



# Annual Report 2022-2023

## TABLE OF CONTENTS

Content	Page
Corporate Information	2
Notice for the AGM	3
Directors Report	13
Secretarial Audit Report	25
Management Discussion & Analysis	29
Corporate Governance Report	69
Standalone Financial Statements	58
Consolidated Financial Statements	92

## Corporate Information

### BOARD OF DIRECTORS & KMP

Mr. Prakash R. Parikh	Chairman & Managing Director
Mrs. Kalpana P. Parikh	Whole- Time Director
Mr. Nitin P. Patel	Non-Executive Director
Mr. Jayesh R. Shah	Independent Director
Mr. Raxitkumar S. Patel	Independent Director
Mr. Bharatkumar H. Shah	Independent Director <i>(Resigned w.e.f. 14.08.2023)</i>
Mrs. Archana Shah	Additional Independent Director <i>(Appointed w.e.f. 14.08.2023)</i>
Mr. Chinmay H. Shah	Chief Financial Officer
Mr. Saurabh B. Shah	Company Secretary <i>(Resigned w.e.f. 14.04.2023)</i>

### STATUTORY AUDITORS

M/s. Mistry & Shah LLP

### INTERNAL AUDITOR

M/s. Venish A. Sanghvi & Co.

### SECRETARIAL AUDITOR

M/s. Mukesh H. Shah & Co.

### BANKER

HDFC Bank Ltd.  
INDUSIND Bank Ltd.  
SBM Bank India Ltd.

### REGISTRAR & TRANSFER AGENT

Link Intime India Pvt Ltd.

### REGISTERED & CORPORATE OFFICE

305-308, 3rd Floor, Alpha Megacone House,  
Opp. Armieda, Sindhu Bhavan Road, S G Highway,  
Ahmedabad-380054 Gujarat, India

### STOCK EXCHANGE

National Stock Exchange of India Limited (NSEIL)  
BSE Limited (BSEL)

### SUBSIDIARY

Sigma Solve Inc.  
1401 Sawgrass Corporate Parkway, Sunrise,  
Florida-33323, USA

### WEBSITE

[www.sigmasolve.in](http://www.sigmasolve.in)

## NOTICE OF 13<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 13<sup>th</sup> Annual General Meeting of SIGMA SOLVE LIMITED will be held on Friday, 29<sup>th</sup> September, 2023 at 04:30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

#### Item No.1: Adoption of Financial Statements

To consider and adopt

- a. Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Report of the Auditors thereon.

#### Item No.2: Appointment of Mr. Nitin Pramukhlal Patel [DIN:-08370120] as a Director liable to retire by rotation

To appoint a Director in place of Mr. Nitin Pramukhlal Patel [DIN:-08370120] who retires by rotation and being eligible, offers him-self for reappointment.

#### Item No.3: To declare a Final Dividend on Equity Shares for the financial year 2022-2023

To declare a final dividend on the equity shares at the rate of 5% i.e. Rs0.50/- (Fifty Paise Only) per shares on Equity Shares of Face Value Rs.10/- each, of the Company for the Financial Year ended March 31, 2023.

### SPECIAL BUSINESS:

#### Item No.4: To regularize the Appointment of Mrs. Archana S Shah

To consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Archana Samirbhai Shah (DIN:-10274525), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to August 14, 2028.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For, Sigma Solve Limited**

**Place: Ahmedabad**

**Date : 14.08.2023**

**Sd/-**

**Prakash Ratilal Parikh**

**DIN: 03019773**

**Chairman & Managing Director**

**Regd. Office:**

801-803, 08th Floor, PV Enclave

Opp. Satyam House,

ICICI Bank Lane Road,

Behind Sindhu Bhavan Road

Bodakdev Ahmedabad

GJ 380054 IN

**CIN: L72200GJ2010PLC060478**

**Notes:-**

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 10/2022 dated December 28, 2022 ("MCA Circular") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) ("the Circular"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circular, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Members of the Company who are Institutional Investors are encouraged to attend and vote at AGM through VC /OAVM. Corporate Members intending to authorise their representatives to participate and vote through e-voting on their behalf at AGM are requested to send a certified copy of the Board Resolution / authorisation letter to the Company at cshah@sigmasolve.net.
5. Members can join AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend AGM without any restriction.

6. Details of the Directors seeking appointment/re-appointment at the 13th AGM are provided in Annexure of this Notice.
7. An Explanatory statement pursuant to Section 102 of the Act, relating to Special Business to be transacted at the AGM, requiring such statement is annexed hereto.
8. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (“DP”) which is mandatory for e-voting & joining in the AGM through Depository. For registration of bank details, the Member may contact their respective DPs.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
10. In line with the MCA Circulars and the SEBI Circulars, the Annual Report and Notice of 13<sup>th</sup> AGM along with Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company’s RTA / DPs. Members may note that the Notice and Annual Report will also be available on the Company’s website i.e. [www.sigmasolve.in](http://www.sigmasolve.in), website of the Stock Exchange i.e. National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com), BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) on the website of Central Depository Services Ltd. (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
11. The Company has fixed Friday, 22nd September, 2023 as the ‘Record Date’ for determining entitlement of members to final dividend for the financial year ended March 31, 2023, if approved at the AGM.
12. Pursuant to the provisions of Section 91 of the Act, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Register of members and share transfer books of the Company will remain closed from Saturday, 23<sup>rd</sup> September, 2023 till Friday, 29<sup>th</sup> September, 2023 (both the days inclusive).
13. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM (i.e.) 29<sup>th</sup> September, 2023. Members seeking to inspect such documents can send e-mail to [cshah@sigmasolve.net](mailto:cshah@sigmasolve.net)
14. With a view to conserve natural resources, we request the Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
15. Since AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
16. Instructions for e-Voting and joining the AGM are as follows:-

## A. VOTING THROUGH ELECTRONIC MEANS

- i. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has engaged services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. This facility is being provided to the Members holding as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.
- ii. The remote e-Voting period commences on Tuesday, 26<sup>th</sup> September, 2023 (9:00 a.m. IST) and ends on Thursday, 28<sup>th</sup> September, 2023 (5:00 p.m. IST). During this period, Members holding shares as on Friday, 22<sup>nd</sup> September, 2023 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences 26<sup>th</sup> September, 2023 to 28<sup>th</sup> September, 2023 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- iv. The Board of Directors have appointed M/s Mukesh H Shah & Co. (Membership No. FCS 5827) Practicing Company Secretaries as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- v. Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The results declared along with the Scrutiniser's Report shall be placed on the Company's website i.e. [www.sigmasolve.in](http://www.sigmasolve.in) and on the website of CDSL and shall also be communicated to the Stock Exchange where the shares of the Company are listed.
- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vii. In terms of the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020, the Individual Members holding securities in demat mode are required to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email address with their DPs in order to access e-voting facility. The procedures of login and registration is as follows:-

#### Voting Process For Individual Shareholders

THROUGH DEPOSITORIES	
Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	1) <b>Members already registered for Easi/Easiest facility may follow the below steps:</b> <ol style="list-style-type: none"> <li>a. Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</li> </ol>



**Individual  
Shareholders  
holding securities in  
demat mode with  
NSDL**

- c. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.
  - d. Click on Company name or e-voting service provider name i.e. CDSL to cast your vote.
- 2) **Members who have not registered for Easi/ Easiest facility may follow the below steps:**
- a. To register for this facility, visit the URL: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
  - b. On completion of the registration formality, follow the steps provided above.
- 3) **Members may alternatively vote through the e-voting website of CDSL in the manner specified below:**
- a. Visit the URL: [www.cdslindia.com](http://www.cdslindia.com)
  - b. Enter the demat account number and PAN
  - c. Enter OTP received on mobile number and email registered with the demat account for authentication.
  - d. Post successful authentication, the member will receive links for the respective e-voting service provider i.e. CDSL where the e-voting is in progress.
- 4) For any technical assistance, Members may contact CDSL helpdesk by writing to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or calling at 022-23058738 or 022-23058542-43.
- 1) **Members already registered for IDeAS facility may follow the below steps:**
- i. Visit the following URL: <https://eservices.nSDL.com>
  - ii. On the home page, click on the “Beneficial Owner” icon under the ‘IDeAS’ section.  
On the new screen, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under e-voting services.
  - iii. Click on Company name or e-voting service provider name i.e. CDSL and you will be re-directed to CDSL website for casting your vote.
- 2) **Members who have not registered for IDeAS facility may follow the below steps:**
- a) To register for this facility, visit the URL: <https://eservices.nSDL.com>
  - b) On the home page, select “Register Online for IDeAS”
  - c) On completion of the registration formality, follow the steps provided above.
- 3) **Members may alternatively vote through the e-voting website of NSDL in the manner specified below:**
- a) Visit the URL: <https://www.evoting.nSDL.com/>
  - b) Click on the “Login” icon available under the “Shareholder/Member” section.
  - c) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP, as applicable, and the verification code shown on the screen.



- d) Post successful authentication, you will be redirected to the NSDL IDeAS site wherein you can see the e-voting page.
  - e) Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to CDSL website for casting your vote.
- 4) For any technical assistance, Members may contact NSDL helpdesk by writing to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or calling the toll free no.: 18001020990 or 1800224430.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

#### THROUGH DEPOSITORY PARTICIPANT(S)

Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. Members may then click on Company name or e-voting service provider name i.e. CDSL and will be redirected to CDSL website for casting their vote.

viii

#### Voting Process For Non-individual shareholders

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL      16 digits beneficiary ID
  - b. For NSDL      8 Character DP ID followed by 8 Digits Client ID
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:-
 

<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (viii)</li> </ul>

ix After entering these details appropriately, click on "SUBMIT" tab

- x Shareholders will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi Click on the EVSN:- 230819022 for the relevant Sigma Solve Limited on which you choose to vote.
- xii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cshah@sigmasolve.net](mailto:cshah@sigmasolve.net), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**B INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting

3. Members are encouraged to join the meeting through Laptops/Desktops/iPads for better experience. Further, the Members will be required to allow camera and use Internet with good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cshah@sigmasolve.net](mailto:cshah@sigmasolve.net). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cshah@sigmasolve.net](mailto:cshah@sigmasolve.net). These queries will be replied to by the company suitably by email.
6. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
7. Only those Members, who will be present in AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting prior to meeting day and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Contact Details:-**

**Company**

**Sigma Solve Limited**

305-308, 3rd floor, Alpha Megacore House,  
Opp. Armieda, Sindhu bhavan Road, S G Highway,  
Ahmedabad 380054 Gujarat, INDIA

Email:-[cshah@sigmasolve.net](mailto:cshah@sigmasolve.net) Phone:-079-29708387 Website:- [www.sigmasolve.in](http://www.sigmasolve.in)

**RTA**

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)  
Mumbai City Maharashtra-400083

Email:- [sigma.ipo@linkintime.co.in](mailto:sigma.ipo@linkintime.co.in) Phone:- 022-4918 6200  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

Pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013("the Act") and the rules made there under (including any statutory modification (s) or re-enactment thereof) read with the Listing Regulations, Mrs. Archana Samirbhai Shah(DIN:-10274525) who was appointed as an Additional Independent Director of the Company with effect from 14th August, 2023 and whose term expires at ensuing general meeting. It is proposed to be appointed as Non-Executive Independent director of the Company to hold office for a term up to five consecutive years commencing from 14th August, 2023.

Except Mrs. Archana Samirbhai Shah, being appointee none of the other Directors/key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item no.4 of the notice.

The Board recommends the Resolution No. 4 as an Ordinary Resolution for approval by the members.

**ANNEXTURE TO THE NOTICE OF AGM  
 DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE  
 ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	<b>NITIN PRAMUKHLAL PATEL</b>
<b>Directors Identification Number [DIN]</b>	08370120
<b>Date of Birth and Age</b>	09/07/1957(64 Years)
<b>Date of appointment on the Board</b>	21/02/2019
<b>Qualifications</b>	Graduate
<b>Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)</b>	Nil
<b>Memberships/ Chairmanships of Committee of other public companies (includes only Audit Committee &amp; Stakeholders' Relationship Committee)</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>Expertise in Specific Area</b>	Administration

<b>Name of the Director</b>	<b>ARCHANA SAMIRBHAI SHAH</b>
<b>Directors Identification Number [DIN]</b>	10274525
<b>Date of Birth and Age</b>	01/07/1978(45 years)
<b>Date of appointment on the Board</b>	14/08/2020
<b>Qualifications</b>	Graduate
<b>Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)</b>	Nil
<b>Memberships/ Chairmanships of Committee of other public companies (includes only Audit Committee &amp; Stakeholders' Relationship Committee)</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>Expertise in Specific Area</b>	Administration

**By Order of the Board  
 For, Sigma Solve Limited**

Place: Ahmedabad  
 Date : 14.08.2023

Sd/-  
**Prakash Ratilal Parikh**  
 DIN: 03019773  
 Chairman & Managing Director

**Regd. Office:**  
 801-803, 08th Floor, PV Enclave  
 Opp. Satyam House,  
 ICICI Bank Lane Road,  
 Behind Sindhu Bhavan Road  
 Bodakdev Ahmedabad  
 GJ 380054 IN  
 CIN: L72200GJ2010PLC060478

## DIRECTOR'S REPORT

To,  
**The Shareholders,**  
**Sigma Solve Limited**

Your Directors are pleased to present the 13th Annual Report on business and operations of the Company together with the Audited Accounts and the Auditors' Report of your Company for the financial year ended 31st March, 2023.

### 1. FINANCIAL PERFORMANCE:

Key aspects of Company' financial performance for the financial year 2022-23 is tabulated below:-

[Amount in Lakhs]

Particulars	Standalone		Consolidated	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Total Revenue	1826.82	1137.94	5688.76	4244.94
Total Expenditure	1532.47	976.31	3307.08	2608.28
<b>Profit Before Depreciation &amp; Tax</b>	<b>294.35</b>	<b>161.63</b>	<b>2381.68</b>	<b>1636.66</b>
Depreciation & Amortization Expenses	18.13	7.47	38.25	23.20
<b>Profit Before Tax</b>	<b>276.22</b>	<b>154.16</b>	<b>2343.43</b>	<b>1613.47</b>
Tax Expense	85.56	31.86	815.88	197.48
<b>Profit For The Year</b>	<b>190.66</b>	<b>122.30</b>	<b>1527.55</b>	<b>1415.98</b>
<b>Net Profit Attributable:-</b>				
Owners of Company	190.66	122.30	990.25	896.0
Non-Controlling Interest	NA	NA	537.29	519.93
<b>Earnings Per Share (in Rs.):-</b>				
Basic & Diluted	1.86	2.97	9.64	21.80

### 2. OPERATIONS REVIEW:

#### (A) STANDALONE RESULTS

The Company's total income from operations including other income during the financial year ended on 31st March, 2023 was at Rs. 1826.82 Lakhs as against Rs. 1137.94 Lakhs of the previous year. The Company has made Net Profit, after providing depreciation, provision of tax and other adjustments for the year under review, amounted to Rs.190.66 Lakhs.

#### (B) CONSOLIDATED RESULTS

During the year under review, the Company's consolidated total income from operations including other income was Rs.5688.76 Lakhs as against Rs. 4244.94 Lakhs of the previous year. The Company has made Net Profit, after providing depreciation, provision of tax and other adjustments for the financial year ended March 31, 2023, which amounted to Rs.1527.55.

Company is taking various measures to increase the sales and boost up the profit in coming year.

### 3. DIVIDEND:

During the FY 2022-23 the Company paid an interim dividend of Rs.0.50/- per equity share, which resulted into an outflow of Rs.20,55,500/- and a dividend payout 17% of standalone profits the Company for FY 2021-22.

The Directors have recommended a Final Dividend of Rs0.50/- (Fifty Paise Only) per equity share of Rs.10/- (Ten Only) each, if approved by the Members in the AGM. The said Dividend would result into a total cash Outflow of Rs. 51,38,749/- (Fifty One Lakh Thirty Eight Thousand Seven Hundred Forty Nine Rupees Only) out of standalone profits earned during the FY 2022-23, resulting in a dividend payout of 26.95% percent of the standalone profits of the Company.

#### 4. TRANSFER TO RESERVE

We do not propose to transfer any amount to general reserve on declaration of dividend.

#### 5. SUBSIDIARY, JOINT VENTURE (JV) AND ASSOCIATE COMPANIES

The Company has foreign subsidiary and has increased its stake in the Subsidiary Company during the year under review. Details of Subsidiary Company is as under:

SIGMA SOLVE INC.(SUBSIDIARY)	
Particulars	% of Holdings
Holding as at 01.04.2022	59.81
Purchase /Sell of Stake During the Year	--
Holding as at 31.03.2023	59.81

The financial highlights of Subsidiary Company are part of this Annual Report as **Annexure-I** as prescribed in **Form AOC-1**.

#### 6. FIXED DEPOSIT:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

#### 7. DIRECTORS & KEY MANAGERIAL PERSONNEL:

As on March 31, 2023 the Company has six Director comprising of two Executive Directors and four Non-Executive Directors out of which three directors are Independent Director.

Pursuant to Section 152(6) of the Act, Mr. Nitin Pramukhlal Patel (DIN:-08370120) retires by rotation at the forthcoming Annual General Meeting and being eligible, he offers himself for reappointment.

The Board of Directors have proposed to regularize the appointment of Mrs. Archana Samirbhai Shah (DIN:-10274525) who was appointed upto the forthcoming AGM of the Company.

Further, after the closure of financial year and till the date of this report following changes have occurred in the Management:-

1. Mr. Bharatkumar H Shah, Independent Director have resigned from the Board w.e.f. 14.08.2023.
2. Mr. Saurabh B Shah, Company Secretary of the Company has resigned from his office w.e.f. 14.04.2023.

Details of Director seeking re-appointment as required under the Listing Regulations are provided in the Notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company.

Pursuant to Section 149(7) of the Act, the Company has received necessary declaration from each Independent Director confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.



The terms and conditions of the Independent Directors are incorporated on the website of the Company [www.sigmasolve.in](http://www.sigmasolve.in)

#### BOARD DIVERSITY:

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164(2) of the Act.

#### KEY MANAGERIAL PERSONNEL

As of the date of this report the KMPs are as follows:-

Sr. NO.	NAME OF THE KMP	DESIGNATION
1.	Prakash Ratilal Parikh	Managing Director
2.	Kalpana Parikh Prakashbhai	Wholetime Director
3.	Chinmay Himatlal Shah	Chief Financial Officer
4.	Saurabh Balkrishna Shah (upto 14.04.2023)	Company Secretary

#### 8. PARTICULARS OF EMPLOYEES

A statement containing the names and other particulars of employees in accordance with the Provision of Section 197 (12) of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as “Annexure-II” to its report.

#### 9. SHARE CAPITAL:

During the year under review, there has been a change in the Share Capital of the Company. The Company's Authorized share capital was, pursuant to resolution passed by the Members in 12<sup>th</sup> AGM at 19.09.2022, increased from Rs.4,50,00,000/- comprising of 45,00,000 equity shares of Rs.10/- each to Rs.10,50,00,000/- comprising of 1,05,00,000 equity shares of Rs.10/-.

Further, the Company has also allotted Bonus Shares to the Members in the ratio of 3:2 i.e. 3 equity shares for every 2 equity shares held at the record date. The said allotment resulted in to increase if paid up shares capital from Rs.4,11,10,000/- to Rs.10,27,74,980/-.

#### 10. BOARD EVALUATION:

Pursuant to the provisions of the Act and SEBI (LODR) Regulation, 2015 The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee. The evaluation covered functioning and composition of the Board and its committees, understanding of the roles and responsibilities, experience, competencies, participation at the Board and Committee meetings, corporate governance practices etc.

Evaluation of the Board and its compositions was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

#### 11. VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company [www.sigmasolve.in](http://www.sigmasolve.in).

## 12. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company under Investor Info/Policies/Code of Conduct. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis.

## 13. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR

The Company has made practice of regularly informing the Directors all the changes in the Company as well as changes in laws which are applicable to the Company at Board meeting held during the year.

## 14. AUDITOR REPORTS AND AUDITORS

### STATUTORY AUDITOR'S REPORT

The Board has reviewed the Statutory Auditors' Report on the Accounts of the Company. The observations and comments, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation/ clarification by the Board of Directors as provided under section 134 of the Act.

