

Office: G-44, 2<sup>nd</sup> Floor, Sector -3  
Noida – 201 301, U.P. INDIA  
Website: [www.nextgentele.in](http://www.nextgentele.in)  
E-mail: [info@nextgentele.in](mailto:info@nextgentele.in)  
Tel : + 91 -120-2520233-34  
Fax : +91-120-2520031

**BY E-MAIL**

**NOTICE OF THE 13<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of Nextgen Telesolutions Private Limited ("**the Company**") will be held on Wednesday, the 18<sup>th</sup> day of January, 2023, at 09:30 A.M. at the Registered Office of the Company at Second Floor, B-174, B Block Shivalik, New Delhi-110 017 to transact the following businesses:

**ORDINARY BUSINESS(S)**

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022 INCLUDING THE AUDITOR'S REPORT AND DIRECTORS' REPORT THEREON;

For and on behalf of the Board of Directors  
Nextgen Telesolutions Private Limited

SD/-  
(Taron Mohan)  
Director  
DIN: 00287869

Date : 09.01.2023  
Place: New Delhi

Address: Second Floor, B-174,  
B Block Shivalik, New Delhi-110 017

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY**
2. **A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER**
3. **PROXY SHALL BE SENT IN FORM NO. MGT-11 AS ENCLOSED HERewith AND IN ORDER TO BE EFFECTIVE THE PROXY FORM MUST REACH AT THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING**
4. **MEMBERS SHALL HAVE THE RIGHT TO INSPECT PROXIES AS LODGED WITH THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF SECTION 105(8) OF THE COMPANIES ACT, 2013 FOR THE ENSUING ANNUAL GENERAL MEETING AND THE PROVISIONS OF SECTION 105(8) ARE REPRODUCED HEREIN BELOW.**

**“(8) EVERY MEMBER ENTITLED TO VOTE AT A MEETING OF THE COMPANY, OR ON ANY RESOLUTION TO BE MOVED THERE AT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING TWENTY-FOUR HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED NOT LESS THAN THREE DAYS’ NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.”**

5. Members/ Proxies should fill and sign the Attendance slip/ Sheet for attending the Meeting.
6. The Article No. 42 (I) (iii) of the Articles of Association allows the Company to convene its General Meeting(s) by issuing a shorter notice of less than 7 days and the relevant extract of Article 42 (I) (iii) is reproduced herein below for ready reference:-

*42(I)(iii) The General Meeting(s) may be convened in accordance with the provisions of Section 101 of the Companies Act, 2013 with due notice of 7 days or shorter notice and the said notice shall be circulated to all concerned including every Director as well as the Statutory Auditors of the Company either:-*

- a. Through physical mode by hand or by way of registered post or speed post; OR*
- b. Through electronic mode as prescribed under the Companies (Management and Administration) Rules, 2014.*

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7. There was a delay in finalization of Financial Statement for the Financial Year 2021-22 due to non-availability of Mr. Arun Kumar Garg, signing Partner of M/s Arun K Garg & Associates, Chartered Accountants, Statutory Auditors of the Company. Therefore, the Company sought extension for holding the present Annual General Meeting, from the office of Registrar of Companies NCT of Delhi & Haryana, which was granted to the Company for a period not exceeding 3 months i.e. upto 31.12.2022.

However, the Financial Statements for the Financial Year 2021-22, was finally signed by the Directors only on 31.12.2022 and thereafter the Statutory Auditors issued their Report, thereon.

Henceforth the present Annual General Meeting is being convened with a delay in terms of Section 96 read with Section 99 of The Companies Act, 2013 and the Company will get the same offence compounded in due course.

8. The Members at their Annual General Meeting held on 29<sup>th</sup> September, 2014 appointed M/s. Arun K Garg & Associates, Chartered Accountants {Firm Registration No. 005543N} as the Statutory Auditors of the Company for a period of Five Financial Years i.e. from the Financial Year 2014-15 up to the Financial Year 2018-19, subject to ratification by the Members in each of the Annual General Meeting during the intervening period of Five Years as per then prevailing law.

Thereafter, M/s. Arun K Garg & Associates, Chartered Accountants was further re-appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 30<sup>th</sup> September, 2019 for a further period of 5(Five) Years commencing from Financial Year 2019-20 to Financial Year 2023-24 and to hold office from the conclusion to 10<sup>th</sup> Annual General Meeting of the Company till the Conclusion of 15<sup>th</sup> Annual General Meeting of the Company which is to be held in the Year 2024.

The requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every AGM is no more required in terms of Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the present Annual General Meeting for 2022-23.

9. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for inspection at the venue of the Annual General Meeting to be held on Wednesday, the 18<sup>th</sup> day of January, 2023 from 09:30 A.M. till the conclusion of the Meeting.
10. The notice of the General Meeting shall be circulated through e-mail to all the Members and all other persons who are entitled to receive the same.

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11. In accordance with Article 44 of Articles of Association of the Company read with Section 104 of the Companies Act, 2013 Mr. Taron Mohan being the Chairman of Board shall Chair the ensuing Annual General Meeting.
12. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the AGM are requested to send their queries at least 48 hours in advance of the date of the AGM addressed to the undersigned at the following address: Nextgen Telesolutions Private Limited at Second Floor, B-174, B Block Shivalik, New Delhi-110 017
13. The route map to the venue of the Meeting is annexed with the notice and forms an integral part of the notice. Further, the Registered Office of the Company is located at Shivalik, New Delhi-110 017 and an important landmark near the venue of AGM is Sri Aurobindo College.

For and on behalf of the Board of Directors  
Nextgen Telesolutions Private Limited

SD/-  
(Taron Mohan)  
Director  
DIN: 00287869

Date : 09.01.2023  
Place: New Delhi

Address: Second Floor, B-174, B Block  
Shivalik, New Delhi-110 017

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
**REGISTERED OFFICE:** Second Floor, B-174, B Block Shivalik, New Delhi-110 017

**ATTENDANCE SLIP**

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.		No. of Shares	
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Name of the Shareholder

Address of the Shareholder

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I hereby record my presence at the **13<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Wednesday, the 18<sup>th</sup> day of January, 2023, at Second Floor, B-174, B Block Shivalik, New Delhi-110 017 at 09:30 A.M.

Please (v) in the box

MEMBER ☐ PROXY ☐

Signature of the Shareholder/ proxy

\*Applicable for investor holding shares in physical form.

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: U40106HR2014PTC052331  
Name of the company: Nextgen Telesolutions Private Limited  
Registered office: Second Floor, B-174, B Block Shivalik, New Delhi-110 017  
Name of the member (s)  
Registered address  
E-mail Id  
Folio No/ Client Id

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: ..... or failing him
2. Name:  
Address:  
E-mail Id:  
Signature: ..... or failing him
3. Name:  
Address:  
E-mail Id:  
Signature: ..... or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the 13<sup>th</sup> Annual General Meeting/~~Extraordinary General Meeting~~ of the Company, to be held on Wednesday, the 18<sup>th</sup> day of January, 2023, at Second Floor, B-174, B Block Shivalik, New Delhi-110 017 at 09:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2022 including the Auditor's Report and Directors' Report thereon;

Signed this..... day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp of Rs.1/-

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

Google Maps

Second Floor, B-174, Shivalik, New Delhi-110 017

Route Map for 13th Annual General Meeting of Nextgen Telesolutions Private Limited.



Map data ©2023 200 m


Shivalik Colony

No reviews

Malviya Nagar

New Delhi, Delhi 110017

Shivalik, New Delhi-110 017




Shivalik Rd

No reviews

New Delhi, Delhi 110017

Shivalik, New Delhi-110 017



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Add a missing place

You've reached the end of the list.



**INDEPENDENT AUDITORS' REPORT**

To  
The Members  
Nextgen Telesolutions Private Limited

**Report on the audit of the financial statements**

**Qualified Opinion**

We have audited the standalone financial statements of **Nextgen Telesolutions Private Limited** ("the Company"), which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us **except for the effects of the matter described in the basis for qualified opinion section of our report**, the aforesaid standalone financial statements give the information required by 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, its loss and Cash Flow for the year ended on that date.

**Basis for Qualified Opinion,**

1. Recoverability of Undergoing projects (Projects inventory) amounting to Rs. 72,31,236/- (Net of write off and write back) is doubtful, as the Company, at present, is not able to generate sufficient revenue against these projects. (Refer Note No. 13 & 32 of Notes to accounts).
2. Recoverability of stock of oxygen concentrators of Rs. 45,22,936/- is doubtful for which management has not made any provisions. (Refer Note No.13 of Notes to accounts).
3. The Company has accepted unsecured loans and deposits in the form of advance from Customers for providing future services, which were initially exempted under Rule 2 (1) (c) (xii) (e) of the Companies (Acceptance of Deposit) Rules, 2014, the mandatory period has expired, and the Company has failed to set off the said amount against the services to be rendered to such Customers. Hence presently the Company is holding such advance amounting to breach of the provisions of Section 73 read with the Companies (Acceptance of Deposit) Rules, 2014. (Refer Note No. 36.1 of Notes to accounts.)
4. Financial statements are prepared on a going concern basis, even though the accumulated losses of the Company are more than the share capital, and the future revenue stream is not clear. (Refer Note No. 55 of Notes to accounts.)
5. Company has allocated expenses on the new project "Tap N Pay" amounting Rs. 2,65,15,278/- which is under development, upon which we as auditors are unable to verify the basis of allocations by any means the amount specified under inventory. (Refer Note No 32 (a) of Notes to Accounts).
6. Payment via credit card amounting to Rs. 9,79,558/- cannot be verified due to lack of evidence.





