# NOTICE

**NOTICE** is hereby given that the **ANNUAL GENERAL MEETING** of the members of the **ICODEX PUBLISHING SOLUTIONS LIMITED** will be held on Saturday, the 28th day of September, 2024 at 5:15 p.m. at Office - 102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune - 411014, Maharashtra, India. The meeting can also be attended via virtual meeting platform for those who are unable to physically attend at the registered office. The details of the virtual meeting platform will be shared separately to all attendees to discuss the following agenda items:

**Ordinary Businesses:**

**1. To receive, consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2024, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2024 together with the Report of the Board of Directors and Auditors' thereon.**

**Proposed Resolution**

To consider, modify and if thought fit, to pass the following resolution:

**"RESOLVED THAT**, the financial statements of the Company for the year ended March 31, 2024, including the audited Balance Sheet as on March 31, 2024, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon be adopted."

**2. Appointment of Statutory Auditors:**

**Proposed Resolution**

To consider, modify and if thought fit, to pass the following resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013, the rules framed there under, as amended from time to time, M/s. J M M K & Co., Chartered Accountants (FRN: 120459W), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the company to be held in 2029, and the Board of Directors be and are hereby authorised to fix their remuneration and reimbursement of actual out of pocket expenses incidental to the audit."

**FURTHER RESOLVED THAT** any one Director of the company be and is hereby authorized to sign the requisite e-form and file the same with the Registrar of Companies within the specified period."

**For ICODEX PUBLISHING SOLUTIONS LIMITED**

**Sd/-**
**MOHINI AJAY TALHAR**
**Company Secretary**
**Membership Number 62080**
**Date: September 28, 2024**
**Place: Pune**

**NOTES:**

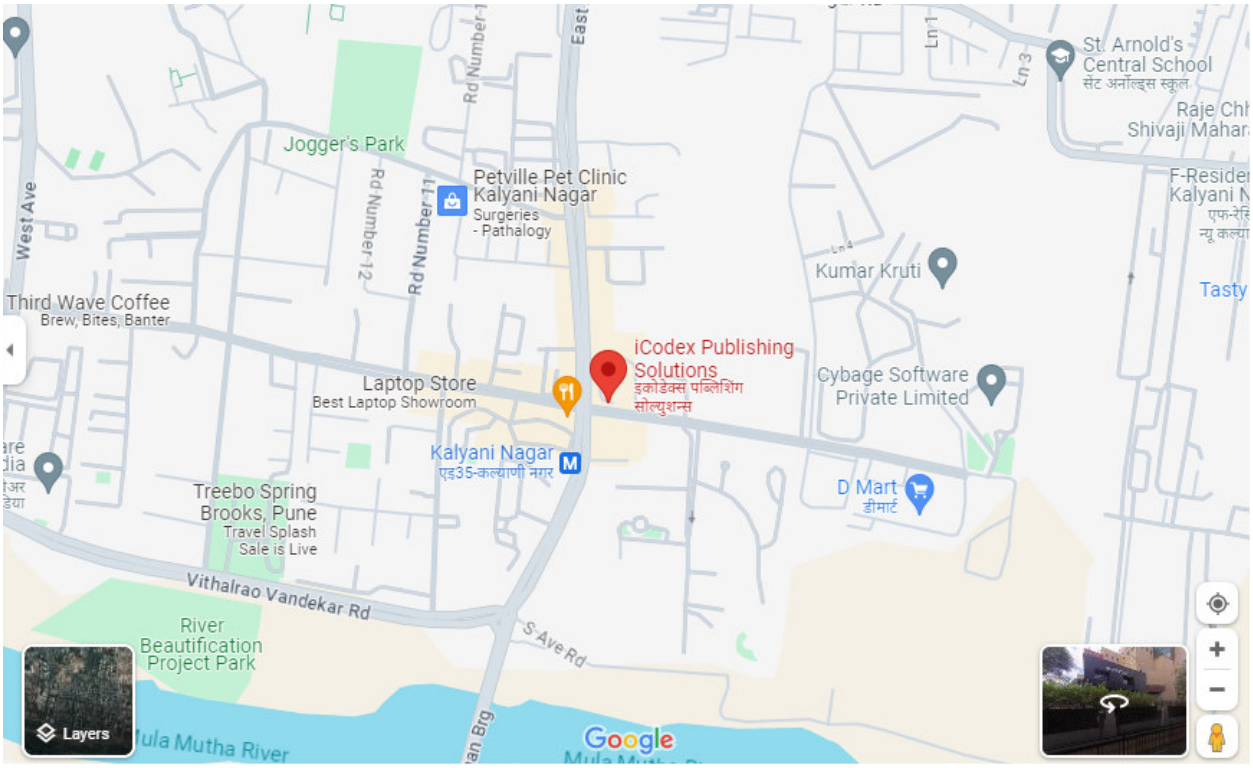
1. Pursuant to Secretarial Standard 2 (SS 2) Issues by the Institute of Company Secretaries of India the route map for reaching the meeting venue is annexed.

2. A member entitles to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the company. Proxies, in order to be effective should be duly filled, stamped, signed and must be received at the registered office of the company not less than forty-eight hours before this Annual General Meeting.

3. Member/Proxy should bring duly filled attendance slip enclosed herewith to attend the Meeting.

4. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

**ROUTE MAP FOR ANNUAL GENERAL MEETING OF ICODEX PUBLISHING SOLUTIONS LIMITED:**



# DIRECTOR REPORT

**To,**
**The Members,**
**ICODEX PUBLISHING SOLUTIONS LIMITED**
**Address: 102, First Floor, Suman Business Park, Kalyani Nagar,**
**Viman Nagar, Pune - 411014, Maharashtra, India.**
**(CIN: U72900PN2018PLC176870)**

**Your directors have great pleasure in presenting the Board Report along with Audited Statement of Accounts and the Auditor's Report of the company for the financial year ended 31 March 2024.**

## 1. FINANCIAL SUMMARY:

| Particulars | As at the end of current reporting period 31/03/2024 (Amount in Rs.) | As at the end of current reporting period 31/03/2023 (Amount in Rs.) |
|---|---|---|
| Total Income / Revenue from Operations | 10,40,07,000.00 | 9,53,67,000.00 |
| Other Income | 59,09,000.00 | 18,09,000.00 |
| Less: Depreciation | 42,24,000.00 | 20,67,000.00 |
| Less: Other Expenses | 6,30,92,000.00 | 7,51,11,000.00 |
| **Profit or Loss before Exceptional and Extraordinary items and tax** | **4,26,00,000.00** | **1,99,98,000.00** |
| Less: Exceptional Items | 0.00 | 0.00 |
| Less: Extraordinary Items | 0.00 | 0.00 |
| **Profit or Loss before Tax** | **4,26,00,000.00** | **1,99,98,000.00** |
| Less: Current Tax | 73,55,000.00 | 6,35,000.00 |
| Deferred Tax | (7,04,000.00) | 1,97,000.00 |
| MAT Credit Entitlement | (66,51,000.00) | 0.00 |
| Excess provisions of earlier years | (29,36,000.00) | |
| **Profit or Loss After Tax** | **4,55,36,000.00** | **1,91,66,000.00** |

## 2. STATE OF COMPANY AFFAIRS CHANGE IN BUSINESS:

The Company has earned net profit of Rs. 4,55,36,000.00/- during the year ended March 31, 2024. The Directors have reasonable expectation that the Company has adequate resources to continue operations for the foreseeable future and accordingly directors are hopeful that in the years to come, company will Start earning more revenue and report profitability.

The company's directors are looking forward for grabbing the good opportunities in the near future for increasing the business of the Company. Board of Directors is confident that the business of the company will flourish and the turnover and profitability of the company will improve further.

## 3. CHANGE IN BUSINESS:

During the year the company has not changed nature of its current business activities.

## 4. DIVIDEND:

Director of the company looking forward for grabbing the good opportunities in the near future for increasing the business of the Company and retention of fund in the financial year, do not recommend any dividend.

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

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

## 6. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013:

The company has not transferred any amount to except transfer of profit of Rs. 4,26,00,000.00/- to the Reserves and Surplus.

## 7. CHANGES IN SHARE CAPITAL, IF ANY:

During the financial Year 2023-24, the Company has there is no changes in the share capital structure of the company.

## 8. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

Company does not have any Subsidiary, Joint venture or Associate Company.

## 9. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There is no material changes and commitments affecting the financial position of the company during the period under review.

## 10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

**(1) Conservation of Energy:**

The company's business is not energy intensive. Company believes in prudent use of the scarce precious resources and is supportive of the energy mechanism.

| | | |
|---|---|---|
| (i) | The steps taken or impact on conservation of energy. | The Company is in Process to prepare & adopt the policy for conservation of energy. |
| (ii) | The steps taken by the company for utilizing alternate source of energy. | The Company is in Process to prepare & adopt the policy for utilizing alternate sources of energy. |
| (iii) | The capital investment on energy conservation equipment. | The Company in Process to prepare & adopt the policy for conservation of energy. Hence the date investment till the date not made. |

**(2) Technology Absorption:**

The Company has not incurred any expenditure towards research & development activities. Also, the company has not laid any future plan or action towards R&D.

| | | |
|---|---|---|
| (i) | The efforts made towards technology absorption | Considering the current business activities of the Company, there is no scope for technology absorption. The Company will prepare & adopt the policy for technology absorption, if required. |
| (ii) | The benefits derived like product improvement, cost reduction , product development , or import substitution | NIL |
| (iii) | In case of imported technology (imported during last three years reckoned from the beginning of the financial year)-<br>a) The detail of technology imported. | Not Applicable |
| | b) The Year of Import | Not Applicable |
| | c) Whether technology has been fully absorbed<br>If not fully absorbed , areas where | Not Applicable |
| | d) absorption has not taken place, and the reason thereof | Not Applicable |
| (iv) | The expenditure incurred on Research and Development | Not Applicable |

**(3) Foreign Exchange Earning & Outgo:**

Foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year:

**Foreign exchange earnings:**

| Particulars | Current year [Amount in Rs.] | Previous year [Amount in Rs.] |
|---|---|---|
| Export of Services | 10,40,07,000.00 | 9,53,39,000.00 |
| Foreign Exchange Gain | 33,94,000.00 | 0.00 |
| Unadjusted Foreign Gain/Loss | 0.00 | 8,94,000.00 |

**Foreign Exchange Outgo:**

| Particulars | Current year [Amount in Rs.] | Previous year [Amount in Rs.] |
|---|---|---|
| Foreign Expenses | Nil | Nil |

**11. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

**12. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

**14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013:**

The Company has entered into various Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act. Further all the necessary details of transaction entered with the related parties are attached herewith in form no. AOC-2 for your kind perusal and information, said is annexed and mark as (ANNEXURE-I).

**15. AUDITORS AND ITS REPORT:**

**J M M K & Co., Chartered Accountants (FRN: 120459W),** appointed as statutory auditor of the company in the due to casual vacancy caused by **S P A R K & CO., Chartered Accountants (FRN: 131242W),** and he shall hold office up to next annual general meeting to be held in year 2024.

The board recommended the members that the appointment of **J M M K & Co., Chartered Accountants (FRN: 120459W),** as statutory auditor of the company for the period of five years from F.Y. 2024-25 to F.Y. 2028-29.

**Qualifications, Reservations or Adverse Remarks or Disclaimer, if any:**

There were no qualifications, reservations or adverse remarks provided by the statutory auditors in its report for the year ended 31 March 2024.

**16. SECRETARIAL AUDITOR REPORT:**

As per Section 204 of the Companies Act, 2013, secretarial audit report is not applicable for this company.

**17. COST RECORDS:**

Maintenance of cost records specified by the Central Government under section 148(1) of the Companies Act, 2013 is not required as the company does not fall under the ambit of prescribed class of companies who are required to make and maintain cost records.