### AUDITORS

#### Statutory Auditor

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Mistry & Shah LLP, Chartered Accountants, Ahmedabad [Firm Registration No.W100683] were appointed as the Statutory Auditors of the Company at the 11th Annual General Meeting of the Company held on 17th September, 2021 for a term of five consecutive years from conclusion of the 11th Annual General Meeting of the Company till the conclusion of the 16th Annual General Meeting of the Company

The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

#### Secretarial Auditors

In terms of Section 204 of the Act and Rules made there under, Mukesh H Shah & Co., Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed to this report as "**Annexure - IV**". The report is self-explanatory.

#### Internal Auditors

M/s. Venish A Sanghvi & Co., Chartered Accountants, Ahmedabad has been appointed as Internal Auditors of the Company. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a half yearly basis. The scope of internal audit is approved by the Audit Committee.

#### Cost Record and Cost Audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

## 15. RELATED PARTY TRANSACTIONS

During the year under review, contracts or arrangements entered into with the related party, as defined under section 188 of the Act were in ordinary course of business and on arms' length basis. Details of the transactions pursuant to compliance of section 134(3)(h) of the Act and rule 8(2) of the companies (Accounts) Rule, 2014 are disclosed in the Notes to the financial statements.

However, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act, as **Annexure-III** as prescribed in **Form AOC-2**.

## 16. BUSINESS RISK MANAGEMENT:

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/ mitigating the same. The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

## 17. DISCLOSURES:

### Number of Board Meetings conducted during the year under review

During year under review Board Meetings were duly convened and held as per the provisions of the Act. Total number of Board meetings convened and held along with dates is mentioned in the Corporate Governance report forming part of the Director Report.

## 18. DETAILS PERTAINING TO THE CONSTITUTION AND COMPOSITION OF THE BOARD COMMITTEES

As on March 31, 2023, the Board has three Committees: the Audit Committee, the Nomination and remuneration committee and the Stakeholder Relationship Committee. During the year, all recommendations made by the committees were approved by the Board.

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance report, which forms part of this Integrated Annual Report.

## 19. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and analysis Report as Required under Regulation 34 and Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the companies' current working and future outlook of as per "**Annexure -V**".

## 20. CORPORATE GOVERNANCE

Our corporate governance practices are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably.

Our Corporate governance report for FY 2022-2023 forms part of this Annual Report. "**Annexure VI**"

## 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Act, are given in the notes to the financial statements.

## 22. ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at <http://sigmasolve.in/annual-return/>.

## 23. LISTING OF STOCK EXCHANGE

During the year under review and as on March 31, 2023 the Company's Share were listed on SME exchange of NSE i.e. NSE EMERGE.

Further the Company has made an application to NSEIL and BSEL for migration to main board of NSEIL and direct listing on BSEL. From June 9, 2023 the shares were listed accordingly and as a result as on the date of this report the Company's shares are listed on the Main Board of NSEIL and BSEL.

## 24. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Act is not applicable to the Company, as the Company is presently not engaged in any manufacturing activities.

The Foreign Exchange Earnings Rs.1775.68/- Lakhs and Outgo on account of the operation of the Company during the year was Rs. Nil/-.

## 25. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report except:-

After the Closure of Financial Year on 31<sup>st</sup> March, 2023, the Company was granted approval by the NSEIL and BSEL, for listing of Company's shares at their main Board w.e.f. June 09<sup>th</sup>, 2023. Pursuant to which the Market Lot was changed to One Share.

## 26. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As per the criteria of section 135 of the Act, your Directors needs to inform you that your company does not fall in the ambit of this section.

## 27. DIRECTORS' RESPONSIBILITY STATEMENT:

As stipulated in Section 134(3)(c) read with sub section 5 of the Act, Directors subscribe to the "Directors' Responsibility Statement", and confirm that:

- a) In preparation of annual accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended 31st March, 2023 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) 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.

## 28. REPORT ON FRAUDS

There were no frauds reported during the year.

## 29. SEXUAL HARRASEMENT AT WORKPLACE :

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2022-2023, the Company has not received any complaints on sexual harassment.

## 30. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There was no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund during the FY 2022-23.

## 31. SECRETARIAL STANDARDS:

The Director State That Applicable Secretarial Standards i.e. SS-1 and SS-2, relating to meeting of Board of Directors and General Meetings respectively have been duly followed by Company.

## 32. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

## 33. DETAILS OF APPLICATIONS MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016:

During the year under review, there were no applications made or proceedings pending under the Insolvency and Bankruptcy Code, 2016.

## 34. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of loans from the Bank or Financial Institutions.

## 35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS/COURTS/ TRIBUNALS:

There are no significant and material orders passed by Regulators/Court/Tribunals against the company.

## 36. ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support, co-operation and assistance given by them to the Company and their confidence reposed in the management.

**For, Sigma Solve Limited**

**Place: Ahmedabad**

**Date : 14.08.2023**

**Sd/-**

**Prakash Ratilal Parikh**

**DIN: 03019773**

**Chairman & Managing Director**

## 13<sup>th</sup> Annual Report 2022-23

---

**Regd. Office:**

801-803, 08th Floor, PV Enclave

Opp. Satyam House,

ICICI Bank Lane Road,

Behind Sindhu Bhavan Road

Bodakdev Ahmedabad

GJ 380054 IN

**CIN: L72200GJ2010PLC060478**

**ANNEXURE-I- TO THE BOARD OF DIRECTORS' REPORT**

**Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures**

**FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Part "A": SUBSIDIARIES****[Amount in USD]**

Name of the subsidiary Particulars	Sigma Solve Inc.	
	As at 31.03.2023	As at 31.03.2022
Share capital	99536.9	99,536.90
Reserves & surplus	4,745,499.33	3,050,855.36
Minority interest		
Total assets	6,463,301.52	4,124,600.39
Total Liabilities	6,463,301.52	4,124,600.39
Investments	51,17,936.63	2,013,748.02
Turnover	6,969,083.41	5,458,263.92
Profit before taxation	2,601,466.00	1,954,708.11
Provision for taxation	906,779.08	221,843.17
Profit after taxation	1,694,686.92	1,732,864.91
Proposed Dividend		--
% of shareholding	59.81	59.81

**Notes: The following information shall be furnished at the end of the statement:**

- Names of subsidiaries which are yet to commence operations: NA
- Names of subsidiaries which have been liquidated or sold during the year: NA.

**Place: Ahmedabad  
Date: 14.08.2023**

**For, Sigma Solve Limited**

**Sd/-  
Prakash Ratilal Parikh  
DIN: 03019773  
Chairman & Managing Director**



**ANNEXURE-II TO THE BOARD OF DIRECTORS' REPORT****PARTICULARS OF THE EMPLOYEES**

**[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

*All Amount in Lakhs*

Sr. No.	Name of Director/KMP And Designation	Remuneration (per annum)	Median Remuneration	Ratio	% increase in remuneration in the financial year, if any
1.	Prakash Ratilal Parikh (Chairman & Managing Director)	9	3.52	2.55:1	0
2.	Kalpna Prakashbhai Parikh (Whole Time Director)	7.2	3.52	2.04:1	0
3.	Nitin Pramukhlal Patel (Non-Executive Director)	Nil	-	-	-
4.	Jayesh Ramanlal Patel (Independent Director)	Nil	-	-	-
5.	Raxitkumar Sureshbhai Patel (Independent Director)	Nil	-	-	-
6.	Bharatkumar Himatlal Shah (Independent Director)	Nil	-	-	-
7.	Chinmay Himatlal Shah (Chief Financial Officer)	5.52	3.52	1.70:1	8.7%
8.	Saurabh Balkrishna Shah (Company Secretary)	3.06	3.52	0.87:1	0

- b. The median remuneration of employees of the Company during the F.Y. 2021-22 was Rs.3.41/- Lakh.
- c. In the F.Y.2022-2023, there was an increase of 3.20% in the median remuneration of employees. According to the management the decrease was due to increase in the number of permanent employees during the year under review.
- d. There were 252 permanent employees on the rolls of Company as on 31st March, 2023 as compared to 196 permanent employees in previous financial year, which shows an increase of 28.57% permanent employees on the rolls of the Company.
- e. During the year under review, Sigma registered a decrease of 19.93% in average percentage of salaries paid to employees other than the managerial personnel, whereas an increase of 1.94% in the managerial remuneration for the same F.Y. was noted. The criteria for increase in remuneration of employees other than Managerial Personnel is based on an internal performance evaluation carried out by the Management annually, which is further based on overall performance of the Company.
- f. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

- g.* The information required under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members in electronics mode. Shareholders may write to the Company at its email id in this regard.

**Place: Ahmedabad**

**Date : 14.08.2023**

**For, Sigma Solve Limited**

**Sd/-**

**Prakash Ratilal Parikh**

**DIN: 03019773**

**Chairman & Managing Director**

**ANNEXURE-III- TO THE BOARD OF DIRECTORS' REPORT**

**FORM NO. AOC-2**

***(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)***

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

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

**Sigma Solve Limited** has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2022-23. The Company has laid down policies and procedures so as to ensure compliance to the subject section in the Companies Act, 2013 and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

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

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

- |   |                    |
|---|--------------------|
| a) Name(s) of the related party and nature of relationship<br>Standalone Financials           | : Refer Note 29 of |
| b) Nature of contracts / arrangements / transactions  | : NA               |
| c) Duration of the contracts / arrangements / transactions                                    | : NA               |
| d) Salient terms of the contracts or arrangements or transactions including the value, if any | : NA               |
| e) Date(s) of approval by the Board, if any   | : NA               |
| f) Amount paid as advances, if any  | : None             |

**For, Sigma Solve Limited**

**Place: Ahmedabad**  
**Date : 14.08.2023**

Sd/-  
**Prakash Ratilal Parikh**  
**DIN: 03019773**  
**Chairman & Managing Director**

**ANNEXURE-IV TO THE BOARD OF DIRECTORS' REPORT**

**Form MR-3  
Secretarial Audit Report  
For The Financial Year Ended March 31, 2023  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
**Sigma Solve Limited**  
305-308, 3rd Floor, Alpha Megacone House,  
Opp. Armieda, Sindhu Bhavan Road, S.G. Highway,  
Ahmedabad-380054,  
Gujarat, INDIA.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sigma Solve Limited [CIN:-L72200GJ2010PLC060478] (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 ("Audit Period"), generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and maintained by the Company for the financial year ended on 31st March, 2023 and made available to me according to the provisions of:

- (i) Companies Act, 2013 ("the Act") and the rules made thereunder as applicable;
- (ii) Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015, as amended from time to time;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(Not applicable to the Company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008(Not applicable to the Company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(Not applicable to the Company during the audit period);and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(Not applicable to the Company during the audit period);
- (iv) The Management has identified and confirmed the following laws as specifically applicable to the Company:
- a) *Information Technology Act, 2000 as amended up to date and the rules made thereunder;*
  - b) *The Competition Act, 2002*
  - c) *The Employees Provident Funds and Miscellaneous Provisions Act, 1952;*
  - d) *The Employees State Insurance Act, 1948;*
  - e) *Gujarat State Tax on Profession, Trade, Callings and Employment Act,1976*

I have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Directors and Independent Directors. The changes if any in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in advance, and a system exists for seeking

and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

d) All decisions of the Board and Committees were carried with requisite majority.

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

**I further report that** during the audit period, the following are the events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards taken place:

- The authorized share capital of ₹5,00,00,000/- consisting of 5000000 Equity Shares of Rs.10/- each was increased to ₹10,50,00,000/- consisting of 10500000 Equity shares of Rs.10/- each.
- The company has varied its Object of the Issue as stated in the IPO Prospectus dated September 14th, 2020 and got the permission from the shareholders in the Annual General Meeting held on 19th September, 2022 for utilization of the excess fund available for Public Issue Expenses into General Corporate Purpose requirement of the Company.
- The Shareholders' approved issue of 61,66,500 bonus equity shares in the Annual General Meeting held on 19th September, 2022 in the proportion of 3 (Three) new fully paid-up equity share of ₹10/- each for every 2 (Two) existing fully paid-up equity share of ₹10/- each. Accordingly, the company allotted 61,66,498 bonus equity shares of ₹10/- each to the equity shareholders in proportion to their shareholdings as on record date. Further 2(two) fractional equity shares aroused out of the said bonus issue and the Board decided to reduce the total number of shares to be allotted to total 6166498 equity shares.
- The Shareholders' approved migration of listing/trading of Company's equity shares from SME Platform of NSE Ltd. (NSE EMERGE) to main board of NSE Ltd. and BSE Ltd. through postal ballot on December 27th, 2022. Accordingly, the Company had submitted the application to NSE Ltd. and BSE Ltd. for obtaining their in-principle approval in the said matter and NSE Ltd. has granted the same on February 09<sup>th</sup>, 2023. Further as on 31<sup>st</sup> March, 2023 the Company has not received In-principle approval from BSE Ltd. and it was under process as informed by the Company to us.

For,  
**Mukesh H. Shah & Co.**  
Company Secretaries

Place:- Ahmedabad

Date:- 11.08.2023

UDIN:- F005827E000783681

Sd/-  
**Mukesh H. Shah**  
Proprietor  
FCD NO.:-5827 & C.P. NO.:-2213  
Peer Review Certificate No.: 690/2020

Note:-

*This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.*

**Annexure to the Secretarial Audit Report**

To,  
The Members,  
**Sigma Solve Limited**  
305-308, 3rd Floor, Alpha Megacone House,  
Opp. Armieda, Sindhu Bhavan Road, S.G. Highway,  
Ahmedabad-380054,  
Gujarat, INDIA.

My secretarial audit report for the financial year 31st March, 2023 is to be read along with this letter.

**Management's Responsibility**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

**Auditor's Responsibility**

2. My Responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. I believe that Audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and books of account of the company.

For,  
**Mukesh H. Shah & Co.**  
Company Secretaries

Place:- Ahmedabad  
Date:- 11.08.2023  
UDIN:- F005827E000783681

Sd/-  
**Mukesh H. Shah**  
Proprietor  
FCD NO.:-5827 & C.P. NO.:-2213  
Peer Review Certificate No.: 690/2020



## ANNEXURE-V- MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY OVERVIEW

Global economic activity experienced a sharper-than expected slowdown in the fiscal year 2023. With central banks raising interest rates and food and energy prices coming down, global inflation is gradually subsiding. This has resulted in marginal improvement in business and household buying power.

The near-term outlook remains highly uncertain with downside risks from the unpredictable course of the geopolitical conflict in Europe, continued impact from tighter monetary policy, inflation and recession fears, pressures in global energy markets reappearing, and financial market volatility. Rapid tightening of fiscal policies has exposed vulnerabilities both among banks and non-bank financial institutions, with fluctuations in financial conditions due to shifts in market sentiment. This may result in slowdown in demand in certain markets and lead to delayed decision making.

According to the Strategic Review 2023 published by NASSCOM (“NASSCOM Report”), revenue for the Indian IT services’ sector is expected to witness growth of 8.3% year-on-year in fiscal year 2023, led by IT modernization including application modernization, cloud migration and platformization. Digital revenues are estimated to account for 32%-34% of total industry revenue, growing at 16% annually in fiscal year 2023. IT services contracts will include a significant digital component, led by digital transformation, cloudification, platform engineering, AI, building software-as-a-service (“SaaS”) enabled products and associated consulting services.

### COMPANY OVERVIEW

Our Company was incorporated by Our Promoter Mr. Prakash Parikh as “Sigma Solve It Tech Private Limited” at Ahmedabad on April 29, 2010, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Later on, the name of our Company was changed to “Presha Software Private Limited” and Certificate of Incorporation pursuant to change of name was issued by the Assistant Registrar of Companies, Registrar of Companies, Ahmedabad on February 18, 2017. Again the name of our Company changed to “Sigma Solve Private Limited” and Certificate of Incorporation pursuant to change of name was issued by the Registrar of Companies, RoC – Ahmedabad on March 7, 2019. Consequent up on the conversion of our Company from Private Limited Company to Public Limited Company, the name of our Company was changed to “Sigma Solve Limited” and fresh Certificate of Incorporation consequent up on the conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, RoC – Ahmedabad on June 17, 2019. Further, shares of our company got listed and traded pursuant to Initial Public Offering on SME Platform of NSE Limited with effect from October 19, 2020 and the Company has after the closure of financial year on June 09, 2023 get migrated to main board of NSE and Directly got listed on BSE main board. Also Company ranks among top 2000 listed entities based on market capitalization at 31<sup>st</sup> March, 2023 on NSE. Company Identification number of our Company is L72200GJ2010PLC060478.

To accelerate the business opportunities and increase the foreign IT rich client base, Sigma invested in the Sigma Solve Inc., a Florida (USA) based IT Company originally floated as LLC jointly owned by Mr. Biren Zaverchand and Mr. Prerak Parikh, who are relatives of our promoters. Since incorporation, our company and Sigma Solve Inc. jointly makes efforts to acquire the business opportunities and execute the work respectively. In the year 2019 Sigma invested and acquired 51.04% stake of Sigma Solve Inc. and made it its Subsidiary Company and during the year under review the said stake was increased by 8.77% and which resulted into Sigma’s total holding of approximately 60% in Sigma Solve Inc.

Our company “Sigma” and “Sigma Solve Inc.” (Subsidiary Company) having their offices at Florida (USA), Atlanta (Home Office), Australia (Home Office) jointly makes efforts for new business acquisitions. The operation of our company is controlled from our registered office situated at Ahmedabad, (Gujarat) India. Our company’s 100% of the revenue is from export of services, and in order to provide hassle free payment facilities to our clients, we channelize our payment through “Sigma Solve Inc.”. Our Company do not have any identified customers being almost 100% of sales are booked by Sigma Solve Inc., and subsequently, our company “Sigma” is charging on monthly basis to Sigma Solve Inc. for providing the execution facilities on per man hour basis in conjunction with efficiency level achieved on monthly basis. Moreover, our company “Sigma” also occasionally serves directly to clients.

Our Company “Sigma” and “Sigma Solve Inc. are jointly offering enterprise software development. We offer turnkey consultancy services to our customers in their business domain. We also in association with group entity “Sigma Solve” provide services related to Web & E-commerce Development, Real Time Application development, Business Intelligence Analytics, CRM Development, Digital Marketing, UI & UX Design, Automation Testing and Quality Assurance.

Our Promoters are first generation promoters and their experience in Information technology Industry has been instrumental in determining the vision and growth strategies for our Company “Sigma”. We have a dynamic team that empowers us to provide a unique blend of outsourcing experience to our clients.

Sigma endeavours to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse clients with an inclusive range of our services which are comprehensive and cost effective. Our Company delivers services across all stages of the product life-cycle, which enables us to work with a wide-range of customers and allows us to develop, enhance and deploy our customers’ software products.

We have been successful in augmenting our portfolio of solutions over time for computers, laptops and mobile software solutions. We take regular feedback from our user base which enables us to understand the needs of our users better and helps us to innovate and design improved solutions. Our sales and marketing activities benefit from word-of-mouth recommendations from our user network to create a viral marketing effect, which is amplified by the speed, ease of use and quality of our solutions, and allows us to gain new customers at a low acquisition cost.

## **OUR COMPETITIVE STRENGTHS**

### **User Experience Design**

Human – machine interaction and its design has been a key challenge ever since machines were born. With a comprehensive understanding of how humans interact with computer applications, Sigma provides its clients user experience design services for the mobile and web. Creating a beautiful, yet extremely functional design is a key strength of the Sigma team.

### **Customer Focus**

The company is able to understand its customers’ complex requirements and translate them into customized solutions on a sustainable basis. Business analysts with extensive software development experience help in understanding our clients’ business needs. This approach helps us in creating a sticky customer base.

### **Unique work culture**

We believe that our team is a critical asset for the business. Once the team is empowered to deliver with not only the right tools but also the most inspiring work culture, it will automatically deliver the best to its clients. We make extensive efforts to create a flexible operating and employee friendly environment.

## **OUR STRATEGIES**

The primary elements of our growth strategies are set forth below.

### **Expand our Current Business Relationships**

Our Company do not have any identified customers being almost 100% of sales is booked by Sigma Solve Inc., and subsequently, our company “Sigma” is charging on monthly basis to Sigma Solve Inc. for providing the execution facilities on per man hour basis in conjunction with efficiency level achieved on monthly basis. Our goal is to build long-term sustainable business relationships with our customers in association with Sigma Solve Inc. to generate more revenues. We plan to continue in association with Sigma Solve Inc. to expand the scope and range of services provided to customers by continuing to build our expertise in major industries and extending our capabilities into new and emerging technologies. In addition, we and Sigma Solve Inc. jointly intend to continue to develop better solutions and new products for industry sectors which are significantly untapped. We will also seek to support a greater portion of the full product development life-cycle of customers by offering targeted services for each phase of the software product life cycle. We and Sigma Solve Inc. jointly also plans to assist customers as they deploy their products to end-users through consulting and professional services that we jointly offer offsite.

