

# 16<sup>th</sup> Annual Report

## 2022-2023



### ITCONS E-SOLUTIONS LIMITED

**Registered Off.:** Regus Elegance 2F, Elegance Jasola District Centre,  
Old Mathura Road New Delhi South Delhi DL 110025 IN

**Corporate Off.:** 3rd Floor, B-10, Bajaj Bhawan, Sector-3,  
JamnaLal Bajaj Marg, Noida, Gautam Buddha Nagar  
UP 201301 IN

Website: [www.itconsinc.com](http://www.itconsinc.com)

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## About US

We are a leading professional staffing and recruitment firm with an unwavering vision is "To be a Pan India respected corporation that provides best-of-breed Staffing Business Solutions / Services, leveraging technology, delivered by best-in-class people."

A rapidly growing company across Pan India, ITCONS e-Solutions, headquartered in NOIDA is growing with a phenomenal pace by acquiring leading companies in competing spaces and keeping a 360-degree presence in staffing industry.

ITCONS e-Solutions works in "Collaborative Effort" to channelize strengths of an organization to deliver Cost-effective staffing Services in a variety of verticals Pan India.

ITCONS e-Solutions is a Pan India, professional staffing and recruitment company specializing in strategic services for the Information Technology, Healthcare, Manufacturing, Oil and Gas, Engineering, Logistics/ Transportation, Light Industrial, Media, Finance/ Accounting, Administrative Services/ Clerical, Marketing /Creative, related industries along with State Govt. Central Govt. and PSUs. ITCONS e-Solutions provides Long-term or Short-term staff Augmentation or Managed task contract or Contingent employment/staffing solution.

Our Exceptional customer service, career opportunities and results oriented approach to employment enable us to create the right fit

for both our customers and employees. ITCONS staffing and recruitment services are problem solver, partnering with our customers to meet their skill requirements and selectively matching our staff to each assignment.

A Brand Name in Contingent Workforce Services, Technology Automation and Support Services with an industry know how & learning for more than 16 years. Excellent management team of professionals from premier institutes with more than 5000 person years of experience. SLA/ KPI based business Solutions with Project management-based support services for clients of India and USA. Full-service Staffing & Recruitment Services. Few Marquee repeat and prestigious clients include Wipro Technologies, Wipro Infotech, Central Warehousing Corporation (CWC), Municipal Corporation agencies of Maharashtra Govt., Nokia Siemens, L&T Infotech, MSource, HCL Services, HCL Comnet, HCL Technologies, HCL Infotech, Genpact, Mindtree, TATA Tele Services, Radico Khaitan, Sak soft, Motherson Sumi, Amdocs, ICICI Bank, Sopra Steria, Path Infotech, Agreeya, Aricent, TVS Electronics, Xebia, Hitachi, CMS, Collabera Technologies, Magic Software, IF& FS Technologies, Team computers, SBSC, Hughes Systique etc. A rapidly growing company across Pan India, ITCONS e-Solutions, headquartered in NOIDA is growing with a phenomenal pace by acquiring leading companies in competing spaces and keeping a 360-degree presence in staffing industry.

## **Chairman's Message to Investors**



**Dear Investor,**

Something remarkable has happened since the inception of ITCONS.

The chart represents the number of employees with ITCONS each year. We have grown at a CAGR of 50% since we founded our institution and have been one of the prime drivers in creating employment in a new and emerging India. Today, we are one of the fastest growing private sector employers in India with a headcount of 1600 employees and looking forward to achieve a remarkable growth scale in next 3 years' time.

The previous year has been a year of significant strategic progress with its own set of challenges. We have delivered a strong performance in majority of our businesses. Our IT staffing and recruiting business continues to deliver excellent performance and this year we have added two new sources of revenues and business growth in staffing & recruiting business by means of general staffing and govt projects bidding with help of GEM. We expect these new sources will not just add number the numbers of staffed employees but also multiply the revenue numbers. In addition to this, we are also aiming to do couple of acquisitions of mid to large size staffing/recruiting firm to give boost to our revenue number/PAT and

increase our staffed employee base across different Industry domain PAN India basis.

### **India - A Growth Story**

We live in exciting times where India is one of the fastest growing economies. India is projected to grow at about 7.5% in the future which we expect to result in more people joining the workforce. Last year, India moved 23 places to be ranked 77th in the World Bank's report "Ease of Doing Business" owing to the robust economic reforms. This provides us an opportunity, both in terms of skilling and placing the workforce to create value for ourselves and the nation at large.

### **Business Services**

Business services as a percentage of GDP today stands at 2.0% in India which is significantly lower than BRIC nations where it stands at 6.0% or in developed economies where it stands at above 11.0%. As economies mature and grow, the share of business services grows at a faster pace than the rate of growth of the economy itself and should become between 5% & 7% over the next few years.

### **Formalization of the Economy**

The introduction of GST has set in motion the process of formalization and consolidation in the sector. Apart from the incentive for organisations to choose the services of tax-compliant staffing firms, which allow them to claim input tax credit, customers are also driven by the need for superior services and a need to associate themselves with brands that are ethical and compliant with all regulatory requirements. There is therefore, potential to grow in the underpenetrated market for organized players who offer predictability and standardization to their customers.

### **Solving New Age Problems**

Business disruptions in terms of innovative ways of working are emerging each day and



we are transitioning from a “traditional job” to a “gig economy” where workforce and services are availed just-in-time. This makes it imperative that we keep identifying and providing critical talent in an efficient manner enabling staffing companies to evolve and become strategic workforce solutions partners.

### **Digital Transformation**

In a disruptive tech world, businesses are evolving to remain ahead of the curve by leveraging technology effectively to improve employee outcomes, enhance customer experience and improve profitability. This year, we are in process of full digitize to improve productivity and efficiency.

We are now transforming our core business by optimising, digitising and automating processes. We are in process of deploying newer technologies like digital attendance monitoring etc. to improve our efficiency while providing enhanced user experience to our major stakeholders - employees and customers.

### **Our Structure**

We operate in a decentralized manner yet in centralized manner to support our staffing business by keeping a close watch on Capital allocation, Performance goal setting and Leadership planning.

During this year post IPO, we have strengthened our senior/ Middle management leadership by hiring several new leaders. We believe now we now have sufficient strong leadership team who will act as a key catalyst for ITCONS next phase of growth, though our hunt for strong leadership folks is continuously on and will add them in line to growth of business.

### **Highlights for the Year FY 2022-23**

The financial highlights of the year are as follows:

- Revenue grew 55% YoY to Rs. 2820.31 Lakh and EBITDA grew 46.83 % YoY to Rs 264.56 Lakh
- EBITDA Margin stood at 9.31 %

PAT stood at Rs. 172.66 Lakh

- PAT Margin stood at 6 %
- Diluted EPS stood at Rs 5.23
- Cash flow from operations stood at Rs (79.76) Lakh in FY23 (up from Rs. 0.84 Lakh in the previous year)

Our general staffing business within the People Services segment continues to deliver impressive performance. We have added about 700 associates during the year thereby further strengthening our leadership position in the market with an overall staffing headcount of over 1600+ associates.

### **Creating Value for the Stakeholders**

As the centre of our business are our customers, we look to explore opportunities to deliver more value to them each day and are in a constant pursuit of customer delight. Adding 100+ employees every month, we have been instrumental in putting individuals to work in our country. Apart from providing them with employment opportunities, we are bringing them into the fold of a formalized economy which promises predictable income, social security benefits, and health benefits among others.

Our Shareholders have been pivotal to our business and we are on a constant endeavour to create long term shareholder value through prudent capital allocation that would deliver superior financial outcomes.

### **Journey Ahead**

Since inception, we have built a diverse portfolio of service offerings that have gone a long way to shape ITCONS in its current form. The economic, business and technological disruptions are compelling organizations to evolve continuously. Going forward, we envision ITCONS as multiple platforms enabling us to provide end-to-end integrated services to our customers and to be present across the value chain. In the forthcoming year we will align ourselves into three main platforms: Workforce Management and Tech Services. Workforce Management would comprise of a diverse suite of offerings in the employee lifecycle management space



ranging from - training and recruitment to on-boarding and off-boarding employees both in the general staffing and professional staffing businesses. Operating Asset Management would provide a one stop shop for all assets - real estate, industrials and telecom. Tech Services would comprise of business process management, aftersales services and online-recruitment portal.

Capital allocation continues to be a key focus area for us. We have an established inorganic playbook of successfully identifying and integrating value accretive acquisitions. We are entering into a phase where we will allocate capital strategically to derive superior financial outcomes for our company.

Our focus on Balance Sheet Management has yielded tangible results during the year. We believe in the short to medium term, we should be able to generate higher amounts of operating cash from our business.

### **Creating a Better Tomorrow**

We at ITCONS believe in creating a better world where everyone has access to opportunities and

has a right to have a better life. Through our Trust, Mahakal Maharaj Bikaner Sewa Mandir, we are supporting free education of 300+ students in our DiViNiTi Schools.

This note will be incomplete without thanking our 100+ clients for the belief entrusted in us, which has enabled the company to grow thus far. I am also thankful to the dedication of our employees who drive the outcomes for our clients and have created a solid foundation for our institution.

As we navigate into a new year, we at ITCONS feel a unified sense of purpose and pride in seeing the institution that we have built over the last 16 years. I am thankful to all our shareholders who have steadfastly stood by us and helped us scale this company. I look forward to interacting and meeting you at our annual meet for shareholders.

***Best Regards,  
Gauravv Mittal***

***Chairman & Managing Director  
ITCONS e-Solutions Ltd***

## **PURPOSE & VISION**

### ***Vision***

Our unwavering vision is "To be a Pan India respected corporation that provides best-of-breed Staffing Business Solutions, leveraging technology, delivered by best-in-class people by year 2030."

### ***Mission***

- We strive to enable people and businesses to realize their full potential.
- To continually strive to provide services that lead to higher value creation and competitive advantage for our customers.
- We strive to achieve 20000+ contract staffing manpower through our payroll system by year 2025

### ***Our Values***

- We believe in respect for our clients.
- We believe in security.
- We believe in international, open standards.
- We believe in equal opportunity employment.
- We believe in privacy.

### ***The Values that drive us***

- **Delight:** A commitment to surpassing our customer expectations.
- **Leadership by Example:** A commitment to set standards in our business and transactions and be an exemplar for the industry and our own teams.
- **Integrity and Transparency:** A commitment to be ethical, sincere and open in our dealings.
- **Fairness:** A commitment to be objective and transaction-oriented, thereby earning trust and respect.
- **Pursuit of Excellence:** A commitment to strive relentlessly, to constantly improve ourselves, our teams, our services and products so as to become the best.

## **CORPORATE INFORMATION**

### **Board of Directors**

**Mr. Gaurav Mittal**

Managing Director

**Mr. Chetan Prakash Mittal**

Executive Director

**Mrs. Premlata Mittal**

Executive Director

**Mrs. Archana Gangal**

Non-Executive Director

**Mr. Manoj Gupta**

Independent Director

**Mr. Mridul Rastogi**

Independent Director

**Mr. Komaligam Narayanan  
Jayaraman**

Independent Director

### **Key Managerial Personnel (KMP)**

**Mr. Chetan Prakash Mittal**

Chief Financial Officer

**Ms. Pooja Gupta**

Company Secretary & Compliance Officer

### **Demat related Information:**

**CIN: U72900DL2007PLC163427**

**ISIN: INE006A01019**

**BSE Scrip Code: 534806**

### **Registered Office**

Regus Elegance 2F Elegance  
Jasola District Centre, Old Mathura  
Road, New Delhi-110025 IN

### **Corporate Office**

3<sup>rd</sup> Floor, B-10, Bajaj Bhawan,  
Jamna Lal Bajaj Marg, Sector-3,  
Noida-201301 UP

### **Registrar & Transfer Agent**

**Cameo Corporate Services Limited**

Subramaniam Building No.1,  
Club House, Chennai-600002

### **Auditors**

**M/s GBSG & Associates, Chartered  
Accountants**

Statutory Auditors

**Mr. Vimal Kumar, Chartered Accountants**

Internal Auditor

**Mrs. Snehal Kashyap, Company Secretary**

Secretarial Auditor

### **Bankers**

HDFC Bank  
Axis Bank

### **Listing**

BSE Ltd.  
(SME Platform)



## PROFILE OF BOARD OF DIRECTORS



<b>Name</b>	<b>Gaurav Mittal</b>
<b>Designation</b>	Managing Director
<b>Age</b>	49 years
<b>Educational Qualification</b>	<ul style="list-style-type: none"> <li>□ B. Tech in Electrical Engineering;</li> <li>□ Doctor of Ayurveda Astrology &amp; Vastu Science</li> <li>□ Post Graduate Diploma in Business Administration</li> <li>□ Microsoft Certified Professional – Solution Developer Project Management Professional</li> </ul>
<b>Date of Appointment</b>	15-07-2007; Designation changed to Managing Director w.e.f. 13-10-2022
<b>Terms of Appointment</b>	3 Years as MD w.e.f. 13-10-2022 till 12-10-2025; Shall not be liable to retire by rotation

**Mr. Gaurav Mittal**, aged about 49 years, is the Promoter and Managing Director of our company. He has been on the Board of Directors since inception. He holds Bachelor's Degree in Electrical Engineering from Dr. Ram Manohar Lohia Avadh University, Uttar Pradesh; Doctorate Degree in Ayurveda Astrology & Vastu Science from Good News International University, USA; Post Graduate Diploma in Business Administration from Hindu Institute of Management, Sonapat; Microsoft Certified Professional as Solution Developer from Microsoft; Project Management Professional from Project Management Institute. He has more than 22 years of experience in IT industry and also worked in various capacities like Chief Technology Officer, Project Manager, Program Manager, Ops Manager and Manager Transition carry good hands-on experience not only in Technology but in business financial/ sales marketing specially Cash flow management, financial planning and Client relationship management etc.



<b>Name</b>	<b>Chetan Prakash Mittal</b>
<b>Designation</b>	Executive Director & Chief Financial Officer
<b>Age</b>	86 years
<b>Educational Qualification</b>	Bachelor's Degree in Commerce
<b>Date of Appointment</b>	15-05-2007; Re-designated as Executive Director & Chief Financial Officer w.e.f. 13-10-2022
<b>Terms of Appointment</b>	3 Years w.e.f. 13-10-2022 till 12-10-2025; liable to be retire by rotation

**Mr. Chetan Prakash Mittal**, aged about 86 years, is the Executive Director cum Chief Financial Officer our Company. He has been on the Board of Directors since inception. He holds a Bachelor's Degree in Commerce from Chowdhary Charan Singh. He has also cleared Departmental SAS (Subordinate Audit/Account Services). He has 34 years of experience in the field of finance, accounts and auditing for Controller General of Defence Accounts, Government of India. As Chief financial officer of ITCONS, he is responsible for planning, taking significant decisions relating to

investment, making strategies, and managing financial activities, including budgeting, forecasting expenses, mitigating financial risks for sustainable growth with overall supervision of finance and accounts team the employees. The primary responsibilities include presenting and reporting accurate and timely company financial information. It includes working on annual financial reporting, corporate revenue/expense reporting, press releases, development, and monitoring contract/grant and organizational budgets.



<b>Name</b>	<b>Prem Lata Mittal</b>
<i>Designation</i>	Executive Director
<i>Age</i>	78 years
<i>Educational Qualification</i>	Bachelor's Degree in Arts
<i>Date of Appointment</i>	15-05-2007
<i>Terms of Appointment</i>	3 Years w.e.f. 13-10-2022 till 12-10-2025; liable to be retire by rotation

**Mrs. Prem Lata Mittal**, aged about 78 years, is the Executive Director of our company. She has been on the Board of Directors since inception. She holds a Bachelor's Degree in Arts from Delhi University. She has more than 15 years of experience in the field of marketing and branding with ITCONS E-Solutions Limited.