## 18. MEETING OF THE BOARD OF DIRECTORS:

During the Financial Year under review, the board of directors of the company met (5) times to transact the business of company in accordance with the provision of the Act and rules made thereunder and the dates on which they met during the year under review are asunder

| Quarter | Date |
|---|---|
| April 2023 to June 2023 | 30/04/2023 |
| | 30/06/2023 |
| July 2023 to September 2023 | 01/09/2023 |
| October 2023 to December 2023 | 05/12/2023 |
| January 2024 to March 2024 | 20/03/2024 |

| S. No. | Name of Directors | Number of Meetings Attended |
|---|---|---|
| 1. | KAMALAKKANNAN GOVINDARAJ | 5 |
| 2. | CHETAN SHANKARLAL SONI | 5 |

## 19. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

a) In the preparation of annual accounts for the Year ended 31 March 2024, the applicable accounting standards have been followed along with proper explanation relating to material.

b) The directors had selected such accounting policies and applied them consistently and have made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the Financial Year 31 March 2024 and the Profit and loss for that period.

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provision of the companies act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) The Directors have prepared the annual accounts for the year ended 31 March 2024 on a going concern basis.

## 20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review.

## 21. DEPOSITS:

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

## 22. DIRECTORS:

There was no Director who was appointed/ceased/reelected/reappointed during the year under review.

**23. DECLARATION OF INDEPENDENT DIRECTORS:**

Based on the declarations / disclosures received from Mr. Venkata Subbarao Kalva and Mrs. Shilpa Kiran Gududur, Non-Executive Directors on the Board of the Company and on the basis of evaluation of the relationships disclosed, the said directors are independent in terms of Section 149(6) of the Companies Act, 2013.

**24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

**25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

**26. COMMITTEES OF BOARD:**

In accordance with the provisions of the Companies Act, 2013 read along with the rules framed thereunder, during the year under review, the Board has not constituted any committees:

**27. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, the Company has not adopted a Policy for establishing a vigil mechanism for directors and employees of the Company to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's policy.

**28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE [PREVENTION, PROHIBITION AND REDRESSAL] ACT, 2013:**

The Company has an Internal Complaints Committee [ICC] in line with the requirements of The Sexual Harassment of Women at the Workplace [Prevention, Prohibition & Redressal] Act, 2013. The following is a summary of sexual harassment complaints received and disposed-off during the year 31st March 2024.

No of complaints received: No Complaints Received

No of complaints disposed-off: Not Applicable

**29. ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**By order of the Board of Directors**
**ICODEX PUBLISHING SOLUTIONS LIMITED**

**KAMALAKKANNAN GOVINDARAJ**
**Whole-time director**
**DIN: 08144289**
**Date: 28/09/2024**
**Place: Pune**

**CHETAN SHANKARLAL SONI**
**Whole-time director**
**DIN: 00734127**

# *Annexure II*

# *Form No. MGT-9*

***Extract of Annual Return***

***[As on the financial year ended 31st March, 2024]***

***[Pursuant to section 92(3) of the Companies Act, 2013 and Rule (1) of the Companies [Management and Administration Rules] 2014]***

**I. Registration and other details:**

| | | |
|---|---|---|
| **1.** | **Corporate Identification Number (CIN)** | U72900PN2018PLC176870 |
| **2.** | **Registration No.** | 176870 |
| **3.** | **Incorporation Date** | 28/05/2018 |
| **4.** | **Name of the Company** | ICODEX PUBLISHING SOLUTIONS LIMITED |
| **5.** | **Category/Sub-Category of the Company** | Company limited By Shares/ Indian Non-Government Company |
| **6.** | **Address of the Registered Office of the Company** | 102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune - 411014, Maharashtra, India. |
| **7.** | **Whether listed** | NO |
| **8.** | **Name, Address and Contact Details of the Registrar and Transfer Agent, if any** | NA |

**II. Principal business activities of the Company:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---|---|---|---|
| 1. | Publishing of operating business and other applications | 58202 | 100% |

**III. Particulars of holding, subsidiary and associate companies:**

| Sr. No. | Name and Address of the Company | CIN/GLN | Holding/Subsidiary/Associate | % of Shares held | Applicable Section |
|---|---|---|---|---|---|
| 1. | | | | | |

**IV. Shareholding Pattern:** [Equity Share Capital Break-up as percentage of Total Equity]

**i) Category-wise Share Holding**

| **Category of Shareholders** | **No. of Shares held at the beginning of the year** | | | | **No. of Shares held at the end of the year** | | | | **% Change during the year** |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters<br>(1) **Indian** | | | | | | | | | |
| a) Individual/HUF | - | 1000 | 1000 | 100% | - | 1000 | 1000 | 100% | - |
| b) Central Govt. | | | | | | | | | |
| c) State Govt.(s) | | | | | | | | | |
| d) Bodies Corp | | | | | | | | | |
| e) Banks/FI | | | | | | | | | |
| f)Any Other | | | | | | | | | |
| **Sub-total (A) (1):-** | - | 1000 | 1000 | 100% | - | 1000 | 1000 | 100% | - |
| (2) **Foreign** | | | | | | | | | |
| a) NRI's-Individual | | | | | | | | | |
| b) Other Individuals | - | | | | | | | | |
| c) Bodies Corp | | | | | | | | | |
| d) Banks/FI | | | | | | | | | |
| e) Any Other | | | | | | | | | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | |
| **Sub-total (A) (2):-** | - | | | | | | | | |
| **Total shareholding of Promoter (A) =(A)(1)+(A)(2)** | - | 1000 | 1000 | 100% | - | 1000 | 1000 | 100% | - |
| A. Public Shareholding | | | | | | | | | |
| (1) **Institutions** a) Mutual Funds | | | | | | | | | |
| b) Banks / FI c) Central Govt. | | | | | | | | | |
| d) State Govt.(s) | | | | | | | | | |
| e) Venture Capital Funds | | | | | | | | | |
| f) Insurance Companies | | | | | | | | | |
| g) FII's | | | | | | | | | |
| h) Foreign Venture Capital Funds | | | | | | | | | |
| i) Others(specify) Foreign Company | | | | | | | | | |
| **Sub-total(B) (1): -** | | | | | | | | | |
| (2) **Non-Institutions** | | | | | | | | | |
| a) Bodies Corp i) Indian | | | | | | | | | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| ii) Overseas | | | | | | | | | |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | - | | | | | | | | |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh<br>c) Others(specify) | | | | | | | | | |
| **Sub-total(B)(2):-** | - | | | | | | | | |
| **Total Public Shareholding (B)=(B)(1)+(B)(2)** | - | | | | | | | | |
| C. Shares held by Custodian for GDRs &ADRs | | | | | | | | | |
| **Grand Total (A+B+C)** | **-** | **1000** | **1000** | **100%** | **-** | **1000** | **1000** | **100%** | **-** |

**ii) Shareholding of Promoters:**

| Sl. No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | % of shares Pledged/encumbered to total shares | No. of Shares | % of total shares of the Company | % of shares Pledged/encumbered to total shares | % change in the shareholding during the year |
| 1. | KAMALAKKANNAN GOVINDARAJ | 500 | 50% | - | 500 | 50% | - | - |
| 2. | CHETAN SHANKARLAL SONI | 500 | 50% | - | 500 | 50% | - | - |
| | **Total** | **1000** | **100%** | **-** | **1000** | **100%** | **-** | **-** |

**iii) Change in Promoters' Shareholding [**please specify, if there is no change]: There are changes during the year in the Promoter's shareholding.

| Sr. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding at the during the year | |
|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| **1** | **KAMALAKKANNAN GOVINDARAJ** | | | | |
| | At the beginning of the year | 500 | 50% | - | - |
| | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment/Transfer/Bonus/Sweat Equity etc.) | - | - | - | - |
| | At the end of the year | 500 | 50% | - | - |
| **2** | **CHETAN SHANKARLAL SONI** | | | | |
| | At the beginning of the year | 500 | 50% | - | - |
| | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| | Allotment/Transfer/Bonus/Sweat Equity etc.) | | | | |
| | At the end of the year | 500 | 50% | - | - |

**iv) Shareholding Pattern of Top Ten Shareholders:** [other than Directors, Promoters and Holder of ADR's/GDR's]

| **Sr. No.** | | **Shareholding at the beginning of the year** | | **Cumulative Shareholding at the during the year** | |
|---|---|---|---|---|---|
| | For each of the top ten shareholders | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1. | | | | | |
| | At the beginning of the year | | | | |
| | Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment/Transfer/Bonus/Sweat Equity etc.) | | | | |
| | At the end of the year (or on date of separation, if separated during the year) | | | | |

**v) Shareholding of Directors and Key Managerial Personnel:**

| **Sl. No.** | | **Shareholding at the beginning of the year** | | **Cumulative Shareholding at the during the year** | |
|---|---|---|---|---|---|
| | For each of the top ten shareholders | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| **1.** | **KAMALAKKANNAN GOVINDARAJ** | | | | |
| | At the beginning of the year | 500 | 50% | - | - |
| | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| | Allotment/Transfer/Bonus/Sweat Equity etc.) | | | | |
| | At the end of the year | 500 | 50% | - | - |
| **2.** | **CHETAN SHANKARLAL SONI** | | | | |
| | At the beginning of the year | 500 | 50% | - | - |
| | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment/Transfer/Bonus/Sweat Equity etc.) | - | - | - | - |
| | At the end of the year | 500 | 50% | - | - |

**V. Indebtedness:** (Indebtedness of the Company including interest outstanding/accrued but not due for payment)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| **Indebtedness at the beginning of the year** | | | | |
| (i) Principal Amount | 0.00 | 2,09,000.00 | 0.00 | 2,09,000.00 |
| (ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total (i+ii+iii)** | **0.00** | **2,09,000.00** | **0.00** | **2,09,000.00** |
| **Change in indebtedness during the year** | | | | |
| * Addition | 87,82,000.00 | 0.00 | 0.00 | 87,82,000.00 |
| * Reduction | 0.00 | 2,00,000.00 | 0.00 | 2,00,000.00 |
| **Net Change** | **87,82,000.00** | **(2,00,000.00)** | **0.00** | **85,82,000.00** |
| **Indebtedness at the end of the financial year** | | | | |
| (i) Principal Amount | 87,82,000.00 | 9,000.00 | 0.00 | 87,91,000.00 |
| (ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| (iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total (i+ii+iii)** | **87,82,000.00** | **9,000.00** | **0.00** | **87,91,000.00** |

**VI. Remuneration of directors and key managerial personnel:**

*A.* Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount |
|---|---|---|---|---|
| | | **KAMALAKKANNAN GOVINDARAJ** | **CHETAN SHANKARLAL SONI** | |
| 1. | Gross salary | 21,97,800.00 | 21,97,800.00 | 43,95,600.00 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| 2. | Stock Option | 0.00 | 0.00 | 0.00 |
| 3. | Sweat Equity | 0.00 | 0.00 | 0.00 |
| 4. | Commission<br>- as % of profit<br>- others, specify… | 0.00 | 0.00 | 0.00 |
| 5. | Others, please specify | 0.00 | 0.00 | 0.00 |
| | **Total (A)** | **21,97,800.00** | **21,97,800.00** | **43,95,600.00** |
| | Ceiling as per the Act | | | |

B. Remuneration to other directors:

| Sr. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---|---|---|---|---|---|---|
| | | ----- | ---- | ---- | --- | |
| | 3. Independent Directors | | | | | |
| | ▪ Fee for attending board committee meetings | - | - | - | - | - |
| | ▪ Commission | - | - | - | - | - |
| | ▪ Others, please specify | - | - | - | - | - |

| | | | | | | |
|---|---|---|---|---|---|---|
| | **Total (1)** | | | | | |
| | 4. Other Non-Executive Directors | | | | | |
| | ▪ Fee for attending board committee meetings | - | - | - | - | - |
| | ▪ Commission | - | - | - | - | - |
| | ▪ Others, please specify | - | - | - | - | - |
| | **Total (2)** | - | - | - | - | - |
| | **Total (B)=(1+2)** | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - | - |

C. Remuneration to key managerial personnel other than MD/MANAGER/WTD: **Not Applicable**

| **Sr. No.** | **Particulars of Remuneration** | **Key Managerial Personnel** | | | |
|---|---|---|---|---|---|
| | | **CEO** | **Company Secretary** | **CFO** | **Total** |
| 1. | Gross salary<br><br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br><br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br><br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | | |
| 2. | Stock Option | | | | |
| 3. | Sweat Equity | | | | |
| 4. | Commission<br>- as % of profit | | | | |

| | | | | | |
|---|---|---|---|---|---|
| | -others, specify | | | | |
| 5. | Others, please specify | | | | |
| | **Total** | | | | |

**VII. Penalties/Punishment/Compounding of offences: Not applicable**

| **Type** | **Section of the Companies Act** | **Brief Description** | **Details of Penalty / Punishment/ Compounding fees imposed** | **Authority [RD / NCLT/ COURT]** | **Appeal made, if any (give Details)** |
|---|---|---|---|---|---|
| **A. Company** | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| **B. Directors** | | | | | |
| Penalty | | | | | |
| Punishment | | | **NIL** | | |
| Compounding | | | | | |
| **C. Other officers in default** | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

**By order of the Board of Directors**
**ICODEX PUBLISHING SOLUTIONS LIMITED**

**KAMALAKKANNAN GOVINDARAJ**
**Whole-time director**
**DIN: 08144289**
**Date: 28/09/2024**
**Place: Pune**

**CHETAN SHANKARLAL SONI**
**Whole-time director**
**DIN: 00734127**

# ICODEX PUBLISHING SOLUTIONS LIMITED

**(Formerly known as Icodex Publishing Solutions Private Limited)**

**CIN : U72900PN2018PLC176870**

**Financial Statements for the Financial Year 2023-24**

**JMMK & Co., Chartered Accountants**

B10, Western Edge II, Off Western Express Highway, Behind Metro Cash & Carry
Borivali (E), Mumbai - 400066 | Telefax: 022- 40101784 | Mail: info@jmkco.in

## INDEPENDENT AUDITORS' REPORT

**To,**
**The Members of Icodex Publishing Solutions Limited**

### Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of **Icodex Publishing Solutions Limited** (Formerly known as Icodex Publishing Solutions Private Limited) ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, and its Profit for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key audit matters

Reporting of key audit matters as per Standard on Auditing (SA) 701 "Communicating Key Audit matters in the Auditor's Report", are not applicable to the Company as the Company is an unlisted company.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

The Directors' Report, is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

JMMK & CO. Mumbai FRN 120459W Chartered Accountants

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

The Company's board of directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, together with Paragraph 7 of the Companies (Accounting Standards) Rules,2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibility**

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

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

Identifying and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtaining an understanding of internal financial control relevant to the audit in order 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 the management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



J M M K & CO Mumbai FRN 120496W Chartered Accountants

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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.

**Other Matter**

The comparative financial information of the Company for the year ended 31st March 2023 prepared in accordance with Accounting Standard ("AS") included in these financial statements have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated September 1, 2023 expressed an unmodified opinion.

**Report on Other Legal and Regulatory Requirements**

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

2. 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 and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.

   d. In our opinion, the aforesaid financial statements comply with Accounting Standards prescribed 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 31st March 2024 taken on records by the Board Directors, none of the disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, refer to our separate report in **"Annexure B"**.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, "

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in



J M M K & CO Mumbai FRN 120439W Chartered Accountants

accordance with the provisions of section 197 read with Schedule V of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

   i. The company has disclosed the impact of pending litigations on it's Financial Position in its financial statement-Refer note 25 of the financial statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts, which, were required to be transferred, to the Investor Education and Protection Fund by the Company.

   iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

   c. Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

   v. The dividend has neither declared nor paid during the year by the Company.

   vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. As, no separate audit trail report is available from the system, our test check examination is done at the entry level. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

J M M K & CO Mumbai FRN 120450W Chartered Accountants

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For JMMK & Co.**
(Earlier known as JMK & Co.)
**Chartered Accountants**
ICAI Firm Registration No. 120459W

**Jitendra Doshi**
Partner
Membership No. : 151274
UDIN: 24151274BKEXMC8075

Place: Mumbai
Date : 28th September, 2024

**Annexure A** Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" in the Independent Auditor's Report of even date to the members of Icodex Publishing Solutions Limited (formerly known as Icodex Publishing Solutions Private Limited) on the financial statements for the year ended 31st March 2024.

*(i)*

(a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) During the year, the property, plant and equipment of the Company have been physically verified by the management and as informed, no material discrepancies have been noticed on such verification. In our opinion, this frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and the records examined by us the company does not have any immovable properties under property, plant and equipment, accordingly, the provisions of the clause 3(i) (c) of the order is not applicable to the company.

(d) The company has not revalued its property, plant and equipment or intangible assets during the year ended March 31,2024.

(e) There are no proceedings initiated or are pending against the company for holding any benami property under the prohibition of Benami Property Transaction Act,1988 and rules made thereunder.

*(ii)* (a) The company's business does not require maintenance of inventories and accordingly, the requirement to report on clause 3(iii)(a) of the order is not applicable to the Company.

(b) The company has not been sanction working capital limit in excess of Rs.5 Crore. In aggregate, from banks or financial institution during any point of time of the year on the basis of security of current assets consequently, clause 3(ii) (b) of the order is not applicable to the company

*(iii)* (a) During the year the Company has not provided loans, advances in the nature of loans, provided guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year the company has not made any investment and has not provided any guarantees, security and not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the order is not applicable to company

(c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clauses 3(iii)(c), 3(iii)(d) and 3(iii)(e) of the Order are not applicable to the Company.

*(iv)* In our opinion and according to the information and explanation given to us, the company has not made any investment, provided any securities and guarantee or granted any loans or advances in the nature of loans, secured or unsecured during the year in respect of which provision of section 185 and 186 are applicable and accordingly the requirement to report on clause 3(iv) of the Order are not applicable to the Company.

*(v)* The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits with in the meaning of sections 73 to 76 of the companies



J M M K & CO Mumbai FRN 120450W Chartered Accountants

Act and the Rules made thereunder ,to the extent applicable Accordingly , the requirement to report on clause 3(v) of the Order is not applicable to the company .

*(vi)* The Central Government has not specified the maintenance of cost records under section 148 (1) of the companies Act, 2013, for the services rendered by the company, accordingly the requirement to report on clause 3 (vi) of the Order is not applicable to the company.

*(vii)* (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

*(viii)* 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 not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

*(ix)* a) Accordingly to the information and explanations given to us and as per the books and reports examined by us, 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 including the loans and interest are repayable on demand.

(b) The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.

(c) The company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.

(d) On an overall Examination of the financial statements of the Company, prima facie, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanation provided to us and on examination of records, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not 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 not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

J M M K & CO Mumbai FRN 120459W Chartered Accountants

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

*(xiv)* The company is not covered by section 138 of companies Act 2013, related to appointment of internal auditors of the company. Therefore, the company is not required to appointed any internal auditors. Therefore, the provisions of clause 3(xiv) of order are not applicable to the company.

*(xv)* The Company has not entered into any non- cash transactions with its dirctors or persons connected with its directors and hence requirement to report on clause 3 (xv) of the Order not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group; hence, the requirement to report on Clause 3(xvi) (d) of the Order is not applicable to the Company.

(xvii) In our opinion, and according to the information and explanation provided to us, the Company has neither incurred cash losses in the current year nor in preceding financial year.

(xviii) During the current year the previous statutory auditors of the company have resigned and no issues, objections or concerns raised by the said outgoing statutory auditors of the company.

(xix) On the basis of the financial ratios disclosed in note 24 (a) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report 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.

J M M K & CO. Mumbai FRN 120438W Chartered Accountants

(xx) According to the information and explanations given to us, there is no liability for the company under provisions of section 135 of the companies Act, relating to corporate social responsibility. Therefore, the provisions of clause 3(xx) of the order are not applicable to the company.

**For JMMK & Co.**
(Earlier known as JMK & Co.)
**Chartered Accountants**
ICAI Firm Registration No. 120459W

**Jitendra Doshi**
Partner
Membership No. : 151274
UDIN: 24151274BKEXMC8075

Place: Mumbai
Date : 28th September, 2024

**ANNEXURE 'B'**

**To the Independent Auditor's report on the Financial Statements of Icodex Publishing Solutions Limited (formerly known as Icodex Publishing Solutions Private Limited) for the year ended 31st March,2024.**

**Report on the Internal Financial Controls with reference to the aforesaid financial statement under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013.**

**(Referred to in clause (g) of paragraph 2 under report on other legal and regulatory requirements section of our report of even date)**

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at 31st March, 2024 based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining an understanding of internal financial controls with reference to financial statement, 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

J M M K & CO Mumbai 120450W Chartered Accountants

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

**Meaning of Internal Financial Controls with reference to financial Statements**

A company's internal financial control with reference to financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statement 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 the 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 with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statement to future periods are subject to the risk that the internal financial control with reference to financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For JMMK & Co.**
(Earlier known as JMK & Co.)
**Chartered Accountants**
ICAI Firm Registration No. 120459W

J M M K & CO Mumbai FRN 120459W Chartered Accountants

**Jitendra Doshi**
Partner
Membership No. : 151274
UDIN: 24151274BKEXMC8075

Place: Mumbai
Date : 28th September, 2024

# ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Balance Sheet as at 31st March, 2024

(Amount in Lakhs)

| Particulars | Note No. | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|---|
| **A) EQUITY AND LIABILITIES** | | | |
| **Shareholders' Funds** | | | |
| (a) Share Capital | 3 | 0.10 | 0.10 |
| (b) Reserves and Surplus | 4 | 862.33 | 406.99 |
| **Non-current Liabilities** | | | |
| (a) Deferred Tax Liabilities (Net) | 5 | - | 5.32 |
| (b) Long Term Provisions | 6 | 15.83 | - |
| **Current Liabilities** | | | |
| (a) Short Term Borrowings | 7 | 87.91 | 2.09 |
| (b) Trade Payables | 8 | | |
| Total outstanding dues of Micro enterprises and small enterprises and | | 1.60 | 1.35 |
| Total outstanding dues of creditors other than Micro enterprises and small enterprises | | 25.43 | 103.85 |
| (c) Other Current Liabilities | 9 | 50.25 | 38.98 |
| (d) Short Term Provisions | 10 | 25.51 | 5.52 |
| | | 1,068.97 | 564.19 |
| **B) ASSETS** | | | |
| **Non Current Assets** | | | |
| (a) Property, Plant and Equipment and Intangible Assets | 11 | | |
| (i) Property, Plant and Equipment | | 45.64 | 66.62 |
| (ii) Intangible Assets | | 16.50 | 16.89 |
| (iii) Intangible Assets Under Development | | 337.59 | 52.50 |
| (b) Deferred Tax Assets (Net) | 12 | 1.73 | - |
| (c) Long Term Loans and Advances | 13 | 0.69 | 0.69 |
| **Current Assets** | | | |
| (a) Trade Receivables | 14 | 137.33 | 181.37 |
| (b) Cash and Cash Equivalents | 15 | 305.71 | 168.08 |
| (c) Short Term Loans and Advances | 16 | 84.14 | 42.93 |
| (d) Other Current Assets | 17 | 139.65 | 35.11 |
| | | 1,068.97 | 564.19 |

