provisions of clause 3(xiv) of the order regarding internal audit system being not applicable to the Company and hence not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with directors.



(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities requiring it to have a Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. According to the information and explanations given to us, there are two Core Investment Companies (CIC) in the Group, viz., 1. MN Ventures (P) Ltd.; 2. Nextwave Communications (P) Ltd.

(xvii) The Company was incorporated on 26th June, 2021. The Company has incurred cash losses amounting to Rs. 29,52,757/- in the financial year ended 31st March, 2022.

(xviii) There was no resignation of the statutory auditors during the year.

(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, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is 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.

(xx) (a) In respect of other than ongoing projects, the Company was not required to transfer unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;

(b) In our opinion and according to the information and explanations given to us, provisions of Section 135 (Corporate Social Responsibility) of the Act are presently not applicable to the Company.

For Oswal Sunil & Company
Chartered Accountants
Firm Registration No.: 016520N


CA Naresh Kumar Goel
Partner
Membership No.: 085238
UDIN: 22085238AICJYC3620



Place: New Delhi
Date: 25th April, 2022

'ANNEXURE B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

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 over financial reporting of **HFCL Technologies Private Limited** ('the Company') as of 31st March, 2022 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as on 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Oswal Sunil & Company
Chartered Accountants
Firm Registration No.: 016520N



CA Naresh Kumar Goel
Partner

Membership No.: 085238
UDIN: 22085238AICJYC3620

Place: New Delhi
Date: 25th April, 2022

HFCL TECHNOLOGIES PRIVATE LIMITED

Balance Sheet as at March 31, 2022

(All amounts are Rs.in Lacs)

Particulars	Note No.	As at March 31, 2022
ASSETS		
Non-Current Assets		
(a) Preoperative Expenses pending Allocation	2	40.02
(b) Intangible assets (other than Goodwill)	3	1.21
(c) Other Non Current Assets	4	205.00
Current Assets		
(a) Financial Assets		
(i) Cash & cash equivalents	5	28.46
(b) Other Current Assets	6	13.85
Total current assets		42.31
Total Assets		288.54
EQUITY AND LIABILITIES		
Equity		
(i) Equity Share capital	7	100.00
(ii) Other Equity	8	(29.53)
Total Equity		70.47
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	9	200.00
(i) Trade Payables	10	0.75
(ii) Other current liabilities	11	17.32
Total current liabilities		218.07
Total equity and liabilities		288.54

As per our report of even date attached
For Oswal Sunil & Company
Chartered Accountants
Firm Registration Number: 016520N



CA Naresh Kumar Goel
 Partner
 M.No.: 085238



For HFCL Technologies Private Limited

Prashant Kishanani
 Company Secretary
 M. No. A61430

For and on behalf of the Board


V.R. Jain
 Director
 DIN : 00316800


Arvind Kharabanda
 Managing Director
 DIN : 00052270

Place : New Delhi
 Date : 25-04-2022

HFCL TECHNOLOGIES PRIVATE LIMITED

Statement of Profit and Loss for the period June 26, 2021 to March 31, 2022

(All amounts are Rs.in Lacs)

Particulars		Note No.	For the period ended March 31, 2022
I.	INCOME		
	Revenue from operations		-
	Total Revenue (I)		-
II.	EXPENSE		
	Employee Benefit Expense	12	13.72
	Finance Cost	13	0.02
	Depreciation, Amortization and Impairment	3	-
	Other Expenses	14	15.79
	Total Expenses (II)		29.53
III	Profit / (loss) before exceptional items and income tax (I-II)		(29.53)
IV	Exceptional item (net of tax)		-
V	Profit / (Loss) before tax (III - IV)		(29.53)
VI	Tax expense		
	Current tax		-
VII	Profit/(loss) for the period (V-VI)		(29.53)
VIII	Other Comprehensive Income		
	A.) Items that will not be reclassified to profit or loss		-
	B.) Items that will be reclassified to profit or loss;		-
	Other comprehensive income for the year after tax (VIII)		-
IX	Total comprehensive income for the year (VII+VIII)		(29.53)
	Basic earnings per share	15	(2.95)
	Diluted earnings per share	15	(2.95)

