

MACHINT SOLUTIONS PRIVATE LIMITED

04TH ANNUAL REPORT

2021-2022

Machint Solutions Private Limited

Board of Directors

Designation/DIN

Kalyan Chakravarthy Sanakkayala

Managing Director

Padmavathi Chillara

Director

Srinivas Rao Goli

Director

Pratap Kumar Sanakkayala

Whole Time Director

Statutory Auditors

N S V R & ASSOCIATES LLP

Chartered Accountants

Firm Registration Number: 008801S/S200060

2nd Floor , House No.1-89/1/42, Plot No.41 and 43,

Sri Ram Nagar Colony, Kavuri Hills,

Guttala_Begumpet, Madhapur, 500081

Registered Office / Corporate Office

D.No.2-93/8 and 2-93/9, 3 Cube Towers, 1st Floor,

White Fields, Survey No. 9, Kondapur,

Hyderabad Rangareddi TG 500084 IN



NOTICE OF THE 04TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fourth Annual General Meeting ("AGM") of the members of Machint Solutions Private Limited will be held on Thursday, the 02nd day of February, 2023 at 01.00 p.m. (IST) at Hotel Minerva Grand, Hitech City Rd, Beside Google Office, Adjacent to Jayabheri Silicon Towers, Kondapur, Hyderabad, Telangana 500084 India, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

2. Regularisation of Mr. Pratap Kumar Sanakkayala (DIN 09537252) as a Whole Time Director of the Company

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (including any amendments, modifications or reenactment for the time being in force), and other applicable provisions of law, if any and pursuant to the provisions of the Articles of Association of the Company, Mr. Pratap Kumar Sanakkayala (having DIN No. 09537252), who was appointed as an Additional Director by the Board of Directors of the Company, to hold office up to the conclusion of this Annual General Meeting of the Company with proposal to re-appoint thereat and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, being eligible, be and is hereby appointed as Director of the Company."

3. Approval of Employee Stock Option Scheme titled as "MACHINT SOLUTIONS PRIVATE LIMITED - EMPLOYEES STOCK OPTION SCHEME, 2022" (MSPL ESOP 2022):

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to approval and consent of all other appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such

approvals, consents, sanctions, permissions and subject to such conditions or modifications which may be agreed to by the Board, the Consent of the Members of the Company be and is hereby accorded to the Board, to exercise its powers, including the powers conferred by this resolution) "MACHINT SOLUTIONS PRIVATE LIMITED - EMPLOYEES STOCK OPTION SCHEME, 2022" (hereinafter referred to as "MSPL ESOP 2022") and to create, offer and grant from time to time, upto 1,56,250 (One Lakh Fifty Six Thousand Two Hundred and Fifty Only) Employee Stock Options ("ESOPs") being not exceeding 10.00% (Ten Percentage of existing paid-up equity share capital) of the Company existing on the passing of this Resolution, to the permanent employees including Directors of the Company (other than Promoter(s) or employees belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "Employee(s)"), as may be decided solely by the Board under the Scheme, exercisable into not more than 1,56,250 (One Lakh Fifty Six Thousand Two Hundred and Fifty Only) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board from time to time, in accordance with the provisions of the Scheme, the Companies Act, 2013 and rules made thereunder, and in due compliance with other applicable laws and regulations."

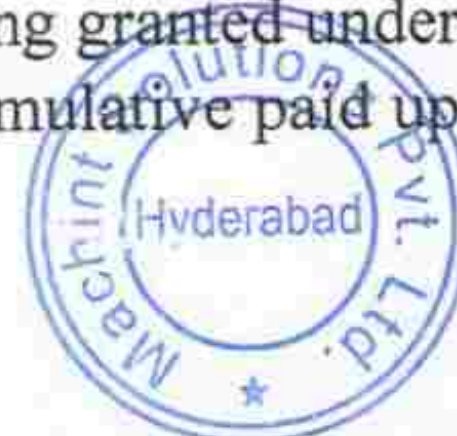
"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidentals and ancillary things done are hereby specifically approved and ratified."

"RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as change in par value of the share, Bonus Issue, rights issue, further issue of shares in any manner, change in capital structure, merger and/or sale of division/undertaking or other reorganization and others, appropriate adjustments shall be made either to the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price of Options granted, to reflect such change without in any way affecting the rights of the said option holder and also preventing any dilution or enlargement of benefits of the Scheme."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of options available for being granted under the Scheme, shall stand modified accordingly, so as to ensure that the cumulative paid up



value (No. of shares X face value per share) of the total Equity shares arising out of exercise of options that can be issued; remains unchanged, without affecting any other rights or obligations of the option grantees."

"RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the "MSPL ESOP 2022", subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the "MSPL ESOP 2022" and to do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Act and Rule made there under and any other applicable laws and regulations to the extent relevant and applicable to the "MSPL ESOP 2022".

"RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointment and authorization of any person / entity for effective implementation and administration of "MSPL ESOP 2022" as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
Machint Solutions Private Limited



S. Ch. Kalyan Chakravarthy

Kalyan Chakravarthy Sanakkayala
(DIN No: 08104981)
Managing Director

Place: Hyderabad
Date: 09/01/2023

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxies to be effective should be lodged with the Company at least 48 hours before the commencement of the meeting.
2. A corporate member intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.
3. Members/proxies/authorized representatives are requested to submit the attendance slips duly filled in for attending the meeting. Members holding shares are requested to write their folio number in the attendance slip for attending the meeting.
4. During the period beginning 6 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
5. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00a.m. To 1:00 p.m. up to the date of the general meeting and at the venue of the meeting for the duration of the meeting.
6. Members are requested to kindly notify the Company of any changes in their addresses/email address so as to enable the Company to address future communication to their correct addresses.
7. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the above resolutions is enclosed and forms a part of the notice.
8. Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
09. Copies of the Memorandum and Articles of Association of the Company and other relevant records in respect of the ordinary business are available at the Registered Office of the Company and electronically for inspection of the members during business hours between 10 am and 5 pm on all working days, except Saturdays.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Your Directors' had inducted Mr. Pratap Kumar Sanakkayala as an Additional Director, with effect from March 16th, 2022, to hold office until the next Annual General Meeting of the Company and was proposed to be re-appointed thereat. Further, he was also appointed as Whole-time Director, with effect from March 16th, 2022 for a period of five (5) years. Since his continuation as Director and as well as Whole-time Director is very much essential to the Company, the Board of Directors recommend passing of resolution in the manner proposed in Item Nos.2, to be passed by way of an Ordinary Resolution, respectively.

Except Mr. Mr. Pratap Kumar Sanakkayala, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 2 of the Notice.

Item No 3:

With a view to attract, reward, motivate and retain Company's employees for high levels of individual performance and to recognize the unusual efforts put in place by the employees to improve the financial and overall performance of the Company, which will ultimately contribute to the success of the Company, the Board of Directors of the Company at its meeting held on 27th December, 2022 decided to offer grant of options to the employees of the Company under the scheme titles as "MACHINT SOLUTIONS PRIVATE LIMITED- EMPLOYEES STOCK OPTION SCHEME, 2022 (MSPL ESOP 2022)" (hereinafter referred to as "MSPL ESOP 2022"), thereby allowing employees to subscribe for Shares of the Company; at a pre-determined price, making them part owners of the Company, by virtue of such shareholding and as an incentive for higher performance levels.

The salient features of the MSPL ESOP 2022 are as under:-

(i) Total number of Options to be granted:

(a) A total of 1,56,250 (One Lakh Fifty Six Thousand Two Hundred and Fifty Only) Employee Stock Options would be available for grant to the eligible employees under the scheme.

(b) Number of options shall be adjusted due to any corporate action(s) such as change in par value of the share, Bonus Issue, rights issue, further issue of shares in any manner, change in capital structure, merger and/or sale of division/undertaking or other reorganization and others, split, consolidation of shares.

(c) Each option when exercised would give the option holder a right to get one fully paid equity share of the Company.