Summary of Significant Accounting Policies 1-2

The accompanying notes are an integral part of the financial statements 3 to 33

As per our attached report of even date

**For JMMK & Co.**
(Earlier known as JMK & Co.)
Chartered Accountants
ICAI Firm Registration No. 120459W

**Jitendra Doshi**
**Partner**
**Membership No : 151274**

J M M K & CO Mumbai FRN 120459W Chartered Accountants

**For and on Behalf of Board of Directors of**
**ICODEX PUBLISHING SOLUTIONS LIMITED**

**Mr. Kamalakkannan Govindraj**
**DIN: 8144289**
**Director**

**Mr. Chetan Soni**
**DIN: 734127**
**Director**

**Mr. Vaibhav Ashok Rupnar**
**Chief financial Officer**

**Ms. Mohini Talhar**
**Company Secretary**

Icodex Publishing Solutions Ltd

Date: 28th September, 2024
Place: Mumbai

UDIN: 24151274BKEXMC8075

# ICODEX PUBLISHING SOLUTIONS LIMITED

**(Formerly known as Icodex Publishing Solutions Private Limited)**
**CIN : U72900PN2018PLC176870**
**Statement of Profit and Loss for the year ended 31st March, 2024**

(Amount in Lakhs)

| Particulars | Note No. | Year Ended 31.03.2024 | Year Ended 31.03.2023 |
|---|---|---|---|
| **Revenue** | | | |
| (a) Revenue from Operations | 18 | 1,040.07 | 953.67 |
| (b) Other Income | 19 | 59.09 | 18.09 |
| **Total Revenue** | | **1,099.16** | **971.76** |
| **Expenses** | | | |
| (a) Employee Benefit Expenses | 20 | 530.52 | 601.07 |
| (b) Finance Costs | 21 | 4.90 | 3.30 |
| (c) Depreciation and Amortisation Expenses | 11 | 42.25 | 20.67 |
| (d) Other Expenses | 22 | 95.50 | 146.74 |
| **Total Expenses** | | **673.17** | **771.77** |
| **Profit/(Loss) before Exceptional Item and Tax** | | **425.99** | **199.98** |
| **Tax Expense:** | | | |
| (a) Current Tax | | 73.55 | 6.35 |
| (b) Deferred Tax | | (7.04) | 1.97 |
| (c) MAT Credit Entitlement | | (66.51) | - |
| (d) Excess provisions of earlier years | | (29.36) | - |
| **Total Tax Expenses** | | (29.35) | 8.33 |
| **Profit for the year** | | **455.34** | **191.66** |
| **Earnings per share (of Rs.10/- each):** | 23 | | |
| (a) Basic | | 45,534.34 | 19,165.76 |
| (b) Diluted | | 45,534.34 | 19,165.76 |
| Summary of Significant Accounting Policies | 1-2 | | |
| The accompanying notes are an integral part of the financial statements | 3 to 33 | | |

As per our attached report of even date

**For JMMK & Co.**
(Earlier known as JMK & Co.)
**Chartered Accountants**
ICAI Firm Registration No. 120459W

**Jitendra Doshi**
**Partner**
**Membership No : 151274**

J M M K & CO Mumbai FRN 120459W Chartered Accountants

**For and on Behalf of Board of Directors of**
**ICODEX PUBLISHING SOLUTIONS LIMITED**

**Mr. Kamalakkannan Govindraj**
**DIN: 8144289**
**Director**

**Mr. Chetan Soni**
**DIN: 734127**
**Director**

Icodex Publishing Solutions Ltd

UDIN: 24151274BKEXMC8075

Date: 28th September, 2024
Place: Mumbai

**Mr. Vaibhav Ashok Rupnar**
**Chief financial Officer**

**Ms. Mohini Talhar**
**Company Secretary**

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)
CIN : U72900PN2018PLC176870
Cash Flow Statement for the year ended 31st March 2024

(Amount in Lakhs)

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **A. Cash Flows from Operating Activities** | | |
| **Profit before taxes** | 425.99 | 199.98 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 42.25 | 20.67 |
| Interest on Borrowings | 3.05 | 1.02 |
| Interest on Fixed Deposits | (17.70) | (9.03) |
| Foreign exchange gain (net) | (33.94) | (8.94) |
| Sundry Balance Written back | (7.31) | - |
| Sundry Balance Written off | 0.53 | - |
| **Operating profit before working capital changes** | 412.87 | 203.70 |
| **Changes In Working Capital :** | | |
| (Increase) in Long term and Short term loans and advances | (41.21) | (33.60) |
| (Increase)/Decrease in Trade receivables | 77.45 | (52.38) |
| (Increase) in Other Current Assets | 0.83 | (33.99) |
| Increase/(Decrease) in Trade Payables | (70.85) | 19.86 |
| Increase/(Decrease) in Provisions and Other Liabilities | 30.92 | 19.70 |
| **Net Changes In Working Capital** | (2.87) | (80.41) |
| **Net Cash flow generated from the operations** | 410.00 | 123.29 |
| Direct tax paid (net) | (57.45) | (28.65) |
| **Net Cash flow from operating activities** | 352.55 | 94.64 |
| **B. Cash Flow from Investing Activities** | | |
| Purchase of Property, Plant and equipment | (20.87) | (34.24) |
| Interest on Fixed Deposits | 8.27 | 9.03 |
| Investment in Intangible Assets under Development | (285.09) | (52.50) |
| Investment in Fixed Deposits | (150.00) | (150.00) |
| **Net Cash used in from investing activities** | (447.69) | (227.71) |
| **C. Cash Flow from Financing Activities** | | |
| Proceeds from Director's Loan | 1.51 | 2.09 |
| Proceeds from Bank Borrowings | 1,416.10 | 1,005.01 |
| Repayment of Bank Borrowings | (1,317.85) | (979.58) |
| Repayment of Director's Loan | (3.51) | - |
| Interest on Borrowings | (3.05) | (1.02) |
| **Net Cash flow from financing activities** | 93.19 | 26.50 |
| **Net increase in Cash and Cash Equivalents ( A+B+C)** | (1.94) | (106.58) |
| Cash and Cash Equivalents at the beginning of the year | 7.65 | 114.23 |
| **Cash and Cash Equivalents at the end of the year** | 5.71 | 7.65 |

| | |
|---|---|
| Summary of Significant Accounting Policies | 1-2 |
| Notes to the Financial Statements | 3 to 33 |

i. The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 on Cash Flow Statement as specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

**ii. Components of Cash and Bank Balances at the end of the year:**

| Particulars | As At 31st March, 2024 | As At 31st March, 2023 |
|---|---|---|
| Balance with Bank | 4.79 | 6.47 |
| Cash in Hand | 0.92 | 1.18 |
| | | |
| **Total Cash and Cash equivalents as per Balance Sheet** | 5.71 | 7.65 |

iii. Figures for the previous period have been regrouped / rearranged wherever found necessary.

AS PER OUR ATTACHED REPORT OF EVEN DATE

**For JMMK & Co**
(Earlier known as JMK & Co.)
**Chartered Accountants**
Firm Registration No. 120459W

**Jitendra Doshi**
**Partner**
Membership No : 151274

JMMK & CO Mumbai FRN 120459W Chartered Accountants

UDIN: 24151274BKEXMC8075

Date: 28th September, 2024
Place: Mumbai

For and on Behalf of Board of Directors of
ICODEX PUBLISHING SOLUTIONS LIMITED

**Mr. Kamalakkannan Govindraj**
**DIN: 8144289**
**Director**

**Mr. Chetan Soni**
**DIN: 734127**
**Director**

**Mr. Vaibhav Ashok Rupnar**
**Chief financial Officer**

**Ms. Mohini Talhar**
**Company Secretary**

Icodex Publishing Solutions Ltd

**ICODEX PUBLISHING SOLUTIONS LIMITED**
**(Formerly known as Icodex Publishing Solutions Private Limited)**
**CIN : U72900PN2018PLC176870**
**Notes forming part of the Financial Statements as at 31st March, 2024**

## 1 COMPANY INFORMATION

Icodex Publishing Solutions Limited (formerly known as Icodex Publishing Solutions Private Limited) is a public limited company domiciled and incorporated in India under the provisions of the Companies Act, 2013 on May 28, 2018. The company specializes in providing IT and IT-enabled services, particularly through its proprietary platform that streamlines processes for stakeholders in the publishing industry, including authors, publishers, and peer reviewers. In addition to offering SaaS (Software as a Service), the company focuses on the development of AI-based IT tools. Initially, the company catered to international clients, but it now has a domestic customer base as well. The registered office is located at 102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune - 411014, Maharashtra.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### a Basis of Preparation

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Policies (GAAP) under the historical cost convention on the accrual basis. In compliance with all material aspects of accounting standards(AS) notified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of business of provision of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non current classification of assets and liabilities.

### b Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable Property, Plant and Equipment and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

### c Property, Plant and Equipment

Property, Plant & Equipment and intangible assets are stated at cost less accumulated depreciation/amortisation and net of impairment. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work in progress. Depreciable amount for assets is the cost of an asset, less its estimated residual value. Depreciation on Property, Plant & Equipment (including assets taken on lease), other than freehold land, is charged based on the straight line method on the estimated useful life as prescribed in Schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, where the life of the assets has been assessed based on internal technical estimate, considering the nature of the asset and estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes.

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

**d Intangible assets**

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

As of March 31, 2024, the Company has recognized Capital Work-in-Progress (CWIP) amounting to ₹337.59/- Lakhs related to the development of various digital platforms aimed at enhancing research, publishing, and journal management processes. The key projects under development are as follows:

EAssistant+:

A research manuscript optimization platform designed to support researchers, universities, and research institutions. EAssistant+ simplifies the manuscript preparation process, enabling researchers to efficiently prepare their work for submission by offering rapid processing, compatibility with various file types, and a user-friendly online editor.

Article Review Platform:

An advanced editing and proofing platform that redefines the editorial process. The platform integrates seamlessly with underlying XML and HTML, providing authors, editors, and proof collators with comprehensive editing tools, inbuilt spell checkers, citation management, and robust collaboration features.

FlexyPage:

A centralized pagination platform that streamlines the publishing process by converting XML files into fully paginated articles using a fast and reliable HTML pagination engine. FlexyPage supports versatile layout configurations, native LaTeX equation handling, and generates both HTML and PDF outputs, ensuring a smooth transition from content creation to publication.

JSLD:

A journal specification management system designed to empower publishers and scholarly societies. JSLD offers a centralized repository for managing journal specifications, from title information to content layout, workflow management, and print and delivery processes. It provides robust metadata validation, powerful analytics, and publisher-controlled automation to enhance efficiency and accuracy in journal management.

These projects are currently in development and are expected to contribute significantly to the Company's digital offerings upon completion.

**e Depreciation / Amortisation**

**I Property, Plant and Equipment (PPE):**

In respect of Property, Plant, and Equipment (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight-line basis. Depreciation is calculated to write off the cost of the assets over their respective useful lives, as prescribed under the relevant standards.

A scrap value of 5% of the original cost has been considered for all depreciable assets, except freehold land and capital work-in-progress. The company reviews the estimated useful lives, residual values, and depreciation methods annually to ensure they remain appropriate.

| Type of Assets | Period |
|---|---|
| Furniture and Fixtures | 10 Years |
| Office equipment | 5 Years |
| Computers | 3 Years |

J M M K & CO. Mumbai FRN 120455W Chartered Accountants

Icodex Publishing Solutions Ltd

**II Intangible Assets:**

Intangible assets are identifiable non-monetary assets without physical substance. The company's intangible assets consist of HTML OPS and various software applications. These assets are initially recognized at cost and subsequently measured at cost less accumulated amortization and impairment losses.

HTML OPS: The useful life of HTML OPS is estimated to be 10 years. No scrap value has been considered at the end of its useful life. Amortization is calculated on a straight-line basis over the estimated useful life of the asset.