We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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.

### **Emphasis of Matter**

We draw your attention to Note No. 53 of notes to accounts of the Financial Statements regarding:

- i. Debit/Credit balances of parties including RBL Bank, loans and employee's dues are subject to confirmation / Reconciliation. Our report is not qualified in respect of this matter.

### **Management's responsibility for the financial statements**

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

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

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

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

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. 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;

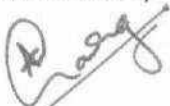


- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The balance sheet, the statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account;
- (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 March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) In our opinion and to the best of our information and according to the explanation given to us, the provisions of section 143(3)(i) of The Companies Act, 2013 for reporting on the adequacy of internal financial controls over financials reporting and the operating effectiveness of such controls of the Company are not applicable.
- (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;

- a. The Company does not have any pending litigations which would impact its financial position.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

2. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in **Annexure-A** a statement of the matters specified in paragraphs 3 & 4 of the order.

For Arun K. Garg & Associates  
Chartered Accountants  
(FRN # 005543N)



CA. Arun Kumar Garg  
Partner  
Membership No. 084580



UDIN:

Place: Delhi

Date: 31/12/22

## Annexure – A

(Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

### i. Fixed Assets

- a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) These fixed assets have been physically verified by the management at reasonable intervals only to the extent physically available with management and staff. According to the information & explanation given to us, no discrepancies were noticed on such verification.
- c) According to the information and explanations received by us, the Company owns no immovable properties.; the requirement on reporting whether the title deeds of the immovable property held in the name of the company is not applicable.
- d) The company has not revalued its Property, Plant & Equipment during the year
- e) No Proceedings have been initiated or are pending against the company for holding any benami property under Benami Transactions (Prohibition) Act 1988 and rules made thereunder

ii. (a) According to the information and explanation given to us the Company has intangible inventory, of its running or under - development projects, which cannot be physically verified. The management feels that the inventory has a commercial value of at least the amount as stated in the financial statements.

(b) As per the information provided to us, the company has not been sanctioned working capital limit in excess of Rs 5 Crores from Banks/ Financial Institution on the basis of security of current assets

iii. According to information and explanation provided by the management, the Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under section 189 of the Companies Act 2013, consequently sub clause (a), (b) and (c) are not applicable to the company.

iv. According to information and explanation provided by the management, the company has not given any loan, investments, guarantees and security during the year as per section 185 & 186 of The Companies Act, 2013.

v. According to information and explanation provided by the management, the Company has accepted loans or deposits which are deposits within the meaning of Rule 2(b) of the Companies (Acceptance of Deposits) Rule 2014. The provisions of section 73 to 76 or other relevant provisions of The Companies Act, 2013 **have not been complied with. (Refer Note No. 36.1 of Notes to accounts).**

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.



vii. Statutory Dues

a) According to information and explanations given to us, the company is irregular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Goods and Service tax and any other statutory dues applicable to it. TDS liability amounting to Rs. 71,75,267.00 has not been deposited by the Company. **(Refer Note No. 37 of Notes to accounts).**

b) According to information and explanation given to us, no disputed amount as on 31<sup>st</sup> March, 2022 is pending.

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

ix. Based on our audit procedure and on the information and explanation given to us, the Company has borrowed a secured loan from a Financial Institution and the Company is irregular in repayment of its loan with delays in repayment of installments from the date they become payable. The amount of Rs. 21,34,696.00 was overdue as on 31<sup>st</sup> March 2022**(Refer Note No. 34 of Notes to accounts).**

x. (a) According to information and explanation given to us, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans

(b) The company has not made any private placement of shares during the year, hence this clause is not applicable on the company

xi. Based on our audit procedure and on the information and explanation given by the management, we report that neither fraud on the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit.

xii. The Company is not a Nidhi Company; hence reporting under clause (xii) of the CARO 2020 Order is not applicable.

xiii. According to information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and details of the same have been disclosed in Financial Statements etc as required by the applicable accounting standards.

xiv. According to the information and explanations given to us, the company has no internal audit system.

xv. According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.

xvi. The company is not required to be registered under section 45-I of the Reserve Bank of India Act 1934. Consequently, this clause is not applicable.





- xvii. According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has incurred cash losses in the financial year amounting to Rs. 41,70,420/- In the current year and Rs. 83,77,460/- in the previous year
- xviii. There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Arun K. Garg & Associates  
Chartered Accountants  
(FRN # 005543N)



CA. Arun Kumar Garg  
Partner  
Membership No. 084580

UDIN:

Place: Delhi

Date: 31/12/22

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**

**CIN : U64204DL2009PTC189456**

**BALANCE SHEET AS AT 31ST MARCH, 2022**

Particulars	Note No.	As at 31st March, 2022	As at 31st March, 2021
		Amount (In '000s.)	
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	4,000.00	4,000.00
(b) Reserves and surplus	4	-20,316.94	-15,535.78
		<b>-16,316.94</b>	<b>-11,535.78</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	5	83,336.12	92,003.33
(b) Long-term Provision	6	2,220.33	1,801.25
		<b>85,556.45</b>	<b>93,804.57</b>
<b>3 Current liabilities</b>			
(a) Trade payables	7	3,887.69	7,250.45
(b) Other current liabilities	8	50,494.03	29,851.53
(c) Short-term provisions	9	207.90	158.83
		<b>54,589.62</b>	<b>37,260.81</b>
<b>TOTAL</b>		<b>1,23,829.12</b>	<b>1,19,529.60</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	512.88	1,074.48
(b) Long-term loans and advances	11	600.00	600.00
(c) Deferred tax assets	12		0.00
		<b>1,112.88</b>	<b>1,674.48</b>
<b>2 Current assets</b>			
(a) Inventories	13	1,03,554.55	94,767.27
(b) Trade receivables	14	12,372.00	17,896.59
(c) Cash and cash equivalents	15	137.14	101.24
(d) Short-term loans and advances	16	6,616.76	5,063.53
(e) Other current Assets	17	35.78	26.49
		<b>1,22,716.24</b>	<b>1,17,855.12</b>
<b>TOTAL</b>		<b>1,23,829.12</b>	<b>1,19,529.60</b>
See accompanying notes forming part of the financial statements	1 to 56		

In term of our report attached  
For Arun K. Garg & Associates  
Chartered Accountants  
FRN.005543N



Arun Kumar Garg  
(Partner)  
M.No: 084580  
UDIN:  
Place: Delhi  
Date: 31/12/2022



For NEXTGEN TELESOLUTIONS PVT. LTD.

Authorised Signatory

Taron Mohan  
(Director)  
DIN 00287869  
Place: Delhi  
Date: 31/12/2022

For NEXTGEN TELESOLUTIONS PVT. LTD.

Authorised Signatory

Rajender Mohan Malla  
(Director)  
DIN 00136657  
Place: Delhi  
Date: 31/12/2022

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**

**CIN : U64204DL2009PTC189456**

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2022**

Particulars		Note No.	Year ended 31st March, 2022	Year ended 31st March, 2021
			Amount (In '000s.)	
1	Revenue from operations	18	40,046.50	31,060.42
2	Other income	19	1,546.59	16,354.19
3	<b>Total revenue (I+II)</b>		<b>41,593.09</b>	<b>47,414.61</b>
	<b>Expenses</b>			
	Cost of Material/ Service Consumed	20	42,539.21	28,320.86
	Employee benefits expense	21	1,287.70	19,560.35
	Finance Cost	22	266.89	3,358.50
	Depreciation and amortisation expense	23	610.75	620.99
	Other expenses	24	1,669.70	4,552.37
4	<b>Total expenses</b>		<b>46,374.25</b>	<b>56,413.07</b>
5	<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>-4,781.16</b>	<b>-8,998.45</b>
6	Exceptional items			
7	<b>Profit / (Loss) before extraordinary items and tax</b>		<b>-4,781.16</b>	<b>-8,998.45</b>
8	Extraordinary items		0.00	0.00
9	<b>Profit / (Loss) before tax</b>		<b>-4,781.16</b>	<b>-8,998.45</b>
10	<b>Tax Expense :</b>			
	Current tax		0.00	0.00
	Deferred tax/(benefits)		0.00	0.00
11	<b>Profit After Tax</b>		<b>-4,781.16</b>	<b>-8,998.45</b>
12	<b>Earnings per share</b>			
	Basic		-11.95	-22.50
	See accompanying notes forming part of the financial statements	1 to 45		

In term of our report attached  
For Arun K. Garg & Associates  
Chartered Accountants  
FRN.005543N

Arun Kumar Garg  
(Partner)  
M.No: 084580  
UDIN:

Place: Delhi  
Date: 31/12/2022



For NEXTGEN TELESOLUTIONS PVT. LTD.

