



RMR & Co.

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO,

The Members of PROTEAN INFOSEC SERVICES LIMITED

(Formerly known as NSDL e-Governance InfoSec Services Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of PROTEAN INFOSEC SERVICES LIMITED (Formerly known as NSDL e-Governance InfoSec Services Limited) which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and loss account (including other comprehensive income), Statement of Change in Equity and Cash Flow Statement for the year ended 31st March, 2024 and a summary of significant accounting policy and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 and profit and other comprehensive income, Statement of Change in Equity and its cash flows for the year ended 31st March, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 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 statements 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 for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material 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:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. 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, we are also responsible for expressing our 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.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or if such disclosures are inadequate, to modify our opinion, our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- (i) 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;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books;
- (iii) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (iv) in our opinion, the aforesaid standalone financial statements dealt with by this report comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) on the basis of the written representations received from the directors as on 31st March, 2024, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**": and
- (vii) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (viii) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014; in our opinion and to the best of our information and according to the explanations given to us;
 - (a) The Company does not have any pending litigations which would impact its financial position.
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
 - (d) (i) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds 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, whether, 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

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- (e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- (f) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account 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 software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As per our Report of even date

For R M R & CO.

Chartered Accountants

ICAI Reg.No.: 106467W

CA Rohit Vijayvargia

Partner

Membership No. 077946

UDIN : 24077946BKHHNX4244

Place : Mumbai

Date : 30th April, 2024

ANNEXURE-A INDEPENDENT AUDITOR'S REPORT

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON THEIR LEGAL AND REGULATORY REQUIREMENT" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF PROTEAN INFOSEC SERVICES LIMITED (Formerly known as NSDL e-Governance InfoSec Services Limited) FOR THE YEAR ENDED ON 31st March, 2024.

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- The company does not have any Property, Plant & Equipment and hence the reporting under clause 3(i)(a) to (e) of the Order is not applicable to the company.
- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (iii) (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not made investments in, companies, firms, Limited Liability Partnerships, and had not granted any unsecured loans to other parties, during the year, and hence reporting under clause 3(iii)(a) to (f) of the Order is not applicable.
- (iv) The company has not given any loans, has not made any investments and not provided any guarantees or security as mentioned under provisions of section 185 and 186 of the Companies Act, 2013, hence reporting under clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) In our opinion and according to information and explanation given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.
- (vii) a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, service tax, excise duty and cess were in arrears, as at for a period of more than six months from the date they become payable.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) a) The company has not take any loans or other borrowings and hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b) The company has not take any loans or other borrowings and hence reporting under clause 3(ix)(b) of the Order is not applicable.
- c) On an overview examination of the financial statement, it is observed that the Company has not raised any funds from the term loans and hence reporting under clause 3(ix)(c) of the Order is not applicable.

- d) The Company has not raised any on short-term funds during the year and hence reporting under clause 3(ix)(d) of the Order is not applicable.
- e) The Company do not have any subsidiary and hence reporting under clause 3(ix)(e.) of the Order is not applicable.
- f) The Company do not have any subsidiary and also do not hold any securities in joint venture or associate companies and hence reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) No such whistle-blower complaints were received during the year by the company and hence reporting under clause 3(xi)(c) of the Order is not applicable.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses of **Rs. 259.98 Lakhs** during the financial year covered by our audit and **Rs. 122.85 Lakhs** immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.

- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Compliance in regards to second proviso to sub-section (5) of section 135 of the Companies Act 2013 is not applicable to the company and reporting under clause 3(xx)(a) & (b) of the Order is not applicable.

As per our Report of even date
For R M R & CO.
Chartered Accountants
ICAI Reg.No.: 106467W

Place : Mumbai
Date : 30th April, 2024

CA Rohit Vijayvargia
Partner
Membership No. 077946
UDIN : 24077946BKHHNX4244

ANNEXURE - "B" TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of PROTEAN INFOSEC SERVICES LIMITED (Formerly known as NSDL e-Governance InfoSec Services Limited) as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For and on behalf of
For R M R & CO.
Chartered Accountants
ICAI Reg.No.106467W

CA Rohit Vijayvargia
Partner
Membership No. 077946
UDIN : 24077946BKHHNX4244

Place : Mumbai
Date : 30th April, 2024

Protean InfoSec Services Limited

(Formerly known as NSDL e-Governance InfoSec Services limited)