(ii) Employees entitled to participate in the MSPL ESOP 2022:

An Employee who qualifies for issue of Options under this Scheme and who fulfills the conditions as decided in the appraisal process by the Board and who is otherwise nominated by the Board as being eligible for issue of Options. However the following persons shall not be eligible to participate in the Scheme:

- (a) An employee who is a promoter or a person belonging to the Promoter Group; or
- (b) A director who either by himself or through his relative/s or through anybody corporate, directly or indirectly, holds more than 10% of the issued and subscribed shares of the Company.

(iii) Appraisal process for determining the eligibility of employees to the MSPL ESOP 2022.

Appraisal process for determining the eligibility to participate in the scheme, shall be decided by the Board, taking into account various aspects like qualification, designation, present grade of employee, experience, period of service of employee, present grade and compensation structure of employee, potential of the individual and criticality of the position, performance levels (past and current), future performance indicators, exceptional contribution made by the employee integrity and behaviour of the employee and such other parameters as it may decide.

(iv) Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company. The vesting period shall be decided by the Board / Committee from time to time but shall not be less than 1 year and not more than 3 years from the date of grant of options.

Vesting may happen in one or more tranches.

(v) Maximum period within which the options shall be vested:

Options granted under MSPL ESOP 2022 would vest subject to maximum period of 3 years from the date of grant of such Options.

(vi) Exercise price or the formula for arriving at the same:

The exercise price of the option shall be at par value of the share. The Exercise Price shall be paid to the Company in cash upon exercise of the options. The Exercise Price and/or the pricing formula may be decided / altered by the Board from time to time. Employee shall bear all tax liability in relation to grant of options.

(vii) Exercise period and process of exercise:

The vested options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 3 years from the date of vesting of such Options.



The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Board / Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

(viii) Lock-in period.

The shares allotted pursuant to exercise of options would be lock-in period of one year from the date of allotment of shares.

(ix) Maximum number of options to be granted per employee and in aggregate:

The maximum number of options that may be granted to any one employees; may be equal to or not exceeding 1% of the issued capital of the Company at the time of grant of such options. If it exceeds 1% Special Resolution to be taken from shareholders.

(x) Method which the company shall use to value its options:

The method for valuation of options shall be determined by the Board / Committee from time to time in accordance with provisions of applicable laws and accounting standards.

(xi) Conditions under which option vested in employees may lapse;

The option vested shall lapse in the conditions as specified in the Scheme.

(xii) Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.

In the event of proposed termination of employment or resignation of employee, employee shall have to compulsorily exercise all the options vested within a period of 30 (Thirty) days from the date of resignation / termination. In the event that the options are not exercised within this period, the Options not so exercised would lapse.

(xiii) Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

In terms of provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 4 of this Notice.

A copy of the draft ESOP Scheme 2022 - MSPL ESOP 2022 will be available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and holidays, during business hours up to the date of the Meeting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any, under the Plan.



Your Directors recommend the Special Resolution proposed at Item No. 4 of this Notice for your approval.

For and on behalf of the Board of Directors
Machint Solutions Private Limited



S. Ch. Kalyan Chakravarthy

Kalyan Chakravarthy Sanakkayala
(DIN No: 08104981)
Managing Director

Place: Hyderabad
Date: 09/01/2023

MACHINT SOLUTIONS PRIVATE LIMITED**CIN: U74999TG2018PTC127147****Registered Office: D.No.2-93/8 and 2-93/9, 3 Cube Towers, 1st Floor, White Fields,
Survey No. 9, Kondapur, Hyderabad Rangareddi TG 500084 IN****PROXY FORM**

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

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

Name of the member(s): Registered address:		Email id: Folio No./ Client id No: DP id No:	
1.Name: Address: Email id: Signature: Or failing him	2.Name: Address: Email id: Signature: Or failing him	3.Name: Address: Email id: Signature: Or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 02nd February, 2023 at 01.00 P.M at the Registered Office of the Company situated at Hotel Minerva Grand, Hitech City Rd, Beside Google Office, Adjacent to Jayabheri Silicon Towers, Kondapur, Hyderabad, Telangana 500084 India and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolution
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of Board of Directors and the Auditors thereon
2.	Regularisation of Mr. Pratap Kumar Sanakkayala (DIN 09537252) as a Whole Time Director of the Company
3.	Approval of Employee Stock Option Scheme titled as "MACHINT SOLUTIONS PRIVATE LIMITED - EMPLOYEES STOCK OPTION SCHEME, 2022" (MSPL ESOP 2022)

