



NOTICE

Notice is hereby given that **Nineteenth** Annual General Meeting of the Members of **Leapfrog Engineering Services Private Limited** (the Company) will be held on Monday 06th May, 2024 at 10:30 AM at Registered Office of the company at No 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bangalore-560076 at shorter notice to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement as on 31st March, 2024 and the reports of the Auditors and Directors thereon;
2. To appoint a Director in the place of Mr. Prabhav Narasimha Rao (DIN: 02277473), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

By order of the board of directors
For Leapfrog Engineering Services Private Limited



Prabhav Narasimha Rao
Managing Director
DIN: 02277473

Date: 04/05/2023
Place: Bangalore

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. Proxies in order to be effective must be received at the registered office of the Company at any time but not less than 48 hours before the time of the Meeting.
3. Pursuant to section 105 of the Companies Act, 2013, a person cannot be appointed proxy for more than 50 members and holding not more than 10% of the aggregate share capital carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Route map of the venue is annexed.

Form MGT-11

PROXY FORM

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

Leapfrog Engineering Services Private Limited

CIN : U74210KA2005PTC036274

Registered Office: No 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bangalore-560076

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DPID No	

I/We being the member(s) of _____ shares of above Company hereby appoint

1. Name:
2. Address:
3. Email Id:
4. Signature;, or failing him

1. Name:
2. Address:
3. Email Id;
4. Signature:

as my/our proxy to vote for me/us and on my/our behalf at the **Nineteenth** Annual General Meeting of the Company to be held at shorter notice at No 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bangalore-560076 on Monday 06th May ,2024 at 10:30 AM and at any adjournment thereof:

- 1) To receive, consider and adopt the audited Financial Statement as on 31st March, 2024 and the reports of the Auditors and Directors thereon;
- 2) To appoint a Director in the place of Mr. Prabhav Narasimha Rao (DIN: 02277473), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

(Signature of Shareholder)

(Signature of Proxy holder)

Signed this..... day of..... 2024

Affix
Revenue
Stamp

Notes: Proxy Form in order to be effective should be completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED

CIN: U74210KA2005PTC036274

Registered Office: No 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout,
Bannerghatta Road, Bangalore-560076

ATTENDANCE SLIP

Name: _____

DP ID: _____

Folio No./Client ID: _____

(To be presented at the entrance)

I/We hereby record my/our presence at the **Nineteenth** Annual General Meeting of the company at No 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bangalore-560076 on Monday 06th May, 2024 at 10:30 AM at shorter notice.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Name of Member/Proxy

Signature of Member/Proxy

THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to section 101(1)]

To
The Board of Directors
Leapfrog Engineering Services Private Limited
No 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross,
Vijaya Bank Layout, Bannerghatta Road
Bangalore – 560076

