

ERP SOFT SYSTEMS LIMITED
(CIN:L67120TN1994PLC029563)

To,

Date: 27.05.2022

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001

Dear Sir/Madam,

Sub: Outcome of Board meeting held on 27.05.2022

Ref: Our Company's letter dated 17.05.2022

With reference to the subject cited, this is to inform the Exchange that at the meeting of the Board of Directors of ERP Soft Systems Limited held on Friday, 27.05.2022 at 4:00 p.m. at the registered office of the company the following were considered and approved:

1. Audited financial results for the quarter and year ended 31.03.2022. **(Enclosed)**
2. Auditors Report along with Declaration as per Regulation 33 of SEBI (LO&DR) Regulations, 2015 for year ended 31.03.2022. **(Enclosed)**

The meeting concluded at 04.40 p.m.

This is for the information and records of the Exchange, please.

Thanking you.

Yours sincerely,
For ERP Soft Systems Limited

Parvathi

Kallurupalli Parvathi Reddy
Chairman & Managing Director
DIN: 00827258



Encl: as above

ERP SOFT SYSTEMS LIMITED					
Registered Office:10A,Tranquill Nest,Kamakoti Nagar,Pallikaranai,Chennai-600100.					
CIN: L67120TN1994PLC029563,Mail Id: info@erpsoft.com. Www.erpsoft.com					
STANDALONE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE QUARTER ENDED 31.03.2022					
Particulars	Standalone				
	Quarterly ended			Annual Ended	
	31-Mar-22 (audited)	31-Dec-21 (Unaudited)	31-Mar-21 (audited)	31-Mar-22 (audited)	31-Mar-21 (audited)
I Income					
a. Revenue From Operations	67.94	71.23	26.46	230.70	115.09
b. Other Operating Income	0.58	0.65	6.36	2.30	17.92
II Other Income	-	-	-	-	-
III Total Revenue (I+II)	68.52	71.88	32.82	233.00	133.01
IV Expenses					
a. Employees Benefit Expenses	6.11	13.91	12.07	49.00	48.55
b. Depreciation and Amortisation expense	0.98	0.99	0.91	3.65	3.51
c. Other expenses	58.24	53.91	18.51	170.44	53.48
Total Expenses	65.33	68.81	31.49	223.10	105.54
V Profit/ (Loss) before Exceptional item and tax (III-IV)	3.19	3.07	1.33	9.90	27.47
VI Exceptional Items	-	-	-	-	-
VII Profit/ (Loss) before tax (V-VI)	3.19	3.07	1.33	9.90	27.47
VIII Tax Expense:					
a. Current tax	0.84	0.78	- 0.31	2.56	3.53
b. Deferred tax charge/credit	0.12	0.34	6.01	0.42	0.08
IX Profit/ (Loss) for the period (VII-VIII)	2.23	1.95	- 4.37	6.93	23.86
X Other Comprehensive Income					
Items that will not be reclassified to profit or loss	-	-	-	-	-
Total Comprehensive Income for the period (comprising profit and other comprehensive income for the period) (IX+X)	2.23	1.95	- 4.37	6.93	23.86
XI Paid-up equity share capital (Face value of the share- Rs. 10 each)	396.00	396.00	396.00	396.00	396.00
XII Other Equity	-	-	-	-	-
XIII Earnings per share (of Rs. 10 each)					
a. Basic (in Rs)	0.06	0.05	- 0.11	0.17	0.60
b. Diluted (in Rs)	0.06	0.05	- 0.11	0.17	0.60

STANDALONE BALANCE SHEET AS AT 31st MARCH, 2022			
(Rs in Lakhs)			
	Note No.	As at 31.03.2022	As at 31.03.2021
		Rs.	Rs.
ASSETS:			
(1) Non-Current Assets			
(a) Property ,Plant and equipment	2	14.08	17.73
(b) Financial assets			
(1) Investment	3	614.44	619.44