<b>Name</b>	<b>Archana Gangal</b>
<i>Designation</i>	Non-Executive Director
<i>Age</i>	50 years
<i>Educational Qualification</i>	Master's Degree in Arts
<i>Date of Appointment</i>	13-10-2022
<i>Terms of Appointment</i>	Liable to be retire by rotation

**Mrs. Archana Gangal**, aged about 50 years, is the Non-Executive Director of our company. She has been on the Board of Directors of our Company since October 13, 2022. She holds a Master's Degree in Arts. She has 10 years of experience as an Angel Investor.



<b>Name</b>	<b>Komalingam Narayanan Jayaraman</b>
<i>Designation</i>	Independent Director
<i>Age</i>	59 years
<i>Educational Qualification</i>	B. Tech in Electronics Engineering
<i>Date of Appointment</i>	13-10-2022
<i>Terms of Appointment</i>	1 Year; w.e.f. 13-10-2022 to 12-10-2023; Not liable to retire by rotation

**Mr. Komalingam Narayanan Jayaraman**, aged about 58 years, is the Independent Director of our company. He has been on the Board of Directors of our Company since October 13, 2022. He

holds a Bachelor in Technology Degree in Electronics Engineering from Anna University, Chennai. He has more than 30 years of experience in Information Technology sector and Program Management.



<b>Name</b>	<b>Mridul Rastogi</b>
<i>Designation</i>	Independent Director
<i>Age</i>	48 years
<i>Educational Qualification</i>	<input type="checkbox"/> Bachelor of Science (Hons.) <input type="checkbox"/> Qualified Chartered Accountant
<i>Date of Appointment</i>	13-10-2022
<i>Terms of Appointment</i>	1 Year; w.e.f. 13-10-2022 to 12-10-2023; Not liable to retire by rotation

**Mr. Mridul Rastogi**, aged about 47 years, is the Independent Director of our company. He has been on the Board of Directors of our Company since November 01, 2022. He holds Bachelor's Degree in Science (Hons.) from Delhi University and also holds Certificate of Membership from The Institute of Chartered Accountants of India. He has more than 15 years of experience in audit, taxation, corporate finance, risk management, corporate governance, corporate advisory, M&A and restructuring.



<b>Name</b>	<b>Manoj Gupta</b>
<i>Designation</i>	Independent Director
<i>Age</i>	53 years
<i>Educational Qualification</i>	<input type="checkbox"/> Bachelor of Commerce <input type="checkbox"/> Qualified Chartered Accountant
<i>Date of Appointment</i>	27-08-2023
<i>Terms of Appointment</i>	1 Year; w.e.f. 27-08-2023 to 26-08-2024; Not liable to retire by rotation

**Mr. Manoj Gupta**, aged about 53 years, is the Independent Director of our company. He has been on the Board of Directors of our Company since August 27, 2023. He holds Bachelor's Degree in Commerce from Kurukshetra University, Haryana and also holds Certificate of Membership from The Institute of Chartered Accountants of India. He has more than 20 years of experience in Accounts, Finance and Taxation.

## **OUR CORE MANAGEMENT TEAM**



**Mr. Satish Kumar**  
Vice President-HR (CHRO)



**Mr. Sunil Verma**  
GM – Finance & Accounts



**Mr. Nipun Sourishiya**  
Business Head-  
General Staffing



**Mrs. Sunita Handoo**  
Director Staffing & Growth



**Mr. Swadeep Tripathi**  
Manager (Project & Recruitment)



**Ms. Pooja Gupta**  
Company Secretary &  
Compliance Officer



**Mr. Mohd. Yasir**  
Sr. Manager-  
Business Development



**Mr. Amit Kumar**  
Sr. Manager- HR

## **NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE is hereby given that the Sixteenth (16<sup>th</sup>) Annual General Meeting of the members of ITCONS E-Solutions Limited (formerly known as ITCONS E-Solutions Private Limited) will be held on Wednesday, 27<sup>th</sup> September, 2023 at 03:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio- Visual means ("OAVM") to transact the following business:**

### **ORDINARY BUSINESS:**

**1.** To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date, along with reports of the Board of Directors and Auditors thereon.

**2.** To appoint a Director in place of Mrs. Premlata Mittal (DIN: 01205175), who retires by rotation and being eligible, offers herself for re-appointment.

**3. Appointment of M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 13338N) as the Statutory Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 13338N) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. GBSG & Associates, Chartered Accountants (Firm Registration No. 031422N) for a term of 5 (five) consecutive years to hold office from the conclusion

of 16<sup>th</sup> Annual General Meeting till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the aforesaid resolution."

### **SPECIAL BUSINESS:**

**4. Regularization of appointment of Mr. Manoj Gupta (DIN:06585081) as Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Manoj Gupta (DIN: 06585081), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 31, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as Independent Director of the Company for a period of 1 (One) years till August 30, 2024, and that she shall not be liable to retire by rotation.





**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**5. Re-appointment of Mr. Mridul Rastogi (DIN: 09775344) as Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Mridul Rastogi (DIN: 09775344), who holds office as Independent Director up to October 31, 2023, be and is hereby re-appointed as an independent director, not liable to retire by rotation, for the period of 4 (Four) years with effect from November 01, 2023 up to October 31, 2027.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**6. Re-appointment of Mr. Komaligam Narayanan Jayaraman (DIN: 09762539) as Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Komaligam Narayanan Jayaraman (DIN: 09762539), who holds office as Independent Director up to October 12, 2023, be and is hereby re-appointed as Independent Director, not liable to retire by rotation, for the period of 4 (four) years with effect from October 13, 2023 up to October 12, 2027.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

***By order of the Board of Directors  
For ITCONS E-SOLUTIONS LIMITED***

***Sd/-***

**Place: New Delhi  
Date: September 04, 2023**

***Pooja Gupta  
Company Secretary***

## Notes

1. Pursuant to various circulars including the General Circular No. 10/2022 dated December 28, 2022, issued by the MCA ("MCA Circulars") and the various circulars including SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI ("SEBI Circulars") ("hereinafter collectively referred as the Circulars"), companies are allowed to hold AGM through VC/ OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Business specified under Item no(s) 3 to 6 of the accompanying Notice are annexed hereto and forms part of this notice.
4. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and Secretarial Standard on General Meetings (SS-2), with respect to Director seeking re-appointment at the AGM, is annexed to this Notice.
5. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the **National Securities Depository Limited (NSDL)**. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mrs. Snehal Kashyap, Practicing Company Secretary (Membership No. FCS 52407) (CP No. 19254), as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company by email to [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
8. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 23, 2023. Members seeking to inspect such documents can send an email to [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com).
9. Members holding shares either in physical or dematerialized form, as on **cut-off date, i.e. September 21, 2023**, may cast their votes electronically. The e-voting period commences on **Sunday, September 24, 2023 (9:00 a.m. IST) and ends on Tuesday, June 26, 2023 (5:00 p.m. IST)**. The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the **cut-off date, i.e. September 21, 2023**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

10. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
11. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the **cut-off date, i.e. September 21, 2023**, may obtain the login ID and password by sending a request to **evoting@nsdl.co.in**. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 21, 2023, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
12. In compliance with the Circulars, the Integrated Annual Report 2022-23, the Notice of the 16<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Cameo Corporate Services Limited at investor@cameoindia.com, or write to Company at [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com) to receive copies of the Integrated Annual Report 2022-23 in electronic mode.
14. Members may also note that the Notice of the 16<sup>th</sup> AGM and the Integrated Annual Report 2022-23 will also be available on the Company's website, [www.itconsinc.com](http://www.itconsinc.com), websites of the stock exchange, i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, <https://www.evoting.nsdl.com>.
15. The Share Transfer Books of the Company shall remain closed from 22nd September, 2023 to 27th September, 2023.
16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Cameo Corporate Services Limited, at investor@cameoindia.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
17. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
18. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL and RTA, and will also be displayed on the Company's website, [www.itconsinc.com](http://www.itconsinc.com).
19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
20. Members are requested to address all correspondence to RTA, Cameo Corporate Services Limited, Subramanian Building", No. 1, Club House Road, Chennai – 600 002.



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

### **ITEM NO. 3**

The Members of the Company had approved the appointment of M/s. GBSG & Associates, Chartered Accountants (Firm Registration No: 031422N) as Statutory Auditors of the Company by way of Postal Ballot dated April 20, 2023, to fill the casual vacancy caused by resignation of M/s Sumit Gupta & Co., Chartered Accountants (Firm Registration No: 022622N), to hold office until the conclusion of ensuing Annual General Meeting of the Company in terms of Section 139(8) of the Companies Act, 2013. However, due to professional pre-occupations, M/s. GBSG & Associates, Chartered Accountants, existing statutory auditors have expressed their unwillingness to be re-appointed as statutory auditors of the Company at the ensuing AGM vide their letter dated August 31, 2023.

Pursuant to Section 139 of the Companies Act 2013, the Company can appoint statutory auditor for a term of five consecutive years at the AGM of the Company. Accordingly, after considering the experience, expertise, competency, independence and credentials of the Auditors and other relevant aspects and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on August 31, 2023 approved and recommended to the members of the Company, appointment of M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 013338N), as Statutory Auditors of the Company, in place of M/s. GBSG & Associates, Chartered Accountants, retiring auditors of the Company, for a first term of 5 (Five) consecutive years, to hold office from the conclusion of this 16th AGM till conclusion of 21st AGM of the Company at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

M/s. Devesh Parekh & Co., Chartered Accountants have provided their consent and confirmed that their appointment, if made, would be within the limits specified under

Section 141(3)(g) of the Act, and Companies (Audit and Auditors) Rules, 2014, as amended from time to time. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

Brief profile of M/s. Devesh Parekh & Co., Chartered Accountants is as given below:

M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 013338N), established in the year 1994 is registered with the Institute of Chartered Accountants of India (ICAI) and is a peer reviewed audit firm. The Audit Firm is primarily engaged in providing audit and assurance & Taxation services to manufacturing/trading, service, banking and NBFC, etc. The Audit Firm is having over 25 years of experience of doing audit of small to large scale of companies and therefore it perfectly commensurate with the size of the Company.

The Board of Directors recommends the ordinary resolution as set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

### **ITEM No. 4**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Manoj Gupta (DIN: 06585081) as Additional Director in the capacity of Non-Executive & Independent Director of the Company in terms of Section 161 of the Companies Act, 2013, who shall hold office upto the date of ensuing Annual General Meeting ("AGM") of the Company and eligible for re-appointment.



Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 31, 2023, proposed the re-appointment of Mr. Manoj Gupta as an Independent Director of the Company for the period of 1 (One) year commencing from August 31, 2023 to August 30, 2024 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Manoj Gupta holds a Bachelor's of Commerce degree, is a Chartered Accountant from the Institute of Chartered Accountants of India. He has over 20 years of experience in areas of audit, taxation and corporate finance.

The Board is of the opinion that Mr. Manoj Gupta continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Manoj Gupta confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mr. Manoj Gupta has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members.

The Board recommends the Special Resolution as set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Manoj Gupta and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **ITEM NO. 5**

Mr. Mridul Rastogi (DIN: 09775344) was appointed as Independent Director of the Company by the Members at their Extra-Ordinary General Meeting held on November 01, 2022, for a period of 1 (One) year commencing from November 1, 2022 upto October 31, 2023 (both days inclusive) and is eligible for re-appointment as Independent Director on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 31, 2023, proposed the re-appointment of Mr. Mridul Rastogi (DIN: 09775344) as Independent Director of the Company for the period of 4 (four) consecutive years commencing from November 1, 2023 upto October 31, 2027 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Mridul Rastogi holds a Bachelor's of Science degree, is a Chartered Accountant from the Institute of Chartered Accountants of India. He has over 15 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, risk management, corporate governance, corporate advisory, M&A and restructuring.

The Board is of the opinion that Mr. Mridul Rastogi continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Mridul Rastogi confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and



Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mr. Mridul Rastogi has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

The Board recommends the Special Resolution as set out in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Mridul Rastogi and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **ITEM NO. 6**

Mr. Komaligam Narayanan Jayaraman (DIN: 09762539) was appointed as an Independent Director of the Company by the Members at their Extra-Ordinary General Meeting held on October 13, 2022, for a period of 1 (One) year commencing from October 13, 2022 upto October 12, 2023 (both days inclusive) and is eligible for re-appointment as an Independent Director on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 31, 2023, proposed the re-appointment of Mr. Komaligam Narayanan Jayaraman as an Independent Director of the Company for the period of 4 (four) consecutive years commencing from October 13, 2023 upto October 12, 2027 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Komaligam Narayanan Jayaraman is B.tech graduate in Electronic Engineering. He has more than 30 years of experience in

Information Technology sector and Program Management.

The Board is of the opinion that Mr. Komaligam Narayanan Jayaraman continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Komaligam Narayanan Jayaraman confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mr. Komaligam Narayanan Jayaraman has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

The Board recommends the Special Resolution as set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Komaligam Narayanan Jayaraman and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

***By order of the Board of Directors  
For ITCONS E-SOLUTIONS LIMITED***

**Place: New Delhi**

**Date: September 04, 2023**

**Sd/-  
Pooja Gupta  
Company Secretary**

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Sunday, September 24, 2023 at 09:00 A.M.** and ends on **Tuesday, September 26, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **September 21, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2023.

### **How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### **Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **snehal.kashyap25@gmail.com** with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatra at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com) from September 23, 2023 (10.00 A.M. IST) to September 25, 2023 (5.00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

***By order of the Board of Directors  
For ITCONS E-SOLUTIONS LIMITED***

**Place: New Delhi**  
**Date: September 04, 2023**

***Sd/-  
Pooja Gupta  
Company Secretary***





**DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

<b>Name of the Director</b>	<b>Mrs. Premlata Mittal</b>	<b>Mr. Manoj Gupta</b>	<b>Mr. Mridul Rastogi</b>	<b>Mr. Komaligam Narayanan Jayaraman</b>
<b>Director Identification Number (DIN)</b>	01205175	06585081	09775344	09762539
<b>Date of Birth (Age)</b>	17-06-1944 (79 years)	25-07-1970 (53 years)	29-07-1975 (48 years)	(25-05-1964) 59 year)
<b>Date of appointment</b>	May 15, 2007	August 31, 2023	November 01, 2022	October 13, 2022
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Educational Qualifications</b>	BA	CA, B.com	CA, B.sc	B.tech
<b>Work Experience</b>	Mrs. Premlata Mittal is associated with the Company since inception. She has more than 15 years of experience in the field of marketing and branding.	Mr. Manoj Gupta has more than 20 years of experience in fields of audit, taxation and corporate finance.	Mr. Mridul Rastogi has over 15 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, corporate management, corporate governance advisory, M&A and restructuring.	Mr. Komaligam Narayanan Jayaraman has more than 30 years of experience in Information Technology sector and Program Management.
<b>Directorship held in other Listed Companies</b>	Nil	Nil	Nil	Nil
<b>Membership/ Chairmanship in other listed Companies</b>	Nil	Nil	Nil	Nil
<b>Shareholding in the Company</b>	10 shares	Nil	Nil	Nil
<b>Relationship with other directors and Key Managerial Personnel of the Company</b>	Mrs. Premlata Mittal is wife of Mr. Chetan Prakash Mittal and Mother of Mr. Gaurav Mittal and Archana Mittal, Directors of the Company.	Nil	Nil	Nil



## BOARD'S REPORT

**Dear Members,**

Your Directors have pleasure in presenting the 16<sup>th</sup> Annual Report together with the Audited Statement of Accounts of our Company for the Year ended 31<sup>st</sup> March, 2023.