As per our report of even date attached

For Oswal Sunil & Company

Chartered Accountants

Firm Registration Number: 016520N



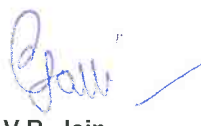
CA Naresh Kumar Goel

Partner

M.No.: 085238



For and on behalf of the Board



V.R. Jain

Director

DIN : 00316800



Arvind Kharabanda

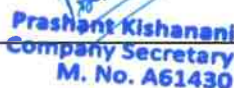
Managing Director

DIN : 00052270

Place : New Delhi

Date : 25-04-2022

For HFCL Technologies Private Limited


Prashant Kishanani
Company Secretary
M. No. A61430

HFCL TECHNOLOGIES PRIVATE LIMITED

Statement of Cash Flow for the period June 26, 2021 to March 31, 2022

(All amounts are Rs.in Lacs)

Particulars		For the period ended March 31, 2022
I.	Cash Flow From Operating Activities	
	Profit before income tax	(29.53)
	Adjustments for:	
	Depreciation, Amortization and Impairment	0.04
	Change in operating assets and liabilities	
	Increase/(Decrease) in Trade payables	0.75
	Increase/(Decrease) in other current liabilities	17.32
	Decrease/(increase) in other current assets	(13.85)
	Cash generated from operations	(25.27)
	Income taxes paid	-
	Net cash inflow from operating activities	(25.27)
II	Cash flows from investing activities	-
	Capital Advance for Purchase of Land	(205.00)
	Pre-operative Expenses (Pending Allocation)	(40.02)
	Purchase of Intangible Asset	(1.25)
	Net cash inflow (outflow) from investing activities	(246.27)
III	Cash flows from financing activities	-
	Proceeds from issue of equity shares	100.00
	Proceeds from Borrowings	200.00
	Net cash inflow (outflow) from financing activities	300.00
IV	Net increase (decrease) in cash and cash equivalents	28.46
V	Cash and cash equivalents at the beginning of the financial year	-
VI	Cash and cash equivalents at end of the year	28.46

Notes:

- The Statement of Cash flow has been prepared under the indirect method as set-out in the Ind AS - 7 "Statement of Cash Flow" as specified in the Companies (Indian Accounting Standards) Rules, 2015
- Figures in bracket indicate cash outflow.
- Cash and cash equivalents (refer note 5), comprise off the following:

- Balance with banks	28.46
Balances per Statement of Cash Flows	


As per our report of even date attached
For Oswal Sunil & Company
Chartered Accountants
Firm Registration Number: 016520N


CA Naresh Kumar Goel
Partner
M.No.: 085238



Place : New Delhi
Date : 25-04-2022

For and on behalf of the Board


V.R. Jain
Director
DIN : 00316800


Arvind Kharabanda
Managing Director
DIN : 00052270

for HFCL Technologies Private Limited


Prashant Kishanani
Company Secretary
M. No. A61430

HFCL TECHNOLOGIES PRIVATE LIMITED

Statement of Changes in Equity for the period June 26, 2021 to March 31, 2022

(All amounts are Rs.in Lacs)

A. Equity Share Capital

(Figures Rs.in lacs)

Particulars	Amount
As at June 26, 2021	-
Shares issued during the year	100.00
As at March 31, 2022	100.00

B. Other equity

(Figures Rs.in lacs)

Particulars	Reserves and Surplus			Other Comprehensive Income	Total
	Share application money pending allotment	Securities Premium Reserve	Retained Earnings	Remeasurement of defined benefit plans	
Balance as at June 26, 2021	-	-	-	-	-
Total Comprehensive Income for the year	-	-	(29.53)	-	(29.53)
Balance as at March 31, 2022	-	-	(29.53)	-	(29.53)