(c) Deferred tax assets (net)		2.29	2.70
(d) Other Non-Current Assets	4	1.04	1.04
(2) Current Assets			
(a) Financial assets			
(1) Investment	5	0.60	5.26
(2) Trade Receivables	6	55.30	36.20
(3) Cash and Cash Equivalents	7	4.07	12.39
(4) Loans	8	46.78	18.98
(b) Other Current Assets	9	1.50	9.50
Total		740.09	723.24
EQUITY AND LIABILITIES			
(a) Equity Share Capital	10	396.00	396.00
(b) Other Equity	11	320.98	316.35
(1) Non - Current Liabilities:			
Deferred tax liabilities (net)		0.00	0.00
(2) Current Liabilities:			
(a) Financial liabilities			
(1) Trade Payables	12	0.57	0.55
(a) Total outstanding dues of Small enterprises and micro enterprises		0.00	0.00
(b) Total outstanding dues of creditors other than Small enterprises and			
(b) Short term borrowings	13	8.00	0.00
(c) Other Current Liabilities	14	11.98	3.14
(d) Provisions	15	2.56	7.21
Total		740.09	723.25

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH,2022

(Rs in Lakhs)

Particulars	Year ended March 31,2022	Year ended March 31,2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/Loss Before Tax	9.90	27.47
Non-Cash Adjustment to Profit Before Tax:		
Depreciation and amortisation expenses	3.65	3.51
Excess provisions written off		0.00
Notional profit /loss on investments		
Operating Profit before working capital Changes		
Decrease/(increase) in Trade receivables and Other Current Assets	(11.86)	0.01
Decrease/(increase) in Loans	(27.80)	(15.15)
Decrease/(increase) in Non current assets	0.41	0.14
Increase/(decrease)In Trade Payables	0.02	0.36
Increase/(decrease)In Borrowings and Other Current Liabilities	1.62	(2.08)
Cash generated from operations	(24.05)	14.26
Direct Taxes paid (net of refunds)	1.92	3.61
Net Cash flow from/(used in)operating activities	(25.97)	10.65
B. CASH FLOW FROM INVESTING ACTIVITIES		
Additions to Fixed Assets (including capital WIP) and	0.00	(1.26)
Decrease/(increase) in Investments	9.66	(5.92)
Net Cash used in Investing activities	9.66	(7.18)

C. CASH FLOW FROM FINANCING ACTIVITIES		
	8.00	-
Net Cash used in Financing activities	8.00	0.00
Net Increase in cash and cash equivalents during the period	(8.31)	3.46
Cash and cash equivalents at the beginning of the period	12.38	8.92
Cash and cash equivalents at the end of the period	4.07	12.38
The above statement of cash flows has been prepared under "Indirect Method" as per		

Notes:	
1	The above Financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the meeting held on Friday, 27 th day of May 2022
2	This Financial Results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind
3	The Company is engaged in the business of Software support and Consulting Services and therefore has only one reportable in accordance with IND AS 108 " Operating Segments"
4	Figures for the previous periods have been regrouped and reclassified to confirm to the classification of the current period,
5	The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and the
6	The company, to the extent possible, has considered the risks that may result from uncertainty relating to COVID -19 pandemic and its impact on the carrying amounts of trade receivables, Investments, Financial instruments and effectiveness of its hedges Based on the company's analysis of the current indicators of the future economic condition on its business and estimates used in its financial statements, the company does not foresee any material impact in the recoverability of the carrying value of the assets The risk assessment is a continuous process and the company will continue to monitor the impact of the changes in future economic conditions on its business
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div> Place: Chennai Date: 27.05.2022 </div> <div style="text-align: center;">  </div> <div style="text-align: right;"> By Order of the Board For ERP Soft Systems Ltd  K. Parvathi Managing Director </div> </div>	