Software: The company's software applications are amortized over a period of 10 years. A residual value of 5% of the original cost has been considered for these assets. Amortization is calculated on a straight-line basis over the asset's useful life, accounting for the estimated residual value.

The company reviews the estimated useful lives and amortization methods annually to ensure they remain appropriate.

**III Capital Work in Progress (CWIP):**

Capital Work in Progress (CWIP) includes the costs associated with the development of the HTML-OPS Version 3 platform for a specific client. The project is scheduled for completion by 30th September 2024, and no timelines in the development process have been defaulted. The development of HTML-OPS Version 2, which began in FY 2022-23, was subsequently merged into Version 3 to streamline efforts and enhance the platform's capabilities.

**Direct Costs:**

Direct costs include expenses that are directly attributable to the software development, such as salaries and wages of the development team, software licenses, hardware required for testing and development, and third-party services used in the development process.

**Indirect Costs:**

Indirect costs are apportioned to the project based on their contribution to the development activity. These include overheads like administrative support, infrastructure costs (server hosting, power usage, etc.), and shared resources utilized during the project.

**Quantification Methodology:**

Time-based allocation: Costs related to personnel involved in the project are quantified based on the actual time spent on the project, using timesheets and project tracking tools.
Resource utilization: Hardware and software costs are apportioned based on the actual usage for the project, with prorated allocation where resources are shared across multiple projects.
Overhead allocation: Indirect costs are allocated using a pre-determined overhead rate based on historical cost patterns and the level of involvement in the project.
CWIP Quantification:
As of the reporting date, the total capital work in progress related to HTML-OPS Version 3 includes the accumulated direct and indirect costs of development, which will be capitalized once the platform is completed and transferred to intangible assets for amortization.

**Project Continuity:**

No project that was under development has been suspended. The company has ensured continuous progress, with no delays or interruptions, in the development of the platform.

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icoodex Publishing Solutions Ltd

**f Leases**

**Where the Company is the lessee :**

Lease arrangements where the risks and rewards incidental to the ownership of assets substantially vest with the lessor are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

**g Impairment**

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. 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 asset 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 asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

**h Investments**

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

**i Employee Benefits**

**(i) Short term Employee Benefits**

Short- term employee benefits such as salary, bonus, etc. payable within 12 months are accounted on accrual basis.

**Defined contribution plans**

Eligible employees receive benefits from a provident fund (EPF) and Employer's State Insurance (ESI), which are defined contribution plans. Both the employees and the Company make monthly contributions as per conditions and regulations prescribed under EPF & MP Act, 1952 and ESI Act, 1948 respectively.

**Defined benefits plans**

The Company provides for gratuity under the defined benefit retirement plans covering eligible employees. The Gratuity provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount base on the respective employee's salary and the tenure of employment with the company.

Liabilities with regard to defined benefit plans are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company recognized the net obligation of the gratuity plan and leave encashment benefits in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, "Employee Benefits". Actuarial gains and losses arising from experience adjustments and changes in actuarial assumption are recognized in the Statement of Profit and Loss in the period in which they arise.

**(ii) Other employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

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

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

**j Revenue recognition**

**Revenue from IT and IT-enabled services:** Revenue is recognized when services are rendered in accordance with the contract terms, and it is probable that economic benefits associated with the transaction will flow to the company.

**Subscription Services:** For services rendered on a subscription basis, revenue is recognized evenly over the duration of the subscription. Any portion of the subscription period that is unexpired as at the reporting date is carried forward as deferred revenue.

**Unbilled Revenue:** Unbilled revenue is recognized for services that have been rendered but are yet to be invoiced. These are recorded as receivables when there is an unconditional right to payment.

**Interest Income:** Interest income is recognized using the effective interest rate method, considering the outstanding principal and the applicable interest rate.

**Dividend Income:** Dividend income is recognized when the company's right to receive payment is established.

**k Borrwing Cost:**

Borrowing costs that are directly attributable to the acquisition, construction, or production of qualifying assets, which take a substantial period of time to prepare for their intended use or sale, are capitalized as part of the cost of those assets. All other borrowing costs are recognized as expenses in the period in which they are incurred.

**l Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will rectify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

**Related Party Transactions:** The Company enters into transactions with related parties on an arm's length basis in accordance with the Transfer Pricing regulations prescribed under the Income Tax Act, 1961. The transfer pricing documentation to substantiate the arm's length pricing is maintained as required under the law.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

**m Foreign currency transactions**

Foreign currency transactions are initially recorded in the reporting currency by applying the exchange rate prevailing between the reporting currency and the foreign currency on the date of the transaction. For revenue recognition purposes, the conversion rate used is the rate prescribed by the Central Board of Indirect Taxes. The actual exchange rate received is used when crediting amounts to bank accounts.

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

Conversion: Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

**n Provisions, Contingent liabilities and Contingent assets**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) 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. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

**Income Tax Demand:**

The assessment for Assessment Year (AY) 2022-23 has been completed, resulting in a disputed demand of ₹20.09/- Lakhs due to the disallowance of the deduction claimed under Section 80IAC of the Income Tax Act by the Company. The Company, being aggrieved by this assessment, has filed an appeal with the office of the Hon'ble Commissioner of Income Tax (Appeals). The appeal is currently pending adjudication.

**Penalty Proceedings:**

In connection with the above-mentioned disputed demand, the learned Assessing Officer has initiated penalty proceedings under Section 270A of the Income Tax Act. However, these penalty proceedings have been kept in abeyance pending the outcome of the appeal.

The Company has not recognized any provision for this demand in the financial statements as it believes, based on legal advice, that it has a strong case in the appeal. Therefore, the amount is disclosed as a contingent liability.

**o Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

**p Earnings Per Share (EPS):**

Basic earnings per share are calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by adjusting the earnings and the number of shares for the effects of all dilutive potential equity shares, if any.

J M M K & CO Mumbai FRN 120411W Chartered Accountants

Icodex Publishing Solutions Ltd

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)
CIN : U72900PN2018PLC176870
Notes forming part of the financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 3 : Share Capital**

| | Particulars | As at 31.03.2024 | | As at 31.03.2023 | |
|---|---|---|---|---|---|
| | | No. of Shares | Amount (In Lakhs) | No. of Shares | Amount (In Lakhs) |
| (a) | **Authorised** | | | | |
| | 10,000 (P.Y. 10,000) Equity shares of Rs.10 each | 10,000 | 1.00 | 10,000 | 1.00 |
| | Total | 10,000 | 1.00 | 10,000 | 1.00 |
| (b) | **Issued, Subscribed and Fully Paid Up** | | | | |
| | 1,000 (P.Y. 1,000) Equity shares of Rs.10 each | 1,000 | 0.10 | 1,000 | 0.10 |
| | Total | 1,000 | 0.10 | 1,000 | 0.10 |

(c) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year**

| Particulars | As at 31.03.2024 | | As at 31.03.2023 | |
|---|---|---|---|---|
| | No. of Shares | Amount (In Lakhs) | No. of Shares | Amount (In Lakhs) |
| Equity Shares of Rs.10 each with voting rights | | | | |
| Shares outstanding at the beginning of the year | 1,000 | 0.10 | 1,000 | 0.10 |
| Add: Issued/converted during the year | - | - | - | - |
| Shares outstanding at the end of the year | 1,000 | 0.10 | 1,000 | 0.10 |

(d) **Details of shares held by each shareholder holding more than 5% shares:**

| Name of Shareholders | As at 31.03.2024 | | As at 31.03.2023 | |
|---|---|---|---|---|
| | No. of Shares | % of Shares | No. of Shares | % of Shares |
| Equity Shares of Rs.10 each with voting rights | | | | |
| Mr. Kamalakkannan Govindaraj | 500 | 50.0% | 500 | 50.0% |
| Mr. Chetan Soni | 500 | 50.0% | 500 | 50.0% |
| Total Equity Shares | 1,000 | 100.0% | 1,000 | 100.0% |

(e) **Shares held by Promoters**

| Name of Promoter | As at March 31,2024 | | |
|---|---|---|---|
| | No.of Shares | % of Shares | % changes |
| Mr. Kamalakkannan Govindaraj | 500 | 50.00% | - |
| Mr. Chetan Soni | 500 | 50.00% | - |
| | | | - |
| Total | 1,000 | 100.00% | - |

| Name of Promoter | As at March 31,2023 | | |
|---|---|---|---|
| | No.of Shares | % of Shares | % changes |
| Mr. Kamalakkannan Govindaraj | 500 | 50.00% | - |
| Mr. Chetan Soni | 500 | 50.00% | - |
| Total | 1,000 | 100.00% | - |

J M M K & CO Mumbai FRN 120059W Chartered Accountants

Icodex Publishing Solutions Ltd

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)
CIN : U72900PN2018PLC176870
Notes forming part of the financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 4: Reserve and Surplus**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| **Surplus in Statement of Profit and Loss** | | |
| Opening balance | 406.99 | 215.33 |
| Add: Profit for the year as per Annexed Statement of Profit and Loss | 455.34 | 191.66 |
| | 862.33 | 406.99 |

**Note 5: Deferred Tax Liabilities (net)**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| **Deferred Tax Liability** | | |
| on account of timing differences relating to Depreciation | - | 5.32 |
| **Deferred Tax Liability (net)** | - | 5.32 |

**Note 6: Long Term Provision**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Provision for employee benefit- Gratuity | 12.29 | - |
| Provision for employee benefit- Leave Encashment | 3.54 | - |
| | 15.83 | - |

**Note 7: Short Term Borrowings**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| **Secured From Bank** | | |
| **Working Capital Loans** | | |
| Cash Credit Facilities(Refer Note 7.1) | 87.82 | - |
| Loan From Related Party | | |
| **Interest Free** | | |
| Loan From Director | 0.09 | 2.09 |
| | 87.91 | 2.09 |

7.1 **Details of Securites and Rate of Interest:**

The bank overdraft facility is secured against a fixed deposit. The sanctioned limit is ₹200 lakhs. The applicable finance charge is the Repo Rate plus a spread of 2.5%. As of the sanction date, i.e., 27th June 2023, the effective finance charge was 9% per annum. ICICI Bank is the lender, and a charge on the fixed deposit receipt (FDR) has been created in accordance with Ministry of Corporate Affairs (MCA) records. A precondition for this sanction was the closure of the "Insta Overdraft Limit of ₹47.50 lakhs, ongoing in Account No. 196605000207," which had to be closed prior to disbursement.

During the financial year 2022-23, ICICI Bank provided an Insta Credit facility, which was a system-generated limit, and therefore, no charge was created during that period. However, in the financial year 2023-24, the limit was sanctioned through a manual process, and thus, the sanction, appraisal, and charge are available on record. Furthermore, as of 31st March 2023, the overdraft account had a credit balance of ₹10.43 lakhs, and consequently, no liability appears on the balance sheet.