Tarun Mohan  
(Director)  
DIN 00287869  
Place: Delhi  
Date: 31/12/2022

For and on behalf of the Board of Directors

For NEXTGEN TELESOLUTIONS PVT. LTD.

Rajender Mohan Malla  
(Director)  
DIN 00136657  
Place: Delhi  
Date: 31/12/2022



**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
CIN : U64204DL2009PTC189456

**Cash Flow Statement**  
**For the year ended 31st March, 2022**

Particulars	Amount (In '000s.)	
	2021-22	2020-21
<b>A. CASH FLOW FROM OPERATIONS</b>		
Net Loss as per Profit & Loss statement	-4,781.16	-8,998.45
<u>Adjustment for :</u>		
Depreciation	610.75	620.99
Profit on sale of fixed assets	0.00	0.00
Provision for Gratuity	540.53	636.79
Finance costs	266.89	3,358.50
Operating Profit before working capital changes	<b>-3,362.99</b>	<b>-4,382.18</b>
<u>Adjustment for :</u>		
(Increase)/decrease in trade receivables	5,524.59	-998.80
(Increase)/decrease in short term loans and advances	-1,553.23	18.90
(Increase)/decrease in inventories	-8,787.28	2,597.66
(Increase)/decrease in other current assets	-9.29	505.88
Increase/(decrease) in trade payables	-3,362.77	1,487.02
Increase/(decrease) in provisions	-72.38	-2.89
Increase/(decrease) in other current liabilities	20,642.51	5,691.89
<b>Cash generated from operations</b>	<b>9,019.15</b>	<b>4,917.47</b>
Taxes paid (Reversal of deferred tax)	0.00	0.00
<b>Net Cash from operating activities</b>	<b>9,019.15</b>	<b>4,917.47</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	-49.15	-162.75
<b>Net cash from investing activities</b>	<b>-49.15</b>	<b>-162.75</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/ (Repayments) of long-term borrowings	-8,667.21	-1,332.75
Interest paid	-266.89	-3,358.50
<b>Net Cash (used in) / generated from financing activities</b>	<b>-8,934.10</b>	<b>-4,691.24</b>
<b>Net Increase/ Decrease in cash and cash equivalents</b>	<b>35.90</b>	<b>63.48</b>
Cash and cash equivalents as at beginning of the year	101.24	37.76
<b>Cash and cash equivalents as at the end of the year</b>	<b>137.14</b>	<b>101.24</b>

In terms of our report attached.

For Arun K Garg & Associates  
Chartered Accountants  
FRN-005543N

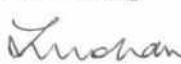
  
Arun Kumar Garg  
(Partner)  
M.No.-84580  
UDIN:

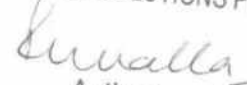


For NEXTGEN TELESOLUTIONS PVT. LTD

For and on behalf of the Board of Directors

For NEXTGEN TELESOLUTIONS PVT. LTD

  
Rajender Mohan  
(Director)  
DIN 00287869  
Place: Delhi  
Date: 31/12/2022

  
Arun Kumar Garg  
(Director)  
DIN 00136657  
Place: Delhi  
Date: 31/12/2022

Place: Delhi  
Date: 31/12/2022

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
CIN : U64204DL2009PTC189456

Notes forming part of the financial statements  
Note 3 Share capital

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of shares	Amount (In Rs.)	Number of shares	Amount (In Rs.)
<b>(a) Authorised</b>				
Equity shares of Rs.10 each with voting rights	20,00,000	20,000.00	20,00,000	20,000.00
	<b>20,00,000</b>	<b>20,000.00</b>	<b>20,00,000</b>	<b>20,000.00</b>
<b>(b) Issued*</b>				
Equity shares of Rs. 10 each with voting rights	4,00,000	4,000.00	4,00,000	4,000.00
	<b>4,00,000</b>	<b>4,000.00</b>	<b>4,00,000</b>	<b>4,000.00</b>
<b>(c) Subscribed and fully paid up</b>				
Equity shares of Rs. 10 each with voting rights	4,00,000	4,000.00	4,00,000	4,000.00
	<b>4,00,000</b>	<b>4,000.00</b>	<b>4,00,000</b>	<b>4,000.00</b>
<b>Total</b>	<b>4,00,000</b>	<b>4,000.00</b>	<b>4,00,000</b>	<b>4,000.00</b>

List of shareholder holders holding equity shares in the company

Name of Shareholder	Equity Shares			
	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Rajat Kakkar	30,000	7.50%	30,000	7.50%
Pankaj Mohindroo	40,000	10.00%	40,000	10.00%
Promila Chandramohan (Promoter)	3,06,900	76.73%	3,06,900	76.73%
Taron Mohan (Promoter)	100	0.03%	100	0.03%
Ashoek Gupta	15,000	3.75%	15,000	3.75%
Bala Raman Nayar	8,000	2.00%	8,000	2.00%
<b>Total</b>	<b>4,00,000</b>	<b>100%</b>	<b>4,00,000</b>	<b>100%</b>

\*There is no change in the shareholding pattern of the company in the current financial year

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
CIN : U64204DL2009PTC189456

Notes forming part of the financial statements

**Note 4 Reserves and surplus**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
(a) Share Premium Account	6,400.00	6,400.00
	<b>6,400.00</b>	<b>6,400.00</b>
(b) Profit and Loss Account		
Opening balance	-21,935.78	-12,937.32
Add: Addition during the year	-4,781.16	-8,998.45
	<b>-26,716.94</b>	<b>-21,935.78</b>
<b>Closing balance</b>	<b>-20,316.94</b>	<b>-15,535.78</b>

**Note 5 Long-term borrowings**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
Loans and advances from directors and others		
Unsecured borrowing		
From Director's		
	13,373.72	16,154.53
From Others (See Note No. 36)	4,700.00	4,700.00
Term Loan from NBFC - Hero Fincorp *	14,811.97	20,778.33
Term Loan from NBFC - Bajaj Finance**	450.44	370.47
Long term Deposits (See Note No. 36)	50,000.00	50,000.00
<b>Total</b>	<b>83,336.12</b>	<b>92,003.33</b>

*Terms of repayment of term loan from NBFC - Hero Fincorp	Amount	Amount
Amount per installment	712.52	609.18
Principal amount due	21,648.74	26,217.60
-Short Term		
	6,836.77	5,439.27
-Long Term	14,811.97	20,778.33
Rate of Interest charged	12.50%	12.50%

**Security Mode:**

A Shareholder (Mother of a director) has pledged her residential property for the loan amounting to Rs.2.5 Crores for a term loan and Rs 44.86 Lakh for a Guranteed Emergency Credit Loan.

**Terms of repayment of term loan from NBFC - Bajaj Finance	Amount	Amount
Amount per installment	10.58	30.66
Principal amount due	577.43	690.68
-Short Term		
	127.00	320.22
-Long Term	450.44	370.47
Rate of Interest charged	20.00%	20.00%

**Security Mode:**

Loan Disbursed for Rs.8,25,000/- against insurance (Premium paid Rs.25,000/-)

**Note 6 Long-term Provision**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
Provision for Gratuity (See Note No.27)	2,220.33	1,801.25
<b>Total</b>	<b>2,220.33</b>	<b>1,801.25</b>

**Note 7 Trade payables**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
Trade payables:		
Other than acceptances	3,887.69	7,250.45
<b>Total</b>	<b>3,887.69</b>	<b>7,250.45</b>

**Trade Payable Ageing**

Trade Payable	Less than 1 Year	Due for 1-2 Years	More than 3 Years	Total
MSME	0.00	0.00	0.00	0.00
Other than MSME	2,505.62	265.23	1,116.84	3,887.69
	2,505.62	265.23	1,116.84	3,887.69

The company is in the process of identifying the parties which are covered under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. The information required to be disclosed under MSMED Act is furnished below to the extent such parties have been identified on the basis of information available with the company:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Principal amount remaining unpaid	Nil	Nil
Interest due thereon	Nil	Nil
Interest paid by the company in term of section 16	Nil	Nil
Interest due and payable for the period of delay in payment	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil
Interest remaining due and payable even in succeeding years	Nil	Nil

**Note 8 Other current liabilities**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
Current Maturities of long term debt - Hero Fincorp	6,836.77	5,439.27
Current Maturities of long term debt - Bajaj Finance	127.00	320.22
Other payables		
Statutory Dues (See Note No.37)	7,231.24	3,428.67
Advances from customers	16,444.60	7,208.59
Payable to	19,354.43	12,979.78
Security Deposits -Employees	500.00	475.00
<b>Total</b>	<b>50,494.03</b>	<b>29,851.53</b>

**Note 9 Short-term provisions**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
Provision		
Provision for Expenses	38.65	4.28
Provision for Gratuity (See Note No.27)	52.25	34.30
Provision for Audit fee	117.00	120.25
<b>Total</b>	<b>207.89</b>	<b>158.83</b>

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
CIN : U64204DL2009PTC189456

Note : 10 Fixed asset schedule

Sr. No.	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	during the year	Value at the end	Value at the beginning	during the year	during the year	Value at the end	WDV as on 31.03.2022	WDV as on 31.03.2021
1	Tangible Assets										
2	Computers & Peripherals	4,994.76		49.15	5,043.91	3,990.52	590.13		4,580.65	463.26	1,004.24
3	Plant & Machinery	330.70			330.70	262.41	20.62		283.03	47.68	68.29
3	Motor Vehicles	38.88			38.88	36.94	0.00		36.94	1.94	1.94
	Total	5,364.34		49.15	5,413.50	4,289.87	610.75	0.00	4,900.62	512.88	1,074.48
	(Previous Year)	5,201.60		162.75	5,364.34	3,668.88	620.99	0.00	4,289.87	1,074.48	1,532.72

Amount (In '000s.)