As per our report of even date attached

For Oswal Sunil & Company

Chartered Accountants

Firm Registration Number: 016520N



CA Naresh Kumar Goel

Partner

M.No.: 085238



Place : New Delhi

Date : 25-04-2022

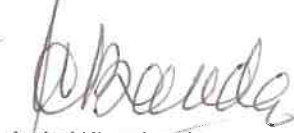
For and on behalf of the Board



V.R. Jain

Director

DIN : 00316800



Arvind Kharabanda

Managing Director

DIN : 00052270

For HFCL Technologies Private Limited


Prashant Kishanani
Company Secretary
M. No. A61430

HFCL Technologies Pvt Ltd

Notes to the Financial Statements for the period June 26, 2021 to March 31, 2022

(All amounts are Rupees in lacs unless otherwise stated)

1. Corporate information

HFCL Technologies Private Limited is a private company incorporated under the provisions of the Companies Act, 2013. The Company came into existence on 26th June 2021. The Company is wholly owned subsidiary company of HFCL Ltd.

2. Significant accounting policies

2.1. Basis of preparation

2.1.1. Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time

2.1.2. Historical Cost Convention

The Standalone Financial Statements have been prepared on the historical cost basis except for the following:

- certain financial assets and liabilities and contingent consideration is measured at fair value;
- assets held for sale measured at fair value less cost to sell;
- defined benefit plans - plan assets measured at fair value; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The Financial Statements are presented in Indian Rupees except where otherwise stated.

2.1.3. Use of estimates and judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

2.2. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the



fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

2.3. Current versus non-current classification

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

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

All other assets are classified as non-current. A liability is current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period other than for (a) above, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

2.4. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.



A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company categorizes assets and liabilities measured at fair value into one of three levels as follows:

- Level 1 — Quoted (unadjusted)
This hierarchy includes financial instruments measured using quoted prices.
- Level 2
Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 2 inputs include the following:
 - a) quoted prices for similar assets or liabilities in active markets.
 - b) quoted prices for identical or similar assets or liabilities in markets that are not active.
 - c) inputs other than quoted prices that are observable for the asset or liability.
 - d) Market – corroborated inputs.
- Level 3
They are un-observable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.5. Investments in subsidiaries, associates and joint ventures

The Company records the investments in subsidiaries, associates and joint ventures at cost.

When the Company issues financial guarantees on behalf of subsidiaries, initially it measures the financial guarantees at their fair values and subsequently measures at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

The Company records the initial fair value of financial guarantee as deemed investment with a corresponding liability recorded as deferred revenue. Such deemed investment is added to the carrying amount of investment in subsidiaries.

Deferred revenue is recognized in the Statement of Profit and Loss over the remaining period of financial guarantee issued.

2.6. Non-current assets held for sale

Non-current assets and disposal group classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

2.7. Property, Plant and Equipment

Property, Plant and Equipment (PPE) and intangible assets are not depreciated or amortized once classified as held for sale.



Freehold Land is carried at the actual cost. All other items of PPE are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of eligible input taxes) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets.

Significant Parts of an item of PPE (including major inspections) having different useful lives & material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred. Depreciation of these PPE commences when the assets are ready for their intended use.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

The useful life of property, plant and equipment are as follows:-

Asset Class	Useful Life
Software	5 years
Computers	3 – 6 years
Office Equipments	5 years
Vehicles	8 years

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

2.8. Intangible Assets

a. Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible asset arising from development activity is recognised at cost on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and to use or sell of the asset, adequate resources to complete the development are available and the expenditure attributable to the said assets during its development can be measured reliably.

An item of Intangible assets is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Research cost: Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate all the following: -



- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of adequate resources to complete the development and to use or sell of the asset
- The ability to measure reliably the expenditure attributable to the intangible asset during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised on straight line basis over the period of expected future benefit, i.e. the estimated useful life of the intangible asset. Amortisation expense is recognised in the statement of profit and loss.

During the period of development, the asset is tested for impairment annually

Amortization periods and methods: Intangible assets are amortised on straight line basis over their estimated useful lives ranging between 2-5 years.

b. Intangible assets under development

All costs incurred in development, are initially capitalized as Intangible assets under development - till the time these are either transferred to Intangible Assets on completion or expensed off as Product Development Cost (including allocated depreciation) as and when determined of no further use.