CIN : U72900MI12021PLC368593

Balance Sheet

as at 31 March 2024

Currency : (₹ in thousands)

	Note	As at 31.03.2024	As at 31.03.2023
ASSETS			
Non-current assets			
a Property, Plant and Equipment			
b Financial assets			
i Other financial assets			
c Other non-current assets			
Total non-current assets			
2 Current assets			
a Trade Receivables	3	3,200.74	1,867.13
b Financial assets			
i Cash and cash equivalents	4	2,917.17	405.34
ii Other bank balances	5	52,000.00	70,000.00
iii Other financial assets	6	686.02	1,438.37
c Other current assets	7	1,652.62	914.84
Total current assets		60,456.55	74,625.68
Total assets		60,456.55	74,625.68
Equity and liabilities			
1 Equity			
a Equity share capital	8	80,000.00	80,000.00
b Other equity	9	<u>(38,466.11)</u>	<u>(12,468.16)</u>
		41,533.89	67,531.84
2 Current liabilities			
a Financial liabilities			
i Trade payables			
Total outstanding dues from MSME	10	160.27	
Total outstanding dues from creditors other than MSME	10	113.73	883.78
ii Other financial liabilities	11	18,648.66	6,210.06
b Other current liabilities			
Total current liabilities		18,922.66	7,093.84
Total equity and liabilities		60,456.55	74,625.68

Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements. 1 to 18

As per our report of even date attached

For R M R & CO.

Chartered Accountants
Firm's Registration No: 106467W

For and on behalf of the Board of Directors
Protean InfoSec Services Limited

CA Rohit Vijayvargia
Partner
Membership no. 077946
Place: Mumbai
Date: 30th April, 2024
UDI : 24077946BKHH X4244

Sudeep Bhatia
Director
DIN-10074555

Dharmesh Parekh
Director
DI -10127823

Protean InfoSec Services Limited

(Formerly known as NSDL e-Governance InfoSec Services limited)

CIN : U72900MH2021PLC368593

Statement of Profit and Loss

For the year ended 31 March 2024

Currency : (₹ in thousands except equity share and per equity share data)

	<i>ote</i>	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Income			
Revenue from operations	12	13,628.55	5,402.22
Other income	13	3,592.21	3,715.49
Total Income		<u>17,220.76</u>	<u>9,117.71</u>
Expenses			
Employee benefits expenses	14	29,709.10	15,551.32
Other expenses	15	13,509.61	5,851.12
Total Expenses		<u>43,218.71</u>	<u>21,402.44</u>
Profit before tax		(25,997.95)	(12,284.73)
Less : Tax expenses			
Current tax			
Deferred tax			
Total tax expenses			
Profit for the year		<u>(25,997.95)</u>	<u>(12,284.73)</u>
Other Comprehensive Income/(Loss)			
Total Comprehensive Income/(Loss) for the year		<u>(25,997.95)</u>	<u>(12,284.73)</u>
Earnings per equity share			
Basic (₹)		(3.25)	(1.54)
-- Diluted (₹)		NA	NA

Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements.

1 to 18

As per our report of even date attached

For R M R & CO.

Chartered Accountants

Firm's Registration No: 106467W

For and on behalf of the Board of Directors

Protean InfoSec Services Limited

CA Rohit Vijayvargia

Partner

Membership No. 077946

Place: Mumbai

Date: 30th April, 2024

UDIN : 24077946BKHHN4244

Sudeep Bhatia

Director

DIN-10074555

Dharmesh Parekh

Director

DIN-10127823

Protean InfoSec Services Limited

(Formerly known as NSDL e-Governance InfoSec Services limited)

CIN : U72900MH2021PLC368593

Statement of Change in Equity

For the year ended 31 March 2024

Currency : (₹ in thousands)

A. EQUITY SHARE CAPITAL

Balance as at April 1, 2023	Issued during the year	Balance as at March 31, 2024
80,000		80,000

Balance as at April 1, 2022	Issued during the year	Balance as at March 31, 2023
80,000		80,000

B. OTHER EQUITY

Particulars	Other Equity	
	Reserves and Surplus Retained earnings	Total
Balance at the April 1, 2023	(12,468.16)	(12,468.16)
Loss for the year ended March 31, 2024	(25,997.95)	(25,997.95)
Balance as at March 31, 2024	(38,466.11)	(38,466.11)
Balance at the April 1, 2022	(183.44)	(183.44)
Loss for the year ended March 31, 2023	(12,284.72)	(12,284.72)
Balance as at the March 31, 2023	(12,468.16)	(12,468.16)

As per our report of even date attached

For R M R & CO.