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
CIN : U64204DL2009PTC189456

Notes forming part of the financial statements

**Note 11 Long-term loans and advances**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
(a) Security deposits		
Unsecured, considered good	600.00	600.00
<b>Total</b>	<b>600.00</b>	<b>600.00</b>

**Note 12 Deferred tax assets**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
Deferred tax assets*	-	-
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

\* The deferred tax assets have not been recognised on account of lack of virtual certainty as required by the notified Accounting Standard-22 "Accounting for Taxes on Income".

**Note 13 Inventories (See Note No. 32)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
<u>Secure Banking Overlay SIM Element Project :</u>		
Opening Inventory	24,731.07	16,487.38
Less: Cost of inventory consumed	8,243.69	8,243.69
Add: Inventory Write back		16,487.38
<b>Total (A)</b>	<b>16,487.38</b>	<b>24,731.07</b>
<u>Contactless and Transit Project :</u>		
Opening Inventory	70,036.19	80,877.55
<u>Direct expenses allocated to Project*</u>		
Employee benefits expense	0.00	2,561.40
Custom Clearing Charges - Contactless Project	0.00	0.00
Certification Expense	0.00	0.00
Commission Expense	0.00	0.00
Exhibition Expense	0.00	0.00
Recruitment charges	0.00	79.14
Internet & telephone expenses	0.00	51.87
Tour & Traveling expenses	0.00	0.00
Business promotion	0.00	0.00
Electricity Expenses	0.00	3.76
Licence fee	0.00	0.00
Technical consultancy	0.00	30.00
Website Development	0.00	0.97
Car Insurance	0.00	43.92
Legal & Professional Expenses	0.00	0.00
Car Maint.	0.00	0.00
Fees and subscription	0.00	70.84
Computer Expenses	0.00	0.00
Software Development (Contactless Project)	0.00	0.00
Rent	0.00	324.00
Job Work	0.00	0.00
Vehicle Fuel	0.00	0.00
Hardware and Tools	0.00	0.00
	<b>70,036.19</b>	<b>84,043.43</b>

Less: Cost of inventory consumed	14,007.24	14,007.24
<b>Total(B)</b>	<b>56,028.96</b>	<b>70,036.19</b>
<u>Tap N Pav project</u>		
Opening Inventory	-	-
Website Development	195.67	0.00
Tour & Travel-Domestic	462.08	0.00
Technical Consultancy Fees	504.00	0.00
Printing & Stationery	19.07	0.00
Office Expenses	18.60	0.00
Legal & Professional Charges	468.75	0.00
Internet Expenses	153.62	0.00
Fees & Subscription	47.69	0.00
Electricity Expenses	94.82	0.00
Business Promotion	178.21	0.00
Bank Charges	124.97	0.00
Auditor's Remuneration	65.00	0.00
Repair & Maintenance	92.60	0.00
Interest on Loan	2,288.30	0.00
Loan overdue Charges	248.40	0.00
Employee benefit Expenses	21,553.50	0.00
<b>Total(C)</b>	<b>26,515.28</b>	<b>0.00</b>
Oxygen Concentrator	4,522.94	0.00
<b>Total(D)</b>	<b>4,522.94</b>	<b>0.00</b>
<b>Total (A+B+C+D)</b>	<b>1,03,554.55</b>	<b>94,767.27</b>

**Note 14 Trade receivables**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
Trade receivables	12,372.00	17,896.59
<b>Total</b>	<b>12,372.00</b>	<b>17,896.59</b>

Amount (in Rs. '000s)

Trade Receivables	Less than 6 Months	More Than 6 Months less than 1	More than 1 Year	Total
Unsecured Trade Receivables-Considered Good	8,920.73	673.76	1,449.65	11,044.14
Unsecured Trade Receivables-Considered Doubtful	0.00	152.70	417.09	569.79
Disputed Trade Receivables-Considered Good	0.00	0.00	0.00	0.00
Disputed Trade Receivables-Considered Doubtful	0.00	0.00	758.07	758.07
	8,920.73	826.46	2,624.81	12,372.00

**Note 15 Cash and cash equivalents**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
(a) Cash on hand	83.93	35.21
(b) Balances with Scheduled banks in current accounts	53.21	66.04
<b>Total</b>	<b>137.14</b>	<b>101.24</b>

**Note 16 Short-term loans and advances-(Unsecured, considered good)**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
(a) Prepaid expenses	25.87	87.95
(b) Unbilled Revenue	673.63	673.63
(c) Balance with Govt. Authorities	3,407.38	3,072.00
(d) Advance to supplier's	2,509.89	1,229.95
<b>Total</b>	<b>6,616.76</b>	<b>5,063.53</b>

**Note 17 Other Current Assets**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Amount (In Rs.'000s)	
(a) TDS Recoverable	35.78	26.49
<b>Total</b>	<b>35.78</b>	<b>26.49</b>

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
CIN : U64204DL2009PTC189456

**Notes forming part of the Financial Statements**

**Note 18 Revenue from operations**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Amount (In Rs.'000s)	
<b>Sale of services</b>		
Export	14,374.77	24,193.98
Domestic	746.98	1,147.00
<b>Revenue from Products</b>		
Export	6,365.58	1,518.59
Domestic	18,559.17	4,200.84
<b>Total</b>	40,046.50	31,060.42

**Note 19 Other income**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Amount (In Rs.'000s)	
Foreign Exchange difference	1,121.85	-133.19
Other Income	424.74	0.00
Excess Inventory (Provision) written off	0.00	16,487.38
<b>Total</b>	1,546.59	16,354.19

**Note 20 Cost of Material / Service consumed**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Amount (In Rs.'000s)	
Material / Services Consumed	24,811.21	6,069.93
less Closing Stock	4,522.94	-
	20,288.28	6,069.93
Project Inventory write off - Contactless and Transit Project	14,007.24	14,007.24
Project Inventory write off - Secure Banking Overlay	8,243.69	8,243.69
<b>Total</b>	42,539.21	28,320.86

**Note 21 Employees Benefits Expenses**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Amount (In Rs.'000s)	
Salaries and wages	22,297.39	18,923.56
Gratuity Expenses	540.53	636.79
Staff welfare expenses	3.27	-
Less: Expenses t/f to 'Inventory'	21,553.50	-
<b>Total</b>	1,287.70	19,560.35



**Note 22 Finance Cost**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Amount (In Rs.'000s)	
Finance Charges	20.04	8.24
Interest on Loan	2,507.56	3,119.69
Loan Overdue Charges	276.00	230.57
	2,803.60	3,358.50
Less: Expenses t/f to 'Inventory'	2,536.70	-
<b>Total</b>	<b>266.89</b>	<b>3,358.50</b>

**Note 23 Depreciation and amortization expenses**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Amount (In Rs.'000s)	
Depreciation for the year	610.75	620.99
<b>Total</b>	<b>610.75</b>	<b>620.99</b>

**Note 24 Other expenses**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Amount (In Rs.'000s)	
Power and fuel	134.53	138.94
Rent including lease rentals	0.00	1,440.00
Repairs and maintenance	139.85	81.95
Rates and taxes	227.21	172.48
Communication	718.04	500.59
Travelling and conveyance	476.73	170.39
Business promotion	178.21	67.47
Balance w/o	148.68	-
Late Delievery Charges	35.00	-
Legal and professional expenses	512.05	880.00
Payment to Auditor (See Note No. 33)	209.00	188.36
Interest and penalty	21.36	477.98
Printing & Stationary	19.07	13.21
Fees & Subscription	143.08	183.51
Vehicle Insurance	41.17	12.04
Office expenses	74.91	88.89
Exhibition Exp	0.00	9.12
Bank Charges	238.77	103.67
Books & Periodicals	0.00	3.60
Website Development	205.67	173.49
Technical Consultancy	564.00	165.00
Miscellaneous expenses (Net)	7.44	5.68
	4,094.78	4,876.37
Less: Expenses t/f to 'Inventory'	2,425.08	324.00
<b>Total</b>	<b>1,669.70</b>	<b>4,552.37</b>

## **NEXTGEN TELESOLUTIONS PRIVATE LIMITED**

**CIN : U64204DL2009PTC189456**

### **Notes forming part of the Financial Statements**

#### **1. Corporate information**

NextGen Telesolutions Pvt. Ltd. was incorporated on 17 April 2009 as a Private Limited Company in New Delhi, India. The company developing solutions around retailing and integrating mobile technology as a technology platform and specialties in the smart card solutions, mobile VAS solutions, mobile couponing, mobile applications.