2.9. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

2.9.1. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that The Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and



- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, The Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

Any debt instrument, that does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments

All equity investments are measured at fair value. Equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. This amount is not recycled from OCI to P & L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.



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

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of Impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables under Ind AS 17
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L).

2.9.2. Financial liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.



Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Financial guarantee contracts

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

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

2.10. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

A previously recognized impairment loss (except for goodwill) is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to the carrying amount of the asset.

2.11. Inventories

Inventories are valued at the lower of cost or net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.12. Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration that company expects to receive in exchange for those products or services.



The Company recognizes revenue, when or as control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account our customer's creditworthiness. Revenue is the transaction price company expects to be entitled to.

If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative standalone selling prices. If stand-alone selling prices are not observable then Company reasonably estimates those. Revenue is recognized for each performance obligation either at a point in time or over time. Determining the timing of the transfer of control at a point in time or over time requires judgment.

The Company recognises a contract asset (which may also refer as unbilled revenue) corresponding to the revenue recognised when it has performed its obligation under contract, but consideration is not due. The same is disclosed as "Unbilled Revenue" under Other Current Financial Assets

The Company presents revenues net of indirect taxes in its statement of Profit and loss.

Interest income is recognised as interest accrues using the effective interest method ("EIR") that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Insurance claims are accounted for as and when admitted by the concerned authority.

2.13. Leases

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

2.14. Foreign currency transactions

The functional currency of the Company is Indian Rupees which represents the currency of the economic environment in which it operates.

Transactions in currencies other than the Company's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date.

Any income or expense on account of exchange difference between the date of transaction and on settlement or on translation is recognized in the Statement of profit and loss as income or expense.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on such assets and liabilities carried at fair value are reported as part of fair value gain or loss.



The company has adopted Appendix B to Ind AS 21- Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

2.15. Employee Benefits

Short term employee benefits:-

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Long-Term employee benefits

Compensated expenses which are not expected to occur within twelve months after the end of period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

2.16. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.17. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized 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.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

2.18. Cash Flow Statement

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated.

2.19. Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax 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.

2.20. Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Standalone Financial Statement. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.21 Preliminary Expenses

Preliminary expenses incurred for the formation of the Company are charged to the Statement of Profit and Loss in the year of formation of the Company.

2.22. Amendment to Ind AS 109 'Financial Instruments' and Ind AS 107 'Financial Instruments: Disclosures' – Interest rate Benchmark Reform

The amendments provide relief from the specific hedge accounting requirements assuming that the interest rate benchmark is not altered as a result of the interest rate benchmark reform. The Company is in the process of evaluating the potential impact of replacement of interest rate benchmark and will accordingly manage the transition plan.



HFCL TECHNOLOGIES PRIVATE LIMITED**Notes to Financial Statements for the period June 26, 2021 to March 31, 2022***(All amounts are Rs.in Lacs)***2 Preoperative Expenses pending Allocation**

Particulars		As at March 31, 2022
Salaries, allowances and bonus		15.15
Contribution to Provident and other funds		0.49
Interest on Borrowings		-
Depreciation and Amortisation		0.04
Bank Charges		-
Interest on TDS		-
Legal and Professional Expenses		22.49
Auditors' Remuneration		0.10
Travelling and Conveyance Expenses		1.75
Office and General Expenses		-
Filing Fees		-
Total		40.02



HFCL TECHNOLOGIES PRIVATE LIMITED

Notes to Financial Statements for the period June 26, 2021 to March 31, 2022

(All amounts are Rs.in Lacs)

3 Intangible Assets (other than Goodwill)

Particulars	As at March 31, 2022	
Application software		
Cost or deemed cost		
Opening balance	-	
Additions during the year	1.25	
Disposals/ adjustments / transfer	-	1.25
Less:Accumulated amortisation and impairment		
Accumulated amortization		
Opening balance	-	
Additions during the year	0.04	
Disposal / adjustment / transfer	-	0.04
		1.21



4 Other Non Current Assets

Particulars	As at March 31, 2022
Capital Advances for Purchase of Land	205.00
Total	205.00