J M M K & CO Mumbai Firm 120059W Chartered Accountants

Icodex Publishing Solutions Ltd

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)
CIN : U72900PN2018PLC176870
Notes forming part of the financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 8: Trade Payables**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Total outstanding dues of Micro enterprises and small enterprises (Refer Note:28) | 1.60 | 1.35 |
| Total outstanding dues of creditors other than Micro enterprises and small enterprises | 25.43 | 103.85 |
| | 27.03 | 105.19 |

**Trade Payable Ageing Schedule**

| Particular | As at 31st March, 2024 | | | | |
|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| (i) MSME | 1.60 | - | - | - | 1.60 |
| (ii)Others | 25.43 | - | - | - | 25.43 |
| (iii)Disputed dues-MSME | - | - | - | - | - |
| (iv)Disputed dues - Others | - | - | - | - | - |
| Total | 27.03 | - | - | - | 27.03 |

| Particular | As at 31st March, 2023 | | | | |
|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| (i) MSME | 1.35 | - | - | - | 1.35 |
| (ii)Others | 103.85 | - | - | - | 103.85 |
| (iii)Disputed dues-MSME | - | - | - | - | - |
| (iv)Disputed dues - Others | - | - | - | - | - |
| Total | 105.19 | - | - | - | 105.19 |

**Note 9: Other Current Liabilities**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Interest accrued and due on bank borrowing | 0.64 | - |
| Statutory Dues Payable | 10.97 | 15.70 |
| Salary payable | 31.34 | 23.28 |
| Other payables | 7.30 | - |
| | 50.25 | 38.98 |

**Note 10: Short Term Provisions**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Provision for employee benefit- Gratuity | 2.09 | - |
| Provision for employee benefit- Leave Encashment | 1.72 | - |
| Provision for Income Tax (net of advance tax and TDS receivables) | 21.70 | 5.52 |
| | 25.51 | 5.52 |

J M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

**ICODEX PUBLISHING SOLUTIONS LIMITED**

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes to the Financial Statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 11: Property, Plant And Equipment And Inangile Assets**

| Sr. No | Particulars | Gross Block (At Cost) | | | | Depreciation | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Value at the beginning as at 01.04.2023 | Addition during the year | Deduction during the year | Value at the end as at 31.03.2024 | Value at the beginning as at 01.04.2023 | During the year | Adjustments made during the year | Deduction during the year | Value at the end as at 31.03.2024 | WDV as on 31.03.2024 | WDV as on 31.03.2023 |
| I | Property, Plant and Equipments | | | | | | | | | | | |
| | Furniture and Fixture | 1.06 | - | - | 1.06 | 0.15 | 0.11 | - | - | 0.26 | 0.80 | 0.92 |
| | Office Equipements | 1.49 | 0.29 | - | 1.79 | 0.45 | 0.35 | - | - | 0.80 | 0.98 | 1.04 |
| | Computer | 97.06 | 19.87 | - | 116.93 | 32.41 | 40.68 | - | - | 73.09 | 43.85 | 64.66 |
| | Total (A) | 99.62 | 20.16 | - | 119.78 | 33.00 | 41.14 | - | - | 74.15 | 45.64 | 66.62 |
| II | Intangible assets | | | | | | | | | | | |
| | HTML OPS | 10.38 | - | - | 10.38 | 2.08 | 1.04 | - | - | 3.12 | 7.27 | 8.31 |
| | Software | 11.42 | 0.71 | - | 12.12 | 2.84 | 0.06 | - | - | 2.89 | 9.23 | 8.58 |
| | Total (B) | 21.80 | 0.71 | - | 22.51 | 4.91 | 1.10 | - | - | 6.01 | 16.50 | 16.89 |
| | Total (Current Year) | 121.42 | 20.87 | - | 142.29 | 37.92 | 42.25 | - | - | 80.16 | 62.14 | 83.50 |
| | Previous Year | 87.18 | 34.24 | - | 121.42 | 17.25 | 20.67 | | - | 37.92 | 83.50 | - |

(iii) Intangible Assets under Development:

| PARTICULARS | As at 31-03-2024 | As at 31-03-2023 |
|---|---|---|
| Opening Balance | 52.50 | - |
| Add: Expenditure during the year | 285.09 | 52.50 |
| Total | 337.59 | 52.50 |

(a) Capital Work in Progress (Ageing)

| FY 23-24 | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| CWIP | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 285.09 | 52.50 | - | - | 337.59 |
| Projects temporarily suspended | - | - | - | - | - |

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

**ICODEX PUBLISHING SOLUTIONS LIMITED**

**(Formerly known as Icodex Publishing Solutions Private Limited)**

**CIN : U72900PN2018PLC176870**

**Notes to the Financial Statements for the year ended 31st March, 2024**

**(Amount in Lakhs)**

| FY 22-23 | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| CWIP | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 52.50 | | | | 52.50 |
| Projects temporarily suspended | - | - | - | - | - |

**(b) Capital Work in Progress, whose completion is overdue, the below mentioned details have been given:**

| CWIP | To be completed in | | | |
|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| Projects in progress (approx additional amount to be spent on the project) | - | - | - | - |

J M M K & CO Mumbai FRN 120439W Chartered Accountants

Icodex Publishing Solutions Ltd

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes forming part of the financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 12: Deferred Tax Assets (Net)**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| **Deferred Tax Assets** | | |
| Difference between written down value of Property, Plant and Equipment as per books of accounts and for Tax | (3.74) | - |
| Provision for Gratuity and Leave Encashment | 5.47 | - |
| | 1.73 | - |

**Note 13: Other Non- Current Assets**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Security Deposits | 0.69 | 0.69 |
| | 0.69 | 0.69 |

**Note 14: Trade Receivables**
**(Unsecured, Considered Good)**

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Outstanding for period less than six months from the date they became due for payment | 137.33 | 181.37 |
| | 137.33 | 181.37 |

**Trade Receivable Ageing Schedule**

| Particulars | As at 31st March, 2024 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | |
| | Less than 6 months | 6 months-1 Years | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) Undisputed trade receivables -considered good | 137.33 | - | - | - | - | 137.33 |
| (ii)Undisputed trade receivables -considered doubtful | - | - | - | - | - | - |
| (iii)Disputed trade receivables- considered good | - | - | - | - | - | - |
| (iv)Disputed trade receivable -considered doubtful | - | - | - | - | - | - |
| Total | 137.33 | - | - | - | - | 137.33 |

| Particulars | As at 31st March, 2023 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | |
| | Less than 6 months | 6 months-1 Years | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) Undisputed trade receivables -considered good | 181.37 | - | - | - | - | 181.37 |
| (ii)Undisputed trade receivables -considered doubtful | - | - | - | - | - | - |
| (iii)Disputed trade receivables- considered good | - | - | - | - | - | - |
| (iv)Disputed trade receivable -considered doubtful | - | - | - | - | - | - |
| Total | 181.37 | - | - | - | - | 181.37 |

J M M K & CO Mumbai FRN 120439W Chartered Accountants

Icodex Publishing Solutions Ltd

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes forming part of the financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

### Note 15: Cash and Cash Equivalents

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Balances with Banks: | | |
| - In Current Accounts | 4.79 | 6.47 |
| - Bank Overdraft - Debit Balances | - | 10.43 |
| Cash on Hand | 0.92 | 1.18 |
| **Total Cash and Cash Equivalents** | 5.71 | 18.08 |
| **Other bank balances** | | |
| Deposits with original maturity for more than 3 month but less than 12 months | 300.00 | 150.00 |
| **Total Other bank balances** | 300.00 | 150.00 |

### Note 16: Short Term Loans and Advances

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| **Balance with government authorities** | | |
| GST Input Credit | 52.67 | 25.71 |
| Security deposit of office premises | 24.57 | 13.16 |
| Advances to Employees | 6.90 | 4.06 |
| | 84.14 | 42.93 |

### Note 17: Other Current Assets

| Particulars | As at 31.03.2024 | As at 31.03.2023 |
|---|---|---|
| Accrued Intetest on Fixed Deposit | 15.41 | 5.99 |
| MAT Credit Entitlement (refer note 32) | 124.24 | 28.30 |
| Prepaid Expenses | - | 0.82 |
| | 139.65 | 35.11 |

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)
CIN : U72900PN2018PLC176870
Notes forming part of financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 18 : Revenue from Operations**

| Particulars | Year ended 31.03.2024 | Year ended 31.03.2023 |
|---|---|---|
| Sale of Services | 1,040.07 | 953.67 |
| | 1,040.07 | 953.67 |

**Note 19 : Other Income**

| Particulars | Year ended 31.03.2024 | Year ended 31.03.2023 |
|---|---|---|
| Interest on fixed deposits | 17.70 | 9.03 |
| Foreign exchange gain (net) | 33.94 | 8.94 |
| Sundry Written Back | 7.31 | - |
| Miscellaneous income | 0.14 | 0.12 |
| | 59.09 | 18.09 |

**Note 20 : Employee Benefits Expenses**

| Particulars | Year ended 31.03.2024 | Year ended 31.03.2023 |
|---|---|---|
| Salaries and wages to software development staff | 218.97 | 215.55 |
| Salaries and wages to other employees | 243.61 | 279.85 |
| Director's remuneration | 26.40 | 38.00 |
| Bonus, Incentives etc. | 8.00 | 4.25 |
| Contribution to providend fund and others | 13.41 | 12.17 |
| Gratuity and leave encashment | 19.65 | - |
| Development Team Cost and Staff welfare cost | 0.49 | 51.26 |
| | 530.52 | 601.07 |

**Note 21 : Finance Cost**

| Particulars | Year ended 31.03.2024 | Year ended 31.03.2023 |
|---|---|---|
| Interest on Borrowing | 3.05 | 1.02 |
| **Other borrowing costs** | | |
| Processing Charges | 1.85 | 2.28 |
| | 4.90 | 3.30 |

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

## ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes forming part of financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 22 : Other Expenses**

| Particulars | Year ended 31.03.2024 | Year ended 31.03.2023 |
|---|---|---|
| Rent | 32.95 | 30.29 |
| Server Hosting Charges | 24.43 | 55.22 |
| Legal and Professional | 8.19 | 8.25 |
| Subscription charges | 7.99 | 6.67 |
| Administrative expenses | 3.77 | 14.91 |
| Business Promotion Expense | 1.52 | - |
| Insurance | - | 5.60 |
| Electricity Expenses | 1.35 | 8.71 |
| Telephone expenses | 0.36 | 0.43 |
| Printing & Stationery | 0.15 | - |
| Travelling Expenses | 2.89 | 3.61 |
| **Auditors Remuneration** | | |
| Statutory Audit | 2.00 | 0.35 |
| Tax Audit | 0.50 | 0.30 |
| **Repairs and Maintenance** | | |
| Repairs & Maintenance - Building | 1.38 | 3.88 |
| Repairs & Maintenance - Plant & Machinery | - | 0.91 |
| Repairs & Maintenance - Others | 1.55 | 2.69 |
| Software/Computer | 1.15 | - |
| Office Expenses | 3.80 | 1.60 |
| Sundry Balances Written Off | 0.53 | - |
| Miscellaneous expenses | 0.98 | 3.33 |
| | 95.50 | 146.74 |

**Note 23 : Earning Per Share**

| Particulars | Year ended 31.03.2024 | Year ended 31.03.2023 |
|---|---|---|
| Net Profit After Tax available for Equity Shareholders | 455.34 | 191.66 |
| Weighted average number of Equity Shares for Basic EPS | 1,000.00 | 1,000.00 |
| Weighted average number of Equity Shares for Diluted EPS | 1,000.00 | 1,000.00 |
| Nominal Value of Equity Shares | 10.00 | 10.00 |
| Basic Earnings per Share | 45,534.34 | 19,165.76 |
| Diluted Earnings per Share | 45,534.34 | 19,165.76 |

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

**ICODEX PUBLISHING SOLUTIONS LIMITED**

**(Formerly known as Icodex Publishing Solutions Private Limited)**

**CIN : U72900PN2018PLC176870**

**Notes forming part of financial statements for the year ended 31st March, 2024**

**(Amount in Lakhs)**

**Note 24: Additional regulatory information required by Schedule III**

a. **Ratio Analysis**

| Particulars | Numerator/Denominator | 31.03.2024 | 31.03.2023 | Reason for Variance |
|---|---|---|---|---|
| (a) Current Ratio | Current Assets / Current Liabilities | 3.50 | 2.82 | NA |
| (b) Debt-Equity Ratio | Total Debts / Shareholder's Equity | 0.10 | 0.01 | Due to increase in borrowings |
| (b) Debt Service Coverage Ratio | Earning available for Debt Service / Debt Service | 5.72 | 103.30 | Due to increase in borrowings |
| (c) Return on Equity Ratio | Profit after Tax / Average Shareholder's Equity | 72% | 62% | NA |
| (c) Inventory turnover ratio | Total Turnover / Average Inventories | NA | NA | NA |
| (d) Trade receivables turnover ratio | Total Turnover / Average Account Receivable | 6.53 | 6.33 | Due to increase in Receivables |
| (d) Trade payables turnover ratio | Total Purchases / Average Account Payable | NA | NA | NA |
| (e) Net capital turnover ratio | Total Turnover / Net Working Capital | 2.18 | 3.46 | Due to increase in Turnover |
| (f) Net profit ratio | Net Profit / Total Turnover | 44% | 20% | Due to increase in Profit |
| (g) Return on Capital employed | Earning before interest and taxes / Capital Employed | 0.49 | 0.49 | NA |

b) i The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii Relation with struck off Companies:
The Company does not have any transactions with the Companies struck off.