### 1. FINANCIAL PERFORMANCE

The Company's Financial Performance for the year ended 31<sup>st</sup> March, 2023 is summarized as under:

Particulars	Rs. in Lakhs	
	FY 2022 - 23	FY 2021 - 22
Revenue from Operations	2820.31	1818.04
Other Income	21.65	2.32
<b>Total Income</b>	<b>2841.96</b>	<b>1820.36</b>
<b>Total Expenses</b>	<b>2616.15</b>	<b>1654.78</b>
Profit Before Tax	225.80	165.58
(Less): Current Tax	49.92	37.02
Deferred Tax	(6.56)	(0.31)
Income Tax earlier years	9.79	-
<b>Profit for the Year</b>	<b>172.65</b>	<b>128.87</b>

### 2. STATE OF COMPANY'S AFFAIRS

The Company is engaged in the business of Manpower supply, Recruitment and Staffing services.

The Total revenue for the current year is Rs. 2820.31 lakhs in comparison to Last year's revenue i.e. Rs. 1818.04 Lakhs.

The Net Profit in the current year is Rs. 172.65 Lakhs in comparison to Rs 128.87 Lakhs last year.

This year has been a memorable year for all of us as during this year the company launched its IPO and listed its equity shares on the SME platform at the Bombay Stock Exchange. Our goal is to create long-term value for our shareholders and for this the management is constantly working hard and exploring new opportunities in the business. Earlier, the company was only providing IT staffing services. It now plans to enter the general staffing business as well. The management is confident that the expansion of the business will position the company for long-term success and growth in the coming years.

### 3. DIVIDEND

Considering future growth prospects for the company, the Board of Directors decided to retain the profits earned and therefore does not recommend any dividend for the financial year 2022-2023.

### 4. THE AMOUNTS TRANSFERRED TO RESERVES, IF ANY

Pursuant to provisions of section 134(1)(j) of the Companies Act, 2013, the Company has not proposed to transfer any amount to General reserve out of the net profit of the Company for the financial year 2022-23.

### 5. THE CHANGE IN THE NATURE OF BUSINESS IF ANY

During the year under review, there has been no change in the nature of business of the Company.

### 6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred from the closure of the financial year till the date of this report.

### 7. LISTING OF SHARES

During the year under review the company launched its IPO for 17,00,000 Equity Shares of Rs. 10/- each for cash at a price of Rs.51/- per equity share, including a share premium of Rs. 41/- per Equity share, aggregating to Rs. 867.00 Lakhs (The "Issue"). The Public Issue was opened for subscription on 28<sup>th</sup> February, 2023 and closed on 02<sup>nd</sup> March, 2023 in terms of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI (ICDR) Regulations"). The Company had registered its Prospectus dated 17<sup>th</sup> February, 2023 with the Registrar of Companies, Delhi.

The Issue was subscribed to an extent of 15.69 times i.e Net Subscription of Rs. 1360272000/- for 26672000 equity shares after eliminating technically rejected and bid not banked applications.

The Company has allotted 17, 00, 000 equity shares on 06<sup>th</sup> of March 2023 and the same was listed on Bombay

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Stock Exchange SME platform, Mumbai on 13<sup>th</sup> of March 2023.

The Company has paid the annual listing fee for the financial year 2022-2023.

The Equity Shares of the Company has the electronic connectivity under ISIN No. INE00601019. To provide service to the Shareholders, the Company has appointed M/s. Cameo Corporate Services Limited, Subramanian Building", #1, Club House Road, Chennai -600002, India as Registrar and Transfer Agent of the Company for existing physical based and allied Secretarial Services for its Members / Investors and for Electronic Connectivity with NSDL and CDSL.

## 8. SHARE CAPITAL

### A. Authorized Capital and Changes thereon, if any

The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

During the year authorized capital of the Company was increased from Rs.3,00,000/- (Rupees Three Lakh Only) to Rs. 6,00,00,000/- (Rupees Six Crore Only) in the Extra – Ordinary General Meeting of the Company held on 13<sup>th</sup> June, 2022.

### B. Paid up Capital and Changes thereon, if any

The Paid-up Share Capital of the Company is Rs. 5,02,87,260/- (Rupees Five Crore Two Lakh Eighty-Seven Thousand Two Hundred Sixty Only) divided into 50, 28, 726 (Fifty Lakh Twenty – Eight Thousand and Seven Hundred Twenty-Six) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

During the year, the Company had issued Shares by way of following Allotments:

## 9. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH INITIAL PUBLIC OFFER (IPO)

During the year under review, the Company raised funds aggregating to Rs. 8.67 Crores through public issue. The Company has utilized the funds raised through issue for the purpose as stated in the Letter of Offer. Details of utilization of fund as on 31<sup>st</sup> March, 2023 are as under:

Original Objects	Original Allocation	Funds Utilized	Amount of Deviation/ Variation for the quarter according to applicable object
Working capital requirements,	600.00	198.52	Nil
Issue related expenses and General corporate expenses	267.00*	251.95	Nil
<b>Total</b>	<b>867.00</b>	<b>450.47</b>	

The unutilized proceed of Rs. 416.53 Lakhs is kept in fixed deposit and bank accounts of the Company and it is proposed to be utilized in the FY 2023-2024.

\* There has been no deviation in the deployment of funds for the Working Capital Requirement as mentioned in the Prospectus dated February 17, 2023. However, Under the head "Issue related expenses" in the objects, against the deployment schedule of ₹ 127 lakhs, the Company has spent ₹ 251.95 lakhs. The excess amount of ₹124.95 Lakhs has been recouped from General Corporate Expenses.

## 10. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary or Associate Company and has not entered into any Joint Venture Agreement during the year under review.

## 11. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Composition of Board of Directors

As on the date of the report, the Board of Directors of the Company comprises of total Eight (8) Directors. The Composition of the Board of Directors is as under:

Sr. No.	Name of the Director	DIN	Designation
1	Mr. Gaurav Mittal	01205129	Managing Director
2	Mr. Chetan Prakash Mittal	01205222	Executive Director
3	Mrs. Premalata Mittal	01205175	Executive Director
4	Mr. Ayush Jindal	09752380	Non-Executive Director
5	Mrs. Archana Gangal	09752403	Non-Executive Director

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6	Mr. Komaligam Narayanan Jayaraman	09762539	Independent Director
7	Mr. Mridul Rastogi	09775344	Independent Director
8	Mr. Subodh Ranjan Sachdeva	00533454	Independent Director

### B. Appointment/Cessation/ change in designation of Directors

During the year under review, following appointment / cessation or change in designation of directors were made:

Name of Director	DIN / PAN	Designation	Date of Appointment/ Change in Designation	Nature of Change
Mr. Gaurav Mittal	0120 5129	Managing Director	13 <sup>th</sup> October, 2022	Re-designation
Mr. Ayush Jindal	0975 2380	Non-Executive Director	13 <sup>th</sup> October, 2022	Appointment
Mrs. Archana Gangal	0975 2403	Non-Executive Director	13 <sup>th</sup> October, 2022	Appointment
Mr. Komaligam Narayanan Jayaraman	0976 2539	Independent Director	13 <sup>th</sup> October, 2022	Appointment
Mr. Subodh Ranjan Sachdeva	0053 3454	Independent Director	13 <sup>th</sup> October, 2022	Appointment
Mr. Mridul Rastogi	0977 5344	Independent Director	01 <sup>st</sup> November, 2022	Appointment
Mrs. Swati Jain	0120 5082	Director	01 <sup>st</sup> October, 2022	Cessation

### C. Key Managerial Personnel (KMP)

During the year under review, the following persons appointed as Key Managerial Personnel (KMP) of the Company:

Name of KMP	Designation	Date of Appointment/ Change in Designation
Mr. Chetan Prakash Mittal	Chief Financial Officer	13 <sup>th</sup> October, 2022

Ms. Pooja Gupta	Company Secretary & Compliance Officer	07 <sup>th</sup> November, 2022
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### D. Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration and the same can be accessed on the Company's website at its weblink i.e., <https://itconsinc.com/images/policies/NOMINATION-AND-REMUNERATION-POLICY.pdf>.

The objective and broad framework of the Remuneration Policy is to consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth. The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the long-term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on professional competence and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The Nomination and Remuneration Committee recommends the remuneration of Directors and Key Managerial Personnel, which is then approved by the Board of Directors, subject to the approval of shareholders, wherever necessary. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the Company required running the Company successfully.

### E. PERFORMANCE EVALUATION

Pursuant to the provisions of the Act, SEBI Listing Regulations, 2015 and Nomination and Remuneration Policy of the Company, the Nomination and Remuneration Committee ("NRC") and the Board has carried out the annual performance evaluation of the Board, its Committees and individual Directors by way of individual and collective feedback from Directors. The Independent Directors have also carried out annual performance evaluation of the Chairperson, the Non-Independent directors and the Board as a whole. Structured questionnaires covering the evaluation

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criteria laid down by the NRC, prepared after taking into consideration inputs received from Directors, were used for carrying out the evaluation process.

The Directors expressed their satisfaction with the evaluation process.

### 12. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met at Regular Intervals to transact business and the gap between two meetings was less than one hundred and twenty days. During the Financial Year 2022-23, Twenty - One (21) meetings of the Board of Directors of the Company were held on the following dates: 07.04.2022, 19.05.2022, 27.06.2022, 18.07.2022, 21.07.2022, 26.07.2022, 04.08.2022, 07.09.2022, 10.09.2022, 01.10.2022, 12.10.2022, 31.10.2022, 07.11.2022, 15.11.2022, 19.11.2022, 28.12.2022, 29.12.2022, 03.01.2023, 27.01.2023, 27.02.2023, 06.03.2023.

**Details of attendance of Directors in the Board meeting during the financial year 2022-23 are as under:**

Name of the Director	Number of Meetings which Director entitled to attend	Attendance at the Board Meeting
Mr. Gaurav Mittal	21	21
Mrs. Prem Lata Mittal	21	21
Mr. Chetan Prakash Mittal	21	21
Mr. Ayush Jindal	10	6
Mrs. Archana Gangal	10	10
Mrs. Swati Jain (resigned w.e.f. October 01, 2022)	10	10
Mr. Komaligam Narayanan Jayaraman	10	10
Mr. Mridul Rastogi	9	9
Mr. Subodh Ranjan Sachdeva	10	10

### 13. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors without the attendance of Non-Independent Directors and members of the Management, was held on 30<sup>th</sup> Day of March, 2023, as required under Schedule IV of the Companies Act, 2013

(Code for Independent Directors) read with Regulations 25(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The Independent Directors inter-alia reviewed the performance of the Non-Independent Directors, Chairman of the Company and the Board as a whole.

### 14. COMMITTEES OF BOARD OF DIRECTORS

The Board has constituted the committees of the Board with specific terms of reference as per the requirements of the SEBI Listing Regulations and the Companies Act, 2013:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees.

#### A. AUDIT COMMITTEE

The Board has set up qualified and Independent Audit Committee in compliance with the requirements of Regulation 18 of SEBI Listing Regulations read with Section 177 of the Act. During the period under review, the Board of Directors of the Company accepted all the recommendations of the Audit Committee.

The Audit Committee comprises of the following members:

S.No.	Name of Director	Designation	Category
1	Mr. Mridul Rastogi	Chairman	Non-Executive and Independent Director
2	Mr. Komaligam Narayanan Jayaraman	Member	Non-Executive and Independent Director
3	Mr. Chetan Prakash Mittal	Member	Executive Director & CFO

During the year under review, the Audit Committee met 2 times: 28.12.2022 and 29.12.2022.

The Company Secretary acts as the Secretary of the committee.



## **B. NOMINATION & REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee has been constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulation. The Company complies with the provisions relating to the Nomination and Remuneration Committee in terms of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of the following members:

S.No.	Name of Director	Designation	Category
1	Mr. Mridul Rastogi	Chairman	Non-Executive and Independent Director
2	Mr. Komaligam Narayanan Jayaraman	Member	Non-Executive and Independent Director
3	Mrs. Archana Gangal	Member	Non-Executive Director

The Company Secretary acts as the Secretary of the committee.

During the year under review, the Nomination & Remuneration Committee met 1 time: 22.11.2022.

## **C. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Board has constituted the Shareholders/Investors Grievance Committee as per the provision of section 178 of Chapter XII of Companies Act-2013 and as per Regulation 20 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to specifically look into the redressal of Shareholders complaints.

S.No.	Name of Director	Designation	Category
1	Mrs. Archana Gangal	Chairman	Non-Executive Director
2	Mr. Subodh Ranjan Sachdeva	Member	Non-Executive and Independent Director
3	Mr. Ayush Jindal	Member	Non-Executive Director

The Company Secretary acts as the Secretary of the committee.

During the year under review, the Stakeholders Relationship Committee met one time: 31.03.2023.

There were no investor's complaints pending as on 31<sup>st</sup> March, 2023.

## **15. CORPORATE GOVERNANCE**

Pursuant to Regulation 15(2) of the Listing Regulations, the compliance with the Corporate Governance provisions as specified in Regulations 17 to 27, 46(2)(b) to (i) and (t) and Para C, D and E of Schedule V of the Listing Regulations are not applicable to the Company as the Company has listed its securities on SME Exchange.

## **16. VIGIL MECHANISM**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, includes an Ethics comprising senior Executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or letter. The policy on vigil mechanism may be accessed on the Company's website at <https://itconsinc.com/>.

## **17. CODE OF CONDUCT**

Your Directors informed that pursuant to provisions of Regulation 17(5) of SEBI (Listing Obligation & Disclosure requirement) Regulations, 2015 every Listed Company is under an obligation to adopt a policy on Code of Conduct for all the Members of the Board of Directors and Senior Management. As per the said Regulation, the Board of Directors adopted the Policy on code of conduct for all the Members of Board of Directors and Senior management of the Company.

## **18. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, regarding Corporate Social Responsibility is not applicable to the company.

## **19. RISK MANAGEMENT POLICY**

The Company has well laid out risk management policy, which periodically assess the threats and opportunities that will impact the objectives set for the Company as a whole. The policy is designed to provide the categorization of risks into threats and its causes,

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impact, treatment and control measures. As a part of the Risk Management Policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly.

#### 20. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment, in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 and the rules thereunder ("POSH Act"). The Company has complied with the provisions relating to the constitution of the Internal Committee under the POSH Act.

The composition of IC is as follows:

S.No.	Name of Officer/ Member	Designation
1	Ms. Pooja Gupta	President
2	Mrs. Archana Baluni	Member
3	Mr. Sunil Kumar	Member
4	Mrs. Sarita Shukla	External Member

During the year under review, no case of sexual harassment was reported to the Internal Committee ("IC").

#### 21. IN CASE OF A COMPANY COVERED UNDER SUB-SECTION (1) OF SECTION 178, COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178

The Company has well laid out the policy for Directors' appointment and remuneration, which determines the terms of appointment, qualification, independence of Directors along with remuneration payable. The policy is designed to provide such terms for appointment and levels of remuneration such that they attract, retain and motivate Directors of the quality and ability required to run the Company successfully.

#### 22. STATUTORY AUDITORS

M/s. GBSG & Associates, Chartered Accountants (Firm Registration No: 031422N) were appointed as statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s Sumit Gupta & Co., Chartered Accountants (Firm Registration No: 022622N), in terms of Section 139 (8) of the Companies Act, 2013 and they shall hold office until the conclusion of the ensuing Annual General Meeting of the Company. M/s. GBSG & Associates, Chartered Accountants expressed their unwillingness to re-appoint as statutory auditors in the ensuing AGM of the Company due to their professional pre-occupation.

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 031422N) as the Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the ensuing 16<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 21<sup>st</sup> Annual General Meeting to be held in the year 2028, for the approval of the Members in the ensuing AGM of the Company.

M/s. Devesh Parekh & Co., Chartered Accountants have confirmed their eligibility and qualification required under the Act for holding the office, as Statutory Auditors of the Company.

#### 23. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUBSECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The auditor has not reported any frauds pursuant to provisions of section 143 (12) of the Companies Act, 2013 in his report.