#### **2. Significant accounting policies**

##### **2.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act' 2013, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year

##### **2.2 Use of Estimates**

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

##### **2.3 Revenue Recognition**

Revenue from operations is recognized on accrual basis.

##### **2.4 Inventories**

Inventories of WIP valued at cost plus conversion cost. Project Inventories are written off over a period of life of the project or 6 years, whichever is earlier, beginning from the month when the project start generating revenue.

##### **2.5 Fixed Assets and Depreciation**

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes incidental expenses incurred up to the date of put to use.

Depreciation on fixed assets is provided on the Written down value method based on estimated useful lives, as provided in Schedule II of Companies Act 2013.

<b>Assets</b>	<b>Life (in years)</b>
Office equipment	5
Computers (including network equipments)	3

## **2.6 Taxation**

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

Deferred Tax expense or benefit is recognized on timing Difference between accounting and taxable income that originates in one year and are capable of reversal in one or more subsequent period. Deferred tax assets and liabilities are measured using the tax rates and laws that are enacted or substantively enacted by the balance sheet date.

The deferred tax asset is recognized subject to principle of prudence and conservatism and carried forward only to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax asset will be realized.

## **2.7 Operating Cycle**

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## **2.8 Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) by the weighted average number of equity shares outstanding during the year.

## **2.9 Foreign Exchange Transactions**

Foreign Exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Receivables and payables at the year end are translated at the exchange rate prevailing on the balance sheet date and differences coming there are recognized in profit and loss account.

## **2.10 Impairment of Assets**

All assets other than inventories, financial assets including investments and deferred tax asset, are reviewed for impairment, to determine any events or changes in circumstances which might indicate that the carrying amount may not be recoverable as per the provisions of applicable Accounting standards. If such indication exists the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of asset's net selling price and value in use which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An Impairment loss is charged to the profit & loss account in the year in which an asset is impaired. Reversal of impairment loss is recognized immediately as income in the Profit & Loss account.

**NEXTGEN TELESOLUTIONS PRIVATE LIMITED**  
CIN : U64204DL2009PTC189456

**Notes forming part of the financial statements**  
**Additional Information**

**25 Related parties disclosures**

**a) Parties where control exists:**

There is no subsidiary or step-down subsidiary of the company as on March 31, 2022.

**b) Other related parties:**

Name of other related parties	Nature	%age of holding (as on 31.03.2022)
Taron Mohan	Director	0.03%
Shalini Mohan	Sister of Director	N.A.
Rajat Kakkar	Director	7.50%
Mobipay Securiseservices Pvt. Ltd.	Associate Company	N.A.
ITIDA Marketing	Proprietorship of Tarun	N.A.

**c) Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2022**

Particulars	(Amount in Rs.) 2021-22	(Amount in Rs.) 2020-21
<b><u>Repayment of Loan</u></b>		
-Taron Mohan	6,263.11	6,128.07
-Shalini Mohan	0.00	230.00
<b><u>Loans/ Advance received during the year</u></b>		
-Sanjay Baweja	0.00	0.00
-Taron Mohan	3,482.29	2,044.71
-Shalini Mohan	0.00	230.00
-Rajat Kakkar	500.00	0.00
<b><u>Reimbursement of Expenses on behalf of company</u></b>		
Taron Mohan		
- Salary Expense	0.00	60.00
- Car Insurance & Maintenance Expense	180.56	0.00
<b><u>Expenses on behalf of related party</u></b>		
-ITIDA Marketing	860.56	0.00
-Mobipay Securiseservices Pvt Ltd	3.40	121.20
<b><u>Balances outstanding at the end of the year</u></b>		
-Sanjay Baweja	1,500.00	1,500.00
-Taron Mohan	11,873.72	14,654.53

26 Earning in foreign currency	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>Total</b>	20,740.35	25,712.58

Expense in foreign currency	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>Total</b>	17,190.50	705.65

**27 Employee benefits**

**Gratuity**

The Company has adopted the Accounting Standard – 15 (Revised), Employee Benefits, issued by the Institute of Chartered Accountants of India. Liability with regards to the Gratuity is determined by Actuarial Valuation as at the Balance Sheet date. The liabilities according to Actuarial Valuation of Gratuity is as under:-

Particulars	As at 31st March 2022	As at 31st March 2021
Current Liability (Amount due within 12 months)	52.25	34.30
Current Liability (Amount due after 12 months)	2,220.33	1,801.25
<b>Total</b>	2,272.57	1,835.54

To comply with AS-15 issued by the Institute of Chartered Accountants of India, the Company has actuarially valued the retiral of its employees as under.

The principal actuarial assumptions used for valuation of obligation of the Company towards gratuity and compensated absences are as follows:

Particulars	As at 31st March 2022	As at 31st March 2021
Discount rate	7.18%	6.80%
Salary escalation rate	7.00%	7.00%
Retirement Age	60 Years	60 Years
Mortality Rate	Rates under Indian Assured Lives Mortality (2012-2014)	Rates under Indian Assured Lives Mortality (2012-2014)

**Discount rate:**

The discount rate used for determining the present value of the obligation is based on the market yields on Government securities as at the valuation date having maturity periods approximating to the terms of related obligations.

**Salary escalation rate:**

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

**28 Earning Per Share**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Basic earnings per share</b>		
Basic		
Profit/Loss for the year	-4,781.16	-8,998.45
Number of equity shares	400.00	400.00
<b>Earning per share</b>	<b>(11.95)</b>	<b>(22.50)</b>
<b>Diluted earning per share</b>		
Profit/Loss for the year	-4,781.16	-8,998.45
Number of equity shares	400.00	400.00
<b>Diluted Earning per share</b>	<b>(11.95)</b>	<b>(22.50)</b>

**29 Contingent Liabilities**

Other money for which company is contingently liable amount Rs 12,85,480/- (Rs.5,95,994/-) which represents TDS defaults pertaining to different quarters and different financial years. The same shall be confirmed on completion of rectification process the company has initiated.

**30 Capital Commitment**

Nil (Nil)

**31 Change in Accounting Policy**

There are no change in Accounting policy in the current year

**32 (a) Projects Inventory written off during the year & Inventory of Projects**

These expenditures comprise of Direct and Indirect expenditure allocated to the project. Management feels that, based on discussions with various end-users of the project, they are confident of recovering at least the cost on the commercial exploitation of these projects. Accordingly the cost of the project is shown as book value as on the date of the Balance Sheet.

Project Name	Secure Banking Overlay	Contactless and Transit Project	Tap N Pay project (WIP)	TOTAL
Inventory as on 31.03.2021	24,731.07	70,036.19	0.00	94,767.27
Add : Expenses Incurred during 2021-2022	0.00	0.00	26,515.28	26,515.28
Total Project Inventory	24,731.07	70,036.19	26,515.28	1,21,282.55
Project Inventory Write off	8,243.69	14,007.24	0.00	22,250.93
	16,487.38	56,028.95	26,515.28	99,031.62

**(b) Oxygen Concentrator**

Particulars	Oxygen Concentrator				Total
	10LTR (No.)	Value	5 LTR (No.)	Value	
Purchase	107.00	7,361.14	176.00	8,797.70	16,158.84
Courier Expense	-	901.93	-	1,278.72	2,180.65
Total	107.00	8,263.07	176.00	10,076.42	18,339.49
less-Cost of Goods Sold	107.00	8,263.07	97.00	5,553.48	13,816.55
Closing Stock	-	-	79.00	4,522.94	4,522.94

**33 Auditors Remuneration:**

PARTICULARS	31.03.2022	31.03.2021
Audit Fees	130.00	130.00
Other Services	79.00	58.36
Certificate charges	0.00	0.00
<b>TOTAL</b>	<b>209.00</b>	<b>188.36</b>

- 34 The Secured loan taken by the Company from Hero fincorp limited (NBFC) have been enhanced previous year. The enhancement of Rs.44.86 lakh is on account of Guranteed Emergency Credit Loan sanctioned on 27.08.2020. The loan is sanctioned with moratorium period of 1 year upto September 2021 and only Interest is charged during the moratorium period.

The Company is irregular in repayment of loan from Hero Fincorp Limited (NBFC) . These dues were not paid due to insufficiency of funds available with the Company at present. The Management is expecting to pay these dues with late payment and overdue charges thereon as soon as the funds are arranged by the Company.