iii The Company or its promoters has not been declared wilful defaulter by any bank of financial Institution or other lender.

iv The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year,

v The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:
a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,

J M M K & CO Mumbai FRN 120453W Chartered Accountants

Icodex Publishing Solutions Ltd

vi The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

vii The Company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961),

viii Compliance with regards to the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017 is not applicable to the Company,

ix The provision regarding CSR expenses under Sec 135 of the Companies Act, 2013 are not applicable to company,

x The Company does not have any Scheme of Arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Act.

xi **Other information**:

- The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- The Company has not revalued its property plant and equipment or intangible assets or both during current year or previous year
- There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- There are no Core Investment Companies (CIC) in the group.
- The Company has not granted any loans or advances to Directors', KMPs and related parties either severally or jointly with any other persons that are: a) repayable on demand or b) without specifying any terms or period for repayment.
- The Code on Social Security, 2020 (Code) relating to employee benefits during employment and postemployment, received Presidential assent in September 2020. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published
- In the opinion of the management the value on realization of current assets, Loans and Advance in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet.

**Note 25: Contingent Liabilities and Commitments**

**a. Contingent liablities not provided for :**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Income tax matters | 20.09 | 20.09 |

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

- **Income Tax Demand**
  The assessment for Assessment Year (AY) 2022-23 has been completed, resulting in a disputed demand of ₹ 20.09/- Lakhs due to the disallowance of the deduction claimed under Section 80IAC of the Income Tax Act by the Company. The Company, being aggrieved by this assessment, has filed an appeal with the office of the Hon'ble Commissioner of Income Tax (Appeals). The appeal is currently pending adjudication.

- **Penalty Proceedings:**
  In connection with the above-mentioned disputed demand, the learned Assessing Officer has initiated penalty proceedings under Section 270A of the Income Tax Act. However, these penalty proceedings have been kept in abeyance pending the outcome of the appeal. The Company has not recognized any provision for this demand in the financial statements as it believes, based on legal advice, that it has a strong case in the appeal. Therefore, the amount is disclosed as a contingent liability.

**b. Commitments:**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| (i) estimated amount of contracts remaining to be executed on capital account and not provided for | - | - |
| (ii) uncalled liability on sahres and other investments partly paid | - | - |
| (iii) other comittments | - | - |

**Note 26: Related party transactions**

As per accounting standard 18, the disclosures of transactions with the related parties are given below:

**Key Managerial Personnel** (KMP)
Kamalakkannan Govindaraj- Managing Director
Chetan Shankarlal Soni- Director

**Relatives of Key Managerial Persons (KMP's)**
Liberty Kannan- Spouse of Kamalakkannan Govindaraj
Kala Soni- Spouse of Chetan Shankarlal Soni
Prem Kumar Soni- Son of Chetan Shankarlal Soni

**Transactions during the year with related parties**

| Particulars | Relationship | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|---|
| **Loan Taken** | | | |
| Chetan Shankarlal Soni | Director | 1.51 | - |
| **Loan Repaid** | | | |
| Chetan Shankarlal Soni | Director | 1.51 | - |
| Kamalakkannan Govindaraj | Managing Director | 2.00 | - |
| **Directors' Remuneration** | | | |
| Chetan Shankarlal Soni | Director | 24.00 | 18.00 |
| Kamalakkannan Govindaraj | Managing Director | 24.00 | 20.00 |
| **Professional Fees** | | | |
| Liberty Kannan | Spouse of Kamalakkannan Govindaraj | 12.00 | 12.00 |
| Kala Soni | Spouse of Chetan Shankarlal Soni | 12.00 | 12.00 |
| Premkumar Soni | Son of Chetan Shankarlal Soni | 15.87 | 11.36 |
| **Expenses incurred on behlaf of the company and Reiembursed to the director.** | | | |
| Kamalakkannan Govindaraj | Managing Director | 15.42 | - |

J M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

**ICODEX PUBLISHING SOLUTIONS LIMITED**

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes forming part of financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

Note:

1. During FY 2023-24, the Directors contributed their time towards the development of HTML-OPS, an intangible asset. Consequently, Rs. 21.60 Lakhs of the total Rs. 48.00 Lakhs paid has been capitalized, while the remaining Rs. 26.40 lakhs has been charged to the profit and loss account as expenditure.

2. Expenses incurred by and reimbursable by the company are actual expenditure of the company incurred through credit cards of the directors and reimbursed to them and not of any personal expense of directors provided as perquisite forming part of salary.

**Closing Balances**

| Particulars | Relationship | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|---|
| **Loan Taken** | | | |
| Kamalakkannan Govindaraj | Managing Director | 0.08 | 2.09 |
| **Directors Remuneration payable** | | | |
| Chetan Shankarlal Soni | Director | 2.50 | 0.50 |
| Kamalakkannan Govindaraj | Managing Director | 2.00 | - |
| **Professional Fees Payable** | | | |
| Liberty Kannan | Spouse of Kamalakkannan Govindaraj | 1.00 | - |
| Kala Soni | Spouse of Chetan Shankarlal Soni | 1.10 | 0.10 |
| Premkumar Soni | Son of Chetan Shankarlal Soni | 1.99 | - |
| **Expenses incurred on behlaf of the company and Reiembursed to the director Payable** | | | |
| Kamalakkannan Govindaraj | Managing Director | 0.08 | - |

**Note 27: Segment Reporting Disclosures**

The company exclusively provides single services, which is Publishing and IT support services. As a result, segment reporting is not applicable. Segment reporting is generally required for companies providing multiple services or business segment to provide a clear view of the financial performance and risks associated with each segment. However, since the company's operations are confined to publishing and IT support services, all financial information pertaining to this single segment, making segment reporting inapplicable.

**Note 28**

The information as required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of the information available with the Company and provided by the Parties.

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Principal amount outstanding | 1.60 | 1.35 |
| Interest on principal amount due | - | - |
| The amount of interest paid by the buyer in terms of section 16 of the MSME Development Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSME Development Act | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSME Development Act | - | - |

**Note: Interest will be paid as and when the vendor will demand.**

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes forming part of financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 29: Other disclosures for income in foreign currency**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| **Earnings in Foreign Currency** | | |
| Value of Export Services: | | |
| Revenue from Operations | 1,040.07 | 953.67 |

**Note 30: Operating Lease**

The Company has taken premises under operating leases arrangement for which are non cancellable by either party. The details of the lease payment are as under:

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| During the Period / year | 59.87 | 30.29 |
| Within one year of the Balance Sheet Date | 59.99 | 59.87 |
| Due in a period 1 year to 5 year | 15.00 | 74.99 |
| Due after 5 year | - | - |

Note: Out of Rs. 59.87 Lakhs Rs. 26.02 Lakhs capitalised under "capital work in progress" and Rs. 0.90 Lakhs received credit note for rate difference. And therefore debit to profit and loss under the head other expenses, Rent expenses appearing as Rs. 32.95 Lakhs.

**Note 31: Disclosure related to employee benefits**

The company has classified various employee benefits as under:

**(A) Defined contribution plans**

i) Providend Fund

ii) Employer's Contribution to Employee State Insurance Corporation (ESIC)

The Providend fund and pension scheme are operated by regional PF Commissioner. Under the scheme, the Company is required to contribute a specified percentage of payroll cost to the retirement schemes to fund the benefits.

**The Company as recognised the following amounts in the Statement of Profit and Loss:**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Contribution to Providend fund | 13.16 | 12.05 |
| Contribution to Employees State Insurance Corporation (ESIC) | 0.24 | 0.12 |

**(B) Retirement defined plans**

i) Gratuity based on actuarial valuations

The Company has carried out actuarial valuation of Gratuity accordingly the below disclosures are limited to applicable tables from actuarial

**I. Actuarial Assumptions**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Mortality | IALM (2012-14) | IALM (2012-14) |
| Discount Rate p.a. | 7.25% | 7.25% |
| Salary Growth Rate p.a. | 5.00% | 5.00% |
| Expected rate of return on planned assets | N.A. | N.A. |
| Withdrawal rates p.a. | 30.00% | 30.00% |

**II. Funded status of the plan**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Present value of unfunded obligations | 14.39 | 6.30 |
| Present value of funded obligations | - | - |
| Fair value of plan assets | - | - |
| Unrecognises Past Service Cost | - | (0.34) |
| **Net Liability(Asset)** | 14.39 | 5.97 |

J M M K & CO Mumbai 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes forming part of financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**III. Profit and loss for the period**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Present value of obligations at the beginning of the year | - | - |
| Current service cost | 4.44 | 3.50 |
| Interest on obligations | 0.77 | 0.35 |
| Expected return on plan assets | - | - |
| Net actuarial loss/(gain) | 2.88 | (0.08) |
| Recognised Past Services Cost - Vested | - | - |
| Recognised Past Services Cost - Unvested | - | - |
| Loss/(gain) on curtailment and settlement | - | - |
| **Total included in 'Employee Bbenefit Expenses'** | 8.09 | 3.77 |

**IV. Reconciliation of net defined benefit liability**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Opening Defined Benefit Obligation | 3.77 | - |
| Transfer in (out) obligation | - | - |
| Current service cost | 4.44 | 3.50 |
| Interest cost | 0.77 | 0.35 |
| Actuarial loss(gain) | 2.88 | (0.08) |
| Past service cost | - | - |
| Loss gain on curtailments | - | - |
| Liabilities extinguished on settlements | - | - |
| Liablities assumed in an amalgamation in the nature of purchase | - | - |
| Exchange differences on foreign plans | - | - |
| Benefit paid from fund | - | - |
| Benefits paid by company | - | - |
| **Closing Defined Benefit Obligation** | 11.86 | 3.77 |

**V. Reconciliation of net defined benefit liability**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Net opening provision in books of accounts | 6.30 | 2.53 |
| Transfer in/(out) obligation | - | - |
| Tranfer (in)/out plan assets | - | - |
| Employee Benefit Expenses as per above | 8.09 | 3.77 |
| Benefits paid by the Company | - | - |
| Contributions to plan assets | - | - |
| **Closing provision in books of accounts** | 14.39 | 6.30 |

**VI. Privilege leave assumptions based on actuarial valuations**

The Company has carried out actuarial valuation of privilege leave aasumption accordingly the below disclosures are limited to applicable tables from actuarial

The liability towards compensated absences (privilege leave) for the year ended 31 March 2024 are based on acturial valuation carried out by using projected accrual benefit method and debited to Profit and Loss account Rs.(0.84) Lakhs in financial year 31 March 2024.