#### 24. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN HIS REPORT

The Auditors have not given any qualification, reservation, Adverse remark or Disclaimer in his Auditor Report for the financial year ended 31<sup>st</sup> March, 2023. The Observations made by the Auditors are self-explanatory and have been dealt with an Independent Auditor's Report and its Annexures forming part of this Annual Report and hence do not require any further clarification.

# 16<sup>th</sup> Annual Report

## 2022-2023

### 25. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company appointed Mrs. Snehal Kashyap, Practicing Company Secretary (CP No. 19254, FCS No. 52407) to conduct Secretarial Audit for the financial year 2022-23.

The Secretarial Audit Report of Mrs. Snehal Kashyap, Practicing Company Secretary for the financial year ended March 31, 2023 is annexed as "Annexure B".

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

During the year under review, the Company has complied with all the applicable provisions of the Secretarial Standards.

### 26. INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Board of Director appointed Mr. Vimal Kumar, Chartered Accountants, (ICAI Membership No. 524642) as an Internal Auditor of the Company for the financial Year 2022-23.

### 27. COST RECORDS AND AUDIT

The provisions of section 148 of Companies Act, 2013 about maintenance of cost records and audit are not applicable to the Company.

### 28. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board of Directors, had laid down internal financial controls with reference to the financial statements to be followed by the Company and that such internal financial controls are adequate and operating effectively. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

### 29. EXTRACT OF ANNUAL RETURNS

In terms of provisions of section 92, 134(3)(a) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the details forming part of extract of the Annual Return are hosted on [https://itconsinc.com/images/Draft\\_MGT\\_7\\_financial\\_year\\_2022\\_2023.pdf](https://itconsinc.com/images/Draft_MGT_7_financial_year_2022_2023.pdf). By virtue of amendment to

Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

### 30. DIRECTOR RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that:

- In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date.
- The Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- The Directors have prepared the annual accounts on a 'going concern' basis.
- The Directors have laid down internal financial controls, which are adequate and are operating effectively
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### 31. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149

The Company has received necessary declarations from all the Independent Directors of the Company Under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

### 32. DEPOSITS

During the year under review, the Company has neither invited nor accepted deposits from the



## 16<sup>th</sup> Annual Report

### 2022-2023

public/members under Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014.

### 33. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Integrated Annual Report.

### 34. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has in place a Policy on Related Party Transactions and the same can be accessed on the Company's website at its weblink i.e., <https://itconsinc.com/images/policies/POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf>. All transactions with Related Parties are placed before the Audit Committee for approval. All related party transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business, the particulars of such transactions are disclosed in the notes to the financial statements. Disclosures of related party transactions of the Company with the promoter/promoter group which holds 10% or more shareholding in the Company, if any, is given in note to the standalone financial statements.

All the related party transactions that were entered into during the year were on an arm's length basis and in ordinary course of business. All the related party transactions that were entered into during the year were on an arm's length basis and in ordinary course of business. The nature of related party transaction require disclosure in AOC -2, the same is attached with this Report as Annexure-A.

### 35. STATUTORY DISCLOSURES

None of the Directors of your Company are disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required, under various provisions of the Companies Act, 2013 and SEBI LODR.

### 36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There has been no significant and material order passed by any regulators or courts or tribunals,

impacting the going concern status of the Company and its future operations.

### 37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, no application has been made under the Insolvency and Bankruptcy Code, 2016 by the Company.

### 38. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO, IN SUCH MANNER AS MAY BE PRESCRIBED

#### 1) Conservation of energy

Your Directors are of the opinion that with respect to conservation of energy and technology absorption as prescribed under Section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014 are not relevant in view of the nature of business activities of the Company and hence, are not required to be given.

#### 2) Technology absorption

The company is using latest technology and indigenization, which keeps on absorbing latest technology for the betterment of society at large.

#### 3) Foreign exchange earnings and Outgo

Your company has the following Foreign Exchange Earning and Outgo (after converting into INR) during the year:

Foreign Exchange Earnings – Rs. 1,95,99,160/-

Foreign Exchange Outgo – Nil

### 39. MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management's discussion and analysis is set out in Annexure C of this Integrated Annual Report.

### 40. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS



## **16<sup>th</sup> Annual Report**

### **2022-2023**

During the year under review, no valuation has been done either at the time of one-time settlement, if any, with Banks / Financial Institutions or while taking loans from the Banks or Financial Institutions, if any. Accordingly, no details are required to be disclosed.

#### **41. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable:

- (a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;
- (b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year;
- (c) number of shareholders to whom shares were transferred from suspense account during the year;
- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;
- (e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

#### **42. ACKNOWLEDGEMENTS**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board also places on record its appreciation for the continued cooperation and support received by your Company during the year from investors, bankers, financial institutions, customers, business partners, all regulatory and government authorities and other stakeholders.

**By order of the Board of Directors  
For ITCONS E-SOLUTIONS LIMITED**

**Gaurav Mittal**  
**(Managing Director)**  
**DIN: 01205129**

**Chetan Prakash Mittal**  
**(Director & CFO)**  
**DIN: 01205222**

**Date: May 30, 2023**  
**Place: Delhi**

**"ANNEXURE- A"**

**Form No. AOC-2**

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

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

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

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Nil
2	Nature of contracts/arrangements/transaction	Nil
3	Duration of the contracts/arrangements/transaction	Nil
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5	Justification for entering into such contracts or arrangements or transactions'	Nil
6	Date of approval by the Board	Nil
7	Amount paid as advances, if any	Nil
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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

Sr. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contract's arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Mahhaguru Navgrah Private Limited (Entity with common Directors)	Loan Repaid	1 year	As per the agreed terms and conditions. Rs. 62,51,500/-	07 <sup>th</sup> April, 2022	-
2.	Mahhaguru Navgrah Private Limited (Entity with common Directors)	Interest Income	1 year	As per the agreed terms and conditions. Rs. 5,33,163/-	07 <sup>th</sup> April, 2022	-
3.	Gaurav Mittal (Managing Director)	Remuneration paid	3 years	As per the agreed terms and conditions. Rs. 31,00,000/-	12 <sup>th</sup> October, 2022	-
4.	Chetan Prakash Mittal (Director & CFO)	Remuneration paid	3 years	As per the agreed terms and conditions. Rs. 15,00,000/-	12 <sup>th</sup> October, 2022	-
5.	Premalata Mittal (Director)	Remuneration paid	3 years	As per the agreed terms and conditions. Rs. 9,50,000/-	12 <sup>th</sup> October, 2022	-



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members  
**ITCONS E-Solutions Limited**  
**(CIN: U72900DL2007PLC163427)**  
**Regd. Office:** "Regus Elegance 2F, Elegance  
Jasola District Centre, Old Mathura Road  
New Delhi -110025

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Itcons E-Solutions Limited. (Hereinafter called the 'company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made there under;

The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;

(i) Foreign Exchange Management Act, 1999 and the rules and regulations made

thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings

(ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; -

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable for the period under review;**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period under review;**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period under review;**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable for the period under review;**

(i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and



Redeemable Preference Shares) Regulations, 2013- **Not Applicable for the period under review;**

- (j) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; and
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd. (Stock Exchange);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent according to the provisions of the companies act, 2013 and secretarial standards issued by the ICSI in this regard, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while there were no dissenting members' views- if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor

and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that during the audit period:**

1. The Company has converted from Private Limited into Public Limited w.e.f. 11<sup>th</sup> November, 2022 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.
2. The company had brought Initial Public Offer (IPO) of 17,00,000 equity shares of the face value of Rs. 10/- each for cash at a price of Rs. 51/- per equity share, including share premium of Rs. 41/- Per Equity Share, aggregating to Rs. 867.00 lakhs and on successful of the offer, shares were allotted to the applicants and listing application was filed by the Company as per the prospectus dated 17<sup>th</sup> February, 2023. Shares of the Company was listed on SME Platform of BSE Ltd. on 13<sup>th</sup> March, 2023. Further, the company was in compliance with the bye laws, rules, regulations, guidelines, standards, etc. with respect to the IPO.

**CS Snehal Kashyap**  
Practicing Company Secretary  
Membership No.: 41594  
COP No. 19254

**Date:** 30/05/2023  
**Place:** New Delhi

**UDIN:** A052407E000431742



To,  
The Members,  
**ITCONS E-Solutions Limited**  
**(CIN: U72900DL2007PLC163427)**  
**Regd. Office:** "Regus Elegance 2F, Elegance,  
Jasola District Centre, Old Mathura Road New  
Delhi -110025

The Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Itcons E-Solutions Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations, where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal

records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts are reflected in secretarial and other records. I believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.

4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**CS Snehal Kashyap**  
Practicing Company Secretary  
Membership No.: 41594  
COP No. 19254

**Date:** 30/05/2023  
**Place:** New Delhi

**UDIN:** A052407E000431742



## MANAGEMENT DISCUSSION AND ANALYSIS

### GLOBAL ECONOMY

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecast to slow from 6.0% in 2021 to 3.2 percent in 2022 and 2.7% in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID19 pandemic.

Global inflation is forecast to rise from 4.7% in 2021 to 8.8% in 2022 but to decline to 6.5% in 2023 and to 4.1% by 2024. Monetary policy should stay the course to restore price stability, and fiscal policy should aim to alleviate the cost-of-living pressures while maintaining a sufficiently tight stance aligned with monetary policy. Structural reforms can further support the fight against inflation by improving productivity and easing supply constraints, while multilateral cooperation is necessary for fast-tracking the green energy transition and preventing fragmentation.

### INDIAN ECONOMY

Amid the global uncertainties, India's economy has been an outperformer, reflecting robust domestic consumption and lesser dependence on global demand. The Indian economy is cautiously shining and the growth moderation for India in the financial year 2022-23 is premised on an ongoing global economic slowdown, tight monetary conditions, and elevated oil prices.

The GDP growth for the year exceeded the estimate due to strong growth in the last quarter of the year. GDP grew 6.1% in the January-March quarter, up from 4.5% in the October-December quarter. The GDP growth was 9.1% in 2021-22, supported by a favourable base effect due to low growth in the pandemic year. India's nominal GDP at current prices was estimated at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy, and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between this period.

### OVERVIEW OF INDIAN STAFFING INDUSTRY

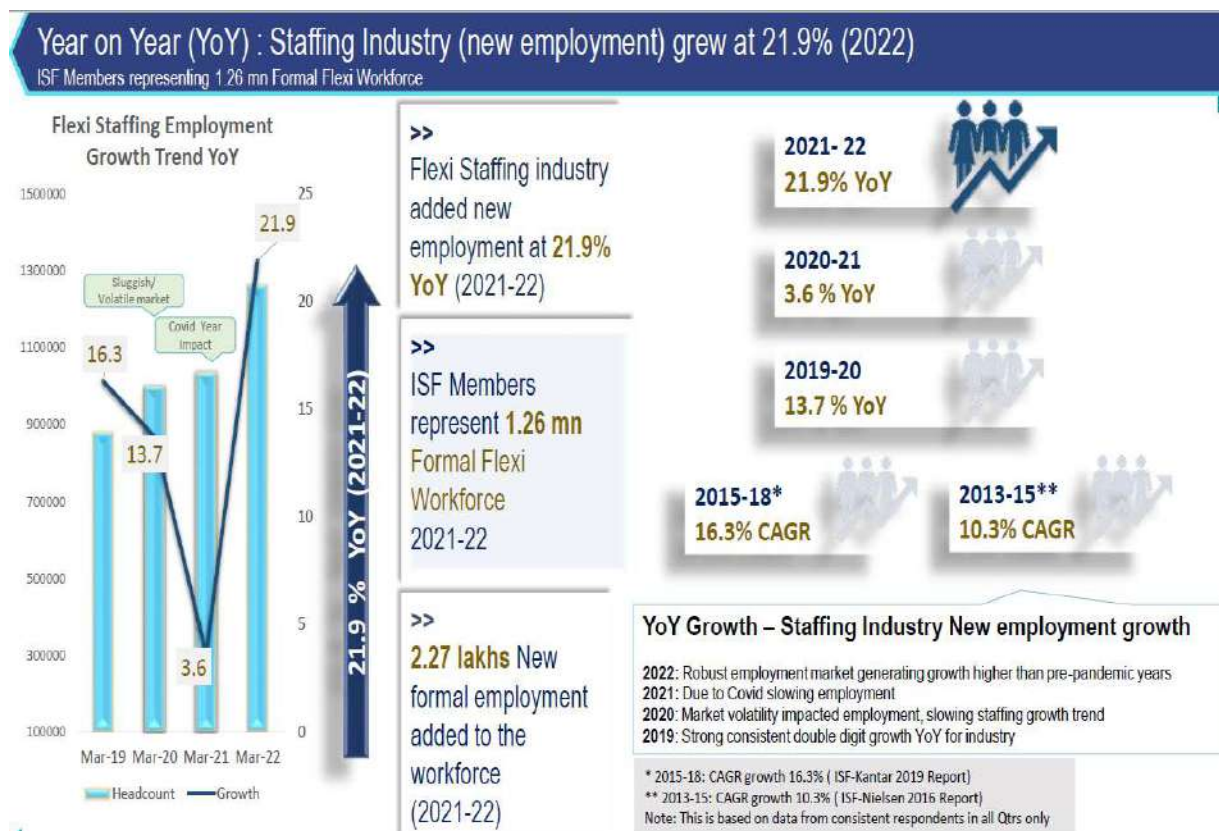
It is observed that despite COVID-19's horrible impact on business around the world. The organized staffing business in India has continued to expand at a rapid pace. According to a survey, the Indian staffing business grew by 3.6% in fiscal year 2020-21, owing to a comeback in the fourth quarter of the previous fiscal year.

According to the report, post-pandemic flexi-employment market trends and it has influenced women, young, and high-skilled employees in a good way. It is also noted that regardless the pandemic situation, temporary staffing grew in IT, E-commerce, Logistics and Manufacturing sectors. Flexi Staffing is growing trend in an Indian job economy. Around 72% of Flexi workers want to keep working as same, and 85% of Flexi workers are happy with their current situation. Staffing Industry witnessed a sharp jump with 30.7% growth, adding further new employment than the year before at 14.1%. The demands were driven primarily with the digital adoption across sectors. A few promising impact sectors to continue will be Fintech, IT, Infra etc. IT staffing industry post Q2 also started witnessing a stabilization in the demand, with Q4 bringing a sharp response from geo political scenario developing across the world from the Ukraine war impact of global financial markets among others.

Overall the Staffing Industry continued a stable Quarter on Quarter (Net employment) growth at 4.2% in Q422. Staffing industry is poised to continue its contribution in the formal employment growth, as demand is seen to be moving at a stable rate.

Source <https://www.indianstaffingfederation.org/wp-content/uploads/2022/09/Indian-Staffing-FederationStaffing-Employment-Trends-Annual-Report-2022.pdf>

## Indian staffing industry trend:





## QoQ Employment growth : Staffing Industry continued a stable growth at 4.2% : Q422

**Flexi Staffing Industry  
Employment Growth Trend  
QoQ (Q4 2022)**



>> Staffing industry QoQ maintained a steady new employment growth at 4.2% in Q422

>> ISF members added appx 40000 new formal flexi workforce (tripartite model) in Q422

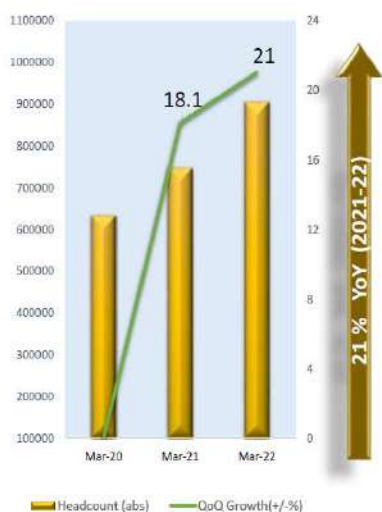
>> There is a steady increase in new employment as growth rate stabilizes

>> General Staffing industry contributed with new employment at a 4.2% growth in Q422

>> IT Staffing industry grew at 3.2% in Q422, responding to geopolitical impact on the trends of employment trends in the IT/ITeS sector

## General Staffing Industry grew at 21% YoY (2021- 2022)

**General Staffing Employment  
Growth Trend YoY (2021-22)**

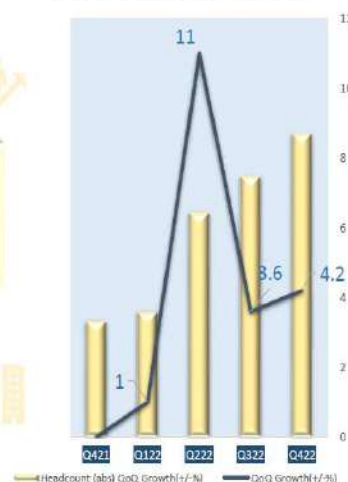


>> General Staffing Industry witnessed a sharp growth at 21% YoY, with a +2.9% growth from the previous year at 18.1%. While it maintained a robust growth QoQ at 4.2% in Q422

>> ISF members added 1.57 lakhs new employment across General staffing roles 2021-22

>> General Staffing Industry was primarily driven by demands from FMCG, E-commerce, Manufacturing, Healthcare, Retail, Logistics, Banking, Energy etc.