5 Current Financial Assets - Cash & cash equivalents

Particulars	As at March 31, 2022
Cash and Cash Equivalents Balance with banks - in current accounts	28.46
Total	28.46

6 Other Current Assets

Particulars	As at March 31, 2022
Unsecured, considered good Advances other than capital advances - Advance to Vendors Balance with government authorities	11.65 2.20
Total	13.85

7 Equity Share Capital

(i) Authorised Share Capital

Particulars	No of Shares in Lacs	Amount Rs.in Lacs
As at June 26, 2021	-	-
Increase during the year	100.00	1,000.00
As at March 31, 2022		1,000.00

*Equity share of Rs. 10 each

(ii) Shares issued, subscribed and fully paid-up

Particulars	No of Shares in Lacs	Amount Rs.in Lacs
As at June 26, 2021	-	-
Add: Shares issued during the year	10.00	100.00
Add: Bonus shares issued during the year	-	-
Less: Share bought back during the year	-	-
As at March 31, 2022		100.00

*Equity share of Rs. 10 each

(iii) Shareholders holding more than 5 percent of Equity Shares

Name of Shareholder	As at March 31, 2022 No. of share held in lacs	% of Holding

* one share is held by each of six nominees

(iv) Shares held by promoter at the end of the year				
S. No	Promoter Name	No. of shares in lacs	% of total shares	% change during the year
1	HFCL Ltd	10.00	100%	-

8 Other Equity

Particulars	As at March 31, 2022
(i) Retained Earnings	(29.53)
	(29.53)

(i) Retained Earnings

Particulars	As at March 31, 2022
Opening Balance	-
Net profit/(Loss) for the period	(29.53)
Items of Other Comprehensive Income recognised directly in Retained Earnings	
Closing Balance	(29.53)



9	Current Financial Liabilities - Borrowings		
	Particulars		As at March 31, 2022
	Unsecured		
	Loan from Bodies Corporate		200.00
	Total		200.00



10 Trade Payables

Particulars	As at March 31, 2022
Trade Payables	
(i) MSME	-
(ii) Others	0.75
(iii) Disputed dues (MSMEs)	-
(iv) Disputed dues (Others)	-
Total	0.75

10.1 Trade Payables - Additional Information

Total O/s	Not Due	Due	Due Aging				Total
			Less than 1 year	1-2 year	2-3 year	More than 3 years	
0.75	-	0.75	0.75	-	-	-	0.75

11 Other Current Liabilities

Particulars	As at March 31, 2022
Other Current Liabilities	
Expenses Payable	10.51
Salary Payable	4.54
Statutory Liabilities	2.27
Total	17.32

12 Employee Benefit Expense

Particulars	For the period ended March 31, 2022
Salaries, allowances and bonus	13.45
Contribution to Provident and other funds	0.27
Total	13.72

13 Finance Costs

Particulars	For the period ended March 31, 2022
Interest on Borrowings	-
Bank Charges	0.01
Interest on TDS	0.01
Total	0.02

14 Other expenses

Particulars	For the period ended March 31, 2022
Preliminary Expenses	10.89
Rates and Taxes	1.50
Legal and Professional Expenses	1.89
Auditors' Remuneration	0.30
Travelling and Conveyance Expenses	1.15
Printing and Stationery Expenses	0.00
Office and General Expenses	0.00
Filing Fees	0.06
Total	15.79



15 Earning per Share (EPS)- In accordance with the Indian Accounting Standard (Ind AS-33)

Particulars		For the period ended March 31, 2022
Basic & Diluted Earnings per share		
Profit /(Loss) after tax (in lacs)		(29.53)
Weighted average number of Equity shares (in lacs) (used as denominator for calculating basic EPS)		10.00
Weighted average number of Equity shares (in lacs) (used as denominator for calculating diluted EPS)		10.00
Nominal value of Equity share		Rs.10
Earnings per share basic Rs.		(2.95)
Earnings per share diluted Rs.		(2.95)



16 Critical accounting estimates and judgments

The preparation of restated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

1. Estimation of contingent liabilities - refer Note 19.
2. Estimation of uncertainties relating to COVID-19 - refer Note 25.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

17 Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows :

There are no Micro, Small enterprise to whom the Company owes dues, which are outstanding for more than forty five days as at 31st March, 2022. The identification of Micro, Small enterprises and information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined on the basis of information available with the Company.