Signed this.....day of.....2022

Signature of shareholder:

Signature of Proxy holder(s):

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

Affix
Re.1/-
Revenue
Stamp



MACHINT SOLUTIONS PRIVATE LIMITED

CIN: U74999TG2018PTC127147

**Registered Office: D.No.2-93/8 and 2-93/9, 3 Cube Towers, 1st Floor, White Fields,
Survey No. 9, Kondapur, Hyderabad Rangareddi TG 500084 IN**

ATTENDANCE SLIP

SLIP DULY FILLED IN TO BE HANDED OVER AT THE ENTRANCE OF THE
MEETING HALL

Regd Folio No.
held

No. of Shares

SHAREHOLDER'S NAME:

Mr. /Mrs./Miss.....
(In Block Capitals)

IN CASE OF PROXY

NAME OF THE PROXY:

Mr.
/Mrs./Miss.....

I Certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the
Company.

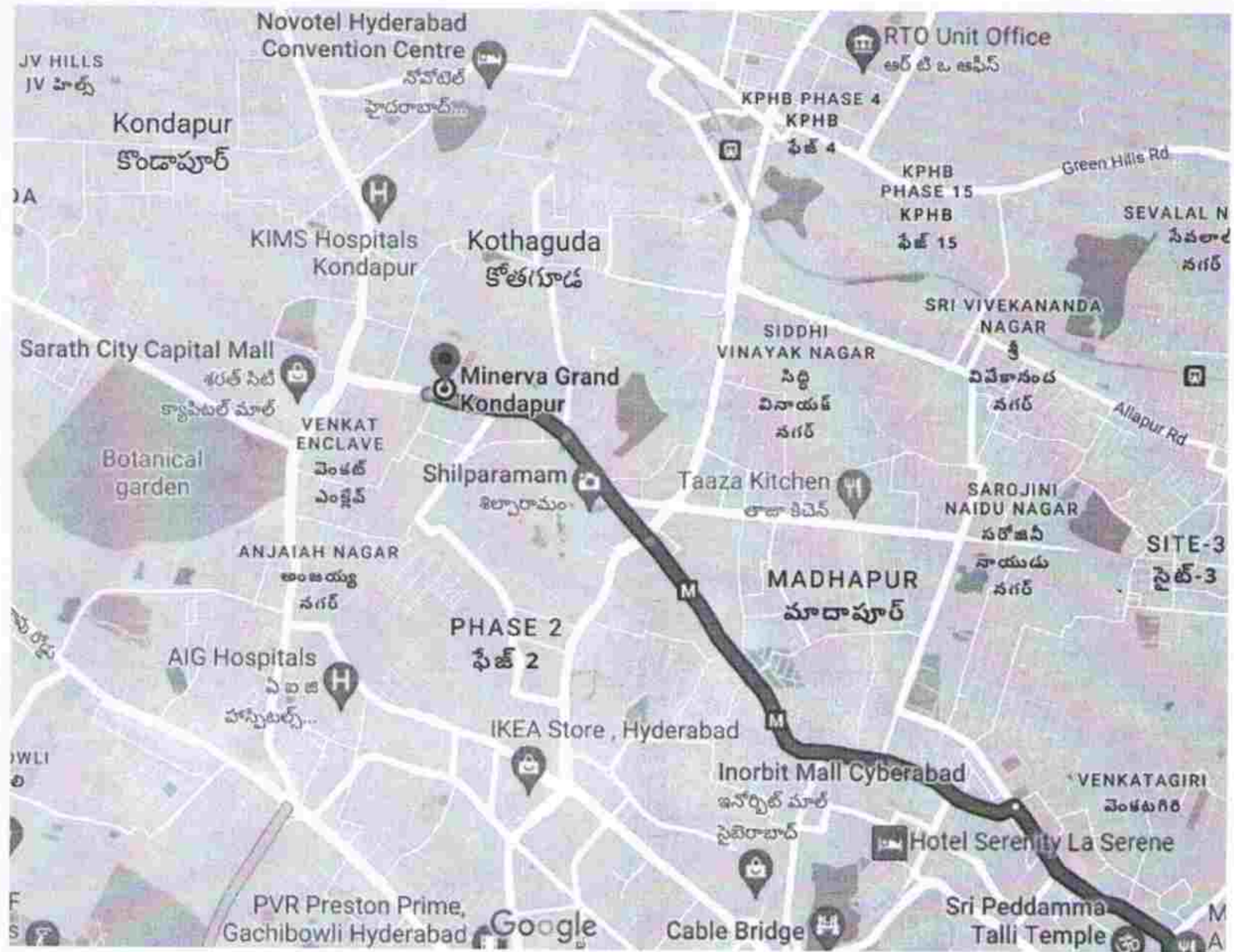
I hereby record my presence at the Annual General Meeting of the Company, to be held on
02nd February, 2023 at 01.00 P.M at the Registered Office of the Company situated at Hotel
Minerva Grand, Hitech City Rd, Beside Google Office, Adjacent to Jayabheri Silicon
Towers, Kondapur, Hyderabad, Telangana 500084 India.