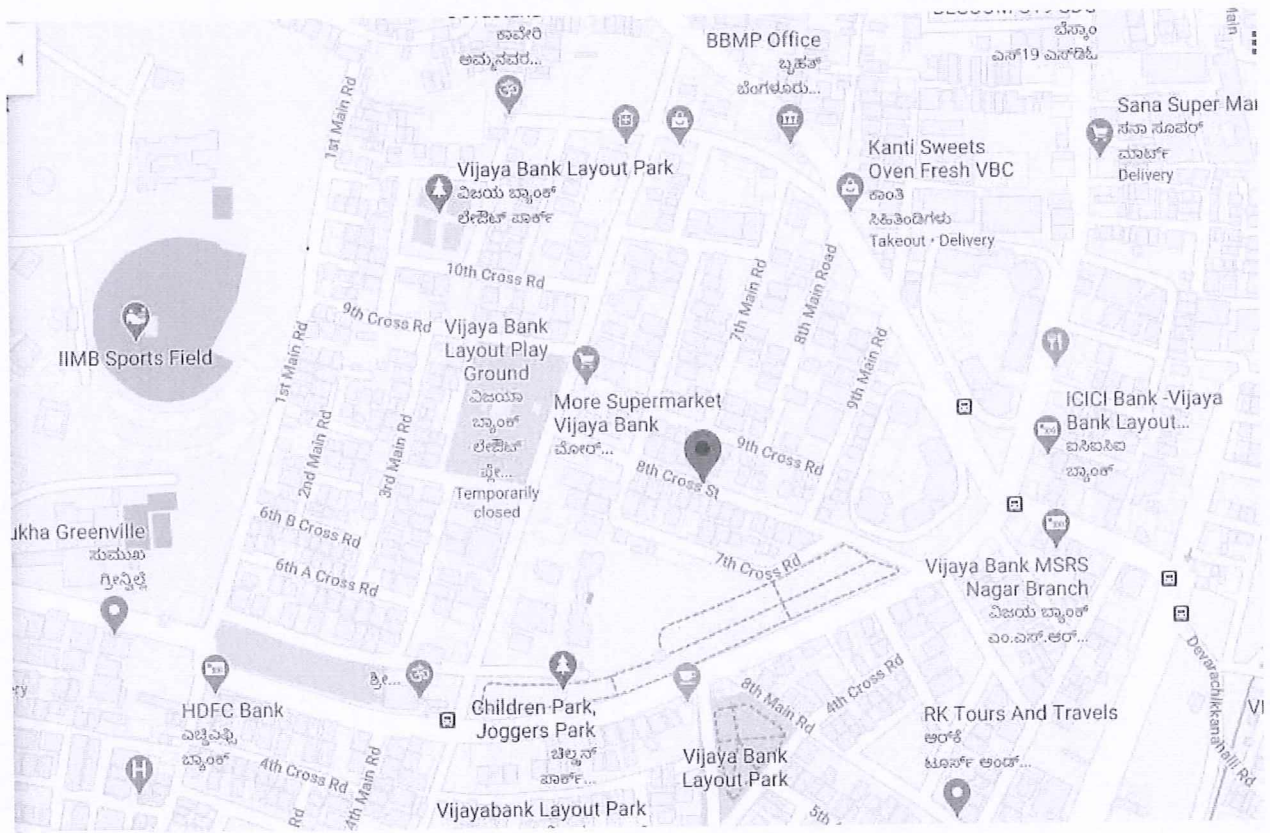
I, _____ S/o / D/o _____ R/o
_____ holding _____ equity shares of Rs. _____ each in
the company, hereby given my consent according to section 101(1) of the companies act 2013 to
hold the annual general meeting to held on 06/05/2024 at shorter notice.

Signature
(NAME)

Dated:

Route Map

Registered Office: No 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross, Vijaya Bank Layout, Bannerghatta Road, Bangalore-560076





DIRECTOR'S REPORT

To
The Members,

Your directors have pleasure in submitting their **Nineteenth** Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2024.

1. FINANCIAL SUMMARY:

(In ₹ Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Operations	15,785.42	10,417.86
Other Income	502.27	51.07
Total Revenue	16,287.69	10,468.93
Total Expenses	13,988.60	10,399.02
Profit/(Loss) before Exceptional and Extraordinary items.	2,299.09	69.91
Less: Exceptional Items	62.00	-
Profit/(Loss) before extraordinary items.	2237.09	69.19
Less: Extraordinary Items	41.95	-
Profit/(Loss) before Tax	2,195.14	69.91
Less: Tax Expense	594.25	35.75
Profit/(Loss) after Tax	1,600.89	34.16
Earnings per share	333.52	7.12

During the year under review the total revenue of the company increased from Rs. 10,417.86 Lakhs to Rs. 15,785.42 Lakhs. Total expenses of the company increased from Rs. 10,399.02 Lakhs to Rs. 13,988.90 Lakhs. The profit earned after tax amounts is Rs. 1600.89 Lakhs as against profit of Rs 34.15 Lakhs in the previous year.

2. DIVIDEND:

Your Board of Directors do not recommend any dividend for the financial year 2023-24.

3. RESERVES:

The company has earned a total profit after tax of Rs. 1600.89 lakh, which has been transferred to the reserves.