Chartered Accountants

Firm's Registration No: 106467W

For and on behalf of the Board of Directors

Protean InfoSec Services Limited

CA Rohit Vijayvargia

Partner

Membership No. 077946

Place: Mumbai

Date: 30th April, 2024

UDIN : 24077946BKHHNX4244

Sudeep Bhatia

Director

DIN -10074555

Dharmesh Parekh

Director

DIN -10127823

Protean InfoSec Services Limited

(Formerly known as NSDL e-Governance InfoSec Services limited)

CIN : U72900MH2021PLC368593

Cash Flow Statement

For the year ended 31 March 2024

Currency : (₹ in thousands)

	For the year ended 31.03.2024	For the year ended 31.03.2023
A) Cash flow from operating activities		
Profit/ (Loss) before tax	(25,997.95)	(12,284.72)
Adjustments for :		
Interest income on bank deposits	(3,592.21)	-
Operating cash flow before changes in working capital	<u>(29,590.16)</u>	<u>(12,284.72)</u>
Changes in working capital		
Increase in trade receivables	(1,333.61)	(1,867.13)
(Increase) / Decrease in Other financial assets and other assets	14.57	(1,099.06)
Increase / (Decrease) in trade payables	(609.78)	883.78
Increase / (Decrease) in other financial liabilities, other liabilities and provisions	12,438.60	4,787.42
Cash generated from operations	<u>(19,080.38)</u>	<u>(9,579.71)</u>
Income taxes paid (Net)	-	-
Net cash generated from / (used in) operating activities (A)	<u>(19,080.38)</u>	<u>(9,579.71)</u>
B) Cash flow from investing activities		
Interest received	3,592.21	-
Net cash generated from / (used in) investing activities (B)	<u>3,592.21</u>	<u>-</u>
C) Cash flow from financing activities		
Net cash from / (used in) financing activities (C)	<u>-</u>	<u>-</u>
Net increase/(decrease) in cash and cash equivalents at the end of the	<u>(15,488.17)</u>	<u>(9,579.71)</u>
Cash and cash equivalents at the beginning of the year	70,405.34	79,985.05
Cash and cash equivalents at the end of the year	<u>54,917.17</u>	<u>70,405.34</u>
Components of cash and cash equivalents		
Cash and cash equivalents	2,917.17	405.34
Other bank balances	52,000.00	70,000.00
	<u>54,917.17</u>	<u>70,405.34</u>

Notes to Cash Flow Statement :

- 1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS - 7 on Statement of Cash Flows as notified under Companies (Accounts) Rules, 2014 as amended from time to time.

As per our report of even date attached

For R M R & CO.

Chartered Accountants
ICAI Reg.No.: 106467W

For and on behalf of the Board of Directors
Protean InfoSec Services Limited

CA Rohit Vijayvargia
Partner
Membership No. 077946
Place: Mumbai
Date: 30th April, 2024
UDIN : 24077946BKHHHX4244

Sudeep Bhatia
Director
DIN-10074555

Dharmesh Parekh
Director
DIN-10127823



Protean InfoSec Services Limited

(Formerly known as NSDL e-Governance Infosec Services Limited)

Notes to financial statements (Continued)

For the year ended 31 March 2024

Currency: (₹ in thousand)

CIN : U72900MH2021PLC368593

1. General disclosures :

1.1 Corporate information

Protean InfoSec Services Limited (“the Company”) was incorporated on 30th September 2021. The company is domiciled in India. The registered address of the company is 1st floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. It is the 100% subsidiary of Protean eGov Technologies Limited.

1.2 Related Parties

The list of related parties and nature of their relationship is furnished below:

Directors of the company-

Director	Suresh Sethi
Director	Dharmesh Parekh
Director	Sudeep Bhatia
Director	Nandkumar Saravade (till 05 Feb 2024)

1.3 In the opinion of the Board of Director all the current assets, loans and advances are apporxmitely of the value stated and realizable in the ordinary course of business. The adequate provision of all known liabilities have been made.

2. Significant Accounting Policies :

2.1 Basis of Preparation of Accounts

These Financial Statement of the company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the companies (Indian Accounting Standard) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the ‘Act’) and as amended on time to time. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

The financial statements has been prepared in Indian Rupee which is the functional currency of the Company.