### **Invest in infrastructure and technology**

Our Company believes in making investments for achieving higher levels of excellence in its services and implement dynamic and diverse specifications of our customers. We have invested significantly in equipping our technical team with requisite infrastructure and technology. We want to continue to work towards the up gradation and modernization of our infrastructure and technology.

### **Optimal Utilization of Resources**

Our Company constantly endeavours to improve our technical process, and will increase service activities to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We analyse our existing policies for our technical and designing process which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

### **Expand our Capabilities for Smartphones/ Mobiles Devices**

The proliferation of smartphone/ mobile devices has created a diverse computing environment for users. We have in the past, explored and continue to explore opportunities on our own to provide application and software to the user efficient performance of their tasks in computers, laptops and mobiles.

## **FINANCIAL PERFORMANCE**

The Company has considered the possible effects that may result from the pandemic relating to Covid-19, Russia Ukraine, Inflation, and increase in interest rates in the preparation of its financial statements, including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of its financial statements, used internal and external sources of information including credit reports and related information and economic Covid-19, Russia Ukraine, Inflation, and increase in interest rates on the Company’s financial statements may differ from that estimated as at the date of approval of its financial statements.

**Standalone Performance**

The following table gives an overview of the standalone financial results of the company:

(Amount in Lakhs)

Particulars	FY 2023			FY 2022	
	Revenue	% of Revenue	% Growth	Revenue	% of Revenue
Revenue from operations	1775.68	100	64.75	1077.82	100
Earnings before interest, tax, depreciation and amortization (EBITDA) (before other income)	244.2	13.75	139.76	101.85	9.45
Profit Before Tax (PBT)	276.22	15.55	79.18	154.16	14.30
Profit after tax attributable to shareholders of the company	190.66	10.74	55.90	122.30	11.35
Earnings per share (in Rs.)	1.86	--	-37.37	2.97	--

**Consolidated Performance**

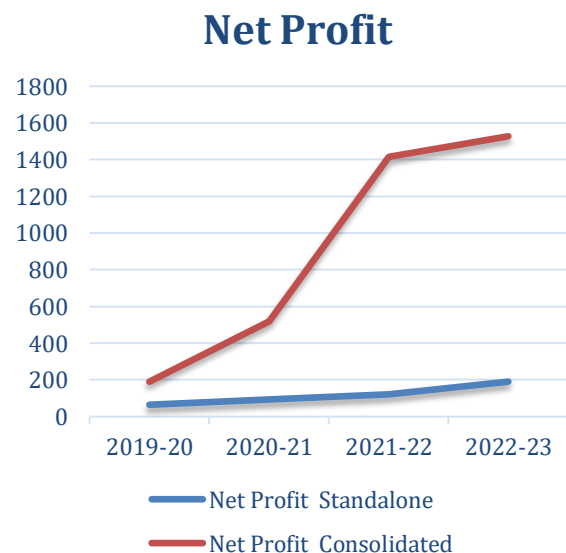
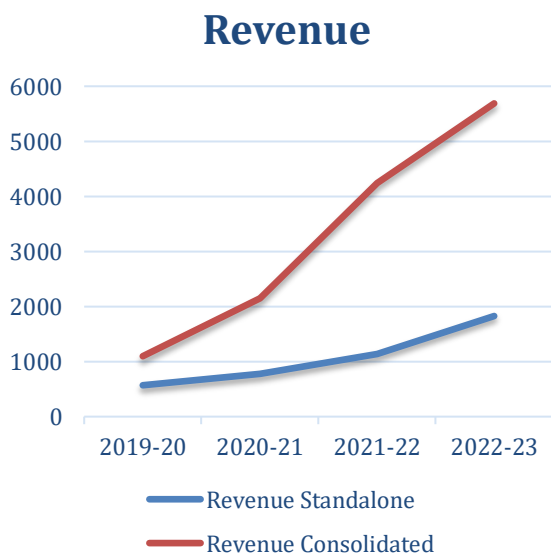
Our Company Sigma Solve Limited has a foreign subsidiary named Sigma Solve Inc. having registered office at Florida, USA. The Company hold 59.81% stakes in the said subsidiary.

The following table gives an overview of the standalone financial results of the company:

(Amount in Lakhs)

Particulars	FY 2023			FY 2022	
	Revenue	% of Revenue	% Growth	Revenue	% of Revenue
Revenue from operations	5544.64	100	34.93	4109.23	100
Earnings before interest, tax, depreciation and amortization (EBITDA) (before other income)	2238.53	40.37	49.11	1501.28	36.53
Profit Before Tax (PBT)	2343.43	42.26	45.24	1613.47	39.26
Profit after tax attributable to shareholders of the company	990.25	17.86	10.51	896.05	21.80
Earnings per share (in Rs.)	9.64	--	55.78	21.80	--

(Amount in Lakhs)



**KEY FINANCIAL RATIOS**

Ratios	FY 2022-23	FY 2021-22	%Change	Remarks
Trade Receivable Ratios	1.105	1.094	0.97	A High Ratio is an indication of the Corporate's efficient Collection of Debts.
Interest Coverage Ratio	282.85	460.70	38.60	The High Ratio indicated better repayment capacity of the Corporate
Current Ratio	2.154	3.626	-40.58	The High Ratio is an indication that the Corporate is having More Assets against Liabilities
Debt Equity Ratio	4.07	0	100	A Lower Ratio is an Indication of Lower Debt Financing
EBITDA(%)	16.63	15.03	-5.37	A Higher % is an indication of better performance of Corporate at Operational Level
Net Profit Margin (%)	10.74	11.35	-5.37	A Higher % is an indication of better performance of Corporate at Net Income Level
Return on Net worth/Return on Equity(%)	4.17	3.03	37.36	A Higher % is an Indication of better Return on Investment done by the Investors in the Corporate

## **SOURCES OF FUNDS**

### **Equity Share Capital**

We have one class of shares-equity shares of par value Rs.10/-. During the year the changes in the Authorised and Paid Up share capital mainly due to issue of Bonus Shares by the Company. The Authorised share capital was raised from Rs. 450 Lakhs to Rs.1050 Lakhs and Paid Up share capital was raised from Rs.411.10 Lakhs to Rs. 1027.75 Lakhs.

### **Reserves and Surplus**

#### **1. Securities Premium**

On a standalone and consolidated basis, the balance as at March 31, 2023 amounted to Nil, which is after adjusting the capitalization of amount out of Securities Premium account by issuing Bonus Shares.

#### **2. Surplus**

On a Standalone basis, the balance in surplus account under reserve and surplus as at March 31, 2023 after adjusting the amount paid as interim dividend for the F Y 2022-23 and capitalization of reserved by allotment of Bonus shares is 200.77 lakhs.

Whereas on Consolidated basis, the balance in surplus account under reserve and surplus as at March 31, 2023 was Rs.2073.13 Lakhs.

#### **3. Capital Reserve**

On a consolidated basis, the balance as at March 31, 2023 amounted to Rs.316.67Lakhs

## **OUTLOOK**

With export thrust of the present government along with political stability the outlook of the Industry as a whole seems to be positive and your company is well placed to tap this opportunity going forward.

## **HUMAN RESOURCES**

Human resource plays an essential role in developing a company's strategy as well as handling the employee centered activities of an organization. aims to attract, develop, motivate and retain diverse talent, that is critical for its continued success. The company's talent management strategy seeks to maximize the potential of every employee by creating a purpose-driven, inclusive, stimulating, and rewarding work environment, delivering outstanding employee experience, while fueling business growth.

In F.Y. 2022-23, Sigma made the highest ever net addition of 56 employees taking total employee base to 252 employees (including over permanent and on call software professionals/technicians). Our man power is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has set up a proper and adequate and sound internal control system to safeguard the Group's assets and to enhance shareholders' investment, as well as reviewing its adequacy and effectiveness of the said system. The duty of reviewing the adequacy and effectiveness of the internal control system has been assigned to the Audit Committee ("AC"), to seek assurance on the adequacy and effectiveness of the internal control system through reports it receives from independent reviews conducted by the Internal Auditor. The Company constantly reviews its processes and the systems with an aim to remain competitive and address the changing regulatory and business environment. The

Control Systems provide a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of Company's assets. The external auditors as well as the internal auditors periodically review the internal control systems, policies and procedures for their adequacy, effectiveness and continuous operation for addressing risk management and mitigation strategies.

## **RISKS AND CONCERNS**

Like any other corporate, the company is exposed to interest rate risk, currency fluctuations, credit risk and regulatory risks. Currency movement can have significant impact on the operations of the Company. Further, growth of global trade tensions and changes in tax structure will impact the operations of the Company. The company conducts a periodic internal audit that ensures risk management process is in place.

## **CAUTIONARY STATEMENT**

Certain statements under 'Management Discussion & Analysis' describing the Company's objectives, projections, expectations may be forward looking statements within the applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could differ materially from those expressed or implied, since the Company's operations are influenced by external and internal factors beyond the Company's control. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, basis any subsequent developments, information or events.



## ANNEXURE-VI- CORPORATE GOVERNANCE REPORT

### I. Company's Philosophy on Corporate Governance

Sigma Solve Limited believes in adopting "best practices" followed in the area of Corporate Governance. The Company emphasis and aims in achieving highest standards in Corporate Governance by creating professional beliefs and values, timely disclosures, transparent accounting policies, responsibility and fairness in all its operations and business. Its endeavor is to maximize the long-term value of the stakeholders of the Company and to protect the interests of its stakeholders.

The report on Corporate Governance is pursuant to Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"). The Company has complied with the applicable requirements of the SEBI LODR and amendments thereto.

### II. Board Of Directors

The Board of Directors comprises of Six Directors as on March 31, 2023 out of which Two are Executive Directors and Four are Non-Executive including three Independent Directors including one Woman Director. The Profile of the Directors can be found on website of the Company [www.sigmasolve.in](http://www.sigmasolve.in). The composition of the Board is in consonance with the provisions of the Companies Act, 2013 (the "Act") and Regulation 17(1) of the Listing Regulations.

Name of the Directors	Category	Designation
Mr. Prakash Ratilal Parikh (DIN:-03019773)	ED	CMD
Mrs. Kalpana Prakash Parih(DIN:-03019957)	ED	Whole Time Director
Mr. Nitin Pramukhlal Patel(DIN:-08370120)	NED	Director
Mr. Jayesh Ramanlal Shah(DIN:-00303062)	NED & ID	Director
Mr. Raxitkumar Sureshbhai Patel(DIN:-01515148)	NED & ID	Director
Mr. Bharatkumar Himmatlal Shah(DIN:-02694589)	NED & ID	Director
Mrs. Archana Samirbhai Shah(DIN:-10274525)	NED & ID	Director

\*ED: Executive director

NED & ID: Non-Executive and Independent Director

#### Note:

- All the Independent Directors have, in terms of Section 149(7) of the Act given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations. These declarations have been placed before the Board.
- Mrs. Archana S Shah was appointed as an Additional Non-Executive and Independent Director w.e.f. 14.08.2023 and Mr. Bharatkumar H Shah has resigned from the Board w.e.f. 14.08.2023

**The details of number of other Directorships and Memberships / Chairmanships of Committees in various Companies held by the Directors are given as under:**

Name of the Directors	Category	Number of other Directorships and Committee Memberships/ Chairmanships			
		Other Directorships	Other Chairmanships	Other Committee Memberships	Other Committee Chairmanships
Mr. Prakash Parikh	ED	-	-	-	-
Mrs. Kalpana Parih	ED	-	-	-	-
Mr. Nitin Patel	ED	-	-	-	-
Mr. Jayesh Shah	NED & ID	-	-	-	-
Mr. Raxitkumar Patel	NED & ID	-	-	-	-
Mr. Bharatkumar Shah	NED & ID	-	-	-	-
Mrs. Archana Shah	NED & ID	-	-	-	-

\*ED: Executive director

NED & ID: Non-Executive and Independent Director

#### **Notes:**

1. The number of other Directorships and Committee Memberships/Chairmanships excludes Directorships and Committee Memberships/Chairmanships held in the Company, private limited companies, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Act. Further, it includes only the Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.

All the Directors meet the criterion laid down in the Act and the Listing Regulations, vis-à-vis, independence, number of directorship in other companies, Memberships/Chairmanships of committees across all public companies in which he is a Director. Necessary disclosures in this respect as on March 31, 2023 have been made by the Directors.

#### **Board Procedure & Board Meetings**

The annual calendar of meeting is agreed upon well in advance after consulting all the Directors. Board Meetings are held once in every quarter. In addition to this, Board Meetings are convened to transact special businesses, as and when necessary. The meetings are governed by a detailed agenda. All major issues included in the agenda are backed up by comprehensive background information to enable the Board to take informed decisions.

The agenda papers, containing detailed notes on various agenda items and other information, which would enable the Board to discharge its responsibilities effectively, are circulated in advance to the Directors. The Board is briefed on all the matters of the Company at its meeting.

### Number of Board Meetings held and the dates on which they are held

There were Six meetings of the Board of Directors held during the financial year ended on March 31, 2023, i.e. 30.05.2022, 24.08.2022, 11.10.2022, 14.11.2022, 21.11.2022 & 25.02.2023. The gap between the Board meetings was in compliance with the provisions contained in the Act, the Listing Regulations and the Secretarial Standard which are notified.

The details regarding the total Board Meeting held, attendance of each Director at the Board meetings and the last Annual General Meeting during the financial year ended on March 31, 2023 is given below:

Name of the Directors	Designation	No. of Board Meetings Held During Tenure of Director	No. of Board Meetings Attended	Attendance at last AGM
Mr. Prakash Parikh	CMD	6	6	YES
Mrs. Kalpana Parih	WTD	6	6	YES
Mr. Nitin Patel	Director	6	6	YES
Mr. Jayesh Shah	NED & ID	6	6	YES
Mr. Raxitkumar Patel	NED & ID	6	6	NO
Mr. Bharatkumar Shah	NED & ID	4	1	YES
Mrs. Archana Shah	NED & ID	NA	NA	NA

\*ED: Executive director

NED & ID: Non-Executive and Independent Director

### Note:-

Mrs. Archana Shah was appointed as an Additional Non-Executive and Independent Director w.e.f. 14.08.2023 and Mr. Bharatkumar H Shah has resigned from the Board w.e.f. 14.08.2023

### Number of Shares and Convertible Instruments held by Non-Executive Directors

There are no convertible instruments outstanding as at March 31, 2023. The details regarding the number of shares held directly by the Non-Executive Directors as on March 31, 2023 is given below:

Name of the Directors	Designation	No. of Equity Shares held as on March 31, 2023
Mr. Jayesh Shah	NED & ID	Nil
Mr. Raxitkumar Patel	NED & ID	Nil
Mr. Bharatkumar Shah	NED & ID	Nil

### Familiarization Programmes

Pursuant to Regulation 25(7) of the Listing Regulation, suitable training to Independent Directors was provided by the Company to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Pursuant to Regulation 46(2) of the Listing Regulations, the above details are also available on the [www.sigmasolve.in](http://www.sigmasolve.in).

### Skills/Expertise/Competence Of The Board Of Directors

Core skills/expertise/competence required by the Board (as identified by the Board) for efficient functioning of the Company in the present business environment and those skills/expertise/competence actually available with the Board are as follows:

On the basis of the above-mentioned skill matrix, the skills which are currently available with the Board are as under:-

Name of Directors	Knowledge of business industry	Critical and innovative thoughts	Strategy and Strategic planning	Financial Knowledge	Market Knowledge	Risk and compliance oversight
Mr. Prakash Parikh	√	√	√	√	√	√
Mrs. Kalpana Parih	√	√	√	√	√	√
Mr. Nitin Patel	√	√	√	√	√	√
Mr. Jayesh Shah	√	√	√	√	√	√
Mr. Raxitkumar Patel	√	√	√	√	√	√
Mr. Bharatkumar Shah	√	√	√	√	√	√
Mrs. Archana Shah	√	√	√	√	√	√

#### Disclosure of relationship between Directors inter-se:

In terms of Schedule V(C)(2)(e) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 none of the three Independent Directors (Non-Executive Directors) are related to each other nor related to any of the Executive Directors of your Company.

Mr. Praksh R Parikh, CMD of your company is Husband of Mrs. Kalpana Parikh, WTD hence they are related to each other being Husband and Wife respectively.

#### Independent Directors

Three Directors out of Six Directors of the Company are Independent Directors as per the criteria specified in the Listing Regulations and the Companies Act, 2013 (As amended). All Independent Directors make annual disclosure of their Independence to the Company.

None of the Independent Directors has any material pecuniary relationship or transactions with the Company or its subsidiaries, apart from receiving sitting fee and commission as an Independent Director.

As required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

Further, during the year under review, Mr. Bharatkumar H Shah who was associated with the Company as Non-Executive Independent Director since 24th August, 2022 for a period of five years has due to his pre-occupations is some other work has expressed his intention to resign from the post of to the board w.e.f. 14<sup>th</sup> August, 2023 and the Board has accepted his resignation.

### 3. COMMITTEES OF THE BOARD:

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

#### (a) Audit Committee :

Apart from all the matters provided in 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company. The Chief Financial Officer, representatives of Statutory Auditors, Internal Auditor and Finance & Accounts department are invited to the meetings of the Audit Committee.

#### Composition and Attendance:

The Audit Committee comprises of three (3) Directors and two (2) out of them are Non-Executive Independent Director and one (1) is Non Executive Non-Independent Director. The Chairman of the Audit Committee is a Non-Executive and Independent Director. The Constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 as well as Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year the Audit Committee met Four times attendance of the members as under:

Date of Meeting	Attendance		
	Jayesh Shah (Chairman)	Raxitkumar Patel (Member)	Nitin Patel (Member)
30.05.2022	Present	Present	Present
24.08.2022	Present	Present	Present
14.11.2022	Present	Present	Present
25.02.2023	Present	Present	Present

The Committee is authorised by the Board of Directors in the manner as envisaged under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013. The Committee has been assigned task as listed under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews the information as listed under Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013.

Apart from all the matters provided in 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

The scope of the Audit Committee includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of statutory auditor and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of Section 134 of the Companies Act, 2013,
  - b) Changes, if any, in accounting policies and practices and reasons for the same,
  - c) Major accounting entries involving estimates based on the exercise of judgment by management,
  - d) Significant adjustments made in the financial statements arising out of audit findings,
  - e) Compliance with listing and other legal requirements relating to financial statements,
  - f) Disclosure of any related party transactions
  - g) Modified opinion(s) in the draft audit report
5. Reviewing with the management, the quarterly financial statements before its submission to the Board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
8. Approval of any subsequent modification of transactions of the Company with related parties
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors, any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;



20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
6. Statement of deviations:
  - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Company Secretary is the Secretary to the Committee.

Mr. Jayesh Shah , Chairman of the Audit Committee, was present at the last Annual General Meeting of your Company held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on 19th September, 2022.

The Committee Meetings were also attended by Internal Auditors, Statutory Auditors and Company Secretary who also acted as Secretary of the Committee.

A certificate from the Managing Director on the standalone financial statements and other matters of the Company for the financial year ended March 31, 2023 is also appended at the end of this Report.

The Chairman of the Audit Committee was present in the last Annual General Meeting to answer the shareholders' queries.

## **(b) Nomination And Remuneration Committee:**

The nomination & remuneration committee for appointment and remuneration of executive directors was constituted and consists of Non-executive Independent Directors which evaluates and finalizes among other things, compensation and benefits of the Executive Directors. The Constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 as well as Regulation 19 of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews the information as listed under Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 178 of the Companies Act, 2013.