4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

There is no change in the activities of the company. There were increased business opportunities during the year, and the company has achieved a turnover of more than Rs. 150 crores with a record net profit after taxes amounting to Rs. 16 crores. The increased advancement of progress has made your board want to put in more and more efforts and strive to bring more and more success in the future. While acknowledging the contributions of each employee and other parties, your board is expecting this growing trend to continue for future years.

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

There were no material changes or commitments that occurred between the end of the financial year to which these financial statements relate and the date of the report affecting the financial position of the company.

6. CONVERSION OF THE COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED:

The shareholders of the company passed a special resolution on March 13, 2024, approving the conversion of the company from a private limited company to a public limited company, subject to the approval of the Registrar of Companies for the same. As of the date of this report, the company has yet to obtain this approval from the Registrar of Companies.

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

(A) Conservation of energy: There are no particulars required to be mentioned under this head.

(B) Technology absorption: There are no particulars required to be mentioned under this head.

(C) Foreign exchange earnings and Outgo:

Foreign exchange earnings: Rs. 14,040.18 Lakhs

Foreign exchange outgo: Rs. 778.36 Lakhs



8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

There are no material transactions entered into by the company requiring necessary approvals under Section 188 of the Companies Act, 2013. All the contracts or arrangements entered into by the company with related parties during the year were on an arm's length basis and in the ordinary course of business. Details of transactions pursuant to Section 188 of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, are given in **Annexure I** of Form AOC-2, and the same forms are part of this report.

9. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

During the year under review Seventeen meetings were held on the following dates:

No of Board Meeting	Date of the Board Meeting
1/2023-24	10.04.2023
2/2023-24	18.07.2023
3/2023-24	03.08.2023
4/2023-24	05.09.2023
5/2023-24	10.10.2023
6/2023-24	11.10.2023
7/2023-24	15.10.2023
8/2023-24	25.10.2023
9/2023-24	30.10.2023
10/2023-24	17.11.2023
11/2023-24	18.11.2023
12/2023-24	05.12.2023
13/2023-24	26.02.2024
14/2023-24	05.03.2024
15/2023-24	13.03.2024
16/2023-24	25.03.2024
17/2023-24	30.03.2024



10. DIRECTORS RESPONSIBILITY STATEMENT:

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

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company has no Subsidiaries, Joint Ventures or Associate Companies.

12. DEPOSITS:

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



13. DIRECTORS:

During the year, the following were the changes in the Composition of Board of Directors of the Company:

Name of the Director	Date of Change in designation/ Cessation	Reason
Prabhav Narasimha Rao	30.03.2024	Change in Designation as Managing Director
Priyashaila Prabhav Rao	30.03.2024	Change in Designation as Whole-time Director
Sapna Raghavendra	30.03.2024	Change in Designation as Whole-time Director

14. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

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

15. STATUTORY AUDITORS:

Pursuant to the provision of Section 139 of the Companies Act, 2013 and the Companies (Audit & Auditors), M/s. Rao Associates, Chartered Accountants, Bangalore (Firm Registration No. 003080S), were re-appointed as Statutory Auditors of the Company for a period of five years in the Annual General Meeting held on September 30, 2023, and they shall hold the office till the conclusion of the Annual General Meeting to be held in the year 2028.

16. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

There are no qualifications in the auditor's report.

17. REPORTING OF FRAUD BY AUDITORS:

There are no frauds reported by the auditors pursuant to the provisions of Sections 134 and 143 of the Companies Act, 2013.



18. SHARE CAPITAL:

The Authorised Share Capital of the Company as on March 31, 2024 is Rs. 15,00,00,000/- (divided into 1,50,00,000 equity shares of Rs. 10/- each) and the Issued, Subscribed and Paid-up Share Capital of the Company as on said date is Rs. 48,00,000/- (divided into 4,80,000 equity shares of Rs.10/- each.)

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

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

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

The company does not have a risk management policy, as the elements of risk threatening the company's existence are very minimal.

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

The company has duly complied with the provisions of Section 186 of the Companies Act, 2013. The company has not given any loans or guarantees during the year.