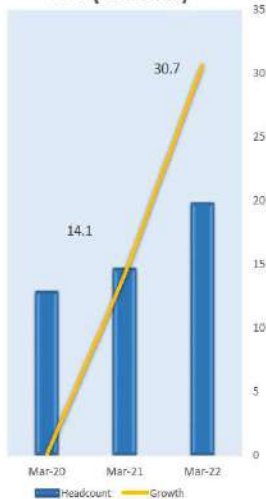
**General Staffing Industry  
Employment Growth Trend QoQ**



REFERENCE: Q422: Jan - Mar 22

## IT Staffing Industry grew at 30.7% (YoY)

IT Staffing Industry  
Employment Growth Trend  
YoY (2021-22)



>>

IT Staffing Industry witnessed a sharp growth at **30.7% YoY**, with a +16.6% growth from the previous year at 14.1%.

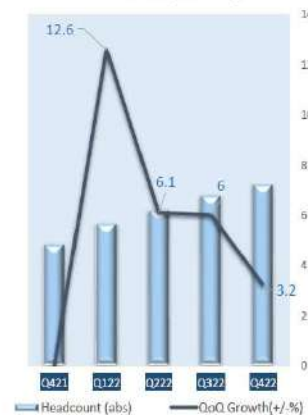
>>

IT staffing industry post Q2 also started witnessing a **stabilisation in the demand** with Q4 bringing a sharp response from geopolitical scenario developing across the world from the Ukraine war, impact of global financial markets among others.

>>

**IT Staffing Industry** grew with demands for digital adoption across sectors. A few promising impact sectors to continue will be Fintech, IT, Infra, etc.

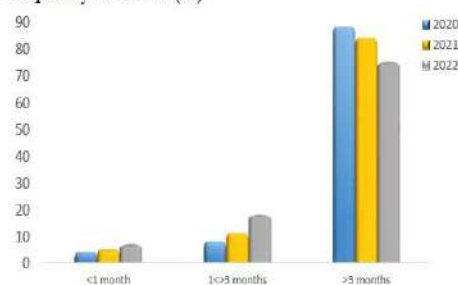
IT Staffing Industry  
Employment Growth Trend  
QoQ (Q4 22)



REFERENCE: Q4 22: Jan - Mar 22

>75% assignments are more than 3 months; 36% Flexi workforce engaged for more than 12 months

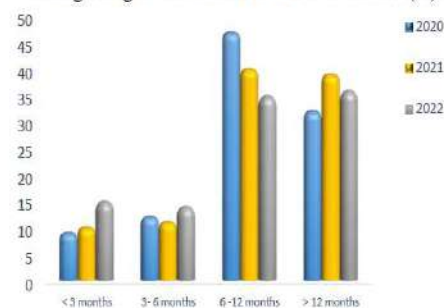
What is the average length of assignments for temporary workers? (%)



Average Length of Assignments

- >75% of the flexi projects/assignments are more than 3 months
- Short term projects of <3 months were slightly higher last year at 18%, a growth of +7% YoY.
- The assignments help the flexi worker to grow their skills while being employed, across industries.
- The organised flexi staffing industry tries to continually engage the flexi worker on their behalf.

Average length of contract for Flexi workers? (%)

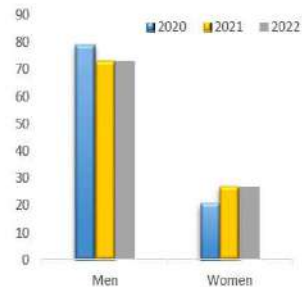


Average Length of Contract

- There is a steady increase with >30% YoY contract length where workers are gainfully employed for more than 12 months.
- There was sustained >35% contracts in the 6-12 month timeframe YoY.
- >70% of contracts are over 6 months of engagement between Flexi staffing orgn and flexi staff.
- There was a slight increase in the projects with shorter duration of less than 6 months with +3% and +5% for less than 1 month projects increase YoY

## Women Participation in Flexi workforce continued with 27%

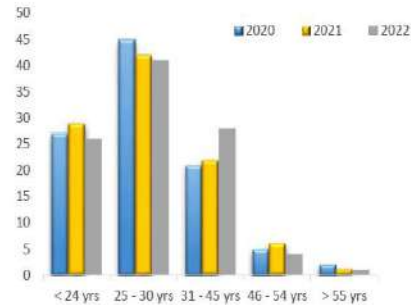
Gender distribution of flexi workers- %



Gender Distribution

- In flexi employment Women workforce participation maintained a steady 27% YoY.
- Most opportunities for flexi staff last year moved from outdoor sales to essential delivery services.
- Over 73% flexi jobs are dominated by men.

Age distribution of flexi workers? (%)

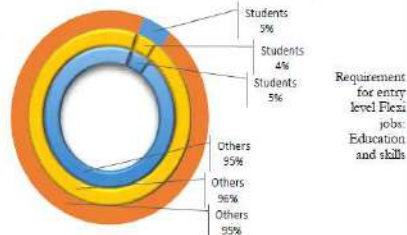


Age Distribution

- There was a +6% increase where people with 31-45 yrs of age participated in the workforce moving up from 22% to 28%.
- Flexi workers in the age of 25-30 yrs, continued to be the highest participants with over 40% in the workforce.
- Interestingly, the majority participation in the flexi working population are shifting to 31-45 yrs of age
- Almost 66% flexi workers are upto 30 yrs who participate in the workforce.

## Flexi workers gainfully employed were +8% with higher skills YoY; +8% with medium education

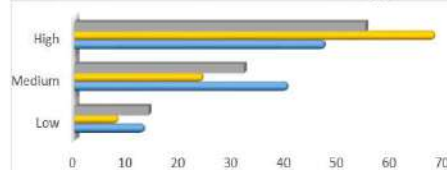
Share of students among all Flexi Workers? (%)



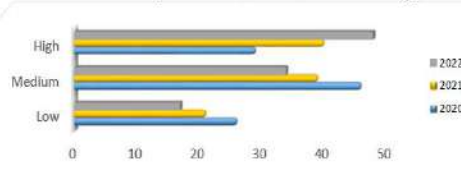
Requirement for entry level Flexi jobs: Education and skills

- Average of 5% YoY students join flexi jobs in India
- Initial level of education & Skills of employed flexi workers
- High level of education that cover Graduates and above, continued with 55% of the flexi workforce in demand.
- The flexi workers with medium and low education level were significantly higher in demand from previous years with 32% and 14% respectively, as general staffing picked up. Medium level education will be secondary education and low education will be represented through below secondary education.
- In 2022 about 48% employed flexi workers were high skills, which is +8% higher than previous years
- Flexi workers with medium and low skills also continued to gainfully employed with 34% and 17% respective participation.

Initial level of education of Flexi workers? (%)



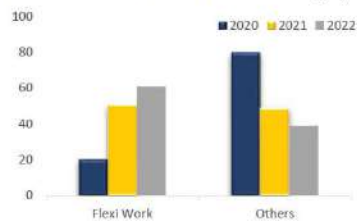
Level of skills required to execute flexi work assignments? (%)





## +10% growth in flexi work compared to other formats of employment

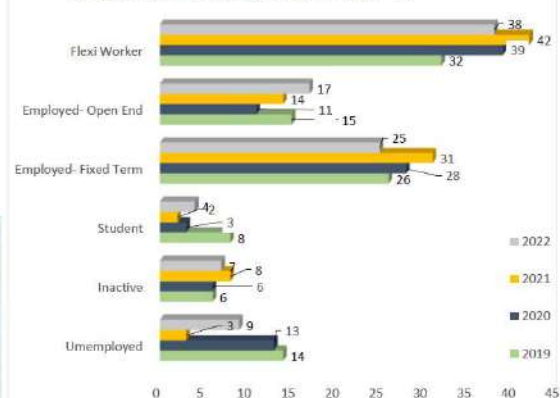
Share of flexi work in the last 12 months? (%)



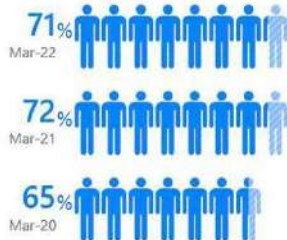
Flexi Industry Growth, & Labour Market situation for flexi staff pre post 12 months

- Y22 witnessed +10% demand growth in flexi employment at 61% compared to other formats of employment.
- Labour Market changes for Flexi worker 2022 vs 2021:
  - Employment market saw 38% flexi workers continuing in flexi job YoY.
  - 2022 continued to witness +3% increase YoY in open ended contracts
  - Workers associated with Fixed term employment dipped marginally -6% YoY
  - The rate of unemployed Flexi worker after 12 months of employment was at 9% in 2022. With 7% becoming inactive as flexiworker

Labour market situation for workers before and 12 months after working as flexi staff? %



## 2022: 82% flexi workforce satisfied with their employment situation; 71% will prefer to continue as flexi employee



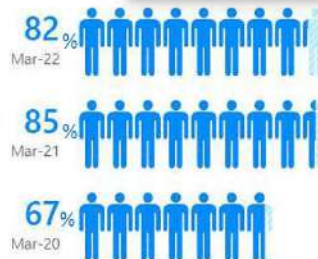
Source: Indian Staffing Federation: Annual Flexi Employment Growth Report 2022

**>70%**

Flexi workforce '**prefer**' to continue as flexi worker with Formal Staffing companies

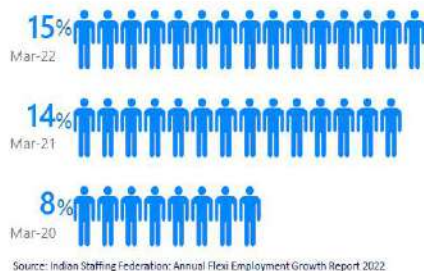
**>80%**

Flexi workforce employed with Formal Staffing companies show that they are satisfied with their employment situation YoY



Source: Indian Staffing Federation: Annual Flexi Employment Growth Report 2022

2022: 15% flexi workforce received a permanent employment; 50% flexi workforce were trained/upskilled to meet employment demands



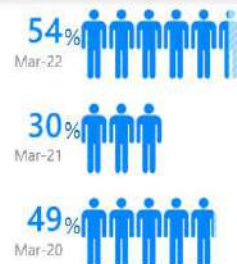
~15%

Flexi workforce gets absorbed as Permanent employee with acquired experience YoY (2022).

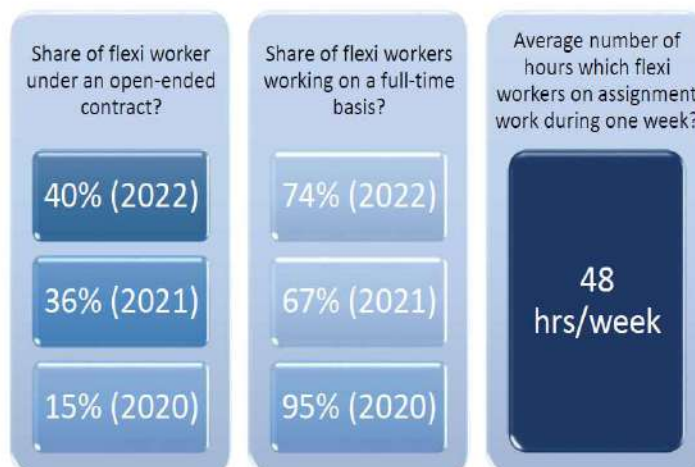
*Flexi work becomes their 'first stepping stone to permanent jobs'*

>50%

Flexi workforce received training/upskilling while employed with a formal staffing company



40% flexi workforce work under open contract; 74% work full time as flexi employee







## ITCONS PERFORMANCE & FUTURE OUTLOOK

Our Company, ITCONS E-Solutions Limited, is in the business of providing human resource services to both public and private organizations mostly in organized sector in diverse roles and responsibilities since 2007. Our services primarily include 1) Manpower Supply/Recruitment Services; and 2) Manpower Sourcing/Staffing Services.

We have grown to 800+ staff team (including contractual employees). We have well-known and reputed clients from the Information Technology, Staffing & Recruitment, Food, FMCG space amongst others, which include MNCs as our clients. Presently our Manpower Supply Services account for a majority of our revenues, and Manpower Sourcing Services contributes to rest of our revenues. the management has broadly segregated the revenue contribution and is tabulated below:

Verticals	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue Generated (₹ in lacs)	% of Total Revenue	Revenue Generated (₹ in lacs)	% of Total Revenue	Revenue Generated (₹ in lacs)	% of Total Revenue
Manpower Supply Services	2727.86	96.72%	1751.32	96.33%	814.87	97.92%
Manpower Sourcing Services & Skill development	92.45	3.28%	66.71	3.67%	17.35	2.08%
<b>Total</b>	<b>2820.31</b>	<b>100.00%</b>	<b>1818.03</b>	<b>100.00%</b>	<b>832.22</b>	<b>100.00%</b>

Since Incorporation, ITCONS E-Solutions Limited has been developing its service offering so as to support its clients in their end-to-end HR needs through its bouquet of services under one roof. For better operational efficiency, our range of services have been divided under the following business heads:

### Manpower Supply/Recruitment Services

- IT Staffing
- General Staffing
- Re-badging
- Recruitment Process Outsourcing
- Pass through Services
- Payroll Services
- Managed IT Services
- Product Installation & Servicing Solutions

### Manpower Sourcing/Staffing Services

- Permanent Hiring

In the forthcoming year we will align ourselves into three main platforms: Workforce Management and Tech Services. Workforce Management would comprise of a diverse suite of offerings in the employee lifecycle management space ranging from - training and recruitment to on-boarding and off-boarding employees both in the general staffing and professional staffing businesses. Operating Asset Management would provide a one stop shop for all assets - real estate, industrials and telecom. Tech Services would comprise of business process management, aftersales services and online-recruitment portal.

Capital allocation continues to be a key focus area for us. We have an established inorganic playbook of successfully identifying and integrating value accretive acquisitions. We are entering into a phase where we will allocate capital strategically to derive superior financial outcomes for our company.

We believe in the short to medium term, we should be able to generate higher amounts of operating cash from our business.