ERP SOFT SYSTEMS LIMITED						
Registered Office:10A,Tranquill Nest,Kamakoti Nagar,Pallikaranai,Chennai-600100.						
CIN: L67120TN1994PLC029563,Mail Id: info@erpsoft.com. Www.erpsoft.com						
CONSOLIDATED AUDITED STATEMENT OF PROFIT AND LOSS FOR THE QUARTER ENDED 31.03.2022						
						[Rs. in lakhs]
Particulars		Consolidated				
		Quarterly ended			Annual	
		31-Mar-22 (audited)	31-Dec-21 (Unaudited)	31-Mar-21 (audited)	31-Mar-22 (audited)	31-Mar-21 (audited)
I	Income					
	a. Revenue From Operations	300.25	401.72	512.47	1,371.80	1,253.62
	b. Other Operating Income	0.58	0.65	3.21	101.00	22.61
II	Other Income	-	-	-	-	-
III	Total Revenue (I+II)	300.83	402.37	515.68	1,472.80	1,276.23
IV	Expenses					
	a. Employees Benefit Expenses	133.71	165.01	102.66	683.77	606.12
	b. Depreciation and Amortisation expense	1.43	0.99	1.36	4.10	3.96
	c. Other expenses	152.90	231.51	399.61	757.79	623.37
	Total Expenses	288.04	397.51	503.63	1,445.66	1,233.45
V	Profit/ (Loss) before Exceptional item and tax (III-IV)	12.79	4.86	12.05	27.14	42.78
VI	Exceptional Items	-	-	-	-	-
VII	Profit/ (Loss) before tax (V-VI)	12.79	4.86	12.05	27.14	42.78
VIII	Tax Expense:					
	a. Current tax	3.03	1.12	1.67	6.52	6.59
	b. Deferred tax charge/credit	0.12	0.34	6.04	0.42	0.08
IX	Profit/ (Loss) for the period (VII-VIII)	9.64	3.40	4.34	20.20	36.11
X	Other Comprehensive Income					
	Items that will not be reclassified to profit or loss					
	Exchange difference - Foreign currency translation	-	-	-	-	-
	Total Comprehensive Income for the period (comprising profit and other comprehensive income for the period) (IX+X)	9.64	3.40	4.34	20.20	36.11
XI	Paid-up equity share capital	396.00	396.00	396.00	396.00	396.00
	(Face value of the share- Rs. 10 each)					
XIII	Earnings per share (of Rs. 10 each)					
	a. Basic (in Rs)	0.24	0.09	0.11	0.51	0.91
	b. Diluted (in Rs)	0.24	0.09	0.11	0.51	0.91
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2022						
			Note No.	As at	As at	
				31-03-2022	31-03-2021	
				Rs.	Rs.	
I. ASSETS:						
(1) Non-Current Assets						
(a) Property ,Plant and equipment			2	370.39	374.48	
(b) Capital Work-in-Progress				0.00	0.00	
(c) Financial assets						
(1)Investmnet			3	592.92	597.92	
(d) Deferred tax assets (net)				2.29	2.70	
(e) Other non-current assets			4	1.04	1.04	
(2) Current Assets						
(a) Financial assets						
(1)Investment			5	0.60	5.26	
(2) Trade Receivables			6	804.79	749.31	
(3) Cash and Cash Equivalents			7	29.69	72.64	
(4) Loans			8	208.40	218.92	

(c) Other Current Asset	9	1.50	9.50
Total		2011.62	2031.78
II. EQUITY AND LIABILITIES			
(1) Shareholders' Funds:			
(a) Equity Share Capital	10	396.00	396.00
(b) Other Equity	11	1271.56	1210.93
(2) Non Current Liabilities			
(a) Long Term Borrowings	12	178.66	178.16
(3) Current Liabilities:			
(a) Trade Payables	13	41.49	46.00
(b) Short term borrowings	14	8.00	0.00
(b) Other Current Liabilities	15	113.36	193.48
(c) Provisions	16	2.55	7.21
Total		2011.62	2031.78

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH,2022			
Particulars		Year ended March	Year ended March
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit/Loss Before Tax		27.13	42.78
Non-Cash Adjustment to Profit Before Tax:			
Depreciation and amortisation expenses		4.10	3.96
Excess provision written off		-	-
Effect of exchange rate changes in cash		2.13	(42.77)
Operating Profit before working capital Changes			
Decrease/(increase) in Trade receivables and Other Current Assets		(93.43)	(230.81)
Decrease/(increase) in Inventories		0.00	0.00
Decrease/(increase) Loans		(6.92)	(101.67)
Decrease/(increase) in Non Current Assets		0.42	0.14
Increase/(decrease)In Trade Payables		(6.38)	(6.88)
Increase/(decrease)In Borrowings and Other Current Liabilities		21.38	316.53
Cash generated from operations		-51.57	-18.72
Direct Taxes paid (net of refunds)		1.92	6.67
Net Cash flow from/(used in)operating activities		(53.49)	(25.39)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Additions to Fixed Assets (including capital WIP) and		-	-1.26
Increase/(Decrease) in Investments		9.66	(5.92)
		9.66	(7.18)
C. CASH FLOW FROM FINANCING ACTIVITIES			
		0.89	-
Net cash from Financing activities		0.89	-
Net Increase in cash and cash equivalents during the period		-42.94	-32.57
Cash and cash equivalents at the beginning of the period		72.64	105.21
Cash and cash equivalents at the end of the period		29.70	72.64

Notes:

1	The above consolidated Financial results include the financial results of ERP SOFT SYSTEMS LIMITED (the "company" or the "holding company") and the financial results of the subsidiary company Libertycom, LLC (U.S.A). The holding company and the subsidiary company constitute the "Group"
2	The above Financial results of the group have been reviewed by the Audit Committee and approved by the Board of Directors of the Company their meeting held on Friday, 27 th day of May, 2022
3	This Financial Results of the Group have been prepared in accordance with the Companies (Indian Accounting Standards) Rules,2015
4	The Group is engaged in the business of Software support and Consulting Services and therefore has only one reportable segment in accordance with IND AS 108 " Operating Segments"
5	Figures for the previous periods have been regrouped and reclassified to confirm to the classification of the current period, wherever
6	The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to

7

The Group, to the extent possible, has considered the risks that may result from uncertainty relating to COVID -19 pandemic and its impact on the carrying amounts of trade receivables, Investments, Financial instruments and effectiveness of its hedges. Based on the Group's analysis of the current indicators of the future economic condition on its business and estimates used in its financial statements, the company does not foresee any material impact in the recoverability of the carrying value of the assets. The risk assessment is a continuous process and the company will continue to monitor the impact of the changes in future economic conditions on its business.

By Order of the Board
For ERP Soft Systems Ltd



Parvathi

K.Parvathi
Managing Director

Place: Chennai

Date: 27.05.2022

ERP SOFT SYSTEMS LIMITED
(CIN:L67120TN1994PLC029563)

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001

Date: 27.05.2022

Dear Sir,

Sub: Declaration pursuant to regulation 33(3)(d) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

I, Mrs. Kallurupalli Parvathi Reddy, Chairman & Managing Director of ERP Soft Systems Limited hereby declare that the statutory Auditors of the company, Mr. K.P. Vasantha Kumar Chartered Accountant., Statutory Auditor of the company, has issued an Audit Report with unmodified/unqualified opinion on Audited Financial Results of the company for the quarter and year ended 31st March, 2022.

This declaration is issued in compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.D

Thanking you.

Yours sincerely,
For ERP Soft Systems Limited

Parvathi

Kallurupalli Parvathi Reddy
Chairman & Managing Director
DIN: 00827258



Independent Auditors' Report on Audit of Annual Standalone Financial Results and Review of Quarterly Financial Results

To

The Board of Directors of ERP Soft Systems Limited

Opinion and Conclusion

I have (a) audited the Standalone Financial Results of ERP Soft Systems Limited ("the Company"), for the year ended 31st March 2022 and (b) reviewed the Standalone Financial Results of the company for the quarter ended 31st March 2022 (refer "Other Matters" section below), which were subject to limited review by me, both included in the accompanying "Statement of Standalone Financial Results for the quarter and year ended 31st March 2022" ("the Statement"), being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

(a) Opinion on Annual Financial Results

In my opinion and to the best of my information and according to the explanations given to me, standalone financial results for the year ended 31st March 2022.

- i. Is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing obligation & disclosure requirement) Regulations 2015 as amended; and
- ii. Give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian accounting standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the company for year then ended.

(b) Conclusion on Unaudited Standalone Financial Results for the quarter ended 31st March 2022

With respect to the Standalone Financial Results for the quarter ended 31st March 2022, based on my review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to my attention that causes me to believe that the Standalone Financial Results for the quarter ended 31st March 2022, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement

Basis for Opinion on the Audited Standalone Financial Results for the year ended 31st March 2022

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). My responsibilities under those Standards are further described in the paragraph (a) of Auditor's Responsibilities section below. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to my audit of the standalone financial results for the year ended 31st March 2022 under the provisions of the Act and the Rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Management's Responsibility for the Statement.

This Statement which includes the Standalone Financial Results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Standalone Financial Results for the year ended 31st March 2022 has been compiled from the related audited standalone financial statements. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter and year ended 31st March 2022 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, Board of directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing financial reporting process of the company.

Auditor's Responsibilities

(a) Audit of the Standalone Financial Results for the year ended 31st March 2022

My objectives are to obtain reasonable assurance about whether the Standalone financial results for the year ended 31st March 2022 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

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

- Identify and assess the risks of material misstatement of the Annual standalone financial results, 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 my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls with reference to financial statements 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 Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone financial Results of the company to express an opinion on the Annual Standalone Financial Results.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 My independence, and where applicable, related safeguards.