Member's / Proxy's Signature

- Notes: 1. Please bring this Attendance Slip when you are attending the Meeting.
2. Please do not bring with you any person who is not a member of the Company.



ROUTE MAP



Board's Report

To

The Members,

MACHINT SOLUTIONS PRIVATE LIMITED

Your Directors have pleasure in presenting the 04th Board's Report of your Company together with the Audited Financial Statement for the financial year ended 31st March, 2022 and the Auditors' Report thereon, of your Company.

1. FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Particulars	FY 2022	FY 2021
Gross Income	19,55,55,387	14,12,24,542
Expenditure	17,07,09,490	12,62,84,624
Profit before Tax	2,48,45,897	1,49,399
Tax Expense	65,85,882	37,11,665
Profit transferred to Reserves	1,82,60,015	1,12,28,253

2. ANNUAL RETURN

The Annual Return as provided under sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 has been placed on the website of the Company www.machint.com.

3. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review your company has posted a turnover of Rs.19,55,55,387 with Rs. 2,48,45,897 of Profit Before Tax and a Net Profit of Rs. 1,82,60,015. Your Board is optimistic that the Company will post improved performance in the coming years. The Company continue to make significant progress in building new business & revenue-lines on

the back of existing platform capabilities. Your directors are hopeful for better results as regards to future prospects and profitability of the Company

4. DIVIDEND

Considering the financial position of the Company, the Board of Directors did not recommend any dividend for the financial year 2021-22.

5. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

The Company does not have any Subsidiary or Joint Venture or Associate Company as on the beginning of the financial year or close of financial year under report and even as on date.

6. SHARE CAPITAL:

The Authorised share capital of the company as on 31st March, 2022 was Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five Lakhs only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten Only) each.

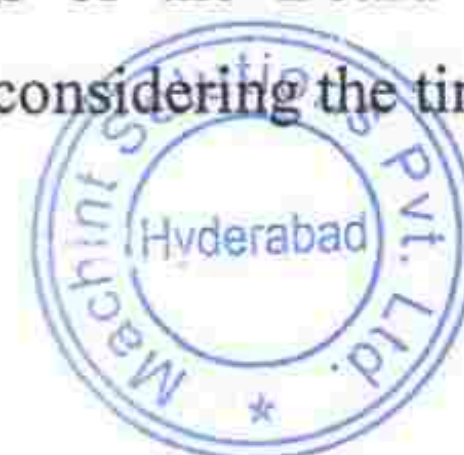
During the year the authorised share capital of the company was increased from Rs. 1,25,00,000/- (Rupees One Crore Twenty Five Lakhs only) divided into 12,50,000 (Twelve Lakhs Fifty Thousand) Equity Shares of Rs.10/- each to Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five Lakhs only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten Only) each vide resolution passed at the Extra Ordinary General Meeting held on 31st August, 2021.

During the Year under review the company has issued shares on rights basis to the shareholders in the Board Meeting held on 07th September, 2021.