The Loan amount (Principal) overdue as on 31.03.2022 are as follows :

Name	Balance overdue as on 31.03.2022	Balance overdue as on 31.03.2021
Hero fincorp limited (NBFC)	2,134.70	1,585.04
<b>TOTAL</b>	<b>2,134.70</b>	<b>1,585.04</b>

- 35 The Company has considered the possible effects, in the accounts, that may result from the pandemic relating to COVID- 19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements, has used internal and external sources on the expected future performance of the Company. The Company, based on current indicators of future economic conditions, expects the carrying amount of the assets will be recovered, although sufficient liquidity is not available at present, to fund the business operations of the Company. Given the uncertainty because of COVID-19, the final impact on the Company's assets in future may differ from that estimated as at the date of approval of these financial statements.

- 36 The following are the amounts received for the purpose of software development are considered as unsecured borrowings & Long term deposits (Note, 5 - Long term borrowings). The software development is not yet started or initiated till the date of approval of these financial statements.

36.1	Name	As at 31.03.2022	As at 31.03.2021
	<b>Unsecured borrowings - Other than Director</b>		
	Shivram P	1,700.00	1,700.00
	Pasricha Healthcare Pvt Ltd	3,000.00	3,000.00
	<b>Long Term Deposits</b>		
	Ashish Parthasarthy	50,000.00	50,000.00
		<b>54,700.00</b>	<b>54,700.00</b>

- 37 **Statutory Dues**  
Statutory Dues (Note no.8 - Other Current liabilities) Rs.7231.24/- (Rs. 3428.67/- )is on account of TDS/GST dues till 31/03/2022 .These statutory liabilities are not paid due to insufficiency of funds available with the Company. However, subsequently in FY 2022-23 the company has paid Rs 3428.67 pertaining to FY 20-21 on account of TDS.

- 38 **Subsequent Events**  
Necessary adjustments / disclosures have been made in the financial statements in respect

- 39 Section -135 of Company Act is not applicable upon the company

- 40 **Tangible & Intangible Assets**  
-The Company has not done any revaluation on its Property Plant and  
-The company has an Intangible Assets "Tap N Pay " which is under development as on 31/03/2022

- 41 **Compliance with the number of layers of companies**  
This clause is not applicable as the company doesnot have any holding or subsidiary company during

- 42 **Compliance with approved scheme of Arrangement**  
There is no such arrangement for merger/demerger/ amalgamation in the company during the year.

- 43 **Receipts in Foreign Currency**

Receipts in foreign currency	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>Total</b>	<b>20,740.35</b>	<b>25,712.58</b>

- 44 **Payments in Foreign Currency**

Payment in foreign currency	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>Total</b>	<b>17,190.50</b>	<b>705.65</b>

- 45 All charges have been disclosed to Registrar of Company

- 46 There are no advances granted to promoter / director / KMP / relative party as on 31st March 2022

- 47 All the transactions/incomes have been properly disclosed in the books of accounts and there is no undisclosed income in the knowledge of the management.

- 48 The company has not traded or invested in crypto currency / virtual currency during the financial year.

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Ratios	Formulae	2021-22	2020-21	Variation	Remarks
Current Ratio	(Current Assets/ Current Liability)	2.25	3.16	-29%	
Debt Equity Ratio	(Long Term Borrowings / ESH Funds)	20.83	23.00	-9%	NA
Debt Service Coverage Ratio	Sales(-)Expenses (except Finance Cost) /Long term Borrowings	-0.07	-0.24	-70%	
Return on Equity Ratio	Profit attributable to SH/ Average Equity	-1.20	-2.25	-47%	
Stock Turnover Ratio	COGS/Avg Stock	0.43	0.29	46%	
Debtors Turnover ratio	Net Credit Sales / Debtors	2.65	1.79	48%	
Creditors Turnover Ratio	Net Credit purchases / Creditors	4.46	0.93	378%	
Net Capital Turnover Ratio	Net Sales/Working Capital	0.59	0.39	53%	
Net Profit Ratio	PAT / Net Sales	-12%	-29%	-59%	
Return on Cap Employed	Earning before Int & Tax /Capital Employed	-0.07	-0.07	-5%	
Return on Investments	PAT/ shareholder Funds	-0.29	-0.78	-62%	

- 50 There are no proceedings which have been initiated or pending against the company for holding any Benami Property under the Benami transaction (Prohibition) Act, 1988 under rules and the rules made thereunder.
- 51 Company does not have any transactions during the year with the companies which are struck off under section 248 of Companies Act 2013
- 52 The company has not been declared as wilful defaulter by any of the competent authorities
- 53 Debit/Credit balances of parties including RBL Bank, loans and employees dues are subject to confirmation / Reconciliation.
- 54 All the transactions/incomes have been properly disclosed in the books of accounts and there is no undisclosed income in the knowledge of the management.
- 55 The losses of the Company as on the balance sheet date, have exceeded the Share Capital and Reserves. However, the books of account have been prepared on a going concern basis as the management is confident that they will be able to generate profitable business in the near future.
- 56 The Company is a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.
- 57 The other additional information pursuant to Schedule III of the Companies Act, 2013 have not been given as these are not applicable to the company for the period.
- 58 Previous year's figures have been regrouped / reclassified whenever necessary to correspond with current year's.

In terms of our report attached  
For Arun K Garg & Associates  
Chartered Accountants  
FRN-005543N

For and on behalf of the Board of Directors

For NEXTGEN TELESOLUTIONS PVT. LTD.

Arun Kumar Garg  
(Partner)  
M.No.-84580  
UDIN:

Place: Delhi  
Date: 31/12/2022

Authorised Signatory

Taron Mohan  
(Director)

DIN 00287869

Place: Delhi

Date: 31/12/2022

Authorised Signatory

Rajender Mohan Mallia  
(Director)

DIN 00136657

Place: Delhi

Date: 31/12/2022



# ARUN K. GARG & ASSOCIATES

(CHARTERED ACCOUNTANTS)



216 (72-B), Lane No. 12, East Azad Nagar,  
Krishna Nagar, Delhi-110051.

Tel. : 011-22093230, 22096533

www.akgarg.com, E-mail : admin@akgarg.com

To the Board of Directors,  
Nextgen Telesolutions Private Limited,  
Second Floor, B-174, B Block Shivalik,  
New Delhi-110 017

Dear Sir(s),

**SUB: Communication of UDIN for audited Standalone Financial Statements for the Financial Year 2021-22**

As per the guidelines issued by the ICAI, we are required to generate UDIN and communicate such generated UDIN to the "Management" or "Those Charged with Governance" for disseminating it to the stakeholders from their end. Accordingly, please find below UDIN for audited Standalone Financial Statements for the Financial Year 2021-22 signed by us on 31.12.2022.

**UDIN: 23084580BGRDGB5218**

For Arun K. Garg & Associates  
Chartered Accountants  
(FRN # 005543N)

CA. Arun Kumar Garg  
Partner  
Membership No. 084580



Date: 04.01.2023  
Place: Delhi



## DIRECTORS' REPORT

To  
The Members  
**Nextgen Telesolutions Private Limited**

Your Directors have pleasure in presenting the 13<sup>th</sup> Annual Report on the business of your Company, together with the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2022.

## FINANCIALS RESULTS

Particulars	(Amount in Rupees)	
	2021-22	2020-21
Revenue from Operations	4,00,46,501	3,10,60,419
Other Income	15,46,585	1,63,54,193
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(39,03,522)	(50,18,966)
Less: Depreciation/ Amortisation/ Impairment	6,10,747	6,20,991
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(45,14,269)	(56,39,957)
Less: Finance Cost	2,66,894	33,58,497
Profit/loss before Exceptional items and Tax Expense	(47,81,163)	(89,98,454)
Add/(less): Exceptional items	0	0
Profit /loss before Tax Expense	(47,81,163)	(89,98,454)
Less: Tax Expense (Current & Deferred)	0	0
Profit /loss for the year (1)	(47,81,163)	(89,98,454)
Total Comprehensive Income/loss (2)	0	0
<b>Total (1+2)</b>		
<b>Balance of profit /loss for earlier years</b>	(2,19,35,776)	(1,29,37,322)
Less: Transfer to Debenture Redemption Reserve	0	0
Less: Transfer to Reserves	0	0
Less: Dividend paid on Equity Shares	0	0
Less: Dividend paid on Preference Shares	0	0
Less: Dividend Distribution Tax	0	0
<b>Balance carried forward to Balance Sheet</b>	(2,67,16,939)	(2,19,35,776)

## STATE OF COMPANY'S AFFAIR

Your Company spent the last 7 years in developing the advanced secure banking solution for the feature phones and the smart feature phones, which has finally been able to get the approvals from the regulators in India – The RBI and NPCI. This solution is now under integration for UPI and the Bill Payment systems and has the acceptance from the Micro-Finance industry and the mobile device company to enable the digital payment capabilities for them.

Another solution for the feature phones – the E-voucher which again involved a proprietary module for the feature phones is now gaining acceptance with customers and should be going live with a bank in the coming year.

And the SoftPOS which enabled TapNPay on the mobile devices is also gaining acceptance with the large merchant acquirers and coupled with the card tokenization module from our partner, brings about disruption in the online payment ecosystem.