22. MAINTENANCE OF COST RECORDS:

The company is not required to maintain the cost records as specified by the central government under sub-section (1) of Section 148 of the Companies Act, 2013.

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

Your company has always believed in providing a safe and harassment-free workplace for every individual working on the company's premises through various interventions and practices. The company always endeavours to create and provide an environment that is free from discrimination and harassment, including sexual harassment. The company has complied with provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 [14 of 2013]. During the year, no complaints pertaining to sexual harassment were reported.



24. DISCLOSURE OF COMPLIANCE OF SECRETARIAL STANDARDS:

The relevant secretarial standards issued by the Institute of Company Secretaries of India (ICSI) relating to the board meetings and general meetings have been complied with by the company.

25. SECRETARIAL AUDIT REPORT:

The company does not fall under the preview of Section 204 of the Companies Act, 2013 and hence was not required to obtain a secretarial audit report.

The provisions of Sections 177(9) and (10) of the Companies Act, 2013 are not applicable to the company.

26. DECLARATION OF INDEPENDENT DIRECTORS:

The provisions of Section 149 pertaining to the appointment of independent directors are not applicable to the company.

27. CORPORATE SOCIAL RESPONSIBILITY:

Provisions of Section 135 of the Companies Act, 2013 relating to corporate social responsibility are not applicable to the company during the year under review.

28. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

As per the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees are drawing remuneration in excess of the limits prescribed under the said rules.



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

During the year your company has not made any application or there are no proceedings pending under the Insolvency and Bankruptcy Code, 2016

30. VIGIL MECHANISM:

The provisions of section 177(9) & (10) of the Companies Act, 2013 are not applicable to the Company.

31. ACKNOWLEDGEMENTS:

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

**By order of the board of directors
For Leapfrog Engineering Services Private Limited**

Place: Bengaluru
Date: 04/05/2024



Prabhav Narasimha Rao
Managing Director
DIN: 02277473

Priyashaila Prabhav
Whole-time Director
DIN: 02122050

Annexure-I

FORM NO. AOC-2

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 arms length transactions under third proviso thereto.

(Pursuant to clause (1) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No	PARTICULARS					
(a)	Name(s) of the related party and nature of relationship	Prabhav N Rao	Leapfrog Automation and Control Systems	Leapfrog Automation and Control Systems	Bigleap Ventures & Consultancy Services	Bigleap Ventures & Consultancy Services
(b)	Nature of contracts / arrangements / transactions	Professional Service	Purchases	Sales	Sales	Rent deposit
(c)	Duration of the contracts/ arrangements/ transactions	Ongoing	Ongoing	Ongoing	Ongoing	Ongoing
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per the mutual agreement of the parties. Amount- Rs. 55.76 Lakhs	As per the mutual agreement of the parties. Amount- Rs. 371.52 Lakhs	As per the mutual agreement of the parties. Amount- Rs. 72.25 Lakhs	As per the mutual agreement of the parties. Amount- Rs. 97.50 Lakhs	As per the mutual agreement of the parties. Amount- Rs. 50.00 Lakhs
						As per the mutual agreement of the parties. Amount- Rs. 44.72 Lakhs

(e)	Date(s) of approval by the Board, if any:	--	--	--	--	--	--
(f)	Amount paid as advances, if any:	--	--	--	--	--	--

By order of the board of directors
For Leapfrog Engineering Services Private Limited



Prabhav Narasimha Rao

Prabhav Narasimha Rao
Managing Director
DIN: 02277473

Priyashaila Prabhav Rao

Priyashaila Prabhav Rao
Whole-time Director
DIN: 02122050

Sapna Raghavendra

Sapna Raghavendra
Whole-time Director
DIN: 08914356

Place: Bengaluru
Date: 04/05/2024

LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED

Regd. Office: No. 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross,
Vijaya Bank Layout, Bannerghatta Road, Bangalore - 560076