For which on renunciation of shares the right shares was allotted to M/s Lancesoft India Private Limited in the Board Meeting held on 15th September, 2021.

7. MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2021-22, the Company held 11 meetings of the Board of Directors. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.



8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) Company being unlisted sub clause (e) of section 134(5) is not applicable.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. AUDITORS AND REPORT THEREON

STATUTORY AUDIT



M/s. N S V R & ASSOCIATES LLP (FRN: 008801S/S200060) Chartered Accountants, were appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting held on 30-09-2019.

The Audit Report given by M/s. N S V R & ASSOCIATES LLP, Chartered Accountants hereunder is forming part of the Annual Report. Explanation by the Board on qualifications made by Statutory Auditor:

Auditor qualifications:

(i) *There is an NCLT Case against the Company regarding the allotment of Shares, the result of case would directly impact the Constitution Board and Key managerial Persons and which would indirectly impact financial position of the Company.*

Management reply: The issue is in NCLT and dispute is regard to agreement between Company and Shareholders and Board of Directors in the opinion not to Comment on facts of Dispute as the dispute in the ambit of Judiciary..

Further discussions are being held regarding the case by the Board.

COST AUDIT AND COST RECORDS

Provisions of Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014 with reference to the maintenance of cost records is not applicable to the Company.

10. LOANS, GUARANTEES AND INVESTMENTS

Details of Loans: Nil

Details of Investments: Nil

Details of Guarantee / Security Provided: Nil

11. RELATED PARTY TRANSACTIONS



All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. The Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Hence Form AOC 2 is not applicable.

Details of Related Parties :

Description of relationship	Relationship
Key Management Personnel (KMP)	<ol style="list-style-type: none"> 1. S Kalyan Chakravarthy 2. S Rajesh 3. Goli Srinivasa Rao 4. Sri Rama Subba Rao Kopparthi 5. Pratap Kumar Sanakkayala
Relatives of KMP	<ol style="list-style-type: none"> 1. Lakshmi Durga Goli 2. Girija Kumari Sanakkayala 3. Padmavathi Chillara 4. Jaya Venkata Satya Sri Lakshmi Sanakkayala
Entities in which KMP /Relatives of KMP can exercise significant influence	<ol style="list-style-type: none"> 1. Machint Solutions LLC 2. Tecknotiq Solutions Private Limited
Associate Company	<p>M/s. Lancesoft India Private Limited</p> <p>(M/s. Lancesoft India Private Limited holds 20% in the Company as on Balance Sheet date)</p>

Nature of Transaction	Entities in which KMP /Relatives of KMP can exercise significant influence
Sales of Service	3,04,47,483



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Trade Receivables	3,79,71,815 (64,80,106)

Note : Brackets represents Previous year's Figures

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

(A) Conservation of energy

(i) the steps taken or impact on conservation of energy;	Your company's operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilisation and conservation of energy.
(ii) the steps taken by the company for utilising alternate sources of energy;	
(iii) the capital investment on energy conservation equipments;	Nil

(B) Technology absorption-

(i) the efforts made towards technology absorption;	The Company strives to implement the latest available technologies in its operations.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Nil
(a) the details of technology imported;	



(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv) the expenditure incurred on Research and Development.	Nil

13. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange earnings : 9,70,79,420

Foreign Exchange outgoings : 8,61,069

14. RISK MANAGEMENT

The Company has implemented various risk management practices as part of its business process. The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Details of directors and Key managerial personnel as on the closure of financial 2021-22 is given below

Name	DIN / PAN	Designation
Mr. Kalyan Chakravarthy Sanakkayala	08104981	Managing Director
Mrs. Padmavathi Chillara	08160329	Director
Mr. Srinivasa Rao Goli	08744295	Director
Mr. Pratap Kumar Sanakkayala	09537252	Whole Time Director



Mr. Sri Rama Subba Rao Kopparthi	08821342	Whole Time Director
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During the year under review following changes has been occurred :