The 3 solutions developed by your company in the last few years are now poised to go commercial and generate revenues for the Company.

#### **CHANGE IN THE NATURE OF BUSINESS**

During the Financial Year under review, The Company had modified its main objects clause in Memorandum of Association by way of a Special Resolution passed at an Extra Ordinary General Meeting held on 31.05.2021. Further the office of Registrar of Companies, NCT of Delhi have accorded its approval to the said modification in the main objects of Memorandum of Association by way of certificate dated 16.06.2021.

During the Financial Year under review the Company recorded revenue of Rs.1,45,70,841/- by way of sales of Oxygen Concentrators.

#### **RE-CLASSIFICATION OF PROMOTERS**

During the previous Financial Year the Promoters of the Company were not re-classified.

Henceforth Smt. Promila Chandra Mohan is the present "Promoter" of the Company.

#### **CHANGE IN SHARE CAPITAL**

**AUTHORIZED SHARE CAPITAL:** During the Financial Year under review, there has been no change in the Authorized Share capital of the Company. As on 31<sup>st</sup> March, 2022, the Authorized Share Capital of the Company was Rs.2,00,00,000/- divided into 20,00,000 Equity Shares of Rs.10/- each.

**ISSUED SHARE CAPITAL:** During the Financial Year under review the Company has no change in the Issued Share Capital of the Company.

As on 31<sup>st</sup> March 2022 the Issued Share Capital of the Company was Rs.40,00,000/- divided into 4,00,000 Equity Shares of Rs.10/-each.

**SUBSCRIBED AND PAID-UP SHARE CAPITAL:** During the Financial Year under review, the Company has not made any allotment of the Equity Shares.

As on 31<sup>st</sup> March 2022, the total Paid Up Share Capital of the Company was Rs.40,00,000/- divided into 4,00,000 Equity Shares of Rs.10/-each.

#### **TRANSFER OF EQUITY SHARES**

Post the closure of Financial Year under review, Smt. Promila Chandra Mohan, Promoter of the Company has transferred 45,000 Equity Shares of Rs.10/- each to as per following details:-

S. No.	Transferor	Transferee	No. of Shares	Date of Share Transfer
1.	Smt. Promila Chandra Mohan	Mr. Rajinder Sharma	15,000	11.04.2022

2.	Smt. Promila Chandra Mohan	Mr. Rajender Mohan Malla	15,000	11.04.2022
3.	Smt. Promila Chandra Mohan	Mr. Sanjay Baweja	15,000	11.04.2022

### **RESERVES**

During the Financial Year under review, the Company has recorded losses of Rs.52,87,898/- . The accumulated losses as on 31<sup>st</sup> March 2022 are Rs.2,72,23,674/-. Further Company has a balance in Securities Premium of Rs.64,00,000/-.

### **DIVIDEND**

In view of accumulated losses of the Company, the Directors do not recommend any dividend for the Financial Year 2021-22.

### **SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANIES**

The Company does not have any Subsidiary Company, Joint Venture or Associate Company during the Financial Year under review.

### **SECRETARIAL STANDARDS OF ICSI**

During the Financial Year under review, all the Board as well as General Meetings of the Company were called, held and conducted in accordance with the Revised Secretarial Standards 1 and 2, as issued by the Institute of Company Secretaries of India (ICSI) and approved by the Ministry of Corporate Affairs (MCA) vide its letter No. 1/3/2014-CL.I dated 14<sup>th</sup> June, 2017.

### **DEPOSITS**

During the Financial Year under review, the Company has not accepted any deposits from public under Section 73 of the Companies Act, 2013 and rules made thereunder.

### **LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given loan to any person or body corporate or given any guarantee or provided any security in connection with loan to any other body corporate or person and has not acquired securities of any other body corporate in terms of Section 186 of the Companies Act, 2013 during the Financial Year under review.

### **BORROWINGS**

During the Financial Year under review, the Company has partially paid back the Long Term Borrowings from the NBFC, the details of which are stated in Note No. 5 of the Financial Statement.

There was no instance of onetime settlement with any Bank or Financial Institution.

### **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the Financial Year under review, the Company has entered into certain contracts/ transactions/arrangements with its Directors as disclosed in Note No. 25 of the Notes to

Accounts attached to the Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2021.

The Company has entered into contracts with Mobipay Securiservices Private Limited (MOBIPAY) for IPR Licensing Agreement in order to allow and grant an exclusive License to MOBIPAY, but no transaction has been carried out between the Company and MOBIPAY during the Financial Year under review. Further, after the closure of Financial Year under the review the Company has received an advance payment of Rs. **72,00,000/-** from Mobipay Securiservices Private Limited on account of proposed transfer of IPR.

#### **MONEY ACCEPTED FROM THE DIRECTORS AND THEIR RELATIVES**

During the Financial Year under review, the Company has received as well as paid back the amount of Unsecured Loans from and to its Director Mr. Taron Mohan, the details of which are stated in Note No. 25 of the Financial Statement.

Further, the Company has outstanding unsecured Loan from Mr. Sanjay Baweja and Mr. Taron Mohan, Directors of the Company amounting to Rs. 15,00,000/- and Rs. 1,18,73,715/- respectively.

#### **BOARD OF DIRECTORS/ KEY MANAGERIAL PERSONNEL**

During the Financial Year under review, no changes occurred in the Board of Directors of the Company.

Furthermore, the Company being a Private Limited Company is not required to appoint any Independent Director(s) on its Board of Directors.

#### **NUMBER OF MEETINGS OF THE BOARD**

The Company is a Small Company as per the provisions of The Companies Act, 2013.

During the Calendar Year 2021, the Board of Directors of Company has 3 (Three) times met on the following dates:

S. No.	Date of Meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1.	31.03.2021	4	4	100
2.	18.05.2021	4	4	100
3.	15.09.2021	4	3	75

Further, during the Calendar Year 2022 till the date of Directors' Report, the Board of Directors of your Company has 3 (Three) times met on the following dates.

S. No.	Date of Meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1.	12.01.2022	4	4	100
2.	11.05.2022	4	2	50
3.	20.12.2022	4	3	75

#### **COMMITTEES OF THE BOARD OF DIRECTORS**

The Company is not required to constitute any Committees under the Companies Act, 2013 and accordingly has not formulated any Committees.



## **CORPORATE SOCIAL RESPONSIBILITY**

The Company is not required to carry out the CSR activities as it has not triggered any of the threshold limits as prescribed under Section 135 of Companies Act, 2013 during the financial period under review and accordingly has not formulated the CSR Committee. This may be treated as disclosure under Section 134(3)(o) of Companies Act, 2013.

## **PERSONNEL**

Statement of the Employees as covered under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, forming an integral part of this Director's report for Financial Year 2021-22 is not applicable as Company is a Private Limited Company and provisions of Section 197(12) of the Companies Act, 2013 and Rules notified thereunder are applicable to Listed Company.

## **EMPLOYEE STOCK OPTION PLAN**

The Company had sought the approval of the Board of Directors at its Board Meeting held on 8<sup>th</sup> June, 2019 as well as the Members of the Company at their Extra Ordinary General Meeting held on 26<sup>th</sup> June, 2019 for launching ESOP 2019.

But keeping in view the prevailing position of the Company the ESOP 2019 Scheme has still not been launched.

## **CONSTITUTION OF COMPANY**

The Company is a Private Limited Company and hence is not required to carry out various compliances as related to a Listed Company or a Public Limited Company as prescribed under various provisions of Companies Act, 2013 and rules made thereunder.

## **DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013**

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Board of Directors of the Company confirms that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) During the previous Financial Year i.e. 2020-21 the Company has changed its accounting policy on valuation of Inventories, which has resulted in reduction of losses. Further during the Financial Year under review the Company has applied such policies consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year 2021-22 and of the losses of the company for the said Financial Year;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Director had prepared the annual accounts on a going concern basis;

- e) Clause (e) of Section 134(5) of the Companies Act, 2013 is not applicable as the Company is not a Listed Company and;
- f) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

## **AUDITORS**

The present Statutory Auditors of the Company, i.e. M/s Arun K. Garg & Associates, Chartered Accountants {Firm Registration No. 005543N} were re-appointed as Statutory Auditors of the Company in 2019-20 for another term of 5 (five) Financial Years i.e. from 2019-20 to 2023-24.

Pursuance to the Companies Amendment Act, 2017, the first proviso to Section 139(1) of the Companies Act, 2013 has been omitted vide notification dated 7<sup>th</sup> May, 2018. Accordingly, the appointment of Statutory Auditors of the Company shall continue for the Financial Year 2022-23 and is not required to be ratified by the Members at the ensuing Annual General Meeting.

## **STATUTORY AUDITORS' REPORT FOR THE FINANCIAL YEAR 2021-22 AND BOARD'S COMMENTS ON QUALIFICATION, RESERVATION & ADVERSE REMARKS OR DISCLAIMER MADE BY AUDITORS IN THEIR REPORT**

The Statutory Auditors' Report to the Members together with the Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2022 and notes thereon are attached. The report of Statutory Auditors' for the Financial Year 2021-22 have the following qualification, reservations or adverse remark or disclaimer and accordingly the explanations and comments of Board of Directors are as follows.