### **Composition and Attendance at the Nomination and Remuneration Committee Meetings:**

The Nomination and Remuneration Committee (NRC) comprises of three (3) Directors and two (2) out of them are Non-Executive Independent Director and one (1) is Non Executive Non-Independent Director. The Chairman of the NRC is a Non-Executive and Independent Director. The Constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 as well as Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year the Nomination and Remuneration met Two times attendance of the members as under:

Date of Meeting	Attendance		
	Jayesh Shah (Chairman)	Raxitkumar Patel (Member)	Nitin Patel (Member)
24.08.2022	Present	Present	Present
14.11.2022	Present	Present	Present

### **Terms of Reference:**

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and removal;
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees;
3. To formulate the criteria for evaluation of Independent Directors and the Board;
4. To devise a policy on Board Diversity;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director

7. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - (a) use the services of an external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates; devising the policy on Board diversity; whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
8. The members of Nomination and Remuneration Committee need to recommend to the Board, all remuneration, in whatever form, payable to Senior Management
9. The Nomination and Remuneration Policy is available on your Company's website ([www.sigmasolve.in](http://www.sigmasolve.in))

## **REMUNERATION OF DIRECTORS**

### **Remuneration Policy:**

The Objective of Remuneration Policy is directed towards having the compensation structure that will reward and retain the talent.

The Company has adopted and implemented the provision of Section 178 of the Companies Act, 2013 on the requirement of the Committee to recommend to the Board a policy, relating to the remuneration of the Directors, Key management personnel and Senior Management.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and its goal.

The remuneration levels are governed by industry pattern, qualification and experience of employee, responsibilities shouldered, individual performance and Company performance.

Company is not giving sitting fees for attending Meetings. The Company does not pay any severance fee and no stock option is available to the directors.

### **(i) Disclosures with respect to Remuneration**

The aggregate value of salary, perquisites, commissions, Performance incentive & Sitting fees paid for the year 2022-23 to all the Directors are as follows.

**(Amount in Lakhs)**

Name of Directors	Status Category	Sitting Fees					Remuneration	Total
		BM	AC	SGRC	NRC	IDM	Fixed Salary	
Mr. Prakash Parikh	ED	-	-	-	-	-	9.00	9.00
Mrs. Kalpana Parih	ED	-	-	-	-	-	7.20	7.20
Mr. Nitin Patel	NED	-	-	-	-	-	-	-
Mr. Jayesh Shah	NED & ID	-	-	-	-	-	-	-
Mr. Raxitkumar Patel	NED & ID	-	-	-	-	-	-	-
Mr. Bharatkumar Shah	NED& ID	-	-	-	-	-	-	-
<b>Total</b>		-	-	-	-	-	<b>16.20</b>	<b>16.20</b>

**Notes:**

1. BM- Board Meeting, AC- Audit Committee Meeting, SGRC- Shareholders Grievance and Relationship Committee Meeting, NRC- Nomination and Remuneration Committee Meeting. IDM- Independent Director Meeting. Fixed Salary includes Salary, Perks & Retirement Benefits.
2. Mr. Bharatkumar Shah was appointed as an Additional Non-Executive and Independent Director w.e.f. 24.08.2022 and regularized at the 12<sup>th</sup> AGM.

**(c) Stakeholders' Grievances And Relationship Committee:****Composition and Attendance**

The Stakeholders Relationship Committee met 1(One) time during the financial year ended on March 31, 2023, i.e. 14.11.2022

The details of composition of the Stakeholders Relationship Committee as well as the particulars of attendance by its members at the Stakeholders Relationship Committee meetings during the year are given below:

Date of Meeting	Attendance		
	Raxitkumar Patel (Chairman)	Jayesh Shah (Member)	Nitin Patel (Member)
14.11.2022	Present	Present	Present

**Compliance Officer**

Mr. Dharmesh Jayendra Shah Secretary & Compliance Officer.

**Terms of Reference:**

1. Resolving the grievances of the security holders of your Company including complaints related to transfer/ transmission of shares, non-receipt of annual report and non-receipt of declared dividend, issue of new/ duplicate certificates, general meetings, etc.
2. Review of measures taken for effective exercise of voting rights by shareholders
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent.

4. Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

#### Details of Complaints for the During the year 2022-23.

Sr. No.	Nature of Complaints	Received	Disposed	Pending
1.	Non- receipt of annual report	NIL	NIL	NIL
2.	SCORES (SEBI)	NIL	NIL	NIL
	Total	NIL	NIL	NIL

#### (d) Executive Committee

Executive Committee comprises of three members namely; Mr. Prakash Parikh and Mrs. Kalpana Parikh. The Committee looks after the businesses, which are administrative in nature and within the overall board approved directions and framework. The Committee also performs other activities as per the terms of reference of the Board. During the year, Executive Committee meets as per the business and administrative requirements.

#### 4. INDEPENDENT DIRECTOR'S MEETING

During the year, a separate meeting of the Independent Directors was held on February 25<sup>th</sup>, 2023, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting

#### 5. GENERAL BODY MEETINGS

##### Location and time for the Annual General Meetings held in the last three financial years

Year	Date / Time	Venue	Special Resolution
2021-22	September 19, 2022 01.00 p.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")	1. To Continue Appointment of Mr. Prakash Ratilal Parikh as Managing Director who attained Seventy Years of Age; 2. To Continue Appointment of Mrs. Kalpana Prakash Parikh

			<p>as a Whole Time Director on Attaining Seventy Years of Age</p> <p>3. To Reappoint Mr. Raxitkumar Sureshbhai Patel, Independent Director for another term of Three year;</p> <p>4. To Reappoint Mr. Jayesh Ramanlal Shah, Independent Director for another term of Three year;</p> <p>5. To Regularize Appointment of Mr. Bharatkumar Himmatlal Shah;</p> <p>6. To approve the material related party transactions;</p> <p>7. To Vary/Alter terms of objects of the public issue as stated in the prospectus of the company.</p>
2020-21	September, 17 <sup>th</sup> , 2021 01:00 p.m.	Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)	None
2019-20	August 27, 2020 11.00 a.m.	305-308, 3 <sup>rd</sup> Floor. Alpha Megacone House, Opp. Armieda, Sindhu Bhavan Road, S G Highway, Ahmedabad-380054, GJ, IN	None

#### 6. APPROVAL OF MEMBER VIA POSTAL BALLOT

During the year under review, in compliance with the applicable provisions of the Act, the SEBI Listing Regulations and relevant circulars issued by the Ministry of Corporate Affairs, One postal ballot activities were conducted, details whereof are as under-

Postal Ballot Notice Dated November 21<sup>st</sup>, 2022

Following resolution was passed by the Member

Resolution	Total Votes Casted	No. of Votes in Favour	% of Votes in Favour	No. of Votes In Against	% of Votes in Against
Migration Of Listing/Trading Of Equity Shares Of The Company From SME Platform Of Nse Limited (Nse Emerge) To Main Board Of Nse Limited And Bse Limited	7992248	7987748	99.94	4500	0.06

## 7. MEANS OF COMMUNICATION

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans with all stakeholders which promotes management – shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual reports, and Company’s website and through green initiatives. During the year, quarterly, half-yearly and annual financial results of the Company were submitted to the stock exchanges immediately after the conclusion of the Board meetings.

### Company’s Website:

The Company’s website is a comprehensive reference on Company’s management, vision, mission, policies, Corporate Announcements, Corporate Governance, Shareholding Pattern, Investor Relations, updates and news. The section on ‘Investor Relations’ serves to inform the members by giving complete financial details, annual reports, shareholding patterns, and corporate Governance. All the above details can be accessed from the website of the Company [www.sigmasolve.in](http://www.sigmasolve.in).

## 8. GENERAL SHAREHOLDERS INFORMATION

Date of Incorporation of the Company	29 <sup>th</sup> day of April, 2010
Financial year	April 1, 2022 to March 31, 2023
Day, date and time of AGM	Friday, 29 <sup>th</sup> September, 2023 at 04.30p.m.(IST)
Venue of Annual General Meeting	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.
Cut-off date of AGM	Friday, 22 <sup>nd</sup> September, 2023



**Name and Address of Stock Exchange where shares are listed**

Name of Stock Exchange	Address of Stock	Stock Code/ Symbol
National Stock Exchange of India Ltd	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051	SIGMA
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	543917*

\*Script Code 543917 was allotted to the Company under the Migration to Main Board of NSE and Direct Listing on BSE w.e.f. 09<sup>th</sup> June, 2023

The listing fee for the financial year 2022-23 has been paid to the NSEIL

Demat ISIN Numbers in NSDL & CDSL for Equity Shares is INE05FR01011

**Stock Market Data for FY 2022-23**

Month	High Price (Rs)	Low Price (Rs)	Quantity of Shares Traded
April, 2022	619.5	556	11,400
May, 2022	690	541.5	14,700
June, 2022	669.75	599.9	26,700
July, 2022	599	536	32,700
August, 2022	607	500	18,300
September, 2022	618	486.15	77,700
October, 2022	302	212.05	60,900
November, 2022	258.1	213.05	1,08,750
December, 2022	232	190.5	63,000
January, 2023	234.85	201.8	37,500
February, 2023	233.75	191	61,500
March, 2023	207.5	180.5	63,000

Note:-

- Total Equity Share Capital of the Company as on March 31, 2023 was equity shares of Rs. 10/- each.
- The Above data is Compiled from NSE EMERGE i.e. SME Platform of NSE where the Company was listed during the period under review.
- The Figures of April, 2022 to September, 2022 are post Bonus adjusted figures i.e. the effect of Bonus Issue in ratio of 3:2 i.e Three Equity Shares for every Two Equity Shares held on Record Date is given to High and Low price.

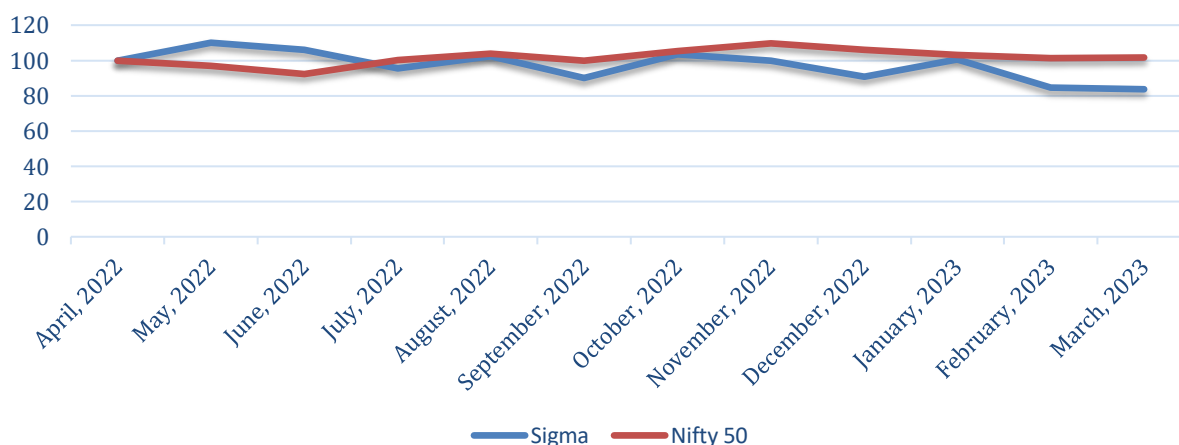
Performance of the Company's Equity Shares(Closing Share Price of Each Month) on NSE vis- à-vis Nifty 50

Month	Sigma	Nifty 50
April, 2022	226.13	17102.55
May, 2022	248.84	16584.55
June, 2022	239.96	15780.25
July, 2022	216.22	17158.25
August, 2022	231.2	17759.30
September, 2022	203.96	17094.35
October, 2022	234.15	18012.20
November, 2022	226	18758.35
December, 2022	205	18105.30
January, 2023	227.8	17648.95
February, 2023	191	17303.95
March, 2023	189.15	17359.75

Note:-

The Figures of April, 2022 to September, 2022 are post Bonus adjusted figures i.e. the effect of Bonus Issue in ratio of 3:2 i.e Three Equity Shares for every Two Equity Shares held on Record Date.

#### ***Movement of price of Sigma's share at NSE EMERGE during FY-23***



*Note: Price of Sigma's share and NSE Nifty 50 Index values as on April 1, 2022 have been baselined to 100*

### **Registrar and Transfer Agents**

Members are requested to correspond with the Company's Registrar and Transfer Agents for all matters related to share transfers, dematerialization, complaints for non-receipt of refund order/dividends etc. at the following address:

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park,  
 L.B.S. Marg, Vikhroli (West),  
 Mumbai 400083, Maharashtra, India  
 Tel: +91 22 4918 6270  
 Fax: +91 22 4918 6060  
 E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**Share transfer system**

Transfer of shares in electronic form are processed and approved by NSDL/CDSL through their Depository Participant(s), without involvement of the Company.

**Distribution of shareholding as on March 31, 2023**

Range (No. of Shares)	Shareholders		Shareholding	
	Number	%	Number	%
1-500	4	1.37	1056	0.01
501-1000	114	38.91	85255	0.83
1001-2000	46	15.70	69300	0.67
2001-3000	28	9.56	72900	0.71
3001-4000	4	1.37	15000	0.15
4001-5000	6	2.05	27000	0.26
5001-10000	54	18.43	379500	3.69
10001 & Above	37	12.63	9627487	93.68
<b>Total</b>	<b>293</b>	<b>100</b>	<b>10277498</b>	<b>100</b>

**Shareholding Pattern as on March 31, 2023**

Category	No. of shares held	% of shareholding
Company Promoter / Promoter Group	7524998	73.22
Financial Institutions / Banks	--	--
Foreign Portfolio Investors	--	--
Bodies Corporate	12750	0.12
Individuals	1842000	17.92
Non-Resident Indians (Repat)	666750	6.49
Non Resident Indians (Non- Repat)	27000	0.26
Clearing Members	--	--
Mutual Funds	--	--
Trusts	--	--
Hindu Undivided Family	160500	1.56
Partnership Firm(LLP)	43500	0.42
<b>Total</b>	<b>10277498</b>	<b>100</b>

## Dematerialized Of Shares

Your Company's Shares are compulsorily traded in dematerialized form and are available for trading through both the Depositories in India, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2023, 100% of the total paid up capital, representing 10277498 Equity Shares were held in dematerialized form. The statement of Equity Shares lying in dematerialized form with NSDL & CDSL and the Equity Shares lying in physical form as on 31st March, 2023 are under

Particulars of Shares	Shares of Rs.10/- Each		Total Shares	
	No. of Shareholders	% of Total	No. of Shares	%of Total
<b>Dematerialised Form</b>				
NSDL	136	46.42	5175754	50.36
CDSL	157	53.58	5101744	49.64
<b>Subtotal</b>	<b>293</b>	<b>100</b>	<b>10277498</b>	<b>100</b>
Physical Form	--	--	--	--
<b>Total</b>	<b>293</b>	<b>100</b>	<b>10277498</b>	<b>100</b>

## Outstanding GDRS/ADRS/Warrants Or Any Convertible Instruments, Conversion Date And Likely Impact On Equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

## Proceeds From Public Issue/Rights Issue/Preferential Issue/Warrant Conversion

The Company during the year under review not raised any proceeds from public issue/right issue/ preferential issue/warrant conversion.

However in previous financial year the Company has raised

## Code Of Conduct For Prevention Of Insider Trading

The Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013.

## Disclosure Of Accounting Treatment In Preparation Of Financial Statement

Your Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

## Address For Correspondence

Shareholders correspondence like, share transfer/ dematerialisation of shares, payment of dividend and other query related to shares may be directed to your Company's Registrar and Share Transfer Agent, whose address is given below:

## **Link Intime India Private Limited**

C-101, 1st Floor, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai 400083, Maharashtra, India  
Tel: +91 22 4918 6270  
Fax: +91 22 4918 6060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## **9. DISCLOSURES**

### **Disclosure of materially significant Related Party Transaction**

Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large. Material significant related party transactions are disclosed in the “Notes forming part of the Financial Statements”.

None of the transactions with Related Parties were in conflict with the interest of the Company. All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large.

### **Disclosure of Accounting Treatment**

In preparation of Financial Statements, the Company has followed Accounting Standards as referred to in Section 133 of the Act and rules made thereunder. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

### **Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

There was no penalty imposed on the company during the financial year.

### **Details of establishment of vigil mechanism whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of Conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. No personnel have been denied access to the Audit Committee.

### **Policy for Determining Material Subsidiaries:**

The Company is not having any subsidiary Company; however, the Company has formulated the Policy for determining ‘Material Subsidiaries’ which has been put up on the website of the Company at [www.sigmasolve.in](http://www.sigmasolve.in).

### **Policy on dealing with Related Party Transactions:**

The Company has formulated the Policy on dealing with Related Party Transactions which has been put up on the website of the Company at [www.sigmasolve.in](http://www.sigmasolve.in)

### **Commodity price risk or foreign exchange risk and hedging activities**

The Company does not have any exposure of foreign exchange and hedged through Commodity derivatives.

### **Certificate from Practicing Company Secretary**

A certificate from Shri Mukesh H. Shah, Practicing Company Secretary is attached and forms part of this report certifying that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as director of company, by the SEBI or Ministry of Corporate Affairs or any such statutory authority.

### **Total fee paid to Statutory Auditors**

Total fees paid by the Company for the services rendered by the statutory auditor and to all the entities in network firm/network entity belonging to them, is Rs.2,04,000/- (includes Audit fees and certification / other services).

### **Confirmation by the Board of Directors' Acceptance of Recommendation of Mandatory Committees**

During the year, there were no such instances of non-acceptance by the Board of any mandatory recommendations made by the Committees.

### **Details of utilization of funds raised through preferential allotment or qualified institutions placement**

During the year, there were no funds raised through preferential allotment or qualified institutions placement.

### **Disclosure pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The details of the complaints pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as under:-

<b>Sr.no.</b>	<b>Particulars</b>	<b>No. of Complaints</b>
1.	Number of complaints filed during the financial year 2022-23	NIL
2.	Number of complaints disposed of during the financial year 2022-23	NIL
3.	Number of complaints pending as at end of the financial year 2022-23	NIL

**Disclosures of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-regulation (2) of Regulation 46 are as follows:**

Regulation	Particulars of Regulations	Compliance Status (Yes/No)
17	Board of Directors	Yes
17A	Maximum number of directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	NA
24A	Secretarial Audit	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46 (2) (b) to (i)	Website (Updation)	Yes

### CEO / CFO Certification

In terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director and the Chief Finance Officer of the Company is required to issue annual certification on financial reporting and internal controls to the Board. The certificate for financial year 2022-23 given by the Managing Director and the Chief Finance Officer is annexed to this Report

### Details of compliance with Adoption of Mandatory and Discretionary Requirement as per Schedule II Part E of SEBI Listing Regulation:

The Company has complied with all mandatory requirements of Regulation 34(3) read with Schedule V of the Listing Regulations. Disclosure of Compliance of Non-mandatory requirements as specified in Part E of the Schedule II of Listing Regulations are as under:-

**The Board:** Since the Company has an Executive Chairman on its Board, there is no requirement for maintaining separate office.

**Shareholder's Right:** Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. However financial results are also available on the website of the Company.

**Audit Qualification:** There is an unmodified opinion on Audit Report of Audited Standalone Financial Results ended on 31st March 2023.



**Separate Post of Chairman and CEO:** The Chairman of the Company is Mr. Prakash R Parikh and he is also acting as CEO of the Company

**Reporting of Internal Auditor:** The Company's Internal Auditor, reports directly to the Audit Committee.

**Any Query on Annual Report  
Sigma Solve Limited**

801-803, 08th Floor, PV Enclave

Opp. Satyam House,

ICICI Bank Lane Road,

Behind Sindhu Bhavan Road

Bodakdev Ahmedabad

GJ 380054 IN

Tel.:- 079-2970 8387

Website: [www.sigmasolve.in](http://www.sigmasolve.in)

CIN: L72200GJ2010PLC060478

For any other queries: Email: [compliance@sigmasolve.net](mailto:compliance@sigmasolve.net)

**By Order Of The Board  
For, Sigma Solve Limited**

**Date:- 14.08.2023**

**Place:- Ahmedabad**

**Sd/-  
Prakash R parikh  
Chairman & Managing Director  
DIN:-03019773**

**STANDLAONE  
FINANCIAL STATEMNTS**

<b>1.</b>	<b>Independent Auditor’s Report</b>	<b>59</b>
<b>2.</b>	<b>Standalone Balance Sheet</b>	<b>70</b>
<b>3.</b>	<b>Standalone Statement of Profit and Loss</b>	<b>72</b>
<b>4.</b>	<b>Standalone Cash Flow Statement</b>	<b>74</b>
<b>5.</b>	<b>Notes to Standalone Financial Statements</b>	<b>76</b>
<b>6.</b>	<b>Notes Forming Part of the Standalone Financial Statements</b>	<b>80</b>

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

### TO THE MEMBERS OF SIGMA SOLVE LIMITED

#### **OPINION**

We have audited the accompanying Standalone financial statements of **Sigma Solve Limited** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, the Standalone Statement of Profit and Loss, for the year ended on March 31, 2023, the Standalone Cash flow statement for the year ended & a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Standalone Profit and its Standalone cash flows for the year ended on that date.