- Mr. Pratap Kumar Sanakkayala was appointed as Additional Director in the Board Meeting held on 16/03/2022 who will hold the office up to the date of the ensuing Annual General Meeting.
- The designation of Mr. Pratap Kumar Sanakkayala was changed to Whole Time Director in the Board Meeting held on 16/03/2022.
- Cessation of Mr. Anuj Yamali as a Additional Director in the AGM held on 30/11/2021 due to not been reappointed.
- Appointment of Mr. Anuj Yamali as a Additional Director of the Company in the board meeting held on 01/09/2021
- Cessation of Mr. Sri Rama Subba Rao Kopparthi as a Whole Time Director in the Board Director of the company in the Board Meeting held on 16/05/2022

16. DEPOSITS

The Company has not availed any deposits from Directors / their relatives during FY 2021-22.

17. EMPLOYEE STOCK OPTION SCHEME

The Company has issued employee stock options to its employees under the MSPL Employee Stock Option Plan, 2021. The detailed disclosure as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is annexed herewith as “Annexure-A” and forms part of this report.

18. CORPORATE SOCIAL RESPONSIBILITY

Since the company does not fall with any of the parameters specified under the provisions of Section 135 of the Companies Act, 2013 read with rules made there under, reporting pursuant to Section 134 (3) is not applicable



**19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT
WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Your Company has set up an Internal Complaints Committee to redress complaints received regarding sexual harassment. Your Company has not received any sexual harassment complaints during the financial year.

20. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Board has established procedures for ensuring the orderly and efficient conduct of its business including safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records.

21. VIGIL MECHANISM

The provisions relating to Vigil Mechanism are not applicable to the Company.

22. OTHER DISCLOSURE:

Your Directors confirm that :

- There was no change in the nature of business of the company
- There was no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of onetime settlement with any Bank or Financial Institution
- The Company has adjusted an amount of Rs. 1,82,60,015/- to General Reserve Account during the financial year 2021-22.
- There was no transfer to Investor Education And Protection Fund, since there was no unpaid/unclaimed Dividend
- The Company has duly complied with the applicable Secretarial Standards.
- There are no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.



- The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are not applicable to this company.
- No frauds were reported under section 143(12) of the Companies Act 2013.
- There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this report
- The Company has not issued any Sweat Equity Shares or bonus shares during the year under review.

23. ACKNOWLEDGEMENT

Your Directors wish to express their appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their appreciation for the service of the Executives, staff and workers of the Company.

**For and on behalf of the Board of Directors
MACHINT SOLUTIONS PRIVATE LIMITED**

 <i>S. Ch. Kalyan Chakravarthy</i> Kalyan Chakravarthy S Director DIN: 08101206	 <i>Ch. Padmavathi</i> Padmavathi Chillara Director DIN : 08101207
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Date: 27-12-2022

Place: Hyderabad

Annexure-A

DETAILS OF EMPLOYEE STOCK OPTION SCHEME

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India
(Share Based Employee Benefits) Regulations, 2014 as on March 31, 2022

Sr. No.	Particulars	Details									
1.	Options granted	8,345									
2.	Options vested	NIL									
3.	Options exercised	NIL									
4.	The total number of shares arising as a result of exercise of option	N.A.									
5.	Options lapsed	NIL									
6.	Exercise Price	INR 10/- (Indian Rupees Ten only)									
7.	Variation of terms of options	Nil									
8.	Money realized by exercise of options	Nil									
9.	Total number of options in force	8,345									
10.	Employee wise details of options granted to										
	a) Key Managerial Personnel;	<table> <tr> <th>Sr. No.</th><th>Name</th><th>No. of Options granted</th></tr> <tr> <td>1.</td><td></td><td></td></tr> <tr> <td>2.</td><td></td><td></td></tr> </table>	Sr. No.	Name	No. of Options granted	1.			2.		
Sr. No.	Name	No. of Options granted									
1.											
2.											
	b) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year; and	<table> <tr> <th>Sr. No.</th><th>Name</th><th>No. of Options granted</th></tr> <tr> <td>1.</td><td></td><td></td></tr> <tr> <td>2.</td><td></td><td></td></tr> </table>	Sr. No.	Name	No. of Options granted	1.			2.		
Sr. No.	Name	No. of Options granted									
1.											
2.											
	c) Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil									