The preparation of financial statements is in conformity with Indian Accounting Standards (IND AS) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the year.

The financial statements has been prepared on historical cost basis except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months.

Protean InfoSec Services Limited

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Notes to financial statements (Continued)

For the year ended 31 March 2024

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2.2 Use of estimates

The preparation of the financial statements in conformity with the recognition and measurement principles of the Ind AS requires management of the Company to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the provisional financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these provisional financial statements have been disclosed below. Accounting estimates could change from period to period. Although these estimate are based on management's best knowledge of current events and actions, uncertainty about the assumption and estimates could result in the outcome requiring material adjustment to the carrying amount of asset and liabilities.

2.3 Revenue recognition (IND AS 115)

Sale of Services

The company generates its revenue from providing Cyber Security / Information Security Service offering portfolio. Primarily focus is on offering best in class consulting and advisory services under these three Towers:

1. Governance, Risk & Compliance (GRC with focus on Security Policy, Process, Data Privacy initiatives, Compliance requirements and Digital Risk Management), Implementation of ISO27001, ISO 22301 ,PCI- DSS any other IT related certifications.

2. Security Architecture Review - Identify and suggest Gap closures and provide the Security Architecture Blue-Print which can be implemented when the customer desires.

3. Assessment Services – We identify business vulnerabilities by providing a comprehensive security risk assessment. We provide VA, PT, Source Code Review, Security Operation Centre (SOC), Vulnerability Management Detection Response (VMDR), Third Party Risk Assessment and Awareness trainings for the entire workforce under this services.

Other Income

Interest income is recorded on accrual basis and it includes interest received on fixed deposits.

2.4 Property, plant and equipments & intangible assets (IND AS 16)

However, it is to be noted that the company do not possess any property, plant or equipment during the reporting financial year.

2.5 Depreciation and amortisation (IND AS 116)

It is to be noted that the company do not possess any Fixed Assets during the reporting financial year and therefore no depreciation is charged.

2.6 Classification of Current & Non-Current Assets and Liabilities :

The company presents its assets and liabilities based on current and non-current classification.

An assets is classified as current when it is :

(i) Expected to be realised or intended to be sold to consumed in normal operating cycle. (ii) Held primarily for the purpose of trading. (iii) Expected to be realised within twelve months after the

reporting period. All the other assets are classified as non - current assets

A liability is classified as current when it is :

(i) Expected to be settled in normal operating cycle. (ii) Held primarily for the purpose of trading. (iii) It is due to be settled within twelve months after the reporting period. All other liabilities are classified as non - current liabilities

Further, Deferred tax asset and liability are classified as non-current assets and liabilities

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2.7 Earnings per share (IND AS 33)

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is not applicable to company.

2.8 Taxes on income (IND AS 12)

The company's tax jurisdictions is only in India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax, 1961.

The company has decided to opt taxability as per newly introduced section 115BAA of the Income Tax Act, 1961. Therefore, the company will not be falling under provision of MAT anymore.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

For the purpose of quantifying deferred tax amount as on Balance Sheet date deferred tax is recognised on timing differences being difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

2.9 Cash flow statement (IND AS 7)

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.10 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value).

2.11 Foreign Currency Transaction (IND AS 21)

Foreign currency transaction are accounted at the rates prevailing on the date of transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at reporting period-end date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the Transaction.

2.12 Subsidiary of Protean eGov Technologies Limited

The company is wholly owned subsidiary of Protean eGov Technologies Limited (formerly known as NSDL e-Governance Infrastructure Limited). The Protean eGov Technologies Limited has 100% of the company's share. The fund raised via Equity Share capital is parked in Fixed Deposit for the time being as the business operations of the company are under planning stage. The company earns interest on the fund parked in F.D's which has been considered as income from other source head.

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Notes to financial statements (Continued)

For the year ended 31 March 2024

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2.13 Provisions and Contingencies (IND AS 37)

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the 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 disclosed in the Notes.