#### **BASIS FOR OPINION**

We conducted our audit of the Standalone financial statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs) & other accounting principles prescribed under section 133 of Companies Act, 2013, as amended. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

#### **KEY AUDIT MATTERS**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Principal Audit Procedure:**

Our audit procedures relating to the impairment of assets & other operational controls, compliances & several other risk are as follows:

- Looked at the company's exhaustive risk identification and mitigation analysis using its well established enterprise risk management framework to understand the implications, assessment process and the company's current mitigation plans.
- assessment of risks of counter party defaults by examining external credit rating movements, if any and the process of identification of risky receivables and making suitable provisions in the financial statements.
- Assessment of the temporary changes made to the internal control framework over financial reporting and carrying suitable tests for the effectiveness of key controls on the balance sheet date.

- Evaluating the overall presentation of the financial statements and ensuring the appropriateness and adequacy of the disclosures.

Checking the compliance against the various regulatory prescriptions applicable to the company to the extent those are relevant in the preparation of financial statement.

## **INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The company's board is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's information, but does not include the Standalone financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these Standalone financial statements to give a true and fair view of the financial position, financial performance, & cash flows of the Group in accordance with accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Standalone financial statements by the Directors of the Company, as aforesaid.

In preparing the Standalone financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the group's ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective board of directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

## **AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF STANDALONE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's

report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these standalone 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 misstatements of the standalone 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Standalone financial statements of which we are the independent auditors.

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

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

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- As required by Section 143(3) of the Act, based on our audit we report that
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Standalone 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, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year is in accordance with the provision of Section 197 of the Act.
  - h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanation given to us:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

(ii) The Company has made provision, as at March 31, 2023 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2023.

**For Mistry & Shah LLP**

Chartered Accountants

FRN:-020829C/W-100683

**CA Malav Shah**

Partner

Membership No. 117101

UDIN :23117101BGVUCQ9270

**Place : Ahmedabad**

**Date : 22<sup>nd</sup> May, 2023**



## **ANNEXURE “A” TO THE AUDITOR’S REPORT**

**(Referred to in paragraph 1(f) under ‘Report on other Legal and Regulatory Requirements section of our report to the Members of Sigma Solve Limited of even date)**

**Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act , 2013 (‘The Act’)**

We have audited the internal financial control over financial reporting of Sigma Solve Limited (‘the company’) as of 31st March, 2023 in conjunction with our audit of the standalone financial statement of the company for the year ended on that date.

### **Management Responsibility for Internal Financial Controls**

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

### **Auditors’ Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Mistry & Shah LLP**

Chartered Accountants

FRN:-020829C/W-100683

### **CA Malav Shah**

Partner

Membership No. 117101

UDIN :23117101BGVUCQ9270

**Place : Ahmedabad**

**Date : 22<sup>nd</sup> May, 2023**

**ANNEXURE “B” TO THE AUDITOR’S REPORT**

**Referred To In Paragraph 1 under “ Report on Other Legal and Regulatory Requirements” section of our report the members of Sigma Solve Limited of even date)**

**Report on the Companies (Auditor’s Report) Order, 2020 issued in terms of section 143(110 of the Companies Act, 2013(‘The Act’) of Sigma Solve Limited, (‘The Company’)**

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

- i) a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
B. The Company has maintained proper records showing full particulars of intangible Assets, wherever applicable
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a program of verification to cover all the items of fixed assets in a phased manner of three years, which in our opinion , is reasonable having regards to the size of the Company and the nature of its assets. Pursuant to the program , portion of the fixed assets were physically verified by the Management during the year. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in the financial statements are held in the name of the Company as at the balance sheet date.
- d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) a) There were no inventories during the year, so reporting under this clause is not applicable.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has no made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year other than the investment made in subsidiary. Accordingly paragraph 3(iii) of the Order is not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, with respect to the loans and investments made. The company has not given any guarantee or provided any security in connection with the loan to any person or other body corporate

and accordingly, the question of commenting on compliance with the provisions in respect thereof does not arise.

- v) The Company has not accepted deposits or amounts which are deemed to be deposits from the public during the year and does not have any unclaimed deposits as at March 31, 2023. Therefore, the reporting requirement under clause 3(v) of the Order is not applicable.
- vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3 (vi) of the Order is not applicable.
- vii) According to information and explanations given to us and on the basis of our examination of the books of account, and records,
- (a) the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Goods and Service tax, Duty of Customs, Duty of Excise, Cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, there is disputed amounts payable in respect of statutory dues regarding tax deducted at source were in arrears as at March 31 2023.

Financial Year	Amt (in Rs)
2012-13	1030
2014-15	2850

- (c) According to the information and explanations given to us, there is a dispute of ESIC liability for FY 2012-13 for Rs.3,76,805 for which company has paid Rs 1.00 lakh and case is still pending.
- viii) According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- ix) (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence reporting under clause (x)(a) of the Order is not applicable.

- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). Hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- xi) (a) To the best of our knowledge no fraud by the Company or on the Company, is noticed or reported during the year  
(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.  
(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an internal audit system commensurate with the size and the nature of its business.  
(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto Month of March 2023.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with Directors or persons connected to directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.  
(b) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and

we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx) As per Section 135 of the Act, company is not liable for Corporate Social Responsibility (CSR). Accordingly, reporting under clause (xix) of the Order is not applicable for the year.
- xxi) In our opinion and according to the information and explanations given to us, the Company has subsidiary company in USA and does have any adverse/qualification remarks mentioned in audit report submitted by Auditor (Certified Public Accountants) of subsidiary company.

**For Mistry & Shah LLP**

Chartered Accountants

FRN:-020829C/W-100683

**CA Malav Shah**

Partner

Membership No. 117101

UDIN :23117101BGVUCQ9270

**Place : Ahmedabad**

**Date : 22<sup>nd</sup> May, 2023**

**Sigma Solve Limited**  
**CIN:- L72200GJ2010PLC060478**  
**Standalone Balance Sheet as at March 31, 2023**

*All Amount in Lakhs*

Particulars		Notes	31 March 2023	31 March 2022
<b>I</b>	<b>Equity and Liabilities</b>			
<b>(1)</b>	<b>Shareholders Fund</b>			
	Share Capital	3	1027.75	411.10
	Reserves and Surplus	4	200.78	647.32
	Money received against share warrents		-	-
			<b>1228.53</b>	<b>1058.42</b>
<b>(2)</b>	<b>Non-current liabilities</b>			
	Long Term Borrowings	5	301.43	-
	Deferred tax liabilities (Net)		-	-
	Other Long Term Liabilities		-	-
	Long Term Provisions	6	31.99	20.46
			<b>333.42</b>	<b>20.46</b>
<b>(3)</b>	<b>Current liabilities</b>			
	Trade payables	7	48.82	-
	a) total outstanding dues of MSME		-	-
	b) total outstanding dues other than MSME		-	7.65
	Other current liabilities	8	14.61	8.73
	Short term Provisions	9	178.47	72.13
	Short- Term Borrowings	10	84.20	40.74
			<b>326.10</b>	<b>129.25</b>
	<b>Total</b>		<b>1888.05</b>	<b>1208.13</b>
<b>II</b>	<b>Assets</b>			
<b>(1)</b>	<b>Non- current assets</b>			
	Property, Plant & Equipment and Intangible Assets:			
	Property, Plant and Equipment	11	43.91	18.61
	Intangible Assets	12	0.44	0.40
	Capital WIP	13	658.24	-
	Intangible Assets under Development		-	-
	Non Current Investments	14	583.94	831.91
	Deferred Tax Assets (Net)	15	13.69	2.64
	Other Non-Current Asset	16	5.34	5.35
			<b>1305.56</b>	<b>858.90</b>
<b>(2)</b>	<b>Current Assets</b>			
	Current Investment		-	-
	Trade Receivable	17	494.77	308.96
	Cash & Bank Balances	18	54.65	36.24
	Short Term Loans & Advances	19	1.51	0.10
	Other current Assets	20	31.56	3.92
			<b>582.49</b>	<b>349.22</b>
	<b>Total</b>		<b>1888.05</b>	<b>1208.13</b>



<b>Corporate Information</b>	1		
<b>Notes on Significant Accounting Policies</b>	2		

As per our report of even date  
**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**Prakash R Parikh**  
Chairman Cum Managing Director  
DIN:- 03019773

**Kalpanaben P. Parikh**  
Whole Time Director  
DIN:-03019957

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN : 23117101BGVU9270  
**Place : Ahmedabad**  
**Date : 22<sup>nd</sup> May, 2023**

**Chinmay Shah**  
Chief Financial Officer

**Sigma Solve Limited**  
**CIN:- L72200GJ2010PLC060478**  
**Statement of Profit and Loss for the year ended 31st March, 2023**

*All Amount in Lakhs*

Particular	Notes	31 March 2023	31 March 2022
<b>Income</b>			
Revenue from Operations	21	1775.68	1077.82
Other Income	22	51.14	60.12
<b>Total Income</b>		<b>1826.82</b>	<b>1137.94</b>
<b>Expenses</b>			
Employee benefit expenses	23	1215.82	794.31
Finance Cost	24	0.98	0.34
Depreciation & Amortization Expense	25	18.13	7.47
Other Expenses	26	315.66	181.66
<b>Total Expenses</b>		<b>1550.60</b>	<b>983.78</b>
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		<b>276.22</b>	<b>154.16</b>
Exceptional items		-	-
<b>Profit/(Loss) before Extraordinary Items and Tax</b>		<b>276.22</b>	<b>154.16</b>
Extraordinary Items		-	-
<b>Profit Before Tax</b>		276.22	154.16
<b>Tax Expenses</b>		85.56	31.86
Current Tax		96.61	32.25
Deferred Tax Charge		(11.05)	(0.39)
Tax adjustments for earlier years		-	-
<b>Profit/(loss) after tax</b>		<b>190.66</b>	<b>122.30</b>
<b>Earnings/(loss) Per Share</b>			
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic	28	1.86	2.97
(2) Diluted	28	1.86	2.97

As per our report of even date  
**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**CA MALAV SHAH**

Partner

Membership No. 117101

UDIN : 23117101BGVUCQ9270

**Place : Ahmedabad**

**Date : 22<sup>nd</sup> May, 2023**

**Prakash R Parikh**  
Chairman Cum Managing Director  
DIN:- 03019773

**Kalpanaben P. Parikh**  
Whole Time Director  
DIN:-03019957

**Chinmay Shah**  
Chief Financial Officer

**Sigma Solve Limited**  
**CIN:- L72200GJ2010PLC060478**  
**Cash Flow Statement For The Year Ended March 31, 2023**

*All Amount in Lakhs*

Cash flow statement as at	31 March 2023	31 March 2022
<b>(1) Cash flow from operating activities</b>	<b>276.22</b>	<b>154.16</b>
<b>Net Profit before tax and extraordinary items</b>		
<b>Add:</b>		
Depreciation and Amortisation Expenses	18.76	7.47
Provision for Gratuity	20.99	20.70
IPO & Preliminary Expenses Written Off	-	39.13
Finance Cost	0.98	0.34
Investment Income	(27.06)	(53.02)
<b>Operating profit before Working Capital changes</b>	<b>289.89</b>	<b>168.77</b>
<b>Add/Less: changes in working capital</b>	<b>(70.90)</b>	<b>(96.29)</b>
(Decrease)/Increase in Short Term Provision	96.90	-
Increase / (Decrease) in trade payable	41.18	(6.81)
Increase / (Decrease) in other current liabilities	5.88	28.68
(Increase) / Decrease in trade receivables	(185.81)	(125.31)
(Increase) / Decrease in short term loan and advances	(1.41)	-
(Increase) / Decrease in Other Current Asset	(27.64)	7.15
<b>Cash Generated from operations</b>	<b>218.99</b>	<b>72.49</b>
Income Tax Paid	<b>(96.61)</b>	<b>(37.68)</b>
<b>Net Cash flow from / (used in) Operating activities (A)</b>	<b>122.38</b>	<b>34.80</b>
<b>(2) Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(44.78)	(12.18)
Decrease/(Increase) in Investments	-	-
Investment Income	27.06	53.02
Increase in Long Term Loans & Advances	0.67	-
(Increase)/Decrease in Capital Work in Progress	(658.24)	-
Increase in other Non-Current Assets	247.98	(44.80)
<b>Net Cash (used in) investing activities (B)</b>	<b>(427.31)</b>	<b>(3.96)</b>
<b>(3) Cash Flow From Financing Activities</b>		
Finance Cost	(0.98)	(0.34)
Dividend Paid	(20.56)	(20.56)
Increase/ (Repayment) of Short term Borrowings	43.45	23.07
Increase in/ (Repayment) of Long term Borrowings	301.43	-
<b>Net Cash flow from / (used in) financing activities (C)</b>	<b>323.34</b>	<b>2.18</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>18.24</b>	<b>33.03</b>
Cash and Cash Equivalents at the beginning of the year( Refer Note 14)	36.24	3.21

Cash and Cash Equivalents at the end of the year ( Refer Note 14)	<b>54.65</b>	<b>36.24</b>
---	--------------	--------------

- 1 Statement of cash flow has been prepared under the indirect method as set out in AS 3 on "statement of cash flows" specified under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
- 2 Figures in bracket indicates cash outflow

As per our report of even date  
**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**Prakash R Parikh**  
Chairman Cum Managing Director  
DIN:- 03019773

**Kalpanaben P. Parikh**  
Whole Time Director  
DIN:-03019957

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN :23117101BGVU9270  
**Place : Ahmedabad**  
**Date : 22.05.2023**

**Chinmay Shah**  
Chief Financial Officer

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Note 1: Corporate Information**

Company was incorporated as “Sigma Solve IT Tech Private Limited” at Ahmedabad on April 29, 2010, under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Later on, the name of our company was changed from “Sigma Solve IT Tech Private Limited” to “Presha Software Private Limited” and certificate to that effect was issued by Assistant Registrar of Companies, Registrar of Companies, Ahmedabad on February 18, 2017. Subsequently, the name of company was changed from “Presha Software Private Limited” to “Sigma Solve Private Limited” and certificate to that effect was issued by Registrar of Companies, Ahmedabad on March 7, 2019. Consequent up on the conversion of Company from Private Limited Company to Public Limited Company, the name of our Company was changed to “Sigma Solve Limited” and fresh Certificate of Incorporation consequent up on the conversion from Private Limited Company to Public Limited Company dated June 17, 2019, was issued by the Registrar of Companies, ROC – Ahmedabad. The Corporate Identification Number of our Company is L72200GJ2010PLC060478.

The Company is primarily engaged in Information and Information Enabled Services. Our Company together with its Subsidiary Sigma Solve Inc. will be referred as “Group”. We have subscribed to 417000 equity shares of Sigma Solve Inc. and we were allotted 417000 equity shares on October 23, 2019 and further acquisition 178369 shares resulting into acquisition of 59.81% of total equity share capital of Sigma Solve Inc. Sigma Solve Inc. is Company incorporated under Laws of State of Florida, United States of America.

**Note 2: Significant Accounting Policies****a) Basis of Preparation of Financial Statements:**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory Accounting Standards as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time and the Companies Act, 2013.

Since the Financial Statements of Sigma Solve Inc. has been prepared on the basis of US GAAP so that Management has made necessary adjustment to convert them to comply with Indian GAAP for the purpose of Consolidation requirements.

**b) Presentation and disclosure of Financial Statement:**

All assets and liabilities have been classified as current & non-current as per Company’s & its subsidiary normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and time between acquisition of assets for rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current / non- current classification of assets and liabilities 12 months have been considered as its operating cycle.

**c) Use of Estimates:**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which are known/materialized.

**d) Property, plant and equipment (Tangible Assets) and depreciation:**

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

Depreciation on the property, plant and equipment is provided on WDV basis over the useful life of the asset, which is as follows-

Category of Asset	Useful Life
Computers	3 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Building	30 Years
Plant & Machinery	20 Years
Vehicles	8 / 10 Years

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively. Considering materiality of Depreciation expenses related to our subsidiary company depreciation expenses has not been provided in restated Consolidated financial information.

**e) Inventories:**

Since the company is in the business of providing services, so that there are no inventories.

**f) Intangible Assets and amortization:**

Intangible assets are recognized only if it is probable that future economic benefits attributable to asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any.

**g) Impairment:**

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their



present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

**h) Revenue Recognition:**

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

Dividend income is recognized in profit and loss account when right to receive dividend is established.

**i) Income Taxes:**

Tax expense comprises of current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 enacted in India

The Company and its subsidiary uses the asset and liability method of accounting for deferred income taxes. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities, as measured by the enacted/substantially enacted tax rates which will be in effect when those temporary differences are expected to be recovered or settled. Deferred tax expense/income is the result of changes in the net deferred tax assets and liabilities. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each balance sheet date.

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with the provisions of section 115JB of the Income Tax Act, 1961 (the Act) over Normal income Tax is recognized as an asset by crediting the Statement of profit and loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period specified under the Act for utilization.

**j) Earnings Per share:**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**k) Provisions, Contingent liabilities, and Contingent assets:**

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

Contingent assets are neither recognized nor disclosed in the financial statements.

**l) Cash & Cash Equivalents:**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**m) Cash Flow Statements:**

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

**Sigma Solve Limited**  
**Notes on Financial Statements for the period from 01<sup>st</sup>April, 2022 to 31<sup>st</sup> March,2023**  
**CIN:- L72200GJ2010PLC060478**

**Note No- 3.1.1 Share Capital***All Amount in Lakhs*

Particulars	31 March 2023		31 March 2022	
	Number	Amount	Number	Amount
<b>Equity Share Capital of Rs. 10/- each</b>				
Authorized Share Capital	105.00	1050.00	140.00	1,400.00
Issued Share Capital	102.77	1027.75	41.11	411.10
Subscribed and Fully Paid Up	102.77	1027.75	41.11	411.10
		<b>411.10</b>		<b>411.10</b>

**Notes**

- 1 The company has only one class of shares viz. equity shares having a par value of Rs.10/- each as above. All equity shares, in present and in future, rank pari passu with the existing equity shares of the company and each shareholder is entitled to one vote per share.
- 2 The equity shareholders of the company are entitled to get the dividend as and when proposed by the Board of Directors and approved by Share holders in the ensuing General Meeting.
- 3 In the Event of Liquidation of the company, the share holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.
- 4 The company has issued 3 bonus shares for every 2 shares held as on 11th October 2022.

**Note No- 3.1.2 Reconciliation of Share Capital***All Amount in Lakhs*

Equity Shares	As at March 31, 2023		As at March 31, 2022	
	Number	Amount	Number	Amount
<b>Equity Shares (Face Value Rs. 10.00)</b>				
Shares outstanding at the beginning of the year	41.11	411.10	30.10	301.00
Conversion of of fully paid up Compulsorily Convertible Debentures of Rs.10 each	-	-	-	-
Conversion from Unsecured Loans to Share Capital	-	-	-	-
Bonus Shares issued during the year	61.66	616.6	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>102.77</b>	<b>1027.75</b>	<b>41.11</b>	<b>411.10</b>

**Notes**

- 1 The company did not have outstanding calls unpaid by directors and officers of the company (Previous year NIL) and also did not have any amount of forfeited shares (Previous Year NIL).
- 2 As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**Note No-3.1.3 Shareholders holding more than 5% of Share***All Amount in Lakhs*

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	% of Holding	Number	% of Holding
Daxa Harshand Zaverchand Laxmichand	32.50	31.62%	13.00	31.62%
Prakash Ratilal Parikh	21.38	20.80%	8.55	20.80%
Kalpana Prakash Parikh	21.36	20.78%	8.54	20.78%

**Note No-3.1.4 Shareholding of Promoters***All Amount in Lakhs*

Shares held by promoters at the end of the year	As at March 31, 2023		As at March 31, 2022		% Change During the Year
	Number	% of Holding	Number	% of Holding	
Daksha Harshadbhai Zaverchand	32.503	31.62%	13.001	31.62%	0.00%
Prakash Ratilal Parikh	21.375	20.80%	8.550	20.80%	0.00%
Kalpana Prakashbhai Parikh	21.360	20.78%	8.544	20.78%	0.00%
Rajulbhai Rajnikant Chokshi	0.005	0.00%	0.002	0.00%	0.00%
Darshanaben Rajulbhai Chokshi	0.003	0.00%	0.001	0.00%	0.00%
Deepak Navinchandra Choksi	0.003	0.00%	0.001	0.00%	0.00%
Pintu Nitin Patel	0.003	0.00%	0.001	0.00%	0.00%
<b>Total</b>	<b>30.10</b>	<b>73.22</b>	<b>30.10</b>	<b>73.22</b>	<b>-</b>

**Note No-4 Reserves and Surplus***All Amount in Lakhs*

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Surplus of Profit &amp; Loss</b>				
Opening balance	261.97		160.23	
(-) Dividend Expenditure	20.56		20.56	
(+) Net Profit/(Loss) For the current year	190.66		122.30	
(-) Bonus Shares Issued	231.30		-	
Closing balance		200.77		261.97
<b>Security Premium Account</b>				
Opening Balance	385.35		-	
(+) Addition during the year	-		385.35	
(-) Bonus Issue and related Expenses	(385.35)		-	
(-) Preliminary expenses charged	-		-	
Closing Balance		0.00		385.35
<b>Total</b>		<b>200.77</b>		<b>647.32</b>

\*The company has issued 3 bonus shares for every 2 shares held as on 11th October 2022.