CIN: U74210KA2005PTC036274

BALANCE SHEET AS AT 31ST MARCH 2024

		(In ₹ Lakhs)			
	Particulars	Note No.	Figures as at the end of		
			Current reporting period	previous reporting period	
I.	EQUITY AND LIABILITIES				
1	Shareholders' Funds				
	(a) Share Capital	2	48.00		48.00
	(b) Reserves and Surplus	3	2,123.07	2,171.07	522.18
	(c) Money received against share warrants			-	-
2	Share application money pending allotment				
3	Non-Current Liabilities				
	(a) Long-Term Borrowings	4	59.36		101.58
	(b) Deferred Tax Liabilities (Net)		-		-
	(c) Other Long-Term Liabilities		-		-
	(d) Long-Term Provisions	5	49.58	108.94	65.96
4	Current Liabilities				
	(a) Short-Term Borrowings	6	1,318.49		1,203.11
	(b) Trade Payables	7			
	(A) total outstanding dues of micro enterprises and small enterprises; and		93.80		-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		778.70		376.25
	(c) Other Current Liabilities	8	100.59		4,337.71
	(d) Short-Term Provisions	9	539.18	2,830.76	28.96
	TOTAL			5,110.77	6,683.75
II.	ASSETS				
1	Non-Current Assets				
	(a) Property, Plant and Equipment and Intangible assets	10			
	(i) Property, Plant and Equipment		112.70		72.14
	(ii) Intangible Assets		18.58		19.14
	(iii) Capital Work-in-Progress		-		-
	(iv) Intangible Assets under Development		-		-
	(b) Non-Current Investments	11	-		12.00
	(c) Deferred Tax Assets (Net)	12	25.11		10.19
	(d) Long-Term Loans and Advances	13	-		194.06
	(e) Other Non-Current Assets	14	224.29	380.68	146.69
2	Current Assets				
	(a) Current Investments		-		-
	(b) Inventories	15	860.27		361.68
	(c) Trade receivables	16	1,853.63		1,484.95
	(d) Cash and Cash equivalents	17	730.23		887.24
	(e) Short-Term Loans and Advances	18	829.53		2,947.41
	(f) Other Current Assets	19	456.43	4,730.09	548.25
	TOTAL			5,110.77	6,683.75
Notes forming part of Financial Statements		1-29			

Subject to our Report of Even Date

For RAO ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg. No.: 0030805

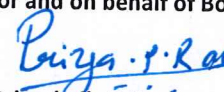

(SHILPA D RAO)
Partner

Mem No.: 230596

PLACE : BENGALURU

DATE : 04-05-2024

For and on behalf of Board of Directors


(Priyashalla P Rao)

Whole-time Director
DIN - 02122050


(Sapna Raghavendra)
Whole-time Director & CFO
DIN - 08914356


(Prabhav N Rao)
Managing Director
DIN - 02277473

LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED

Regd. Office: No. 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross,
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CIN: U74210KA2005PTC036274

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

			(In ₹ Lakhs)	
	Particulars	Note No.	Figures as at the end of Current reporting period	Figures as at the end of previous reporting period
1	Income			
	(a) Revenue from Operations	20	15,785.42	10,417.86
	(b) Other Income	21	502.27	51.07
	TOTAL INCOME (a+b+c)		16,287.69	10,468.93
2	Expenses			
	Cost of Materials Consumed	22	11,923.90	7,988.58
	Contract Execution Expenses	23	1,091.71	817.31
	Changes in Work-in-progress	24	(243.10)	56.24
	Employee Benefit Expenses	25	458.98	403.63
	Finance Costs	26	179.52	138.92
	Depreciation and Amortization Expenses	27	58.72	11.69
	Other Expenses	28	518.87	982.65
	TOTAL EXPENSES		13,988.60	10,399.02
3	Profit/(Loss) before Exceptional and Extraordinary Items and Tax (1-2)		2,299.09	69.91
	Exceptional Items		62.00	-
4	Profit/(Loss) before Extraordinary Items and Tax		2,237.09	69.91
	Extraordinary Items		41.95	-
5	Profit/(Loss) Before Tax		2,195.14	69.91
6	Tax Expense			
	Current Tax		609.18	24.01
	Deferred Tax		(14.93)	11.75
7	Profit/(Loss) for the period from Continuing Operations		1,600.89	34.15
8	Profit/(Loss) from Discontinuing Operations		-	-
9	Tax Expense of Discontinuing Operations		-	-
10	Profit/(Loss) from Discontinuing Operations (after tax)		-	-
11	Profit/(Loss) for the Period		1,600.89	34.15
12	Earnings per Equity Share			
	Weighted average number of Equity share of par value Rs.10/-Each		4,80,000	4,80,000
	Basic and Diluted - (in Rs.)		333.52	7.12
Notes forming part of Financial Statements		1-29		