**Actuarial Assumptions**

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Mortality | IALM (2012-14) | IALM (2012-14) |
| Discount Rate p.a. | 7.25% | 7.25% |
| Salary Growth Rate p.a. | 5.00% | 5.00% |
| Expected rate of return on planned assets | N.A. | N.A. |

J M M K & CO Mumbai FRN 123409W Chartered Accountants

Icodex Publishing Solutions Ltd

ICODEX PUBLISHING SOLUTIONS LIMITED

(Formerly known as Icodex Publishing Solutions Private Limited)

CIN : U72900PN2018PLC176870

Notes forming part of financial statements for the year ended 31st March, 2024

(Amount in Lakhs)

**Note 32: Minimum Alternate Tax** (MAT Credit Entitlement)

| Particulars | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|
| Opening MAT credit entitlement | 28.30 | - |
| Add: Entitlement during the year | 66.51 | 28.30 |
| Add: Earlier year entitlement | 29.44 | - |
| Less: Utilised during the year | - | - |
| Closing MAT credit entitlement | 124.25 | 28.30 |

**Note 33: Previous Year Figures**

Previous year's figures have been regrouped or reclassified to confirm with the current years' presentation wherever considered necessary.

As per our attached report of even date

**For JMMK & Co.**
(Earlier known as JMK & Co.)
Chartered Accountants
ICAI Firm Registration No. 120459W

**Jitendra Doshi**
**Partner**
**Membership No : 151274**

JMMK & CO Mumbai FRN 120459W Chartered Accountants

For and on Behalf of Board of Directors of
ICODEX PUBLISHING SOLUTIONS LIMITED

Mr. Kamalakkannan Govindraj
DIN: 8144289
Director

Mr. Chetan Soni
DIN: 734127
Director

Icodex Publishing Solutions Ltd

Date: 28th September, 2024
Place: Mumbai

Mr. Vaibhav Ashok Rupnar
Chief financial Officer

Ms. Mohini Talhar
Company Secretary

**ICODEX PUBLISHING SOLUTIONS LIMITED**
**(Formerly known as Icodex Publishing Solutions Private Limited)**
**CIN : U72900PN2018PLC176870**
**Notes forming part of the Financial Statements as at 31st March, 2024**

## 1 COMPANY INFORMATION

Icodex Publishing Solutions Limited (formerly known as Icodex Publishing Solutions Private Limited) is a public limited company domiciled and incorporated in India under the provisions of the Companies Act, 2013 on May 28, 2018. The company specializes in providing IT and IT-enabled services, particularly through its proprietary platform that streamlines processes for stakeholders in the publishing industry, including authors, publishers, and peer reviewers. In addition to offering SaaS (Software as a Service), the company focuses on the development of AI-based IT tools. Initially, the company catered to international clients, but it now has a domestic customer base as well. The registered office is located at 102, First Floor, Suman Business Park, Kalyani Nagar, Viman Nagar, Pune - 411014, Maharashtra.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### a Basis of Preparation

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Policies (GAAP) under the historical cost convention on the accrual basis. In compliance with all material aspects of accounting standards(AS) notified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of business of provision of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non current classification of assets and liabilities.

### b Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable Property, Plant and Equipment and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

### c Property, Plant and Equipment

Property, Plant & Equipment and intangible assets are stated at cost less accumulated depreciation/amortisation and net of impairment. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work in progress. Depreciable amount for assets is the cost of an asset, less its estimated residual value. Depreciation on Property, Plant & Equipment (including assets taken on lease), other than freehold land, is charged based on the straight line method on the estimated useful life as prescribed in Schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, where the life of the assets has been assessed based on internal technical estimate, considering the nature of the asset and estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes.

J M M K & CO. Mumbai FRN 120439W Chartered Accountants

Icodex Publishing Solutions Ltd

**d Intangible assets**

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

As of March 31, 2024, the Company has recognized Capital Work-in-Progress (CWIP) amounting to ₹337.59/- Lakhs related to the development of various digital platforms aimed at enhancing research, publishing, and journal management processes. The key projects under development are as follows:

EAssistant+:

A research manuscript optimization platform designed to support researchers, universities, and research institutions. EAssistant+ simplifies the manuscript preparation process, enabling researchers to efficiently prepare their work for submission by offering rapid processing, compatibility with various file types, and a user-friendly online editor.

Article Review Platform:

An advanced editing and proofing platform that redefines the editorial process. The platform integrates seamlessly with underlying XML and HTML, providing authors, editors, and proof collators with comprehensive editing tools, inbuilt spell checkers, citation management, and robust collaboration features.

FlexyPage:

A centralized pagination platform that streamlines the publishing process by converting XML files into fully paginated articles using a fast and reliable HTML pagination engine. FlexyPage supports versatile layout configurations, native LaTeX equation handling, and generates both HTML and PDF outputs, ensuring a smooth transition from content creation to publication.

JSLD:

A journal specification management system designed to empower publishers and scholarly societies. JSLD offers a centralized repository for managing journal specifications, from title information to content layout, workflow management, and print and delivery processes. It provides robust metadata validation, powerful analytics, and publisher-controlled automation to enhance efficiency and accuracy in journal management.

These projects are currently in development and are expected to contribute significantly to the Company's digital offerings upon completion.

**e Depreciation / Amortisation**

**I Property, Plant and Equipment (PPE):**

In respect of Property, Plant, and Equipment (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight-line basis. Depreciation is calculated to write off the cost of the assets over their respective useful lives, as prescribed under the relevant standards.

A scrap value of 5% of the original cost has been considered for all depreciable assets, except freehold land and capital work-in-progress. The company reviews the estimated useful lives, residual values, and depreciation methods annually to ensure they remain appropriate.

| Type of Assets | Period |
|---|---|
| Furniture and Fixtures | 10 Years |
| Office equipment | 5 Years |
| Computers | 3 Years |

J M M K & CO. Mumbai FRN 120450W Chartered Accountants

Icodex Publishing Solutions Ltd

**II Intangible Assets:**

Intangible assets are identifiable non-monetary assets without physical substance. The company's intangible assets consist of HTML OPS and various software applications. These assets are initially recognized at cost and subsequently measured at cost less accumulated amortization and impairment losses.

HTML OPS: The useful life of HTML OPS is estimated to be 10 years. No scrap value has been considered at the end of its useful life. Amortization is calculated on a straight-line basis over the estimated useful life of the asset.

Software: The company's software applications are amortized over a period of 10 years. A residual value of 5% of the original cost has been considered for these assets. Amortization is calculated on a straight-line basis over the asset's useful life, accounting for the estimated residual value.

The company reviews the estimated useful lives and amortization methods annually to ensure they remain appropriate.

**III Capital Work in Progress (CWIP):**

Capital Work in Progress (CWIP) includes the costs associated with the development of the HTML-OPS Version 3 platform for a specific client. The project is scheduled for completion by 30th September 2024, and no timelines in the development process have been defaulted. The development of HTML-OPS Version 2, which began in FY 2022-23, was subsequently merged into Version 3 to streamline efforts and enhance the platform's capabilities.

**Direct Costs:**

Direct costs include expenses that are directly attributable to the software development, such as salaries and wages of the development team, software licenses, hardware required for testing and development, and third-party services used in the development process.

**Indirect Costs:**

Indirect costs are apportioned to the project based on their contribution to the development activity. These include overheads like administrative support, infrastructure costs (server hosting, power usage, etc.), and shared resources utilized during the project.

**Quantification Methodology:**

Time-based allocation: Costs related to personnel involved in the project are quantified based on the actual time spent on the project, using timesheets and project tracking tools.
Resource utilization: Hardware and software costs are apportioned based on the actual usage for the project, with prorated allocation where resources are shared across multiple projects.
Overhead allocation: Indirect costs are allocated using a pre-determined overhead rate based on historical cost patterns and the level of involvement in the project.
CWIP Quantification:
As of the reporting date, the total capital work in progress related to HTML-OPS Version 3 includes the accumulated direct and indirect costs of development, which will be capitalized once the platform is completed and transferred to intangible assets for amortization.

**Project Continuity:**

No project that was under development has been suspended. The company has ensured continuous progress, with no delays or interruptions, in the development of the platform.

J M M K & CO Mumbai Regd 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

**f Leases**

**Where the Company is the lessee :**

Lease arrangements where the risks and rewards incidental to the ownership of assets substantially vest with the lessor are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

**g Impairment**

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. 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 asset 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 asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

**h Investments**

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

**i Employee Benefits**

**(i) Short term Employee Benefits**

Short- term employee benefits such as salary, bonus, etc. payable within 12 months are accounted on accrual basis.

**Defined contribution plans**

Eligible employees receive benefits from a provident fund (EPF) and Employer's State Insurance (ESI), which are defined contribution plans. Both the employees and the Company make monthly contributions as per conditions and regulations prescribed under EPF & MP Act, 1952 and ESI Act, 1948 respectively.

**Defined benefits plans**

The Company provides for gratuity under the defined benefit retirement plans covering eligible employees. The Gratuity provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount base on the respective employee's salary and the tenure of employment with the company.

Liabilities with regard to defined benefit plans are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company recognized the net obligation of the gratuity plan and leave encashment benefits in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, "Employee Benefits". Actuarial gains and losses arising from experience adjustments and changes in actuarial assumption are recognized in the Statement of Profit and Loss in the period in which they arise.

**(ii) Other employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

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

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

j **Revenue recognition**

**Revenue from IT and IT-enabled services:** Revenue is recognized when services are rendered in accordance with the contract terms, and it is probable that economic benefits associated with the transaction will flow to the company.

**Subscription Services:** For services rendered on a subscription basis, revenue is recognized evenly over the duration of the subscription. Any portion of the subscription period that is unexpired as at the reporting date is carried forward as deferred revenue.

**Unbilled Revenue:** Unbilled revenue is recognized for services that have been rendered but are yet to be invoiced. These are recorded as receivables when there is an unconditional right to payment.

**Interest Income:** Interest income is recognized using the effective interest rate method, considering the outstanding principal and the applicable interest rate.

**Dividend Income:** Dividend income is recognized when the company's right to receive payment is established.

k **Borrwing Cost:**

Borrowing costs that are directly attributable to the acquisition, construction, or production of qualifying assets, which take a substantial period of time to prepare for their intended use or sale, are capitalized as part of the cost of those assets. All other borrowing costs are recognized as expenses in the period in which they are incurred.

l **Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will rectify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

**Related Party Transactions:** The Company enters into transactions with related parties on an arm's length basis in accordance with the Transfer Pricing regulations prescribed under the Income Tax Act, 1961. The transfer pricing documentation to substantiate the arm's length pricing is maintained as required under the law.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

m **Foreign currency transactions**

Foreign currency transactions are initially recorded in the reporting currency by applying the exchange rate prevailing between the reporting currency and the foreign currency on the date of the transaction. For revenue recognition purposes, the conversion rate used is the rate prescribed by the Central Board of Indirect Taxes. The actual exchange rate received is used when crediting amounts to bank accounts.

J M M K & CO Mumbai FRN 120459W Chartered Accountants

Icodex Publishing Solutions Ltd

Conversion: Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

**n Provisions, Contingent liabilities and Contingent assets**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) 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. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

**Income Tax Demand:**

The assessment for Assessment Year (AY) 2022-23 has been completed, resulting in a disputed demand of ₹20.09/- Lakhs due to the disallowance of the deduction claimed under Section 80IAC of the Income Tax Act by the Company. The Company, being aggrieved by this assessment, has filed an appeal with the office of the Hon'ble Commissioner of Income Tax (Appeals). The appeal is currently pending adjudication.

**Penalty Proceedings:**

In connection with the above-mentioned disputed demand, the learned Assessing Officer has initiated penalty proceedings under Section 270A of the Income Tax Act. However, these penalty proceedings have been kept in abeyance pending the outcome of the appeal.

The Company has not recognized any provision for this demand in the financial statements as it believes, based on legal advice, that it has a strong case in the appeal. Therefore, the amount is disclosed as a contingent liability.

**o Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

**p Earnings Per Share (EPS):**

Basic earnings per share are calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by adjusting the earnings and the number of shares for the effects of all dilutive potential equity shares, if any.

J M M K & CO Mumbai Firm 120411W Chartered Accountants

Icodex Publishing Solutions Ltd