# Company declared dividend on 17-6-2022 Rs. 0.5 per share

**Note No-5***All Amount in Lakhs*

Long Term Borrowings	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Secured Term loans from banks</b>				
Hdfc Car Loan_Toyota Hyryder AC*	17.67	-	-	-
Pv Enclave Office Loan Ac#	283.76	-		
<b>Total</b>	-	<b>20.46</b>		<b>0.00</b>

\* Valuation of Gratuity has been done by Kapadia Global Actuaries (Mr. Jenil Shah - ID:5568)

\*The Vehicle Loan with HDFC, is secured by way of Hypothecation of Hyryder, repayment of vehicle loan is required to be made in equated monthly installements having EMI of Rs. 32,316.00/-

#The Term Loan with IndusInd Bank, is secured by way of hypothecation of office Building, repayment of term loan is required to made in equated monthly installements having fixed principle of Rs 6,30,583.33 and variable interest payment

**Note No-6***All Amount in Lakhs*

Long Term Provisions	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Provision for Employee Benefits (Gratuity)*</b>	31.99	-	20.46	-
<b>Total</b>	-	<b>31.99</b>		<b>20.46</b>

\* Valuation of Gratuity has been done by Kapadia Global Actuaries (Mr. Jenil Shah - ID:5568)

**Note No-7***All Amount in Lakhs.*

Trade Payables	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Due to Related Parties	-	-	-	-
Due to MSME	-	-	-	-
Others	48.82	-	7.65	-
<b>Total</b>		<b>48.82</b>		<b>7.65</b>

The company has begun the supplier identification process in accordance with the MSME Act 2006. However, the categorization breakdown between entities falling under the MSME classification and others has not been furnished. Given the absence of any correspondence from creditors, it can be inferred that the classification of creditors into MSME and non-MSME categories has not been delineated.

**Trade Payables Ageing Schedule as at March 31, 2023**

Particulars	As on March 31,2023				
	Outstanding for following periods from due date of payment				
	<1 year	1-2 Years	2-3 Years	> 3 Years	Total
(1) MSME	0.00	0.00	0.00	0.00	0.00
(2)Others	48.82	0.00	0.00	0.00	48.82
(3)Disputed dues MSME	0.00	0.00	0.00	0.00	0.00
(4)Disputed dues other	0.00	0.00	0.00	0.00	0.00

**Trade Payables Ageing Schedule as at March 31, 2022**

Particulars	As on March 31,2022				
	Outstanding for following periods from due date of payment				
	<1 year	1-2 Years	2-3 Years	> 3 Years	Total
(1) MSME	0.00	0.00	0.00	0.00	0.00
(2)Others	7.65	0.00	0.00	0.00	7.65
(3)Disputed dues MSME	0.00	0.00	0.00	0.00	0.00
(4)Disputed dues other	0.00	0.00	0.00	0.00	0.00

**Note No-8***All Amount in Lakhs.*

Other Current Liabilities	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Duties & Taxes Payable	12.29	-	7.48	-
Credit Card Payable	0.75	-	0.33	-
Unpaid Expenses	1.57	-	0.92	-
<b>Total</b>	-	<b>14.61</b>	-	<b>8.73</b>

**Note No-9***All Amount in Lakhs.*

Short Term Provisions	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Provision for Employee Benefits				
-ESIC Payable	0.02		-	
-Gratuity Provision	9.70		0.24	
-Salary Payable	117.70		69.97	
-Others	2.83	130.25	0.26	70.47
Provision for Income Tax	47.91	47.91	1.66	1.66
Provision for Electricity	0.31	0.31	-	-
<b>Total</b>	-	<b>178.47</b>	-	<b>72.13</b>

\* Valuation of Gratuity has been done by Kapadia Global Actuaries - Govt. Approved Actuary Valuer (Mr. Jenil Shah - ID:5568)

**Note No-10***All Amount in Lakhs.*

Short Term Borrowing	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Loans and Advances from Related Parties				
From Directors	6.08	-	40.74	-
From Relatives	-	-	-	-
	-	6.08	-	40.74
Deposits	0.00	-	0.00	-
Other Loan & Advances	0.06	-	-	-
Current Maturities of Long Term Advances	78.05	-	-	-
	-	78.11	-	-
<b>Total</b>		<b>84.19</b>		<b>40.74</b>

## 13<sup>th</sup> Annual Report 2022-23

### Note No-11

#### Property, Plant & Equipment

*All Amount in Lakhs*

Name of Assets	Gross Carrying Amount					Depreciation/Impairment				Net Carrying Amount	
	As on 1 April 2022	Additions	Disposal	Acquisitions through Business combination	Total	As On 1 April 2022	For the Year	Impairment Loss/ Reversals	Total	Balance as at 1 April 2023	Balance as at 31st March 2022
<b>Tangible Assets</b>											
Air Conditioner	4.69	1.01	0.00	0.00	5.70	3.45	0.39	0.00	3.84	1.86	1.24
Computers	36.98	20.78	0.28	0.00	57.48	26.23	12.02	0.00	38.25	19.23	10.75
Motor Car	15.35	21.20	0.68	0.00	35.88	14.07	3.19	0.00	17.26	18.61	1.28
Mobile	3.41	0.31	0.00	0.00	3.72	1.37	1.15	0.00	2.53	1.19	2.03
Office Equipments	1.10	0.37	0.00	0.00	1.47	0.92	0.14	0.00	1.05	0.42	0.19
Furniture	17.42	0.44	0.00	0.00	17.86	14.38	0.91	0.00	15.29	2.57	3.04
CCTV Camera	0.45	0.00	0.00	0.00	0.45	0.39	0.04	0.00	0.43	0.02	0.06
<b>Total</b>	<b>79.41</b>	<b>44.11</b>	<b>0.96</b>	<b>0.00</b>	<b>122.56</b>	<b>60.80</b>	<b>17.85</b>	<b>0.00</b>	<b>78.65</b>	<b>43.91</b>	<b>18.61</b>
<b>Total of Previous Year</b>	<b>66.32</b>	<b>13.10</b>	<b>0.00</b>	<b>0.00</b>	<b>79.41</b>	<b>53.59</b>	<b>7.21</b>	<b>0.00</b>	<b>60.80</b>	<b>18.61</b>	<b>12.73</b>
<b>Note-12</b>											
<b>Work In Progress</b>											
Building	0.00	658.24	0.00	0.00	658.24	0.00	0.00	0.00	0.00	658.24	0.00

### Note No-13

#### Intangible Assets

*All Amount in Lakhs*

Name of Assets	Gross Carrying Amount					Depreciation/Impairment				Net Carrying Amount	
	As on 1 April 2022	Additions	Disposal	Acquisitions through Business combination	Total	As On 1 April 2022	For the Year	Impairment Loss/ Reversals	Total	Balance as at 1 April 2023	Balance as at 31st March 2022
Computer Software	3.76	0.72	3.76	0.00	0.72	3.36	0.28	3.36	0.28	0.44	0.40
<b>Total</b>	<b>3.76</b>	<b>0.72</b>	<b>3.76</b>	<b>0.00</b>	<b>0.72</b>	<b>3.36</b>	<b>0.28</b>	<b>3.36</b>	<b>0.28</b>	<b>0.44</b>	<b>0.40</b>
Total of Previous Year	3.76	0.00	0.00	0.00	0.00	3.10	0.26	0.00	3.36	0.40	0.95



**Note No-14***All Amount in Lakhs*

Non-Current Investments	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Investment in Equity Instruments:-</b>				
5,95,369 Shares of Sigma Solve Inc. at Rs. 46.9046 each	279.26	-	279.26	-
Fixed Deposits with maturity of more than 12 years	182.86	-	433.22	-
Interest Accrued on Fixed Deposit	1.76	463.88	-	712.48
Investment in Mutual Funds (At Cost)*	-	120.06	-	119.43
<b>Total</b>		<b>583.94</b>		<b>831.91</b>

\* Market Value of Quoted Investment Mutual Funds as on March 31 2023 is Rs. 183 lakhs

**Note No-15**

Deferred Tax Assets	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Deferred Tax Assets	13.69		2.64	
<b>Total</b>		<b>13.69</b>		<b>2.64</b>

**Note No-16**

Other Non Current Assets	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Security Deposits	5.35		5.35	
<b>Total</b>		<b>5.35</b>		<b>5.35</b>

**Note No-16**

Trade Receivable	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Secured(Considered Goods)	-	-	-	-
Unsecured(Considered Goods)	494.77	-	308.96	-
Doubtful	-	-	183.65	-
Less: Provision for Doubtful Trade Receivables	-	494.77	-	308.96
<b>Total</b>		<b>494.7</b>		<b>308.96</b>

**Trade Receivables Ageing Schedule as at March 31, 2023***All Amount in Lakhs*

Particulars	As on March 31, 2023					
	Outstanding for following periods from due date of payment					
	<6Mos.	6Mos - 1yr.	1-2 yr.	2-3 yr.	> 3 yr.	Total
(i) Undisputed Trade receivables (Considered Good)	494.77	0.00	0.00	0.00	494.77	494.77
(i) Undisputed Trade receivables (Considered Doubtful)	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed trade receivables (Considered Good)	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables (Considered Doubtful)	0.00	0.00	0.00	0.00	0.00	0.00

## Trade Receivables Ageing Schedule as at March 31, 2022

All Amount in Lakhs

Particulars	As on March 31, 2022					
	Outstanding for following periods from due date of payment					
	<6Mos.	6Mos - 1yr.	1-2 yr.	2-3 yr.	> 3 yr.	Total
(i) Undisputed Trade receivables (Considered Good)	308.96	0.00	0.00	0.00	<b>308.96</b>	308.96
(i) Undisputed Trade receivables (Considered Doubtful)	0.00	0.00	0.00	0.00	<b>0.00</b>	0.00
(iii) Disputed trade receivables (Considered Good)	0.00	0.00	0.00	0.00	<b>0.00</b>	0.00
(iv) Disputed trade receivables (Considered Doubtful)	0.00	0.00	0.00	0.00	<b>0.00</b>	0.00

## Note No-18

Cash and Cash Equivalents	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Balance with Bank:-				
In Current Account	7.53	-	11.59	-
Balance with Paypal Payments Pvt Ltd.	0.05	-	0.05	-
Fixed Deposit having maturity of < 3 Mos.	41.66	-	8.57	
Other Bank Balances:-	5.00			
Fixed Deposit having maturity of > 3 Mos.	-	-	14.36	-
Fixed Deposits having maturity of > 12 Mos.	182.86	-	433.22	-
Cash on Hand	0.41	-	1.67	-
<b>Sub Total</b>		<b>237.51</b>		<b>469.46</b>
Less: Fixed Deposits having maturity of more than 12 Months	-	-182.86	-	-433.22
<b>Total</b>		<b>54.65</b>		<b>36.24</b>

## Note No-19

Short term loans and advances	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Secured and Considered Good :-				
Jolly Financial Solutions	-	0.00	-	0.04
NSE Limited	-	0.06	-	0.06
<b>Total</b>		<b>1.45</b>		<b>0.10</b>

## Note No-20

Other current assets	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
GST Receivable	23.41	-	2.92	-
Prepaid Insurance Expenses	6.16	-	0.00	-
Income Tax Receivable	0.87	-	0.00	-
ESIC Receivable	1.00	-	1.00	-
Overdraft Account against FD	0.12	31.56	0.00	3.92
<b>Total</b>		<b>31.56</b>		<b>3.92</b>

**Note No-21***All Amount in Lakhs*

Revenue from operations	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Sale of services	1775.68		1077.82	
Other operating revenues	0.00	1775.68	0.00	749.41
<b>Total</b>		<b>1775.68</b>		<b>1077.82</b>

**Note No-22**

Other Income	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Profit on Sale of Mutual Fund	0.62		20.80	
FDR Interest Income	26.44		32.22	
Dividend on Shares	3.72		0.00	
Foreign Exchange Fluctuation Gain on Consolidation	20.06		5.40	
Misc. Income	0.03		1.69	
Profit on sale of Fixed Assets	0.27	51.14	0.27	60.12
<b>Total</b>		<b>51.14</b>		<b>60.12</b>

**Note No-23**

Employee Benefit Expenses	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Salary & Wages	1,165.57	-	755.32	-
Bonus Expenses	0.24	-	0.04	-
Director Remuneration	16.20	-	16.20	-
Staff Welfare Expenses	2.37	-	0.38	-
Provident Fund Expenses	6.66	-	1.68	-
Stipend Expenses	3.71	-	0.00	-
ESIC Expenses	0.08	-	0.00	-
Gratuity	20.99	1215.82	20.70	794.31
<b>Total</b>		<b>1215.82</b>		<b>794.31</b>

**Note No-24**

Finance Cost	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Interest on Car Loan	0.54		0.00	
Interest on Air Conditioner	0.10		0.00	
Interest on Bank Overdraft	0.27		0.00	
Other Interest Exps.	0.07	0.98	0.33	0.34
<b>Total</b>		<b>0.98</b>		<b>0.34</b>

**Note No-25**

Depreciation and Amortization Expenses	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Depreciation Expense	18.13	18.13	7.47	7.47
<b>Total</b>		<b>18.13</b>		<b>7.47</b>

## Note No- 26

All Amount in Lakhs

Other Expenses	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Electricity Expenses	5.27	-	2.85	-
Petrol & Conveyance Expenses	0.57	-	0.21	-
Advertisement & Business Promotion Expenses	0.28	-	0.15	-
Audit Fees	2.04	-	2.04	-
Rent Expenses	10.26	-	10.26	-
Outsourcing Expenses	146.56	-	93.04	-
Travelling Expenses	17.25	-	8.40	-
Misc. Expenses	2.35	-	0.66	-
Foreign Exchange Conversion/Fluctuation Expenses	0.00	-	1.38	-
Municipal Taxes (Property Tax)	0.42	-	0.42	-
Bank Charges	0.48	-	0.37	-
Repair & Maintenance Expenses	0.21	-	0.13	-
Legal & Professional Expenses	65.47	-	13.71	-
Insurance Expenses	2.18	-	0.31	-
Postage & Courier charges	0.70	-	0.24	-
Interest on Statutory Dues	0.21	-	0.45	-
Computer Repair & Maintenance Expenses	3.81	-	0.78	-
Donation Expenses	0.05	-	0.45	-
Internet Expenses	1.46	-	1.41	-
IPO Expenses Written Off	0.00	-	39.60	-
Office Expenses	1.84	-	0.26	-
Paypal Charges	0.00	-	0.61	-
Repair & Maintenance Office	4.10	-	0.65	-
Printing & Stationary	0.23	-	0.05	-
Email Subscription Expenses	3.55	-	2.65	-
Professional Tax	0.02	-	0.05	-
ROC MCA Charges	7.41	-	0.17	-
Telephone & Mobile Expenses	0.39	-	0.33	-
Office Event Charges	8.93	-	0.00	-
Commission Expenses	1.41	-	0.00	-
Recruitment Consultancy Charges	16.11	-	0.00	-
Subscription Expenses	2.63	-	0.00	-
Reimbursement Expenses	2.54	-	0.00	-
Content Writing Charges	6.51	-	0.00	-
Bonus Expenses	0.19	-	0.00	-
Domain Expenses	0.02	-	0.00	-
Membership Fees	0.02	-	0.00	-
Vehicle Repair & Maintenance	0.19	315.66	0.04	181.66
<b>Total</b>		<b>315.66</b>		<b>181.66</b>

**Note No-27***All Amount in Lakhs*

Remuneration to Auditors	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Auditor's Remuneration Comprises of :-				
Audit Fees	2.04	2.04	2.04	2.04
<b>Total</b>	-	<b>2.04</b>	-	<b>2.04</b>

**Note No-28**

Earning Per Share	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Profit After Tax	190.66	-	122.30	-
Weighted Average Number of Equity Share in calculated Basic EPS	41.11	-	41.11	-
Weighted Average Number of Equity Share after bonus issue to calculate Basic EPS	61.67	-	61.67	-
Nominal value of basic equity share	10.00	-	10.00	-
Basic earning Per Share of Rs.	1.86	-	2.97	-
Basic earning Per Share of Rs. (Restated)	1.86	-	1.19	-
Diluted earning Per Share of Rs.	1.86	-	2.97	-
Diluted earning Per Share of Rs. (Restated)	1.86	-	1.19	-

**Note No-29 Related Party Disclosure****1. Related Parties their Relationship****(a) Subsidiary/ Associate/ Joint Venture**

Name of entity	
Sigma Solve INC.	Foreign Subsidiary

**(b) Key Management Personnel & Relatives**

Name of Management Personnel	
Prakash Ratilal Parikh	Chairman & Managing Director
Kalpana Parikh	Whole Time Director
Chinmay Shah	Chief Financial Officer
Saurabh Balkrishna Shah	Company Secretary

**(c) Entities controlled by Directors/Relatives of Directors:- Nil****2. Transaction with Related Parties**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Receipt of Services	10.10		10.26	
Sale of Services	1735.45		1038.02	
Remuneration	25.80		24.78	
Investment in Equity of Subsidiary	0.00		70.01	
Loan Given/(Repaid)	34.66		19.26	

### 3. Outstanding Balance arising from Sales/Purchase of Goods/Services with Related Parties

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Investment	279.26		279.26	
Loans	6.08		40.74	
Trade Receivable	479.64		308.96	
Remuneration	0.79		0.75	

#### Note No-30 Additional Regulatory Information

##### Ratios

Sr. No.	Ratio Analysis	Numerator	Denominator	31.03.2023	31.03.2022	Variation (in %)
1	Current Ratio	Current Assets	Current Liabilities	1.786	2.702	-33.89
2	Return on Equity Ratio	Net Profit after taxes - preference dividend (if any)	Avg. Shareholders Equity	4.17	3.03	37.36
3	Trade Receivables Turnover Ratio	Net Credit sales	Avg. Trade Receivables	1.105	1.094	0.97
4	Trade Payables Turnover Ratio	Net Credit Purchases	Avg. Trade Payables	2.915	4.284	-31.95
5	Net Capital Turnover Ratio	Net Sales	Average Working Capital	1.864	1.640	13.61
6	Net Profit Ratio	Net Profit	Net Sales	10.74	11.35	-5.37
7	Return on Capital employed	EBIT	Capital Employed	5.25	3.79	38.30
8	Return on Investment	PAT	Total Investment	7.85	9.45	-16.88

#### Note: 30(b) Utilisation with borrowed funds and share premium

- a) During the year, No funds have been advanced or loaned or invested (either from the borrowed funds of share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee security or the like on behalf of the ultimate beneficiaries
- b) During the year, No funds have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in

other persons or entities identified in any manner whatsoever on behalf of funding party ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**Note: 31** . Figures of previous year have been Recasted/Restated where necessary.