Subject to our Report of Even Date

For RAO ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg. No.: 003080S

(SHILPA D RAO)

Partner

Mem No.: 230596

PLACE : BENGALURU

DATE : 04-05-2024

For and on behalf of Board of Directors

Priyasha P Rao
(Priyashaila P Rao)

Whole-time Director

DIN - 02122050

(Sapna Raghavendra)

Whole-time Director & CFO

DIN - 08914356

(Prabhav N Rao)

Managing Director

DIN - 02277473

LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED

Regd. Office: No. 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross,
Vijaya Bank Layout, Bannerghatta Road, Bangalore - 560076

CIN: U74210KA2005PTC036274

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

(In ₹ Lakhs)

Particulars	Figures as at the	
	end of Current reporting period	end of previous reporting period
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit Before Tax	2,195.14	69.91
<i>Adjustments to reconcile profit before tax to cash generated by operating activities</i>		
Depreciation and Amortisation	72.90	11.69
Interest Income	(50.35)	(44.78)
Interest Expenses and other borrowing cost	179.52	138.93
Movement in Working Capital	2,397.21	175.75
Trade receivables	(368.68)	(459.66)
Inventories	(498.59)	77.36
Loans and advances	2,117.88	(2,303.76)
Other current assets	91.82	(321.30)
Other non current assets	116.46	(282.96)
Trade payables	496.25	(138.61)
Provisions	(18.12)	(12.26)
Write off of Investments	12.00	-
Loss on Sale of Fixed Assets	0.81	-
Other current liabilities	(4,237.12)	4,287.13
Cash generated from operations	109.92	1,021.69
Income Taxes paid	(97.22)	(40.14)
Net Cash Flow From Operating Activities (A)	12.70	981.55
Cash Flows From Investing Activities		
Purchase of Tangible Fixed Asset	(114.00)	(59.96)
Sale of Tangible Fixed Assets	0.30	-
Sale of Investments		
Interest received	50.35	44.78
Net Cash Flow From Investing Activities (B)	(63.35)	(15.18)
Cash Flows From Financing Activities		
Proceeds from Long term Borrowings	-	-
Repayment of Long term Borrowings	(42.22)	(60.98)
Repayment of Short term Borrowings	115.38	(616.07)
Interest paid	(179.52)	(138.93)
Net Cash Flow From Financing Activities (C)	(106.36)	(815.98)
Net Increase / (Decrease) in Cash and Cash Equivalents (A)+(B)+(C)	(157.01)	150.39
Cash and Cash Equivalents at the beginning of the period	887.24	736.85
Cash and Cash Equivalents at The End of The Period	730.23	887.24
Movement in Cash and Cash Equivalents	(157.01)	150.39

Notes forming part of Financial Statements

1-29

Subject to our Report of Even Date

For RAO ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg. No.: 003080S

Shilpa D Rao
(SHILPA D RAO)
Partner

Partner

Mem No.: 230596

PLACE : BENGALURU

DATE : 04-05-2024

For and on behalf of Board of Directors

Priyashilla P Rao
(Priyashilla P Rao)
Whole-time Director
DIN - 02122050

Sapna Raghavendra
(Sapna Raghavendra)
Whole-time Director & CFO
DIN - 08914356

Prabhav N Rao
(Prabhav N Rao)
Managing Director
DIN - 02277473

LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED

Regd. Office: No. 496, Chaithanya Dhriti Rudresh, 6th Main, 8th Cross,
Vijaya Bank Layout, Bannerghatta Road, Bangalore - 560076