(b) Review of the Standalone Financial Results for the quarter ended 31st March 2022

I conducted my review of the Standalone Financial Results for the quarter ended 31st March 2022 in accordance with the Standard on Review Engagements ("SRE") 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

I also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

Other Matters

The standalone annual financial results include the results for the quarter ended 31st March 2022 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subjected to limited review by me. My report on the statement is not modified in respect of this matter.

As per My report annexed



K.P VASANTHA KUMAR

Chartered Accountant

Membership No: 024563

UDIN: 22024563AJSKOW2993

UDIN: 22024563AJSKOW2993

Place: Chennai

Date: 27.05.2022

Independent Auditor's Report on Audit of Annual Consolidated Financial Results and Review of Quarterly Financial Results

To

The Board of Directors of ERP Soft Systems Limited

Opinion and Conclusion

I have (a) audited the Consolidated Financial Results for the year ended 31st March 2022 and (b) reviewed the Consolidated Financial Results for the quarter ended 31st March 2022 (refer "Other Matters" section below), which were subject to limited review by me, both included in the accompanying "Statement of Consolidated Financial Results for the Quarter and Year Ended 31st March 2022" of ERP Soft Systems Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

(a) Opinion on Annual Consolidated Financial Results

In my opinion and to the best of my information and according to the explanations given to me, aforesaid consolidated financial results for the year ended 31st March 2022

- (i) include the annual financial results of Libertycom LLC-Wholly owned subsidiary
- (ii) Is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, as amended in this regard; and
- (iii) Give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, of the consolidated net profit/loss and consolidated total comprehensive income and other financial information of the Group for the year ended 31st March 2022.

(b) Conclusion on Unaudited Consolidated Financial Results for the quarter ended March 31, 2022

With respect to the Consolidated Financial Results for the quarter ended 31st March 2022, based on my review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below nothing has come to my attention that causes me to believe that the Consolidated Financial Results for the quarter ended 31st March 2022, prepared in accordance with

the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Opinion on the Audited Consolidated Financial Result for the year ended 31st March 2022

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013("the Act"). My responsibilities under those Standards are further described in the paragraph (a) of Auditor's Responsibilities for the Audit of the Consolidated Financial Results section below of my report. I am independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountant of India ("The ICAI"), together with ethical requirements that are relevant to my audit of the consolidated financial results for the year ended 31st March 2022 under the provisions of the Act and the Rules there under and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's code of ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion on the consolidated annual financial statements.

Board of Directors' Responsibilities for the Consolidated Financial Result

This Consolidated financial result has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of this consolidated financial result that give a true and fair view of the net profit/ loss and other comprehensive income and other financial information of the Group entities in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities

(a) Audit of the Consolidated Financial Result for the year ended 31st March 2022

My objectives are to obtain reasonable assurance about whether the consolidated financial results for the year ended 31st March 2022 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my 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 consolidated financial results.

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

- Identify and assess the risks of material misstatement of the consolidated financial results, 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 my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls with reference to the financial statements 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 Board of Directors.
- Conclude on the appropriateness of Board of Directors' 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 ability of the Group to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify my opinion. My

conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial results. I am responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the annual consolidated financial results of which I am the independent auditor.

I communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which I am the independent auditor regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

(b) Review of the Consolidated Financial Results for the quarter ended 31st March 2022

I conducted my review of the consolidated Financial Results for the quarter ended 31st March 2022 in accordance with the Standard on Review Engagements ("SRE") 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

I also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

Other Matters

The consolidated financial results include the unaudited financial results of one subsidiary whose financial results / financial information reflect total assets of Rs. 1293.05 lakhs as at 31st March 2022, total revenues of Rs.1239.81 lakhs and cash and cash equivalents amounting to Rs.25.62 lakhs for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit/loss after tax of Rs.20.20 lakhs for the year ended 31st March 2022, as considered in the consolidated financial results, in respect of associates, whose financial statements/ financial results / financial information have not been audited by me. These financial statements/financial results / financial information are unaudited and have been furnished to me by the Board of Directors and my opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and my report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements /financial results/financial information.

My opinion on the consolidated financial results is not modified in respect of the above matters with respect to my reliance on the financial results / financial information certified by the Board of Directors.

The Financial Results include the results for the quarter ended 31st March 2022 being the balancing figure between the audited figures in respect of the full financial year ended 31st March 2022 and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by me.

As per My report annexed



K.P VASANTHA KUMAR
Chartered Accountant
Membership No. 024563

UDIN: 22024563AJSKYG3850

Place: Chennai

Date: 27/05/2022