As per our report of even date  
**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**Prakash R Parikh**  
Chairman Cum Managing Director  
DIN:- 03019773

**Kalpanaben P. Parikh**  
Whole Time Director  
DIN:-03019957

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN :23117101BGVU9270  
**Place : Ahmedabad**  
**Date : 22.05.2023**

**Chinmay Shah**  
Chief Financial Officer



**CONSOLIDATED  
FINANCIAL STATEMENTS**

<b>1.</b>	<b>Independent Auditor’s Report</b>	<b>91</b>
<b>2.</b>	<b>Consolidated Balance Sheet</b>	<b>101</b>
<b>3.</b>	<b>Consolidated Statement of Profit and Loss</b>	<b>103</b>
<b>4.</b>	<b>Consolidated Cash Flow Statement</b>	<b>105</b>
<b>5.</b>	<b>Notes to Consolidated Financial Statements</b>	<b>107</b>
<b>6.</b>	<b>Notes Forming Part of the Consolidated Financial Statements</b>	<b>111</b>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS****TO THE MEMBERS OF SIGMA SOLVE LIMITED****OPINION**

We have audited the accompanying Consolidated financial statements of **Sigma Solve Limited** ("the Company"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss, for the year ended on March 31, 2023, the Consolidated Cash flow statement for the year ended & a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Consolidated Profit and its Consolidated cash flows for the year ended on that date.

**BASIS FOR OPINION**

We conducted our audit of the Consolidated financial statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs) & other accounting principles prescribed under section 133 of Companies Act, 2013, as amended. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

**KEY AUDIT MATTERS**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Principal Audit Procedure:**

Our audit procedures relating to the impairment of assets & other operational controls, compliances & several other risk are as follows:

- Looked at the company's exhaustive risk identification and mitigation analysis using its well established enterprise risk management framework to understand the implications, assessment process and the company's current mitigation plans.
- Assessment of risks of counter party defaults by examining external credit rating movements, if any and the process of identification of risky receivables and making suitable provisions in the financial statements.

- Assessment of the temporary changes made to the internal control framework over financial reporting and carrying suitable tests for the effectiveness of key controls on the balance sheet date.
- Evaluating the overall presentation of the financial statements and ensuring the appropriateness and adequacy of the disclosures.

Checking the compliance against the various regulatory prescriptions applicable to the company to the extent those are relevant in the preparation of financial statement.

## **INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The company's board is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's information, but does not include the Consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these consolidated financial statements to give a true and fair view of the financial position, financial performance, & cash flows of the Group in accordance with accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the group's ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective board of directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

## AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

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

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

- identify and assess the risks of material misstatements of the Consolidated 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of 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 Consolidated 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 Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

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

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

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Consolidated 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, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year is in accordance with the provision of Section 197 of the Act.

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

(i) The Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements.

(ii) The Company has made provision, as at March 31, 2023 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2023.

**For Mistry & Shah LLP**

Chartered Accountants

FRN:-020829C/W-100683

**CA MALAV SHAH**

Partner

Membership No. 117101

UDIN :23117101BGVUCR1345

**Place : Ahmedabad**

**Date : 22<sup>nd</sup> May, 2023**

## **ANNEXURE “A” TO THE AUDITOR’S REPORT**

**(Referred to in paragraph 1(f) under ‘Report on other Legal and Regulatory Requirements section of our report to the Members of Sigma Solve Limited of even date)**

**Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act , 2013 (‘The Act’)**

We have audited the Internal Financial Control over financial reporting of Sigma Solve Limited (‘the company’) & its subsidiary company as of 31st March, 2023 in conjunction with our audit of the Consolidated Financial Statement of the company for the year ended on that date.

### **Management Responsibility for Internal Financial Controls**

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

### **Auditors’ Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary company, which is company incorporated outside India.

### **Meaning of Internal Financial Controls over Financial Reporting**



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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company and its subsidiary company, which is company incorporated outside India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN :23117101BGVUCR1345  
**Place : Ahmedabad**  
**Date : 22<sup>nd</sup> May, 2023**

**'ANNEXURE B'**  
**TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**  
**OF SIGMA SOLVE LIMITED FOR THE YEAR ENDED 31 MARCH 2022**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(xxi) According to the information and explanations given to us, in respect of the following companies incorporated outside India and included in the consolidated financial statements, the CARO report relating to them has not been issued by their auditors till the date of this audit report:

<b>Name of the entities</b>	<b>Relation</b>
Sigma Solve INC	Subsidiary

**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN :23117101BGVUCR1345  
**Place : Ahmedabad**  
**Date : 22<sup>nd</sup> May, 2023**

**Sigma Solve Limited**  
**CIN:- L72200GJ2010PLC060478**  
**Consolidated Balance Sheet as at March 31, 2023**

*All Amount in Lakhs*

Particulars		Notes	31 March 2023	31 March 2022
<b>I</b>	<b>Equity and Liabilities</b>			
<b>(1)</b>	<b>Shareholders Fund</b>			
	Share Capital	3	1027.75	411.10
	Reserves and Surplus	4	2389.80	1882.41
	Minority Interest		1756.54	1115.54
			<b>5174.09</b>	<b>3409.05</b>
<b>(2)</b>	<b>Non-current liabilities</b>			
	Long Term Borrowings	5	301.43	-
	Deferred tax liabilities (Net)	6	1.93	-
	Other Long Term Liabilities		-	-
	Long Term Provisions	7	31.99	20.46
			<b>335.35</b>	<b>17.82</b>
<b>(3)</b>	<b>Current liabilities</b>			
	Short- Term Borrowings	8	85.56	42.33
	Trade payables	9	59.08	27.58
	a) total outstanding dues of MSME		-	-
	b) total outstanding dues other than MSME		59.08	27.8
	Other current liabilities	10	479.46	88.49
	Short term Provisions	11	178.47	72.14
			<b>802.57</b>	<b>230.55</b>
	<b>Total</b>		<b>6312.01</b>	<b>3657.42</b>
<b>II</b>	<b>Assets</b>			
<b>(1)</b>	<b>Non- current assets</b>			
	Property, Plant & Equipment and Intangible Assets:			
	Property, Plant and Equipment	12	62.44	57.44
	Intangible Assets	13	0.44	0.69
	Capital WIP	12	658.24	-
	Intangible Assets under Development		-	-
	Non Current Investments	14	4512.48	2079.22
	Long Term Loans & Advances		-	-
	Other Non-Current Asset	15	5.35	5.35
			<b>5238.96</b>	<b>2142.70</b>
<b>(2)</b>	<b>Current Assets</b>			
	Current Investment		-	-
	Inventories		-	-
	Trade Receivable	16	542.40	323.92
	Cash & Bank Balances	17	466.68	1184.51
	Short Term Loans & Advances	18	1.51	0.10
	Other current Assets	19	62.46	6.20
			<b>1073.05</b>	<b>1514.72</b>
	<b>Total</b>		<b>6312.01</b>	<b>3657.42</b>
	<b>Corporate Information</b>	1		

	<b>Notes on Significant Accounting Policies</b>	2		
--	---	---	--	--

As per our report of even date  
**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**Prakash R Parikh**  
Chairman Cum Managing Director  
DIN:- 03019773

**Kalpanaben P. Parikh**  
Whole Time Director  
DIN:-03019957

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN :23117101BGVUCR1345  
**Place : Ahmedabad**  
**Date : 22.05.2023**

**Chinmay Shah**  
Chief Financial Officer

**Sigma Solve Limited**  
**CIN:- L72200GJ2010PLC060478**  
**(Formerly Known as Sigma Solve Private Limited)**  
**Consolidated Statement Of Profit And Loss For The Year Ended March 31, 2023**

*All Amount in Lakhs*

Particular	Notes	31 March 2023	31 March 2022
<b>Income</b>			
Revenue from Operations	20	5544.64	4109.23
Other Income	21	144.12	135.71
<b>Total Income</b>		<b>5688.76</b>	<b>4244.94</b>
<b>Expenses</b>			
Employee benefit expenses	22	2022.17	1545.03
Finance Cost	23	0.97	0.34
Depreciation & Amortization Expense	24	38.25	23.19
Other Expenses	25	1283.94	1062.92
<b>Total Expenses</b>		<b>3345.33</b>	<b>2631.47</b>
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		<b>2343.43</b>	<b>1613.47</b>
Exceptional items		-	-
<b>Profit/(Loss) before Extraordinary Items and Tax</b>		<b>2343.43</b>	<b>1613.47</b>
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>2343.43</b>	<b>1613.47</b>
<b>Tax Expenses</b>		(815.88)	197.48
Current Tax		(96.61)	32.25
Federal Taxes		(408.61)	165.62
Deferred Tax Charge		(3.94)	(0.39)
Tax adjustments for earlier years		(306.72)	-
<b>Profit/(loss) after tax</b>		<b>1527.55</b>	<b>1415.99</b>
<b>Allocated to Minority Interest</b>		537.29	519.93
<b>Allocated to Owner of Parents (Transferred to Reserve &amp; Surplus)</b>		990.25	896.05
<b>Paid up Equity Share Capital</b>		1027.75	411.10
<b>Earnings/(loss) Per Share</b>			
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic (Restated)	28	9.64	21.80
(2) Basic		9.64	8.72
(3) Diluted(Restated)	28	9.64	21.80
(4) Diluted(Restated)		9.64	8.72

As per our report of even date  
**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN : 23117101BGVUCR1345  
**Place : Ahmedabad**  
**Date : 22.05.2023**

**Prakash R Parikh**  
Chairman Cum Managing Director  
DIN:- 03019773

**Kalpanaben P. Parikh**  
Whole Time Director  
DIN:-03019957

**Chinmay Shah**  
Chief Financial Officer

**Sigma Solve Limited**  
**CIN:- L72200GJ2010PLC060478**  
**Consolidated Cash Flow Statement For The Year Ended March 31, 2023**

*All Amount in Lakhs*

Cash flow statement as at	31 March 2023	31 March 2022
<b>(1) Cash flow from operating activities</b>		
<b>Net Profit before tax and extraordinary items</b>	<b>2343.43</b>	<b>1613.47</b>
<b>Add:</b>		
Depreciation and Amortisation Expenses	38.87	23.20
Provision for Gratuity	20.99	20.70
IPO & Preliminary Expenses Written Off	-	39.13
Foreign Currency Transaction	258.76	70.81
Finance Cost	0.98	0.34
Investment Income	(84.46)	(53.53)
Interest Received	(35.58)	(0.14)
<b>Operating profit before Working Capital changes</b>	<b>2542.99</b>	<b>1713.96</b>
<b>Add/Less: changes in working capital</b>	<b>243.19</b>	<b>130.73</b>
Increase / (Decrease) in trade payable	31.50	13.12
Increase / (Decrease) in other current liabilities	320.72	78.86
(Increase) / Decrease in trade receivables	(218.48)	37.16
(Increase) / Decrease in short term loan and advances	(1.41)	-
(Increase) / Decrease in Provisions	167.11	-
(Increase) / Decrease in Other Current Asset	(56.26)	1.59
	<b>2786.18</b>	<b>1844.69</b>
<b>Less: Adjustments in taxes</b>		
Direct Taxes Paid	<b>(811.94)</b>	<b>(200.02)</b>
<b>Cash generated/(used in) from Operating Activities (A)</b>	<b>1974.24</b>	<b>1644.67</b>
<b>(2) Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(44.78)	(10.93)
Decrease/(Increase) in Non-Investments	(2433.26)	(1501.36)
Decrease/(Increase) in Current Investments	-	-
Investment Income	84.46	53.53
Sales Of Fixed Asset	1.07	-
Decrease/(Increase) in Capital Work in progress	(658.24)	-
Increase in Long Term Loans & Advances	-	-
Increase in other Non-Current Assets	-	-
Interest Received	35.58	0.14



Investment in Fixed Deposits	-	-
<b>Net Cash Flow From / (Used In) Investing Activities (B)</b>	<b>(3015.17)</b>	<b>(1458.62)</b>
<b>(3) Cash Flow From Financing Activities</b>		
Finance Cost	(0.98)	(0.34)
Proceeds from Issue of Share Capital	-	-
Dividend Paid	(20.56)	(20.56)
Proceeds from Security Premium	-	-
Increase/ (Repayment) of Short term Borrowings	43.23	21.73
Increase in/ (Repayment) of Long term Borrowings	301.43	(100.98)
<b>Net Cash flow from / (used in) financing activities (C)</b>	<b>323.12</b>	<b>(100.14)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(717.81)</b>	<b>85.92</b>
Cash and Cash Equivalents at the beginning of period	1184.51	1098.59
Cash and Cash Equivalents at the end of period	<b>466.67</b>	<b>1184.51</b>

- Statement of Cash Flow has been prepared under the Indirect Method as set out in AS 3 on "Statement of Cash Flows" specified under section 133 of Companies Act of 2013 read with rule 7
- Figures in bracket indicates cash outflow

As per our report of even date  
**For Mistry & Shah LLP**  
 Chartered Accountants  
 FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**Prakash R Parikh**  
 Chairman Cum Managing Director  
 DIN:- 03019773

**Kalpanaben P. Parikh**  
 Whole Time Director  
 DIN:-03019957

**CA MALAV SHAH**  
 Partner  
 Membership No. 117101  
 UDIN :23117101BGVUCR1345  
**Place : Ahmedabad**  
**Date : 22.05.2023**

**Chinmay Shah**  
 Chief Financial Officer

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****Note Corporate Information****1:**

Company was incorporated as “Sigma Solve IT Tech Private Limited” at Ahmedabad on April 29, 2010, under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Later on, the name of our company was changed from “Sigma Solve IT Tech Private Limited” to “Presha Software Private Limited” and certificate to that effect was issued by Assistant Registrar of Companies, Registrar of Companies, Ahmedabad on February 18, 2017. Subsequently, the name of company was changed from “Presha Software Private Limited” to “Sigma Solve Private Limited” and certificate to that effect was issued by Registrar of Companies, Ahmedabad on March 7, 2019. Consequent up on the conversion of Company from Private Limited Company to Public Limited Company, the name of our Company was changed to “Sigma Solve Limited” and fresh Certificate of Incorporation consequent up on the conversion from Private Limited Company to Public Limited Company dated June 17, 2019 was issued by the Registrar of Companies, RoC – Ahmedabad. The Corporate Identification Number of our Company is L72200GJ2010PLC060478.

The Company is primarily engaged in Information and Information Enabled Services. Our Company together with its Subsidiary Sigma Solve Inc. will be referred as “Group”. We have subscribed to 417000 equity shares of Sigma Solve Inc. and we were allotted 417000 equity shares on October 23, 2019 and further acquisition 178369 shares resulting into acquisition of 59.86% of total equity share capital of Sigma Solve Inc. Sigma Solve Inc. is Company incorporated under Laws of State of Florida, United States of America.

**Note Significant Accounting Policies****2:****a) Basis of Preparation of Financial Statements:**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory Accounting Standards as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time and the Companies Act, 2013.

Since the Financial Statements of Sigma Solve Inc. has been prepared on the basis of US GAAP so that Management has made necessary adjustment to convert them to comply with Indian GAAP for the purpose of Consolidation requirements.

**b) Presentation and disclosure of Financial Statement:**

All assets and liabilities have been classified as current & non-current as per Company’s & its subsidiary normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and time between acquisition of assets for rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current / non- current classification of assets and liabilities 12 months have been considered as its operating cycle.

**c) Use of Estimates:**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which are known/materialized

**d) Property, plant and equipment (Tangible Assets) and depreciation:**

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalize

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

Depreciation on the property, plant and equipment is provided on WDV basis over the useful life of the asset, which is as follows-

Category of Asset	Useful Life
Computers	3 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Building	30 Years
Plant & Machinery	20 Years
Vehicles	8 / 10 Years

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively. Considering materiality of Depreciation expenses related to our subsidiary company depreciation expenses has not been provided in restated Consolidated financial information.

**e) Inventories:**

Since the company is in the business of providing services, so that there are no inventories.

**f) Intangible Assets and amortization:**

Intangible assets are recognized only if it is probable that future economic benefits attributable to asset will flow to the Company & its Subsidiary company and the cost of the asset can be measured reliably. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any.

**g) Impairment:**

At each balance sheet date, the Company & its Subsidiary Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

**h) Revenue Recognition:**

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gains on sale of investments if any are recognized on completion of transaction. No notional profit/loss is recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

Dividend income is recognized in profit and loss account when right to receive dividend is established.

**i) Income Taxes:**

Tax expense comprises of current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 enacted in India

The Company & its subsidiary uses the asset and liability method of accounting for deferred income taxes. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities, as measured by the enacted/substantially enacted tax rates which will be in effect when those temporary differences are expected to be recovered or settled. Deferred tax expense/income is the result of changes in the net deferred tax assets and liabilities. In situations where the Company subsidiary has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each balance sheet date.

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with the provisions of section 115JB of the Income Tax Act, 1961 (the Act) over Normal income Tax is recognized as an asset by crediting the Statement of profit and loss only when and to the extent there is convincing evidence that the Company & its subsidiary will be able to avail the said credit against normal tax payable during the period specified under the Act for utilization.

**j) Earnings Per share:**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**k) Provisions, Contingent liabilities, and Contingent assets:**

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

Contingent assets are neither recognized nor disclosed in the financial statements.

**l) Cash & Cash Equivalents:**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**m) Cash Flow Statements:**

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

**n) Additional information as required by Schedule III of companies Act, 2013:**

*All Amount in Lakhs*

Name of the entity	Net Assets i.e. total Assets minus total liabilities		Share in Profit & Loss	
	As % of Consolidated Net Assets	Amt.	As % of Consolidated P & L	Amt.
1	2	3	4	5
<b>Parent:-</b>				
Sigma Solve Limited	23.74%	1228.53	12.48%	190.66
<b>Subsidiary:-</b>				
<b>Indian-</b> Nil				
<b>Foreign</b>				
Sigma Solve Inc.	76.26%	3945.56	87.52%	1336.89
Minority Interest in All Subsidiary		1756.54		

**Sigma Solve Limited**  
**Notes on Consolidated Financial Statements for the period from**  
**01<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2023**  
**CIN:- L72200GJ2010PLC060478**

**Note No- 3.1.1 Share Capital***All Amount in Lakhs.*

Particulars	31 March 2023		31 March 2022	
	Number	Amount	Number	Amount
<b>Equity Share Capital of Rs. 10/- each</b>				
Authorized Share Capital	105.00	1,050.00	45.00	450.00
Issued Share Capital	102.77	1,027.75	41.10	411.10
Subscribed and Fully Paid Up	102.77	1,027.75	41.10	411.10
	102.77	1,027.75		<b>411.10</b>

**Notes**

- 1 The company has only one class of shares viz. equity shares having a par value of Rs.10/- each as above. All equity shares, in present and in future, rank pari passu with the existing equity shares of the company and each shareholder is entitled to one vote per share.
- 2 The equity shareholders of the company are entitled to get the dividend as and when proposed by the Board of Directors and approved by Share holders in the ensuing General Meeting.
- 3 In the Event of Liquidation of the company, the share holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.
- 4 The company has issued 3 bonus shares for every 2 shares held as on 11th October 2022.

**Note No- 3.1.2 Reconciliation of Share Capital**

Equity Shares	As at March 31, 2023		As at March 31, 2022	
	Number	Amount	Number	Amount
<b>Equity Shares (Face Value Rs. 10.00)</b>				
Shares outstanding at the beginning of the year	41.11	411.10	41.11	411.10
Conversion of of fully paid up Compulsorily Convertible Debentures of Rs.10 each	-	-	-	-
Conversion from Unsecured Loans to Share Capital	-	-	-	-
Bonus Shares issued during the year	16.66	616.55	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>102.77</b>	<b>1027.75</b>	<b>41.11</b>	<b>411.10</b>

**Notes**

## 13<sup>th</sup> Annual Report 2022-23

- 1 The company did not have outstanding calls unpaid by directors and officers of the company (Previous year NIL) and also did not have any amount of forfeited shares (Previous Year NIL).
- 2 As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

### Note No-3.1.3 Shareholders holding more than 5% of Share

*All Amount in Lakhs.*

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	% of Holding	Number	% of Holding
Daxa Harshand Zaverchand Laxmichand	32.503	31.62%	13.00	31.62%
Prakash Ratilal Parikh	21.375	20.80%	8.55	20.80%
Kalpana Prakash Parikh	21.360	20.78%	8.54	20.78%

### Note No-3.1.4 Shareholding of Promoters

Shares held by promoters at the end of the year	As at March 31, 2023		As at March 31, 2022		% Change During the Year
	Number	% of Holding	Number	% of Holding	
Daksha Harshadbhai Zaverchand	32.503	31.62%	13.001	31.62%	0.00%
Prakash Ratilal Parikh	21.375	20.80%	8.550	20.80%	0.00%
Kalpana Prakashbhai Parikh	21.360	20.78%	8.544	20.78%	0.00%
Rajulbhai Rajnikant Chokshi	0.005	0.00%	0.002	0.00%	0.00%
Darshanaben Rajulbhai Chokshi	0.003	0.00%	0.001	0.00%	0.00%
Deepak Navinchandra Choksi	0.003	0.00%	0.001	0.00%	0.00%
Pintu Nitin Patel	0.003	0.00%	0.001	0.00%	0.00%
<b>Total</b>	<b>75.250</b>	<b>73.22</b>	<b>30.10</b>	<b>73.22</b>	<b>-</b>

### Note No-4 Reserves and Surplus

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Surplus of Profit &amp; Loss</b>				
Opening balance	1334.74		459.24	
Dividend Expenditure	(20.56)		(20.56)	
Bonus Issued From R&S*	(231.30)		-	
Net Profit/(Loss) For the current year	990.25		896.05	
Closing balance	-	<b>2073.13</b>	-	<b>1334.74</b>
<b>Security Premium Account</b>				
Opening Balance	385.3		385.35	
(+) Addition during the year	-		-	
(-) Bonus Issue and related Expenses	-385.3		-	
(-) Preliminary expenses charged	-		-	
Closing Balance	-	-	-	<b>385.35</b>
<b>Capital Reserve</b>				



Opening balance	162.33		119.97	
(+) Addition During the year	-		-	
(+) Changes in Minority Interest	-		-	
(+) Foreign currency Translation reserve	154.34		42.35	
Closing balance		<b>316.67</b>		<b>162.33</b>
<b>Total</b>		<b>2389.80</b>		<b>1882.41</b>

\*The company has issued 3 bonus shares for every 2 shares held as on 11th October 2022.