CIN: U74210KA2005PTC036274

Notes Forming Part of Financial Statements for the year ending 31st March 2024

1 **SIGNIFICANT ACCOUNTING POLICIES:**

(i) BACK GROUND:

The Company was incorporated on 09th May 2005 and is primarily engaged in the business of Engineering contracting, electrical and instrumentation supplies and services. The Company is a Small and Medium Sized Company (SMC) as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

(ii) BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(iii) USE OF ESTIMATES

The preparation of the financial statements in conformity with applicable Accounting Standards requires the Management to make estimates 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 preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

(iv) CASH AND CASH EQUIVALENTS:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(v) CASH FLOW STATEMENT

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

(vi) PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS:

(a) Property, plant and equipments and intangible assets are stated at cost. Cost includes all expenditure incidental to acquisition of the asset and bringing it to use.

(b) Assets retired from active use if any are shown separately at lower of written down value or realisable value.

(vii) DEPRECIATION ON PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

(a) Depreciation on assets is provided on Written Down Value method over the useful lives of assets in the manner prescribed under Part C Schedule II of the Companies Act, 2013.

(viii) REVENUE RECOGNITION

(a) Contract Revenue: When the outcome of a construction contract can be measured reliably, contract revenue and contract costs associated with the construction contract are recognised as revenue and expenses respectively by reference to the percentage of completion of the contact activity at the reporting date. The stage of completion is determined on the basis of actual work executed during the year, which is billable to the customer. For the purpose of recognising revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable they will result in revenue and they are capable of being reliably measured. The percentage of completion method is applied on a cumulative basis in each accounting year to the current estimates of contact revenue and contract costs. The effect of a change in the estimate of the outcome of a contract is accounted for as a change in accounting estimates and the effect of which are recognised in the statement of profit and loss in the year in which the change is made and in subsequent years. . When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognized as an expense in the year in which they are incurred. When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognised as an expense in the Statement of Profit and Loss in the year in which such probability occurs.

(b) Revenue in respect of sales is recognised on the transfer of significant risks and rewards of ownership to the customers.

(c) Sales disclosed is net of applicable tax on Sale and sales returns



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Notes Forming Part of Financial Statements for the year ending 31st March 2024

(ix) EMPLOYEE BENEFITS

(a) Gratuity:

The Company is making provision in respect of gratuity payable on the basis of actuarial valuation.

(b) Leave Benefits:

The company provides Sick leave and Casual Leave to its employees. The leave entitlement is determined on Calendar year basis at the end of the year.

The company does not have a scheme for the carrying forward / accumulation of unavailed earned leave and encashment at the time of retirement. Un-availed Sick Leave can be carried forward but cannot be en-cashed. Un-availed Casual Leave cannot be encashed and also lapses at the end of the period.

Employees are entitled to accumulate earned leave the provision in respect of which are made on the basis of actuarial valuation.

(c) Provident Fund/ Pension Fund:

The employees of the company are covered under Employee Provident Fund Scheme. The periodical contributions to the scheme are expensed as and when incurred.

(x) TAX PROVISION

Provision for Current Tax is made after taking into account benefits available under the Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates applicable in the ensuing year. Deferred Tax Asset is recognised only to the extent that there is a reasonable certainty that the assets will be realised in future.

(xi) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets, if any, are neither recognised nor disclosed in the financial statements.

(xii) IMPAIRMENT OF ASSETS:

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss to the extent the carrying amount exceeds the recoverable amount. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, had no impairment loss been recognised.

(xiii) BORROWING COSTS:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets to the extent that they relate to the period till such assets are ready to be put to use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of profit and loss.

(xiv) FOREIGN CURRENCY TRANSACTIONS:

Transactions in foreign currency are recognised at the exchange rates ruling on the dates of the transactions. Liabilities / Assets in foreign currency are reckoned in accounts as per the following principle. Foreign currency liabilities contracted for acquiring fixed assets from a country outside India are restated at the rates ruling at the year-end and all exchange differences arising as a result of such restatement are adjusted to the cost of fixed assets.