<b>S. No.</b>	<b><u>Basis for opinion</u></b>	<b><u>Explanations and comments of Board of Directors</u></b>
1.	Recoverability of Undergoing projects (Projects inventory) amounting to Rs. 72,31,236/- (Net of write off and write back) is doubtful, as the Company, at present, is not able to generate sufficient revenue against these projects. (Refer Note No.13& 32 of Notes to accounts).	<p><i>The results of the efforts of Company in SIM overlay project have started bearing fruits. The Company has closed large contracts with the 1) a mobile telco in India to power their mobile money / payment services 2) the micro finance companies in India through their umbrella organisation Sa-Dhan 3) a large mobile handset company in India and Africa.</i></p> <p><i>The contactless SoftPOS solution has been extended to the integration with the Card tokenisation solution under the updated mandate from the RBI and is also being accepted well with customers in India.</i></p> <p><i>In addition to the above, the contactless payment technology being developed by the Company has also gained a few customers in India / Africa. The Company is in the midst of deploying the</i></p>

		<p>contactless payments (QR code and Cards) for the Central Bank of Libya through the local partner for retail and transit payments, which should be a demo platform for similar opportunities across Africa / SE Asia and focussed on the multi wallet / multi currency solution for the UN across Africa.</p> <p>During the Financial year under review your Company generated Revenue of Rs.4,00,46,501 /- as compared to revenue of Rs.3,10,60,419 /- during the previous Financial Year, recording a growth of more than 29%.</p>
2.	Recoverability of stock of oxygen concentrators of Rs. 45,22,936/- is doubtful for which management has not made any provisions. (Refer Note No.13 of Notes to accounts).	The Company has donated some of the oxygen concentrators to some Gurudwara(s) in South Delhi and further intends to donate the remaining oxygen concentrators also in due course.
3.	The Company has accepted unsecured loans and deposits in the form of advance from Customers for providing future services, which were initially exempted under Rule 2 (1) (c) (xii) (e) of the Companies (Acceptance of Deposit) Rules, 2014 and during the present Financial Year under audit, the mandatory period has expired and the Company has failed to set off the said amount against the services to be tendered to such Customers. Hence presently the Company is holding such advance amount in breach of the provisions of Section 73 read with the Companies (Acceptance of Deposit) Rules, 2014. (Refer Note No. 36.1 of Notes to accounts.)	The Company has accepted unsecured loans and deposits in the form of advance from Customers for providing future services, which were initially exempted under Rule 2 (1) (c) (xii) (e) of the Companies (Acceptance of Deposit) Rules, 2014 and during the present Financial Year under audit, the mandatory period has expired and the Company has failed to set off the said amount against the services to be tendered to such Customers. The Company has not been able to set off the said advance due to the continuing economic slow down as well as impending recession post the world wide pandemic i.e. COVID-19. Hence presently the Company is holding such advance amount in its books and shall endeavor to settle the said amount at the earliest.
4.	Financial statements are prepared on a going concern basis, even though the accumulated losses of the Company are more than the share capital, and the future revenue stream is not clear. (Refer Note No. 55 of Notes to accounts.)	The Promoters have complete commitment to support the affairs of the Company in order to maintain the going concern status of the Company. The promoters are confident that the efforts as deployed in the existing projects shall start bearing fruits shortly and the Company will be able to sustain its going concern status on its own.
5.	Company has allocated expenses on the new project "Tap N Pay" amounting Rs. 2,65,15,278/- which is under	This project forms a part of the larger scope of the card tokenization and Tap N Pay enabling contactless payments on a



	development, upon which we as auditor are unable to verify the basis of allocations by any means the amount specified under inventory (Refer Note No. 32(a) of Notes to Accounts)	mobile – merchant or a customer. The potential here globally is huge.
6.	Payment via credit card amounting to Rs. 9,79,558/- cannot be verified due to lack of evidence	The Company has requested the Bank for credit card statement multiple times but the same is awaited. Henceforth the Statutory Auditors can't verify the credit card balances. No personal expenses has been booked through the said credit card expenses aggregating to Rs.9,79,558/-

#### **DETAILS OF FRAUD AS PER AUDITORS' REPORT**

There have been no fraud in the Company during the financial Year ended 31<sup>st</sup> March, 2022 and the same is also supported by the report of the Auditors of the Company as no frauds have been reported in their audit report for the Financial Year ended 31<sup>st</sup> March, 2022.

#### **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO AS PER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013**

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as per Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given below:

**a. Conservation of energy**

The company is engaged into the business of developing solutions around retailing and integrating mobile technology as a technology Platform and is not engaged in any manufacturing activities hence provision of Conservation of Energy does not apply on the Company.

**b. Technology Absorption, Adaptation and Innovation**

The Company has not imported technical know-how further Company has not established any separate R&D facilities

**c. Foreign Exchange Earnings & Outgo**

During the Financial Year under review your Company has incurred expenditure in foreign outflow of equivalent to Rs.1,71,90,504.81/- and recorded foreign inflow of Rs.2,07,40,350.64/-.

The Company has earned an Income of 11,21,848 from fluctuations in Foreign Currency.

#### **STATUS OF LITIGATION INTIATED BY AND AGAINST THE COMPANY**

The Company filed a case of IPR infringement against M/s Altruist Technologies Private Limited for infringing your Company owned IPR's with regard to mobile VAS services, the rights of which were assigned to your Company by Mr. Taron Mohan, Director Consequent to the sale to his previous concern – Mobisoft Telesolutions Private Limited.

The case was under hearing at the Hon'ble High Court of Delhi at New Delhi. M/s Altruist has approached the Company for an out of court settlement with no costs to each other and



a joint ownership on the IPR here. Thereafter, it was mutually settled out of court with no cost to each other.

There was an ongoing case filed by M/s CG Finco, Nepal for recovery of the advance remitted against the delivery of the SIM overlay platform to them for their secure banking services. However, due to limitations on delivery of adequate operative infrastructure for the service with the telecom network operators in Nepal, this could not be delivered. Hence, there has been an understanding to refund the advance amount to M/s CG Finco when the financial position of the Company permits.

The Company in 2017 entered into an Agreement with M/s CG Corp, Nepal for supply of SIM overlay Secure Banking Solution. They could not deliver the telecom SMS gateway for this project, hence, we had to drop the implementation and subsequently agreed to returning the advance USD 15,000 received from them on this account.

Further, the Company would be able to return the advance of USD 15,000 received from M/S CG CORP post improving of the Company's financial position and looking at a good healthy state in the next financial year, the company would be complying with this Agreement with them.

#### **APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

Neither any application is made nor are any proceedings pending under the Insolvency and Bankruptcy Code, 2016. No initiative has been done under this IBC code yet

#### **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF REPORT**

There were no material changes and commitments affecting the financial position of the Company between the end of Financial Year (March 31, 2022) and the date of the Report.

#### **DISCLOSURE UNDER SECTION 67**

During the period under review the company has not purchased its shares and given any loans to purchase its own shares under section 67 of the Companies Act, 2013.

#### **RISK MANAGEMENT POLICY**

The Company has adopted a well-defined process for managing its risks on an ongoing basis and for conducting the business in a risk conscious manner. The Company has structured and comprehensive risk management policy, under which the risks are identified, assessed, monitored and reported as a part of normal business practice.

#### **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has an Internal Financial Control System, commensurate with the size, scale and complexity of its operations.

The Board has adopted the procedures 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 disclosures.

### **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status.

### **COST RECORDS/ COST AUDIT**

The Company is not required to maintain cost records as specified by the Central Government.

Accordingly, the provision related to appointment of Cost Auditor & submission of Cost Auditors Report is not applicable to the Company.

### **NOMINATION AND REMUNERATION COMMITTEE**

The Company is not required to constitute Nomination and Remuneration Committee under Section 178(4)(c) of the Companies Act, 2013.

### **WEBSITE COMPLIANCE**

During the Financial Year under review, the website compliance, as prescribed under various provisions of the Companies Act, 2013 are duly complied by the Company.

### **VIGIL MECHANISM**

The Company is not required to establish Vigil Mechanism under Section 177(10) of the Companies Act, 2013.

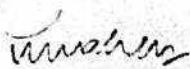
### **CORPORATE GOVERNANCE**

The Company is not required to prepare and circulate Corporate Governance Report.

### **APPRECIATION**

The Directors place on record their appreciation to the Company's Bankers, the Local Authorities and all the Stakeholders for their valuable support and confidence. We place on record our appreciation of the contribution made by our employees at all levels.

For and on behalf of Board of Directors  
NextgenTelesolutions Private Limited

  
(Taron Mohan)  
Director

DIN: 00287869

Address: Second Floor, Unit  
No.B-174, Shivalik, New Delhi-  
110 017

Date : 31.12.2022  
Place : Delhi

  
(Rajender Mohan Malla)  
Director

DIN: 00136657

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Development Area, Hauz Khas,  
New Delhi - 110016