# Company declared dividend on 17-6-2022 Rs. 0.5 per share.

#### Note No-5

*All Amount in Lakhs.*

Long Term Borrowing	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Secured :</b>				
Hdfc Car Loan_Toyota Hyryder AC*	17.67	-	-	-
PV Enclave Office Loan Ac#	283.76	-	-	-
<b>Total</b>	-	<b>301.43</b>	-	-

\*The Vehicle Loan with HDFC, is secured by way of Hypothecation of Hyryder, repayment of vehicle loan is required to be made in equated monthly installements having EMI of Rs 32,316.00

#The Term Loan with IndusInd Bank, is secured by way of hypothecation of office Building, repayment of term loan is required to be made in equated monthly installements having fixed principle of Rs 6,30,583.33 and variable interest payment

#### Note No-6

Deferred Tax Liability	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Deferred Tax Liability/(Asset)	1.93	-	-2.64	-
<b>Total</b>		<b>1.93</b>		<b>-2.64</b>

#### Note No-7

Long Term Provisions	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Provision for Employee Benefits (Gratuity)*</b>	31.99	-	20.46	-
<b>Total</b>		<b>31.99</b>		<b>20.46</b>

\* Valuation of Gratuity has been done by Kapadia Global Actuaries (Mr. Jenil Shah - ID:5568)

#### Note No-8

Short Term Borrowing	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Loans and Advances from Related Parties				
From Directors	6.08	-	40.74	-
From Relatives	1.37	-	1.26	-
Deposites	-	-	-	-
Other Loan & Advances	0.06	-	-	-
Current Maturities of Long Term Advances	78.05	-	0.33	-
<b>Total</b>		<b>85.56</b>		<b>42.33</b>

\*The Vehicle Loan with HDFC, is secured by way of Hypothecation of Hyryder, repayment of vehicle loan is required to be made in equated monthly instalments having EMI of Rs 32,316.00

#The Term Loan with IndusInd Bank, is secured by way of hypothecation of office Building, repayment of term loan is required to made in equated monthly instalments having fixed principle of Rs 6,30,583.33 and variable interest payment

**Note No-9**

*All Amount in Lakhs*

Trade Payables	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Due to Related Parties	-	-	-	-
Due to MSME	-	-	-	-
Others	59.08	-	27.58	-
<b>Total</b>		59.08		27.58

The company has begun the supplier identification process in accordance with the MSME Act 2006. However, the categorization breakdown between entities falling under the MSME classification and others has not been furnished. Given the absence of any correspondence from creditors, it can be inferred that the classification of creditors into MSME and non-MSME categories has not been delineated.

**Trade Payables Ageing Schedule as at March 31, 2023**

Particulars	As on March 31, 2023				
	Outstanding for following periods from due date of payment				
	<1 year	1-2 Years	2-3 Years	> 3 Years	Total
(1) MSME	0.00	0.00	0.00	0.00	0.00
(2) Others	56.19	2.88	0.00	0.00	59.08
(3) Disputed dues MSME	0.00	0.00	0.00	0.00	0.00
(4) Disputed dues other	0.00	0.00	0.00	0.00	0.00

**Trade Payables Ageing Schedule as at March 31, 2022**

Particulars	As on March 31, 2022				
	Outstanding for following periods from due date of payment				
	<1 year	1-2 Years	2-3 Years	> 3 Years	Total
(1) MSME	0.00	0.00	0.00	0.00	0.00
(2) Others	27.58	0.00	0.00	0.00	27.58
(3) Disputed dues MSME	0.00	0.00	0.00	0.00	0.00
(4) Disputed dues other	0.00	0.00	0.00	0.00	0.00

**Note No-10**

Other Current Liabilities	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Duties & Taxes Payable	456.32	-	7.74	-

Undue Payment of Liabilities (Business Card - Simplycash 72005)	21.57	-	26.84	-
Unpaid Expenses	1.57	-	53.91	-
<b>Total</b>		<b>479.46</b>	<b>-</b>	<b>88.49</b>

**Note No-11***All Amount in Lakhs*

Short Term Provisions	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Provision for Employee Benefits				
-ESIC Payable	0.02		0.00	
-Gratuity Provision	9.70		0.24	
-Salary Payable	117.70		69.97	
-Others	2.83	130.25	0.26	70.48
Provision for Electricity	0.31	0.31	-	-
Provision for Income Tax	47.91	47.91	1.66	1.66
<b>Total</b>	<b>-</b>	<b>178.47</b>	<b>-</b>	<b>72.14</b>

## 13<sup>th</sup> Annual Report 2022-23

### Note No-12

#### Property, Plant & Equipment

All Amount in Lakhs

Name of Assets	Gross Carrying Amount					Depreciation/Impairment				Net Carrying Amount	
	As on 1 April 2022	Additions	Disposal	Acquisitions through Business combination	Total	As On 1 April 2022	For the Year	Impairment Loss/ Reversals	Total	Balance as at 1st April 2023	Balance as at 31st March 2022
<b>Tangible Assets</b>											
Air Conditioner	4.69	1.01	-	-	5.70	3.45	0.39	-	3.84	1.86	1.24
Computers	36.98	20.78	0.28	-	57.48	26.23	12.02	-	38.25	19.23	10.75
Motor Car	15.35	21.20	0.68	-	35.88	14.07	3.19	-	17.26	18.61	1.28
Mobile	3.41	0.31	-	-	3.71	1.37	1.15	-	2.53	1.18	2.03
Office Equipments	1.10	0.37	-	-	1.47	0.92	0.14	-	1.05	0.42	0.19
Furniture	17.42	0.44	-	-	17.87	14.38	0.91	-	15.29	2.58	3.04
CCTV Camera	0.45	-	-	-	0.45	0.39	0.04	-	0.43	0.02	0.06
<b>Property, Plant &amp; Equipment of Subsidiary Company</b>											
PPE	119.85		0.41	-	119.45	80.80	20.11	-	100.91	18.53	39.12
<b>Total</b>	199.26	44.11	1.36	-	242.01	141.60	37.96	-	179.56	62.44	57.72
<b>Work In Progress</b>											
Building	0.00	658.24	0.00	0.00	658.24	0.00	0.00	0.00	0.00	658.24	0.00

### Note No-13

#### Intangible Assets

All Amount in Lakhs

Name of Assets	Gross Carrying Amount					Depreciation/Impairment				Net Carrying Amount	
	As on 1 April 2022	Additions	Disposal	Acquisitions through Business combination	Total	As On 1 April 2022	For the Year	Impairment Loss/ Reversals	Total	Balance as at 1st April 2023	Balance as at 31st March 2022
Computer Software	3.76	0.72	3.76	-	0.72	3.36	0.28	3.36	0.28	0.44	0.40
<b>Total</b>	4.05	-	-	-	4.05	3.10	0.26	0.00	3.36	0.69	0.95

## 13<sup>th</sup> Annual Report 2022-23

### Note No-14

*All Amount in Lakhs*

Non- Current Investment	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Fixed Deposits with maturity of more than 12 years:-	182.86		433.22	
Interest Accured on Fixed Deposit	1.76		0.00	
Investment - Fidelity (Managed Funds), Sigma Solve INC	4,207.81		1526.6	
Investment in Mutual Funds, Sigma Solve Limited	120.06	<b>4512.48</b>	119.43	
<b>Total</b>		<b>433.22</b>		<b>2079.22</b>

### Note No-15

Other Non Current Assets	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Security Deposits	5.35	<b>5.35</b>	5.35	<b>5.35</b>
<b>Total</b>		<b>5.35</b>		<b>5.35</b>

### Note No-16

Trade Receivable	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Secured(Considered Goods)	-		-	
Unsecured(Considered Goods)	542.40		323.92	
Doubtful	-		-	
Less: Provision for Doubtful Trade Receivables	-	542.40	-	361.08
<b>Total</b>		<b>542.40</b>		<b>323.92</b>

### Trade Receivables Ageing Schedule as at March 31, 2023

Particulars	As on March 31,2023					
	Outstanding for following periods from due date of payment					
	<6Mos.	6Mos - 1yr.	1-2 yr.	2-3 yr.	> 3 yr.	Total
(i) Undisputed Trade receivables (Considered Good)	385.55	31.16	27.73	49.69	48.28	542.40
(i) Undisputed Trade receivables (Considered Doubtful)	-	-	-	-	-	-
(iii) Disputed trade receivables (Considered Good)	-	-	-	-	-	-
(iv) Disputed trade receivables (Considered Doubtful)	-	-	-	-	-	-

### Trade Receivables Ageing Schedule as at March 31, 2022

Particulars	As on March 31,2023					
	Outstanding for following periods from due date of payment					
	<6Mos.	6Mos - 1yr.	1-2 yr.	2-3 yr.	> 3 yr.	Total
(i) Undisputed Trade receivables (Considered Good)	160.44	38.51	75.33	32.09	17.55	323.92

## 13<sup>th</sup> Annual Report 2022-23

(i) Undisputed Trade receivables (Considered Doubtful)	-	-	-	-	-	-
(iii) Disputed trade receivables (Considered Good)	-	-	-	-	-	-
(iv) Disputed trade receivables (Considered Doubtful)	-	-	-	-	-	-

### Note No-17

Cash and Cash Equivalents	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Balance with Bank:-				
In Current Account	409.29		1157.08	-
Balance with Paypal Payments Pvt Ltd.	0.05		2.82	-
Fixed Deposit having maturity of < 3 Mos.	41.66	451.00	-	1159.90
Other Bank Balances:-				
Fixed Deposit having maturity of > 3 Mos.	5.00		22.93	-
Fixed Deposits having maturity of > 12 Mos.	182.86	187.66	433.22	456.15
Cash on Hand	10.68	10.68	1.67	1.67
<b>Sub Total</b>		649.54		1617.73
Less: Fixed Deposits having maturity of more than 12 Months	-182.86	-182.86	433.22	433.22
<b>Total</b>		<b>466.68</b>		<b>1184.51</b>

### Note No-18

Short term loans and advances	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Secured and Considered Good :-				
Jolly Financial Solutions	0.00		0.04	
NSE Limited	0.06		0.06	
Advance to employees	1.45	1.51	0.00	0.10
<b>Total</b>		<b>1.51</b>		<b>0.10</b>

### Note No-19

Other current assets	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
GST Receivable	23.41	-	2.92	-
Prepaid Insurance Expenses	37.06	-	0.00	-
Income Tax Receivable	0.87	-	0.00	-
Other Receivable	0.00	-	2.27	-
ESIC Receivable	1.00	-	1.00	-
Overdraft Account against FD	0.12	62.46	0.00	6.20
<b>Total</b>		<b>62.46</b>		<b>6.20</b>

## 13<sup>th</sup> Annual Report 2022-23

### Note No-20

*All Amount in Lakhs*

Revenue from operations	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
<b>Sale of Service</b>	-		-	
Sigma Solve Limited	46.96	-	1077.82	-
Sigma Solve Inc.	5497.68	<b>5544.64</b>	3031.41	<b>4109.23</b>
<b>Total</b>		<b>5544.64</b>		<b>4109.23</b>

### Note No-21

Other Income	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Profit on Sale of Mutual Fund	0.62	-	20.80	-
FDR Interest Income	26.44	-	32.22	-
Other Income (of Sigma Solve Inc.)	92.98	-	69.09	-
Foreign Exchange Fluctuation Gain on Consolidation	20.06	-	11.91	-
Misc. Income	0.03	-	1.69	-
Notice Pay Income	3.72	-	0.00	-
Profit on Sale of Fixed Assets	0.27	144.12	0.00	135.71
<b>Total</b>		<b>144.12</b>		<b>135.71</b>

### Note No-22

Employee Benefit Expenses	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Salary & Wages	1,165.57		755.32	
Bonus Expenses	0.24		0.04	
Director Remuneration	16.20		16.20	
Staff Welfare Expenses	2.37		0.38	
Provident Fund Expenses	6.66		1.68	
Gratuity	21.00		20.70	
Employee benefit expenses of Sigma Solve Inc.	806.34		750.72	
Stipend Expense	3.71		0.00	
ESIC Expenses	0.08	2022.17	0.00	1545.03
<b>Total</b>		<b>2022.17</b>		<b>1545.03</b>

### Note No-23

Finance Cost	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Interest on Car Loan	0.54		0.00	
Other Interest Exps.	0.07		0.33	
Interest on Air Conditioner	0.10		0.00	
Interest on Bank Overdraft	0.26	0.97	0.00	
<b>Total</b>		<b>0.97</b>		<b>0.34</b>

### Note No-25

Depreciation and Amortization Expenses	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Depreciation Expense	38.24	38.24	23.19	23.19
<b>Total</b>		<b>38.24</b>		<b>23.19</b>



# 13<sup>th</sup> Annual Report 2022-23

**Note No-26**
*All Amount in Lakhs*

Other Expenses	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Electricity Expenses	5.27		2.85	
Other Expenses of Sigma Solve Inc	952.61		879.38	
Petrol & Conveyance Expenses	0.57		0.21	
Advertisement & Business Promotion Expenses	0.28		0.15	
Audit Fees	17.71		3.91	
Rent Expenses	10.26		10.26	
Outsourcing Expenses	146.56		93.04	
Travelling Expenses	17.25		8.40	
Misc. Expenses	2.35		0.66	
Foreign Exchange Conversion/Fluctuation Expenses	0.00		1.38	
Municipal Taxes (Property Tax)	0.42		0.42	
Bank Charges	0.48		0.37	
Repair & Maintenance Expenses	0.21		0.13	
Legal & Professional Expenses	65.47		13.71	
Insurance Expenses	2.18		0.31	
Postage & Courier charges	0.70		0.24	
Interest on Statutory Dues	0.21		0.45	
Computer Repair & Maintenance Expenses	3.81		0.78	
Donation Expenses	0.05		0.45	
Internet Expenses	1.46		1.41	
IPO Expenses Written Off	0.00		39.60	
Office Expenses	1.84		0.26	
Paypal Charges	0.00		0.61	
Repair & Maintenance Office	4.10		0.65	
Printing & Stationary	0.23		0.05	
Email Subscription Expenses	3.55		2.65	
Professional Tax	0.02		0.05	
ROC MCA Charges	7.41		0.17	
Telephone & Mobile Expenses	0.39		0.33	
Vehicle Repair & Maintenance	0.19		0.04	
Administrative expenses	8.93		0.00	
Commission	1.41		0.00	
Recruitment Consultancy Charges	16.11		0.00	
Content Writing Exp	6.51		0.00	
Domain expense	0.02		0.00	
Membership Fees	0.02		0.00	
Reimbursement Exp	2.54		0.00	
Subscription Expenses	2.63		0.00	
Bonus Expenses	0.19	1283.94	0.00	1062.92
<b>Total</b>		<b>1283.94</b>		<b>1062.92</b>

## 13<sup>th</sup> Annual Report 2022-23

### Note No-27

*All Amount in Lakhs*

Remuneration to Auditors	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Auditor's Remuneration Comprises of :-				
Audit Fees	17.71	17.71	3.91	3.91
<b>Total</b>		<b>17.71</b>		<b>3.91</b>

### Note No-28

Earning Per Share	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Profit Before Tax	990.25		896.05	
Weighted Average Number of Equity Share in calculated Basic EPS	102.77		41.11	
Nominal value of basic equity share in Rs.	10.00		10.00	
Basic earning Per Share of Rs.	9.64		21.80	
Basic earning Per Share of Rs. (Restated)	9.64		8.72	
Diluted earning Per Share of Rs.	9.64		21.80	
Diluted earning Per Share of Rs. (Restated)	9.64		8.72	

### Note No-29 Related Party Disclosure

#### 1. Related Parties their Relationship

##### (a) Subsidiary/ Associate/ Joint Venture

Name of entity	
Sigma Solve INC.	Foreign Subsidiary
Sigma Solve Australia Pty Ltd	Related Party (Relative of Director)

##### (b) Key Management Personnel & Relatives

Name of Management Personnel	
Prakash Ratilal Parikh	Chairman & Managing Director
Kalpana Parikh	Whole Time Director
Nitin Pramukhlal Patel	Non Executive Director
Jayesh Ramanlal Patel	Indepent Director
Raxitkumar Patel	Indepent Director
Chinmay Shah	Chief Financial officer
Saurabh Shah	Company Secretary
Biren Zaverchand	Director
Prarakhbhai Parikh	Director
Shivani Patel	Relative of Director
Pujan Zaverchand	Relative of Director

**(c) Entities controlled by Directors/Relatives of Directors:- Nil**
**2. Transaction with Related Parties**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Receipt of Services	10.10		10.26	
Sale of Services	1735.45		1038.02	
Remuneration	464.91		24.78	
Loan Given/(Repaid)	-34.66		19.26	

**3. Outstanding Balance arising from Sales/Purchase of Goods/Services with Related Parties**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount	Amount	Amount	Amount
Loans	7.45		40.74	
Trade Receivable	479.64		308.96	
Remuneration	0.79		0.75	

**Note No-30 Additional Regulatory Information**
**(a) Ratios**

Sr.No	Ratio Analysis	Numerator	Denominator	31.03.2023	31.03.2022	Variation (in %)
1	Current Ratio	Current Assets	Current Liabilities	1.34	6.57	-79.65
2	Return on Equity Ratio	Net Profit after taxes - preference dividend (if any)	Avg. Shareholders Equity	0.36	0.53	-32.73
3	Trade Receivables Turnover Ratio	Net Credit sales	Avg. Trade Receivables	10.22	7.86	30.11
4	Net Capital Turnover Ratio	Net Sales	Average Working Capital	20.50	3.20	540.62
5	Net Profit Ratio	Net Profit	Net Sales	27.55	34.46	-20.05
6	Return on Capital employed	EBIT	Capital Employed	0.43	0.47	-9.55
7	Return on Investment	PAT	Total Investment	0.02	0.41	-95.03

## Note: 31

Figures of previous year have been Recasted/Restated where necessary.

As per our report of even date  
**For Mistry & Shah LLP**  
Chartered Accountants  
FRN:-020829C/W-100683

**For and on behalf of the Board of Directors**

**Prakash R Parikh**  
Chairman Cum Managing Director  
DIN:- 03019773

**Kalpanaben P. Parikh**  
Whole Time Director  
DIN:-03019957

**CA MALAV SHAH**  
Partner  
Membership No. 117101  
UDIN : 23117101BGVUCR1345  
**Place : Ahmedabad**  
**Date : 22.05.2023**

**Chinmay Shah**  
Chief Financial Officer



**SIGMA SOLVE**

Enterprise Software Solutions

(CIN:-L72200GJ2010PLC060478)

**Corporate Office:-**

801-803, 08th Floor, PV Enclave  
Opp. Satyam House,  
ICICI Bank Lane Road,  
Behind Sindhu Bhavan Road Bodakdev  
Ahmedabad GJ 380054 IN