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Notes to financial statements (Continued)

For the year ended 31 March 2024

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3 Trade Receivables

Particulars	Current	Current
	31.03.2024	31.03.2023
Undisputed, considered good	3,200.74	1,867.13
Total	3,200.74	1,867.13

Ageing for Trade Receivables outstanding as at 31.03.2024:

Particulars	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – Considered good	3,200.74	-	-	-	-
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-
(v) Disputed Trade Receivables considered doubtful	-	-	-	-	-

Ageing for Trade Receivables outstanding as at 31.03.2023:

Particulars	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – Considered good	1,867.13	-	-	-	-
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-
(v) Disputed Trade Receivables considered doubtful	-	-	-	-	-

4 Cash and cash equivalents

Particulars	Current	Current
	31.03.2024	31.03.2023
Cash and cash equivalents		
Balances with banks in current accounts	2,917.17	405.34
Total	2,917.17	405.34

5 Other bank balances

Particulars	Current	Current
	31.03.2024	31.03.2023
Bank deposits with original maturity for more than 3 months but less than 12 months	52,000.00	70,000.00
Total	52,000.00	70,000.00

6 Other financial assets

Particulars	Current	Current
	31.03.2024	31.03.2023
Interest accrued on bank deposit	686.02	1,438.37
Total	686.02	1,438.37

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Notes to financial statements (Continued)

For the year ended 31 March 2024

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7 Other current assets

Particulars	Current	Current
	31.03.2024	31.03.2023
GST credit receivable	348.68	426.42
Income Tax Receivable	1,303.94	488.42
	<u>1,652.62</u>	<u>914.84</u>

8 Equity share capital

Particulars	Non-current	Non-current
	31.03.2024	31.03.2023
Authorised		
1,00,00,000 equity shares of ₹ 10 each.	<u>1,00,000.00</u>	<u>1,00,000.00</u>
Issued, Subscribed and Paid-up		
80,00,000 equity shares of ₹ 10 each fully paid up.	<u>80,000.00</u>	<u>80,000.00</u>
Total	<u>80,000.00</u>	<u>80,000.00</u>

a) Reconciliation of Number of Shares (Equity of ₹ 10 each)

Particulars	31.03.2024	31.03.2023
Opening Balance	80,00,000.00	80,00,000.00
Add : Issued during the Year	-	-
Closing Balance	<u>80,00,000.00</u>	<u>80,00,000.00</u>

b) Rights, preferences and restrictions attached to shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of shareholders holding more than 5% share in the company

Particulars	As at 31.03.2024		As at 31.03.2023	
	Numbers of Shares Held	% of Holding	Numbers of Shares Held	% of Holding
Protean eGov Technologies Limited (Including shares held via nominee shareholders)	80,00,000	100%	80,00,000	100%

d) Shares held by promoters at the end of the year

Promoter name	As at 31.03.2024		
	No. of Shares	% of total shares	% Change during the period
Protean eGov Technologies Limited (Including shares held via nominee shareholders)	80,00,000	100%	-

Promoter name	As at 31.03.2023		
	No. of Shares	% of total shares	% Change during the period
Protean eGov Technologies Limited (Including shares held via nominee shareholders)	80,00,000	100%	-

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Notes to financial statements (Continued)

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9 Other Equity

Particulars	Non-current	Non-current
	31.03.2024	31.03.2023
a. Profit and Loss Account		
Opening Balance	(12,468.16)	(183.44)
Add: Profit/Loss during the Year	(25,997.95)	(12,284.72)
Total	(38,466.11)	(12,468.16)

10 Trade Payables

Particulars	Current	Current
	31.03.2024	31.03.2023
Total outstanding dues from MSME	160.27	-
Total outstanding dues from creditors other than MSME	113.73	883.78
Total	274.00	883.78

Particulars	Ageing for Trade Payables outstanding as at 31.03.2024				
	Not due and less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	160.27	-	-	-	160.27
Others	113.73	-	-	-	113.73
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Particulars	Ageing for Trade Payables outstanding as at 31.03.2023				
	Not due and less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	883.78	-	-	-	883.78
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

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Notes to financial statements (Continued)

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11 Other Financial liabilities

Particulars	Current 31.03.2024	Current 31.03.2023
Payable for expenses	1,172.84	338.87
Statutory Dues	908.88	990.00
Other Payables	16,566.94	4,881.19
Total	18,648.66	6,210.06

12 Revenue from operations

Particulars	31.03.2024	31.03.2023
Sales of services	13,628.55	5,402.22
	13,628.55	5,402.22

13 Other Income

Particulars	31.03.2024	31.03.2023
Interest on Fixed Deposits	3,546.62	3,715.49
Interest on Income Tax Refund	45.59	-
	3,592.21	3,715.49

14 Employee benefits expenses

Particulars	31.03.2024	31.03.2023
Salary of employees	27,371.17	13,718.29
Contribution to provident fund	1,256.42	592.41
Staff welfare expenses	1,081.51	642.20
Other staff expenses	-	598.42
	29,709.10	15,551.32