## FINANCIAL HIGHLIGHTS

Particulars	FY 2022-23	FY 2021-22
Revenue from Operations (in Lakh)	2820.31	1818.03
EBITDA (in Lakh)	264.56	180.18
PAT (in Lakh)	172.66	128.86
EPS (in Rs.)	5.23	4.16
Debtor's Turnover Ratio	5.75%	8.76%
Current Ratio	5.39%	1.61%
Net Debt Equity Ratio	0.00%	0.48%
Net Profit Margin	6.1%	7.1%
Return on capital employed	20.1%	63.6%

## OPPORTUNITIES AND THREATS

<b>Opportunities</b>	<ul style="list-style-type: none"> <li>Alternative employment forms are gaining popularity</li> <li>Emerging markets are experiencing strong structural growth</li> <li>Diverse workforce approaches are gaining in popularity and sophistication</li> <li>With the severity in skill shortage, Itcons helps in securing a competent and skilled workforce</li> <li>New technologies promise increased operational efficiency, sophistication, and cost optimisation</li> <li>Positive legislative changes are taking place</li> </ul>
<b>Threats</b>	<ul style="list-style-type: none"> <li>Execution of market opportunity</li> <li>Disruption of technology Emerging and alternative modes of staffing such as direct contracts</li> <li>Public perceptions of the gig economy are negative</li> <li>Downturns in the economy</li> <li>Legislative developments that are detrimental</li> <li>Low entry barriers</li> </ul>

## RISK MANAGEMENT

Type of Risk	Risk Description	Mitigation Strategy
<b>Talent acquisition and retention</b>	For the business to succeed, the Company must be able to find and keep employees and associates with the training and experience needed to meet a variety of client requirements.	The company uses both conventional and internet recruitment tools to identify the best talent. The organisation also provides options for retraining and upskilling, as well as training programmes, to ensure career growth.
<b>Workplace safety</b>	The employees might be subjected to unsafe work conditions, which might increase absenteeism, trigger strikes, and raise medical expenses.	A comprehensive employee health and safety policy has been implemented by the company. This policy intends to advance employee health and safety, with a particular emphasis on health awareness and safety precautions during the pandemic.
<b>Regulatory risk</b>	The legal framework in which the HR solutions market operates is designed to be advantageous to the government, workers, private employment agencies, and their clients. The business model of the	The Company complies with all applicable laws and regulations and is responsible to all of its stakeholders for fulfilling its obligation. It attempts to uphold ethics and accountability while

	Company could be impacted by ineffective or uneven regulation brought on by a shifting political environment.	making sure that all of its actions are completely transparent.
<b>Technological risk</b>	The conventional staffing and recruitment sector is under stress from technological innovation. New distribution channels and unconventional competitors are gradually gaining traction.	The Company has created a technology driven business strategy that enables it to adapt to changing consumer needs while maintaining a competitive edge
<b>Macroeconomic risk</b>	Macroeconomic instability and economic downturns brought on by geopolitical unrest have an impact on the creation of jobs and talent mobility, which raises expenses and decreases customer demand for the company.	In order to manage the business effectively, the Company takes a flexible approach to responding to shifting business dynamics and works hard to maintain positive relationships with clients and candidates.
<b>Financial risk</b>	Geopolitical unrest and the COVID-19 pandemic both pose significant risks to revenue and company profitability.	The Company is following prudent financial management to maintain a healthy balance sheet.
<b>Credit risk</b>	Higher working capital expenses and interest costs could result from customer payment delays.	The Company adheres to stringent credit monitoring and invoicing procedures. Regular reporting and monitoring of the collection status take into account expected credit loss.

#### CAUTIONARY STATEMENT

The statements made in this report describing the Company's objectives, estimations, expectations, projections, outlooks, constitute forward-looking statements within the meaning of applicable securities laws and regulations. Actual results may differ from such expectations, projections, among others, whether expressed or implied. The statements are based on certain assumptions and future events over which the Company has no direct control. The Company assumes no responsibility to publicly amend, modify and revise any of the statements on the basis of any subsequent developments, information or events.



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**ITCONS E-SOLUTIONS LIMITED**

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the financial statements of **ITCONS E-SOLUTIONS LIMITED** ("the Company"), which comprise the balance sheet as at 31 March 2023, and the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31 March 2023, its profit and its cash flows for the year ended on that date.

#### **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 Act 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.

#### **Key Audit Matters**

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

#### **Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's and Board of Directors Responsibility for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in



accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and 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 management 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 the Company's financial reporting process.

### **Auditor's Responsibilities 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 skepticism throughout the audit. We also:

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





### Other matters

The comparative financial information of the company as at and for the year ended 31 March 2022, included in these financial statements, has been audited by predecessor auditor whose report dated 23 July 2022 expressed an unmodified opinion.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended;
  - e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" to this report;
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company does not have any pending litigations which would impact its financial position;
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
    - iv) (a) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 34(vi) to the financial statement, 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 any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (b) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 34(vii) to the financial statements, 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

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

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/payable by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

for **G B S G & Associates**  
Chartered Accountants  
Firm Registration no. 031422N

**Gulshan Khandelwal**  
Partner  
Membership No. 506712  
UDIN: 23506712BGSVBQ8475

Place : Faridabad  
Date : 30 May 2023



## **ANNEXURE A**

### **referred to in paragraph 1 under "Report on other Legal & Regulatory Requirements' to the Independent Auditor's Report of even date on the Financial Statements of ITCONS E-Solutions Limited**

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i) (a) In respect of the Company's property, plant and equipment and intangible assets:
  - (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
  - (B) The Company does not have any intangible assets and accordingly the requirement under clause 3(i)(a)B of the order are not applicable to the Company.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has a program of verification to cover all the items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. No discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company, and accordingly the requirement under clause 3(i)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right of use assets) or intangible assets during the year.
- (e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- ii) (a) The Company's business does not require maintenance of inventories and accordingly the requirement under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees during the year, and accordingly the requirement under clause 3(ii)(b) of the order is not applicable.
- iii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided loans, advances in the nature of loans and stood guarantee to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, the requirement under clause 3(iii)(a) to (c) of the Order is not applicable.

However, there are outstanding loans the details of which are given below:



Particulars	Loans (Amount In '00)
Aggregate amount granted during the year - Other related party	-
Balance outstanding as at the balance sheet date in respect of the above cases - Other related party	44,451.61

- iv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are loans, investments, guarantees and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and company has complied with all the provision relating to the same except that no interest has been charged on the loans outstanding during the previous years.
- v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi) According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records by the Company under section 148(I) of the Act. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, *though there have been slight delays in a few cases of Provident fund, GST and Professional Tax.*
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no statutory dues, which have not been deposited on account of any dispute.
- viii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been declared



wilful defaulter by any bank or financial institution or government or any government authority.

- (c) In our opinion and according to the information and explanation given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanation given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries during the year.
- (f) According to the information and explanation given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- x) (a) The Company has raised money's by way of Initial Public Offer ("IPO") in February/March 2023 and the proceeds of the IPO is used in the financial year 2022-23 as follows:

INR '00			
Objects of the issue	IPO proceeds	Utilised up to 31 March 2023	Unutilised as on 31 March 2023
Working capital requirement	6,00,000.00	1,98,520.00	4,01,480.00
Issue related expenses and general corporate purpose	2,67,000.00	2,51,946.77*	15,053.23
<b>Total</b>	<b>8,67,000.00</b>	<b>4,50,466.77</b>	<b>4,16,533.23</b>

\* The entire utilisation is towards issue related expenses as against 1,27,000 as mentioned in the object of the IPO in the prospectus and the overrun has been recouped from funds of General corporate purpose.

*IPO proceeds which were unutilised as at 31 March 2023 are parked in fixed deposit and bank account.*

The Company has not raised any monies by way of term loans.

- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares/ fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi) (a) Based on examination of the books and records of the Company and according to the information and explanation given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of audit.
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanation given to us and as represented by the management, there are no whistle blower complaints received by the Company during the year.





- xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii)(a) to (c) of the Order are not applicable.
- xiii) Transactions with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in Note 29 to the financial statements, as required by the applicable accounting standards.
- xiv) (a) Based on the information and explanation provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business, *though the Company needs to strengthen the internal controls.*  
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv) In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected to its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) to (d) of the Order is not applicable to the Company.
- xvii) The Company has not incurred cash losses in the current and immediately preceding financial year.
- xviii) During the year there has been resignation of statutory auditors and the outgoing statutory auditors have not raised any issues, objections or concerns.
- xix) On the basis of the financial ratios disclosed in notes to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- xxi) The requirement to report on clause 3(xxi) of the Order is not applicable in respect of Standalone Financial Statements.

for **G B S G & Associates**  
Chartered Accountants  
Firm Registration no. 031422N

**Gulshan Khandelwal**  
Partner  
Membership No. 506712

Place : Faridabad  
Date : 30 May 2023



## **Annexure B**

### **to the Independent Auditor's Report of even date on the Financial Statements of ITCONS E-Solutions Limited**

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

### **(referred to in paragraph 2(f) under 'Report on other Legal and Regulatory Requirements' section of our report of even date)**

We have audited the internal financial controls with reference to the financial statements of ITCONS E-Solutions Limited as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's and Board of Directors Responsibilities for Internal Financial Controls**

The Company Management and the Board of Directors of the Company are 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 Act.

### **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, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to this financial statements were 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 with reference to this financial statements and their operating effectiveness. Our audit of internal financial controls included obtaining an understanding of internal financial controls, 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 with reference to this financial statements.

### **Meaning of Internal Financial Controls with reference to financial statements**

A company's internal financial controls 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 includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of 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 with reference to financial statements**

Because of the inherent limitations of internal financial controls, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial controls with reference to the financial statements 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 established, in all material respects, an adequate internal financial controls with reference to the financial statements and such internal financial controls were operating effectively as at 31 March 2023, *though the same need to be strengthened*, considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

We have considered the above statement in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company, and it does not affect our opinion on the financial statements of the Company.

for **G B S G & Associates**  
Chartered Accountants  
Firm Registration no. 031422N

**Gulshan Khandelwal**  
Partner  
Membership No. 506712

Place : Faridabad  
Date : 30 May 2023

**ITCONS E-SOLUTIONS LIMITED**

(All amounts in Rupees Hundreds, unless otherwise stated)

**Balance Sheet as at 31 March 2023**

<b>I. EQUITY AND LIABILITIES</b>	<b>Note No.</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
<b>1. Shareholders' funds</b>			
Share capital	4	5,02,872.60	1,136.40
Reserves and surplus	5	7,12,763.21	2,21,775.89
		<b>12,15,635.81</b>	<b>2,22,912.29</b>
<b>2. Non-current liabilities</b>			
Long-term borrowings	6	-	55,848.33
Deferred tax liabilities (net)	13	-	4,746.39
Other long-term liabilities	7	1,000.64	-
		<b>1,000.64</b>	<b>60,594.72</b>
<b>3. Current liabilities</b>			
Short-term borrowings	8	5,647.68	50,384.07
Trade payables	9	-	-
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		1,57,057.32	37,629.95
Other current liabilities	10	60,777.11	94,238.24
Short-term provisions	11	5,054.23	-
		<b>2,28,536.34</b>	<b>1,82,252.26</b>
<b>TOTAL</b>		<b>14,45,172.79</b>	<b>4,65,759.27</b>

**II. ASSETS**

**1. Non-current assets**

Property, plant and equipment			
- Property, plant and equipment	12	32,407.70	5,250.65
Deferred tax asset (net)	13	67,322.26	-
Long-term loans and advances	14	1,13,531.15	1,67,243.64
		<b>2,13,261.11</b>	<b>1,72,494.29</b>
<b>2. Current assets</b>			
Trade receivables	15	7,02,238.25	2,78,044.65
Cash and bank balances	16	5,24,460.85	15,220.33
Short-term loans and advances	17	4,351.72	-
Other current assets	18	860.86	-
		<b>12,31,911.68</b>	<b>2,93,264.98</b>
<b>TOTAL</b>		<b>14,45,172.79</b>	<b>4,65,759.27</b>
Summary of significant accounting policies	3		

The accompanying notes are an integral part of these financial statements

In terms of our report attached

**For G B S G & Associates**

Chartered Accountants  
Firm Regn. No. - 031422N

**Gulshan Khandelwal**  
Partner  
Membership No. 506712

Place: Faridabad  
Date: 30 May 2023

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

**Gaurav Mittal**  
Managing Director  
DIN - 01205129

**Pooja Gupta**  
Company Secretary

Place: Delhi  
Date: 30 May 2023

**Chetan Prakash Mittal**  
Director and CFO  
DIN - 01205222

**ITCONS E-SOLUTIONS LIMITED**

(All amounts in Rupees Hundreds, unless otherwise stated)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2023**

	<b>Not e No.</b>	<b>Year ended 31 March 2023</b>	<b>Year ended 31 March 2022</b>
<b>I</b> Revenue from operations	19	28,20,310.93	18,18,039.98
<b>II</b> Other income	20	21,654.92	2,317.30
<b>III</b> <b>Total income (I + II)</b>		<b>28,41,965.85</b>	<b>18,20,357.28</b>
<b>IV</b> <b>Expenses:</b>			
Employee benefits expense	21	22,68,586.91	11,57,343.47
Finance costs	22	19,708.95	11,374.02
Depreciation and amortisation expense	12	19,048.47	3,240.31
Other expenses	23	3,08,809.64	4,82,829.28
<b>Total expenses</b>		<b>26,16,153.97</b>	<b>16,54,787.08</b>
<b>V</b> <b>Profit before tax (III - IV)</b>		<b>2,25,811.88</b>	<b>1,65,570.20</b>
<b>VI</b> <b>Tax expenses</b>			
- Current tax		49,917.07	37,016.61
- Short provision of tax relating to earlier years		9,792.57	-
- Deferred tax		(6,562.49)	(310.83)
<b>VII</b> <b>Profit from continuing operations (V - VI)</b>		<b>1,72,664.73</b>	<b>1,28,864.42</b>
<b>Earnings per equity share</b>	24		
(Face value of INR 10 per share)			
- Basic		5.23	4.16
- Diluted		5.23	4.16
Summary of significant accounting policies	3		

**The accompanying notes are an integral part of these financial statements**

In terms of our report attached

**For G B S G & Associates**

Chartered Accountants

Firm Regn. No. -

031422N

**Gulshan Khandelwal**

Partner

Membership No. 506712

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

**Gaurav Mittal**

Managing Director

DIN - 01205129

**Chetan Prakash Mittal**

Director and CFO

DIN - 01205222

**Pooja Gupta**

Company Secretary

Place: Faridabad

Date: 30 May 2023

Place: Delhi

Date: 30 May 2023



**ITCONS E-SOLUTIONS LIMITED**

(All amounts in Rupees Hundreds, unless otherwise stated)

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2023**

	Note No.	Year ended 31 March 2023	Year ended 31 March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit as per Statement of Profit and Loss		<b>2,25,811.88</b>	<b>1,65,570.20</b>
Adjustments for:			
Depreciation and amortisation expenses		19,048.47	3,240.31
Finance cost		19,708.95	11,374.02
Foreign exchange gain		(4,268.04)	-
Interest income		(956.51)	-
<b>Operating profit before working capital changes</b>		<b>2,59,344.75</b>	<b>1,80,184.53</b>
Changes in working capital:			
Adjustment for (increase) / decrease in operating assets:			
- Long-term loans and advances		30,153.38	(56,815.20)
- Trade receivables		(4,19,925.56)	(1,41,076.84)
- Short-term loans and advances		(4,351.72)	-
- Other current assets		(860.86)	-
Adjustment for increase / (decrease) in operating liabilities:			
- Other long-term liabilities		1,000.64	-
- Trade payables		1,19,427.37	35,326.67
- Other current liabilities		(33,461.13)	(4,027.60)
- Short-term provisions		5,054.23	-
<b>Cash generated from operations</b>		<b>(43,618.90)</b>	<b>13,591.56</b>
Income tax / tax deducted at source (paid) / refunds		(36,150.53)	(14,439.50)
<b>Net cash flow used in operating activities</b>	<b>[A]</b>	<b>(79,769.43)</b>	<b>(847.94)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment		(46,205.52)	(378.83)
Bank balances not considered as cash and cash equivalents		-	-
Interest received		956.51	-
<b>Net cash flow from/ (used in) investing activities</b>	<b>[B]</b>	<b>(45,249.01)</b>	<b>(378.83)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of equity share		7,54,552.63	-
Repayment of long-term borrowings		(55,848.33)	(1,002.53)
Proceeds from short-term borrowings		-	-
Repayment of short-term borrowings		(44,736.39)	(29,094.33)
Finance cost		(19,708.95)	(11,374.02)
<b>Net cash flow from/ (used in) financing activities</b>	<b>[C]</b>	<b>6,34,258.96</b>	<b>(41,470.88)</b>
<b>Net increase / (decrease) in cash and cash equivalents [A+B+C]</b>		<b>5,09,240.52</b>	<b>(42,697.65)</b>
Cash and cash equivalents at the beginning of the year		15,220.33	57,917.98
<b>Cash and cash equivalents at the end of the year</b>		<b>5,24,460.85</b>	<b>15,220.33</b>
<b>Cash and cash equivalents at the end of the year comprises:</b>			
i. Cash on hand		57,505.25	13,988.61
ii. Balances with banks		2,16,955.60	1,231.72
iii. Balances with banks in fixed deposits		2,50,000.00	-
<b>Cash and cash equivalents</b>	<b>16</b>	<b>5,24,460.85</b>	<b>15,220.33</b>

Summary of significant accounting policies

3

**The accompanying notes are an integral part of these financial statements**

In terms of our report attached

**For G B S G & Associates**

Chartered  
Accountants Firm  
Regn. No. -  
031422N

**Gulshan Khandelwal**  
Partner  
Membership No. 506712

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

**Gaurav Mittal**  
Managing Director  
DIN - 01205129

**Chetan Prakash Mittal**  
Director and CFO  
DIN - 01205222

**Pooja Gupta**  
Company Secretary

Place: Faridabad  
Date : 30 May 2023

Place: Delhi  
Date : 30 May 2023

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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**1 Corporate Information**

ITCONS E-Solutions Limited (hereinafter referred to as the 'Company' or 'ITCONS') is a Limited Company, incorporated under the provisions of Companies Act, 1956 and having CIN: U72900DL2007PLC163427. The Registered office of the Company is situated at RegusElegance 2F, Elegance Jasola District Centre, Old Mathura Road New Delhi – 110025, India. The Company is mainly engaged in the business of Recruitment and staffing services.