Particulars	As at March 31, 2022 (Rs. in Lacs)
a. Principal amount due	Nil
b. Interest due on above	Nil
c. Interest paid during the period beyond the appointed day	Nil
d. Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	Nil
e. Amount of interest accrued and remaining unpaid at the end of the period	Nil
f. Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	Nil

18 Payment to Auditors (Excluding GST)

Particulars	For the period ended March 31, 2022 (Rs in Lacs)
Audit Fees (including limited reviews)	0.40

19 Commitments and Contingencies

(a) Contingent Liabilities not provided for in respect of :

	As at March 31, 2022 (Rs in Lacs)
(i) Unexpired Letters of Credit	Nil
(ii) Guarantees given by banks on behalf of the Company	Nil
(iii) Claims against the Company towards sales tax, income tax and others in dispute not acknowledged as debt	Nil

(a) The Company has no pending litigations and proceedings as at 31 March 2022.

(b) The Company periodically reviews all its long term contracts to assess for any material foreseeable losses. Based on such review wherever applicable, the Company has made adequate provisions for these long term contracts in the books of account as required under any applicable law/accounting standard.

(c) The Company did not have any outstanding derivative contracts as at 31st March 2022

(b) Capital Commitments

Particulars	As at 31-Mar-2022 (Rs in Lacs)
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1,529.10

20 Deferred Tax

The details of Deferred Tax Assets and Liabilities are as under:

Particulars	As at 31st March, 2022 (Rs.in lacs)
(A) Deferred Tax Asset	
Carry Forward Losses	7.01
Preliminary Expenses	1.01
Total	8.02
(B) Deferred Tax Liability	-
Deferred Tax Asset / (Liability) - Net	8.02

The management is of the view that currently the requirement of virtual certainty and convincing evidence as enunciated in Indian Accounting Standard (Ind AS) 12 are not met and therefore, Deferred Tax Assets have not been carried in the financial statements. Accordingly, the Company has not recognized the Deferred Tax assets as at 31st March 2022



21 Related Party Disclosure:

A) Related Party Disclosure, as identified by the Management

Related Parties where Control exists:

HFCL Limited, Holding Company

Fellow Subsidiaries

HTL Limited	HFCL Inc. (w.e.f. 08th October, 2021)
HFCL Technologies Private Limited (w.e.f. 26th June, 2021)	HFCL B.V. (w.e.f. 07th October, 2021)
Raddef Private Limited	
Dragonwave HFCL India Private limited	
Moneta Finance Private	
Polixel Security Systems Private Limited	

Key Management Personnel:

Shri Mahendra Nahata	Director
Shri Vijay Raj Jain	Director
Shri Arvind Kharabanda	(Director upto 27-06-2021) (Managing Director w.e.f. 28-06-2021)
Ms. Shubhi Singhal	Company Secretary (w.e.f. 28-06-2021, upto 01-02-2022)

B) Transactions with Related Parties

Name of the Party	Description	Amount (Rs.in lacs)
HFCL Limited	Proceeds from issue of shares	100.00
HFCL Limited	Expenses Incurred	8.53
HFCL Limited	Expenses Reimbursed	(8.53)
Shri Arvind Kharabanda	Remuneration	9.00
Ms. Shubhi Singhal	Remuneration	1.42

Remuneration to KMPs denotes Basic Salary, Allowances and Provident Fund. No other benefits, viz gratuity, leave encashment, company car and telephone are paid.

B) Closing Balance (Payable)/Recoverable

Name of the Party	As at 31st March, 2022 (Rs.in lacs)
Shri Arvind Kharabanda	(0.38)
Ms. Shubhi Singhal	-

Note: Transactions with Related Parties are shown inclusive of GST (wherever applicable) and net of TDS (wherever applicable). Likewise, Outstanding Balances at the year end are inclusive of GST and net of TDS

22 In the opinion of the Board, Current Assets and Loans and Advances are of the value stated, if realized in the Ordinary course of business.