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Notes to financial statements (Continued)

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15 Other expenses

Particulars	31.03.2024	31.03.2023
Legal and professional fees	1,089.34	553.29
Payment to auditor (audit fees)	175.00	100.00
Printing & stationary expenses	2.30	11.93
Processing charges	6,961.43	1,520.55
Directors sitting fees	600.00	400.00
Travelling expenses	144.94	42.15
Business Promotion Expenses	1,235.33	3,191.01
Miscellaneous expenses	377.05	32.19
Business support services	2,924.22	-
Total	13,509.61	5,851.12
Note :		
Payment to auditors		
As auditors :		
Audit Fees	175.00	100.00
	175.00	100.00
b. The Director's sitting fees paid under section 198 of the Companies Act for the year ended		
Name of Directors	Sitting Fees	Sitting Fees
Nandkumar Saravade	600.00	400.00
	600.00	400.00

16 Related Party Transactions

In compliance with Indian Accounting Standard 24 - "Related Party Disclosures" notified under the Rule 7 of the Companies (Accounts) Rules, 2014, the required disclosures are given in the table below:

a. Names of the related parties and related party relationship

Related party
a. Entities having substantial interest
Protean eGov Technologies Limited
b. Key Managerial Personnel
Mr. Nandkumar Saravade - Non Executive Director

b. Details of transactions with related parties are as follows :

Nature of transactions	2023-24		2022-23	
	Key Managerial Personnel	Entities having substantial interest	Key Managerial Personnel	Entity having substantial interest
Business support services incurred by Holding Company		2,924.22		-
Revenue from operations		1,239.15		-
Directors sitting fees paid				
Nandkumar Saravade	600.00		400.00	

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17 Ratios

Ratio's	Formula's	31.03.2024	31.03.2023
1) Solvency Ratio			
Current Ratio	Total Current Assets / Total Current Liabilities	3.19	10.52
Trade Receivable's Turnover Ratio	Total Sales / Average Trade Receivables	5.38	5.79
2) Profitability Ratio			
Net Profit Ratio	Profit After Tax / Total Turnover	(1.91)	(2.27)
Return on Equity	Profit After Tax / Total Owner's	(0.63)	(0.18)
Return on Capital Employed	Profit After Tax / Capital Employed	(0.63)	(0.15)
Return on Investment	Interest Received / Total Investment	0.07	0.05

18 Additional Regulatory Information:

Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given here under to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.

- i) There were no Immovable Property held in name of the Company. Hence no further disclosure in respect of the same is required.
- ii) The company does not possess any Property, Plant and Equipment's and Intangible Assets, hence no further disclosure is respect of the same is required.
- iii) The company does not have any Benami property, no proceeding has been initiated or pending against the company for holding any Benami property.
- iv) The company has not borrowed any working limit facility from any Bank during the reporting period. Hence no further disclosure is respect of the same is required.
- v) The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- vi) The Company does not have any transactions with struck-off companies.
- vii) The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- viii) The Company has complied with 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.
- ix) The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (intermediaries), with the understanding that the intermediary shall:
 - (i.) 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
 - (ii.) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- x) The Company has not received any funds 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;
 - (i.) 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
 - (ii.) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xi) The Company does not have any transactions which is not recorded in the books of accounts but 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).

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xii) The Company has not traded or invested in Cryptocurrency or Virtual Currency during the financial year.

xiii) The company is not covered under section 135 of the Companies Act, 2013. Hence disclosed with regard to CSR activities is not required.

xiv) The Company's accounting software includes features of recording "Audit Trail" or (Edit Log) which was operative throughout the year. It was duly ensured that the audit trail feature has not been tempered. Moreover, the audit trail has been preserved by the company as per the statutory requirements for record retention

xv) There were no outstanding principal amounts or accrued interest remaining unpaid beyond specified limit of 45 days to any supplier registered under MSME Act, 2006 at the year end.

As per our report of even date attached

For R M R & CO.

Chartered Accountants

ICAI Reg.No.: 106467W

For and on behalf of the Board of Directors

CA Rohit Vijayvargia

Partner

Membership No. 077946

Place: Mumbai

Date: 30th April, 2024

UDIN : 24077946BKHHNX4244

Sudeep Bhatia

Director

DIN-10074555

Dharmesh Parekh

Director

DIN-10127823