The Company was converted into a Public Limited company and obtained a fresh certificate of incorporation dated 11 November 2022. The equity shares of the Company got listed on BSE Limited ("BSE") under Small and Medium Enterprise ("SME") segment w.e.f 13 March 2023.

The financial statements are approved by the board of directors and authorized for issue in accordance with a resolution of the directors on 30 May 2023.

**2 Basis of preparation**

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 and the Companies (Accounting Standards) Amendment Rules 2016, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.

The significant accounting policies adopted in presentation of the financial statements are consistent with those followed in the previous year.

**Functional and Presentation Currency**

The functional and presentation currency of the company is Indian rupees. This financial statement is presented in Indian rupees.

All amounts disclosed in the financial statements and notes are rounded off to hundred the nearest INR rupee in compliance with Schedule III of the Act, unless otherwise stated.

Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

**3 Summary of significant accounting policies****3.01 Use of Estimates**

The preparation of financial statement in conformity with Indian GAAP requires the Management to make estimates, judgments, and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual results and the estimates are recognized in the years in which the results are known / materialize.

**3.02 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after thereporting period.

All other assets are classified as non-current. A liability is classified as current when it is:

- Expected to be settked in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the recognition of assets and their realization in cash and cash equivalents. The Companyhas considered twelve months as its operating cycle.

**3.03 Property, Plant and Equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts, rebates and government grants/subsidies, any directly attributable expenditure on making the asset ready for its intended use. All repair and maintenance costs are recognized in profit or loss as incurred.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realizable value and area disclosed separately in the balance sheet.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

An item of property, plant and equipment and any significant part thereof initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the statement of profit and loss when the asset is derecognized.

Capital work-in-progress

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost and related incidental expenses.

**3.04 Intangible assets**

Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

**3.05 Investments**

Investments are valued at cost inclusive of expenses incidental to their acquisition. Long term investments are carried at cost and any diminution in value is not recognized if such diminution is temporary in the opinion of the management. Short term investments are carried at the lower of cost and fair market value.

**3.06 Depreciation**

Depreciation has been provided using the written down value method over the estimated useful life of the plant and equipment at the rates prescribed under schedule II of the Companies Act, 2013 as follows:

<b>Assets</b>	<b>Useful life (In years)</b>
Office equipment	5
Computers	3
Furniture and Fixtures	10
Vehicles	8

Leasehold improvement are depreciated over the period of lease or estimated useful life, whichever is lower.

Intangible assets being software are amortized over a period of its useful life on a straightline basis, commencing from date the assets is available to the company for its use.

The useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

**3.07 Impairment of Assets**

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

Reversal of impairment loss is recognized as income in the Statement of profit and loss.

**3.08 Employee benefits**

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

**i) Defined contribution Plans:**

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employee.

**ii) Defined benefit plans:**

For defined benefit plans in the form of gratuity, the cost is determined by estimating the ultimate cost to the entity of the benefits that employee have earned in return for their service in the current and prior periods.

**iii) Short-term employee benefits**

Compensated absence, which is expected to be utilised within the next 12 months is treated as short term employee benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats compensated absence expected to be carried forward beyond twelve months, as long term employee benefits for measurement purpose.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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**3.09 Revenue Recognition**

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments and excluding taxes or duties collected on behalf of the government.

Revenue in excess of invoicing are classified as Unbilled Revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

**Manpower services**

Revenue from manpower services is accounted on accrual basis on performance of the services agreed in the contracts with customers.

**Recruitment and other services**

Revenue from recruitment services, skills and development, regulatory services is recognized on accrual basis on performance of the services as agreed in the customer contracts.

**Interest Income**

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

**3.10 Foreign currency transaction and translations**

Transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transactions.

Monetary items are restated at the year-end foreign exchange rates. Resultant exchange differences arising on payment or translation are recognized as income or expense in the year in which they arise.

Other foreign currency assets and liabilities are similarly translated and the gain/loss arising out of such translation is adjusted to the Statement of Profit and Loss.

**3.11 Borrowing Cost**

Borrowing Cost includes interest, commitments charges on bank borrowings, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as a part of the cost of that asset up to the date when such assets are ready for their intended use. Other Borrowing Costs are recognised as an expense in the year in which they are incurred.

**3.12 Operating lease**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease charges are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

**3.13 Cash and cash equivalents**

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 really convertible into known amounts of cash and which are subject to insignificant risk of change in value.

**3.14 Statement of Cash flows**

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.

**3.15 Earnings per share**

The earnings considered in ascertaining the Company's EPS comprises of the net profit / loss after tax. Basic earnings per share is computed by dividing net profit / loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the result would be anti-dilutive. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**3.16 Taxation**

Income tax comprises current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws. Advance taxes and provisions for current taxes are presented in the Balance Sheet after off-setting advance taxes paid and income tax provisions.

Deferred tax assets are recognized for all timing differences and carried forward to the extent there is reasonable certainty that sufficient future taxable profit will be available against which such deferred tax assets can be realized. Deferred tax assets to the extent they pertain to brought forward losses and unabsorbed depreciation are recognized only to the extent that there is virtual certainty supported by convincing evidence that there will be sufficient future

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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taxable income available to realise the assets.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets and liabilities are reviewed for appropriateness of their respective carrying value at each Balance Sheet date.

**3.17 Provisions and contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and 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. Contingent assets are not recognized in the financial statements.

**3.18 Segment information**

Based on similarity of activities, risks and reward structure, organization structure and internal reporting systems, the Company's primary business segment is recruitment and staffing services.



	As at 31 March 2023	As at 31 March 2022
<b>4 Share Capital</b>		
<b>A. Authorised:</b>		
60,00,000 (Previous year 30,000) equity shares of INR 10 each	<b>6,00,000.00</b>	<b>3,00,000.00</b>
<b>B. Issued, Subscribed and Paid up:</b>		
50,28,726 (Previous year 11,364) equity shares of INR 10 each		
fully paid up	<b>5,02,872.60</b>	<b>1,136.40</b>

The Company has one class of equity shares having a face value of INR 10 each. Each shareholder is eligible for one vote per share held. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting, except in case of interim dividend. 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. Reconciliation of the issued, subscribed and fully paid up number of shares and the amount outstanding at the beginning and at the end of the year:**

Particulars	Year ended 31 March 2023 Number of shares held	Amount	Year ended 31 March 2022 Number of shares held	Amount
At the beginning of the year	11,364	1,136.40	11,364	1,136.40
Issued during the year - Bonus shares *	30,84,863	3,08,486.30	-	-
Issued during the year - Rights shares #	2,32,499	23,249.90	-	-
Issued during the year - initial public offer @	17,00,000	1,70,000.00	-	-
<b>At the end of the year</b>	<b>50,28,726</b>	<b>5,02,872.60</b>	<b>11,364</b>	<b>1,136.40</b>

\* Pursuant to the approval of the Shareholders in the Extra-ordinary General Meeting ("EGM"), the Company, has allotted 30,84,863 Ordinary Shares of INR 10/- each, as fully paid-up Bonus Shares INR 10/- each for every existing 1 (One) Ordinary Shares of INR 10/- each held on the allotment dates. The details of the bonus issue is provided below:

EGM Date	No of Bonus shares issued	Ratio	Date of allotment
25-Jul-22	14,20,500	125 : 1	26-Jul-22
10-Sep-22	16,64,363	1 : 1	10-Sep-22

# Pursuant to the approval of the Board of Directors in their meeting, the Company, has allotted 2,32,499 Ordinary Shares of INR 10/- each, on Rights basis at a premium of INR 50/- as per details provided below:

Board meeting date	No of rights shares issued	Ratio	Record date	Date of allotment	Premium INR
21-Jul-22	1,66,666	0.117 : 1	26-Jul-22	04-Aug-22	50
04-Aug-22	65,833	1 : 24	04-Aug-22	07-Sep-22	50

@ During the year the Company had completed the Initial Public Offering (IPO) including fresh issue of INR 8,67,000 hundreds comprising 17,00,000 equity shares of INR 10 each at an issue price of INR 51 per share. The equity shares of the Company were listed on BSE Limited under SME category w.e.f 13 March 2023.

**D. Details of shares held by each shareholder holding more than 5% of the aggregate shares in the Company**

Name of the shareholder	As at 31 March 2023 Number of shares held	% holding	As at 31 March 2022 Number of shares held	% holding
Gaurav Mittal	19,61,554	39.01%	5,100	44.88%
Swati Jain	10,23,422	20.35%	1,200	10.56%
Saurabh Gangal	3,43,728	6.84%	-	0.00%
Chetan Prakash Mittal	-	0.00%	2,500	22.00%
Prem Lata Mittal	-	0.00%	1,200	10.56%
Amity Capital Ventures Private Limited	-	0.00%	1,364	12.00%

**E. Aggregate number of shares allotted as fully paid up by way of bonus shares (during 5 years immediately preceding 31 March 2023)**

Particulars	31 March 2023	31 March 2022
Equity shares allotted as fully paid bonus shares by capitalisation of free reserve	30,84,863	-

**F. Details of promoters' shareholding**

Promoter name	Shares held by promoters at the end of the year		% Change during the year	
	No of shares	% of total shares	No of shares	% of total shares
Gaurav Mittal	19,61,554	39.01%	19,56,454	(5.87%)
	(5,100)	(44.88%)		
Swati Jain	10,23,422	20.35%	10,22,222	9.79%
	(1,200)	(10.56%)		

(Figures in brackets denote previous year figures)

**5 Reserves and Surplus**

<b>Securities premium account</b>		
Opening balance	-	-
Add : Premium on shares issued during the year	8,13,249.50	-
Less : Transfer to Retained earnings	1,16,249.50	-
Less : Share issue costs	2,51,946.77	-
Add : Income tax relating to share issue costs	65,506.16	-
Closing balance	5,10,559.39	-
<b>Retained earnings</b>		
Opening balance	2,21,775.89	92,911.47
Add : Transfer from securities premium account	1,16,249.50	-
Less : Utilised for issue of bonus shares	3,08,486.30	-
Add : Profit for the year	1,72,664.73	1,28,864.42
Closing balance	2,02,203.82	2,21,775.89
	<b>7,12,763.21</b>	<b>2,21,775.89</b>

**Nature and purpose of reserves**

- Securities premium reserve is used to record the premium on issue of shares. The reserve is to be utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.
- Retained earnings represents the cumulative undistributed profits of the Company and can be utilised in accordance with the provisions of the Companies Act, 2013

**6 Long-term borrowings**

<b>(Unsecured)</b>		
Loans and advances from related parties (see note 29)	-	55,848.33
	<b>-</b>	<b>55,848.33</b>

**7 Other Long-term liabilities**

Lease equalisation charges	1,000.64	-
	<b>1,000.64</b>	<b>-</b>

**8 Short-term borrowings**

Working capital loan from banks		
- Secured *	5,647.68	50,384.07
	<b>5,647.68</b>	<b>50,384.07</b>

\* Secured by a floating charge on all current assets, book debts, movable property, present and future, of the Company and guaranteed by Directors. It carries interest ranging between 8.25% to 8.8% (31 March 2022 : 8.25% to 8.8%) per annum. The Company has filed monthly returns or statements with the bank in lieu of the sanctioned working capital facilities, which are generally in agreement with the books of accounts.

**9 Trade payables**

Micro, small and medium enterprises (see note 26)	-	-
Trade payables	1,57,057.32	37,629.95
	<b>1,57,057.32</b>	<b>37,629.95</b>

**Trade payables ageing schedule****As at 31 March 2023**

	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
		(-)	(-)	(-)	(-)	(-)
(ii) Others	1,51,064.80	5,992.52	-	-	-	1,57,057.32
	(7,872.78)	(29,757.17)	(-)	(-)	(-)	(37,629.95)

(Figures in bracket denotes previous year figures)

**Notes:**

- Trade payables are non-interest bearing and are normally settled within 30 days term
- There are no disputed trade payables

**10 Other current liabilities**

Other payables		
i. Statutory dues	40,479.65	82,426.28
ii. Others (employee related payables, non-trade suppliers etc)*	20,297.46	11,811.96
	<b>60,777.11</b>	<b>94,238.24</b>

\* includes 2,712 (31 March 2022 : 2,080) due to Directors

**11 Short-term provisions**

Provision for employee benefits (see note 28)		
- Provision for compensated absences	5,054.23	-
	<b>5,054.23</b>	<b>-</b>

**ITCONS E-SOLUTIONS LIMITED***(All amounts in Rupees Hundreds, unless otherwise stated)***NOTES FORMING PART OF THE FINANCIAL STATEMENTS****12 Property, plant and equipment (at cost)**

Particulars	Gross block				Depreciation/ amortisation				Net block	
	As at 01.04.2022	Additions during the year	Sales / adjustments during the year	As at 31.03.2023	As at 01.04.2022	For the year	Sales / adjustments during the year	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
<b>Tangible assets (Owned)</b>										
Furniture and fixtures	643.99	-	-	643.99	505.77	56.63	-	562.40	81.59	138.22
Vehicles	26,609.40	-	-	26,609.40	23,392.28	1,886.65	-	25,278.93	1,330.47	3,217.12
Office equipments	7,516.28	4,166.17	-	11,682.45	5,944.59	1,924.63	-	7,869.22	3,813.23	1,571.69
Computers	14,487.68	42,039.35	-	56,527.03	14,164.06	15,180.56	-	29,344.62	27,182.41	323.62
<b>Total</b>	<b>49,257.35</b>	<b>46,205.52</b>	<b>-</b>	<b>95,462.87</b>	<b>44,006.70</b>	<b>19,048.47</b>	<b>-</b>	<b>63,055.17</b>	<b>32,407.70</b>	<b>5,250.65</b>
Previous year	48,878.52	378.83	-	49,257.35	40,766.39	3,240.31	-	44,006.70	5,250.65	8,112.13