23 Financial risk management objectives

The Company's principal financial liabilities, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework.

Management of Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

	Note No.	Carrying amount (Rs.in Lacs)
As at March 31, 2022		
Borrowings	9	200.00
Trade payables	10	0.75
Other current liabilities	11	17.32

Capital management

Capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

Particulars	As at March 31, 2022 (Rs. in Lacs)
Borrowings (Note 9)	200.00
Trade payables (Note 10)	0.75
Other current liabilities (Note 11)	17.32
Less: Cash and Cash equivalents (Note 5)	28.46
Total Debt	189.61
Equity	70.47
Total Capital	70.47
Capital and Total debt	260.09
Gearing ratio	-269.06%

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

No changes were made in the objectives, policies or processes for managing capital during the period ended 31st March 2022.



24 **Financial Instruments by category** (Rs. in Lacs)

Particulars	Mar-22		
	FVTPL	FVTOCI	Amortised Cost
1) Financial Assets			
I) Cash and Cash equivalents	-	-	28.46
Total financial assets	-	-	28.46
2) Financial liabilities			
(i) Borrowings	-	-	200.00
(ii) Trade Payables	-	-	0.75
(iii) Other current liabilities	-	-	17.32
Total Financial liabilities	-	-	200.75

25 **Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19)**

The Company has considered internal and certain external sources of information including credit reports, economic forecasts and industry reports up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Company has used the principles of prudence in applying judgements, estimates and assumptions including sensitivity analysis. The Company expects this matter to negatively impact its revenue/EBIDT, cash flow and financial position. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

26 **Financial ratios**

Ratio/ Measures	Methodology	March 31, 2022
(i) Current Ratio	Current assets over current liabilities	0.19
(ii) Debt Equity Ratio	Total debt over share holder equity	2.84
(iii) Debt Service Coverage Ratio	Earning available for Debt Service over Debt	NA
(iv) Return on Equity	PAT over average shareholder equity	-83.80%
(v) Inventory Turnover Ratio	Sales over average inventory	NA
(vi) Trade Receivables Turnover Ratio	Net Sales over average account receivables	NA
(vii) Trade Payables Turnover Ratio	Purchases over average trade payables	NA
(viii) Net Capital Turnover Ratio	Net Sales over working capital	NA
(ix) Net Profit Ratio	Net profit after tax over sales	NA
(x) Return on Capital Employed	EBIT over total assets less intangible assets less current liabilities.	-41.87%
(xi) Return on Investment	Interest Income, net gain on sale of investment and net fair value	NA

PAT - Profit after tax
Working Capital - Current assets less current liabilities
EBIT - Earning before Interest and taxes

27 **Other Statutory Information**

- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 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:
 - 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 to or on behalf of the ultimate beneficiaries
- 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:
 - 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.
- The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- The Company is not declared wilful defaulter by and bank or financials institution or lender during the year.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- The Company has raised funds from issue of securities but there are no borrowings from banks and financial institutions
- The Company has not obtained any borrowings from banks or financial institutions on the basis of security of current assets.
- The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.
- The Company does not have any transactions with companies which are struck off.

- 28 The Company was incorporated on 26th June, 2021. This being first financial year/period of the company, there are no previous year figures. As the Company is in the process of setting up the project, expenditure during construction period is shown as Pre-operative expenditure pending allocation (Refer Note 2) which shall be capitalized when the commercial production starts.

As per our report of even date attached
For Oswal Sunil & Company
Chartered Accountants
Firm Registration Number: 016520N

CA Naresh Kumar Goda
Partner
M.No.: 085238

Place : New Delhi
Date : 25-04-2022



For and on behalf of the Board

V.R. Jain
Director
DIN : 00316800

Arvind Kharabanda
Managing Director
DIN : 00052270

For MFCL Technologies Private Limited

Prashant Kishanani
Company Secretary
M. No. A61430