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		As at 31 March 2023	As at 31 March 2022						
13	<b>Deferred tax assets / (liabilities) (net)</b>								
	Opening balance	(4,746.39)	(5,057.22)						
	Recognised in statement of profit and loss								
	- Tax impact of difference between carrying amount of property, plant and equipment in the financial statements and the income tax returns	6,562.49	310.83						
	Recognised directly in reserves and surplus								
	- Share issue cost	65,506.16	-						
	Closing balance	<b>67,322.26</b>	<b>(4,746.39)</b>						
14	<b>Long-term loans and advances</b>								
	<b>(Unsecured)</b>								
	Loan to related parties - considered good (refer note 29(c))	49,783.24	1,06,966.61						
	Security deposits - considered good	48,358.45	21,328.46						
	Advance income tax [net of provision for taxation 49,917.07 (Previous year Rs. 37,016.61)] - considered good	15,389.46	38,948.57						
		<b>1,13,531.15</b>	<b>1,67,243.64</b>						
15	<b>Trade receivables</b>								
	<b>(Unsecured - considered good)</b>								
	Trade receivables	5,44,311.33	2,78,044.65						
	Unbilled revenue	1,57,926.92	-						
		<b>7,02,238.25</b>	<b>2,78,044.65</b>						
	<b>Trade receivables ageing schedule</b>								
	<b>As at 31 March 2023</b>								
		<b>Outstanding for following periods from due date of payment</b>							
		Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	<b>Total</b>	
	Undisputed Trade receivables - Considered good	2,55,185.28	1,98,621.96	-	42,362.41	-	48,141.69	5,44,311.33	
		(1,95,513.76)	(34,043.27)	(246.22)	(99.72)	(-)	(48,141.69)	(2,78,044.65)	
	<i>(Figures in bracket denotes previous year figures)</i>								
	a. No receivables is due from directors or other officers of the Company either severally or jointly with any other person.								
	b. Trade receivables are non-interest bearing and with credit period ranging from 2 to 90 days								
	c. There are no disputed trade receivables.								
	d. The Company has not made any provision against the outstanding amount exceeding 3 years, since it is confident that the monies would be received.								
16	<b>Cash and bank balances</b>								
	Cash and cash equivalents								
	i. Cash on hand					57,505.25		13,988.61	
	ii. Balances with banks					2,16,955.60		1,231.72	
	iii. In deposits with original maturity less than 12 months					2,50,000.00		-	
						<b>5,24,460.85</b>		<b>15,220.33</b>	

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**17 Short-term loans and advances****(Unsecured)**

Balance with government authorities		
- GST credit receivable (net)	3,826.04	-
Advances to suppliers		
- Considered good	362.60	-
Advances to employees	163.08	-
	<u>4,351.72</u>	<u>-</u>

**18 Other current assets****(Unsecured - Considered good)**

Interest accrued but not due on fixed deposits	860.86	-
	<u>860.86</u>	<u>-</u>

	<b>Year ended 31 March 2023</b>	<b>Year ended 31 March 2022</b>
<b>19 Revenue from operations</b>		
Income from staffing services	27,27,861.60	17,51,328.39
Recruitment services	55,364.55	53,931.64
Skill and development	37,084.78	12,779.95
	<b>28,20,310.93</b>	<b>18,18,039.98</b>

**20 Other income**

Interest from banks on deposits	956.51	-
Interest from income tax refunds	2,222.50	2,317.30
Interest others	5,331.63	-
Foreign exchange gain (net)	4,268.04	-
Other income	8,876.24	-
	<b>21,654.92</b>	<b>2,317.30</b>

**21 Employee benefits expense**

Salaries and wages	19,63,519.54	9,77,093.67
Contribution to provident and other funds	2,91,211.34	1,78,158.43
Staff welfare expenses	13,856.03	2,091.37
	<b>22,68,586.91</b>	<b>11,57,343.47</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**22 Finance costs**

Interest expense on borrowings	14,076.78	10,896.62
Other borrowing costs	4,164.36	477.40
Other interest costs	1,467.81	-
	<b>19,708.95</b>	<b>11,374.02</b>

**23 Other expenses**

Power, fuel and water	5,898.51	4,201.84
Rent including lease rentals (see note 27)	22,262.08	15,441.85
Repairs and maintenance		
- Vehicles	222.54	575.29
- Others	1,056.00	1,587.29
Information technology expenses	3,225.00	-
Insurance	292.85	-
Legal and professional fee	27,293.55	45,211.09
Auditors' remuneration (see note below)	2,500.00	1,200.00
Contractual manpower	3,032.99	20,277.11
Rates and taxes	12,318.67	503.11
Printing & stationery	743.24	858.45
Travelling and conveyance	928.26	52,483.39
Marketing and business promotion	2,22,383.13	3,26,951.07
Communication expenses	1,986.19	3,664.10
Bank charges	146.32	181.01
Miscellaneous expenses	4,520.31	10,268.97
	<b>3,08,809.64</b>	<b>4,82,829.28</b>

**Note: Payment to auditors (excluding GST)**

a. Statutory audit fee	2,000.00	600.00
Tax audit fee / other services	-	600.00
b. Reimbursement of expenses	500.00	-
	<b>2,500.00</b>	<b>1,200.00</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	<u>Year ended</u> <u>31 March 2023</u>	<u>Year ended</u> <u>31 March 2022</u>
<b>24 Earnings per share</b>		
Net profit attributable to equity shareholders	1,72,664.73	1,28,864.42
Nominal value of each equity share (INR)	10.00	10.00
Weighted average number of equity shares outstanding during the year (See note below)	32,99,868	30,96,227
EPS - Basic	5.23	4.16
EPS - Diluted	5.23	4.16

**Note:** Pursuant to issue of Bonus Shares (refer note 4(c)) during the current year Earnings per share (Basic and Diluted) have been adjusted for the period presented.

**25 Contingent liabilities (To the extent not provided for)**

- a.** Claims against the company not acknowledged as debt Nil (Previous year : Nil).
- b.** Capital commitments – The estimated amount of contracts of capital nature (net of advances) remaining to be executed and not provided for is Nil (Previous year : Nil).

**26 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED")**

The company has identified Micro, Small and Medium Enterprises on the basis of information available. As at 31 March 2023 there are no dues to Micro, Small and Medium Enterprises that are reportable under the MSMED (Previous year : Nil).

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**27 Leasing arrangements**

The Company's significant leasing arrangement is in respect of operating lease for office premises. The operating lease payments for the year amounted to 22,262.08 (Previous year : 15,441.85).

The future minimum lease payments (non-cancellable) under these operating leases are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Not later than 1 year	1,189.43	-
Later than 1 year but not later than 5 years	-	-
	<u>1,189.43</u>	<u>-</u>

**28 Employee benefits plan****a. Defined contribution plan**

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans for qualifying employees. The Company recognised 2,50,457.33 (Previous year : 1,51,198.94) for Provident Fund contributions and 35,633.36 (Previous year : 23,867.42) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss.

**b. Defined benefit plan**

As represented by the management, the Company is not liable for payment of gratuity and pension on retirement, since the monthly compensation is inclusive of such benefits.

**c. Other long term employee benefits**

The Company has made provision for leave encashment basis the leave policy of the Company. The Company recognised 5,054.23 (Previous year : Nil) towards leave encashment in the statement of profit and loss.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****29 Related party disclosures****a. List of related parties****i. Key management personnel**

Mr. Gaurav Mittal, Managing Director

Mr. Chetan Prakash Mittal, Director and CFO

Mrs. Premlata Mittal, Director

Mrs. Swati Jain, Director (resigned w.e.f 01 October 2022) Mr.

Ayush Jindal, Director (appointed w.e.f 13 October 2022)

Mrs. Archana Gangal, Director (appointed w.e.f 13 October 2022)

**ii. Relatives of key management personnel**

Mrs. Swati Jain - wife of Mr. Gaurav Mittal

**iii. Enterprises over which key management personnel / relatives of key management personnel have significant influence**

Mahhaguru Navgrah Private Limited

Mahakal Maharaj Bikaner Seva Mandir

**b. Transactions with related parties during the year**

S No.	Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>1.</b>	<b>Transactions with enterprises over which key management personnel / relatives of key management personnel have significant influence</b>		
<b>i.</b>	<b>Interest income</b>		
	- Mahhaguru Navgrah Private Limited	5,331.63	-
<b>ii.</b>	<b>Loan and advances given</b>		
	- Mahhaguru Navgrah Private Limited	-	3,586.20
<b>iii.</b>	<b>Loans and advances repaid by</b>		
	- Mahhaguru Navgrah Private Limited	62,515.00	11,000.00
<b>2.</b>	<b>Transactions with key management personnel and their relatives</b>		
<b>i.</b>	<b>Loan taken</b>		
	Mr. Gaurav Mittal	410.00	40,600.00
<b>ii.</b>	<b>Interest paid</b>		
	Mrs. Premlata Mittal	-	4,340.60
<b>iii.</b>	<b>Loan repaid</b>		
	Mr. Gaurav Mittal	41,010.00	13,601.77
	Mrs. Premlata Mittal	-	18,309.40
	Mr. Chetan Prakash Mittal	10,788.33	-
	Mrs. Swati Jain	4,460.00	-
	Mr. Gaurav Mittal & Mrs. Swati Jain	-	9,691.40
<b>iv.</b>	<b>Issue of equity shares</b>		
	Mr. Gaurav Mittal	2,48,981.20	-
	Mr. Chetan Prakash Mittal	75,338.10	-
	Mrs. Premlata Mittal	40,036.90	-
	Mrs. Swati Jain	49,393.10	-

**c. Disclosure of outstanding balances with related parties are as follows**

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Recoverable – Enterprises over which key management personnel / relatives of key management personnel have significant influence</b>		
- Mahhaguru Navgrah Private Limited	49,783.24	1,06,966.61
<b>Payables – Key management personnel / relatives of key management personnel</b>		
- Chetan Prakash Mittal	314.00	10,788.33
- Gaurav Mittal	2,398.00	40,600.00
- Swati Jain	-	4,460.00

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****d. Key managerial personnel compensation**

Particulars	Year ended	Year ended
	31 March 2023	31 March 2022
- Chetan Prakash Mittal	15,000.00	-
- Gaurav Mittal	31,000.00	15,000.00
- Premlata Mittal	9,500.00	3,300.00

**30 Segment information**

The Company has a single reportable business which is recruitment and staffing services, hence there is no separate information to be provided.

**31 Disclosure as per regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regards the loans and inter-corporate deposits granted to subsidiaries, associates and other companies in which directors are interested:****a. Loans and advances in the nature of loans to companies in which directors are interested:**

	31 March 2023	31 March 2022
<b>Balances as at the year end</b>		
- Mahhaguru Navgrah Private Limited	49,783.24	1,06,966.61
<b>Maximum amount outstanding at any time during the year</b>		
- Mahhaguru Navgrah Private Limited	1,06,966.61	1,14,841.49

There are no outstanding dues from directors or other officers of the Company. Note: The loanee has not made any investment in the Company.

**32 Disclosure required under Section 186 (4) of the Companies Act, 2013:****a. Loans and guarantees given (proposed to be utilised for business purposes)**

Name of the borrower	Paid / (recovered) during the year	Amount as at 31 March 2023	Paid / (recovered) during the year 2021-22	Amount as at 31 March 2022
<b>Loans given:</b>				
Mahhaguru Navgrah Private Limited	(62,515.00)	49,783.24	44,092.20	1,06,966.61
<b>Total</b>	<b>(62,515.00)</b>	<b>49,783.24</b>	<b>44,092.20</b>	<b>1,06,966.61</b>

Note: Amount as at 31 March 2023 includes interest accrued of 5,331.63 (Previous year : Nil)

**33 Foreign currency transaction and exposure**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>Earnings in foreign exchange</b>		
- Sale of services	1,95,991.6	1,65,618.69
<b>Expenditure in foreign exchange</b>	-	-

The unhedged foreign currency exposure not covered by a derivative instrument or otherwise as on 31 March 2023 is as follows:

Currency	Receivable	Rupee equivalent
USD	2,952.30	2,42,622.06
	(1,168.48)	(91,158.52)

(Figures in bracket are as at 31 March 2022)

**ITCONS E-SOLUTIONS LIMITED***(All amounts in Rupees Hundreds, unless otherwise stated)***NOTES FORMING PART OF THE FINANCIAL STATEMENTS****34 Financial Ratios (as applicable)**

S No	Ratio	Numerator	Denominator	31-Mar-23	31-Mar-22	% Change	Reason for variance
1	Current Ratio	Current assets	Current liabilities	5.39	1.61	234.99%	Increase in trade receivables and cash balance
2	Debt-Equity Ratio	Total Debt (Borrowings)	Total Equity	0.00	0.48	-99.03%	Repayment of borrowings
3	Debt Service Coverageratio	Earnings available for debt service #	Finance costs (excluding costs pertaining to lease liabilities and unwinding of discount on warranty provision) + Repaymentof Borrowings	1.76	3.46	-49.20%	Repayment of borrowings
4	Return on equity (%)	Profit for the year	Average total equity	24.01%	81.31%	-70.48%	Denominator has increased due to further issue of equity shares
5	Trade receivable turnover ratio	Revenue from sale of services	Average trade receivables	5.75	8.76	-34.32%	Increase in trade receivables
6	Net capital turnover ratio	Revenue from operations	Working Capital (Current Assets - Current Liabilities)	2.81	16.38	-82.84%	Increase in trade receivables
7	Net profit ratio (in %)	Profit for the year	Revenue from operations	6.1%	7.1%	-13.63%	
8	Return on Capital employed (%)	Profit before interest (excluding interest on lease liabilities) and tax	Capital employed [Total Equity +Total Debt (Borrowings)+ Deferred tax liabilities]	20.1%	63.6%	-68.41%	Denominator has increased due to further issue of equity shares

# Earning available for Debt Service: Profit after tax + Depreciation and Amortisation Expense + Finance costs (excluding interest on lease liabilities andunwinding of discount on warranty provision) + Net loss on sale of property, plant and equipment-Deferred revenue income recognized.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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**35 Other statutory information**

- i. The company does not have any immovable property in its name and there are no investment properties held by the Company.
- ii. The Company does not have any Benami property, where any proceedings has been initiated or pending against the Company for holding any Benami property.
- iii. The Company does not have any charge or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv. No dividend on equity shares is paid or proposed by the Board of Directors for the year ended 31 March 2023 and 31 March 2022.
- v. The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- vi. The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a. directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii. The Company has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - a. directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii. The Company has not surrendered or disclosed any 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).
- ix. The Company has no expenditure obligation towards Corporate Social Responsibility as per the provisions of Section 135 of the Act read with schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.
- x. The Company does not have any transactions or relationships with any company struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- xi. During the year no Scheme of Arrangement has been formulated by the Company/pending with competent authority.
- xii. The Company does not have any subsidiary company as defined under section 2(87) of the Companies Act, 2013. Accordingly the provisions of section 2(87) of the Companies Act, 2013 read with Companies (Restriction on Number of Layers) Rules, 2017 is not applicable.
- xiii. Balances in parties accounts are subject to confirmation / reconciliation. Appropriate adjustments, if any, will be made as and when the balances are reconciled.

**36 Events after the reporting period**

No material events have occurred after the Balance Sheet date and upto the approval of the financial statements.

- 37** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**For G B S G & Associates**

Chartered  
Accountants Firm  
Regn. No. -  
031422N

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

**Gulshan Khandelwal**  
Partner  
Membership No. 506712

**Gaurav Mittal**  
Managing Director  
DIN - 01205129

**Chetan Prakash Mittal**  
Director and CFO  
DIN - 01205222

**Pooja Gupta**  
Company Secretary

Place: Faridabad  
Date: 30 May 2023

Place: Delhi  
Date: 30 May 2023