All monetary assets and liabilities denominated in foreign currency are restated at the rates ruling at the year end and all exchange gains/ losses arising there from are adjusted to the statement of Profit and Loss, except those covered by forward contracted rates where the premium or discount arising at the inception of such forward exchange contract is amortised as expense or income over the life of the contract.

Exchange differences on forward contracts are recognized in the statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward contracts is recognised as income or expense for the year.



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NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2024

Note 2: SHARE CAPITAL

Particulars	(In ₹ Lakhs)	
	Current Year	Previous Year
Authorised Equity shares of Rs. 10/- par value 1,50,00,000 Equity Shares (Previous year - 10,00,000)	1,500.00	100.00
Issued, Subscribed and fully paid up Equity shares of Rs. 10/- par value 4,80,000 Equity Shares (Previous year - 4,80,000)	48.00	48.00
	48.00	48.00

RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO SHARES

The Company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity share is entitled to one vote per share held and is entitled to dividend, if declared at the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Details of shareholders holding more than 5% shares as at March 31, 2024 and March 31, 2023 is set out below :

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% held	No. of shares	% held
Prabhav N Rao	2,26,800	47.25%	2,40,000	50.00%
Priyashaila P Rao	2,17,200	45.25%	2,40,000	50.00%
Other Shareholders individually holding less than 5%	36,000	7.50%	-	-
	4,80,000	100.00%	4,80,000	100.00%

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2024 and March 31, 2023 is set out below :

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount (Rs. In Lakhs)	No. of shares	Amount (Rs. In Lakhs)
Number of shares at the beginning	4,80,000	48.00	4,80,000	48.00
Add : Shares issued during the year	-	-	-	-
Number of shares at the end	4,80,000	48.00	4,80,000	48.00

Disclosure of Shareholding of Promoters:

Class of Shares - Equity	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Promoter's Name					
Prabhav N Rao	2,40,000	50.00	2,26,800	47.25	(2.75)
Priyashaila P Rao	2,40,000	50.00	2,17,200	45.25	(4.75)
Other Shareholders individually holding less than 5%	-	-	36,000	7.50	7.50
Total	4,80,000	100.00	4,80,000	100.00	-



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NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2024

(In ₹ Lakhs)

NOTE 3: RESERVES & SURPLUS

Surplus	Current Year	Previous Year
Opening Balance		
Add : Net Profit/(Net Loss) for the current year	522.18 1,600.89	488.03 34.15
Closing Balance	2,123.07	522.18

NOTE 4 : LONG TERM BORROWINGS

Secured Loans:

Canara Bank GECL [Excluding current maturities amounting to Rs.48.35 Lakhs (PY - Rs. 70.78 Lakhs)] (Secured by Inventory, Book Debts and Fixed Deposits of the Company & Personal property and Personal Guarantee of Directors of the Company)	43.30	91.63
--	-------	-------

Canara Bank Vehicle Loan [Excluding current maturities amounting to Rs.3.10 Lakhs (PY - Rs.2.82 Lakhs)] (Secured by Hypothecation of Motor Car and personal guarantees of Directors of the Company)	6.85	9.95
---	------	------

Total of Secured Loans - A

	50.15	101.58
--	-------	--------

Unsecured Loans:

Aditya Birla Finance Limited [Excluding current maturities amounting to Rs.20.86 Lakhs (PY - Nil)] (Secured by personal guarantees of Directors of the Company)	-	-
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Kotak Mahindra Bank Limited [Excluding current maturities amounting to Rs.24.47 Lakhs (PY - Nil)] (Secured by personal guarantees of Directors of the Company)	-	-
--	---	---

Tata Capital Financial Services Limited [Excluding current maturities amounting to Rs.33.29 Lakhs (PY - Nil)] (Secured by personal guarantees of Directors of the Company)	9.21	-
--	------	---

Unity Small Finance Bank Limited [Excluding current maturities amounting to Rs.22.62 Lakhs (PY - Nil)] (Secured by personal guarantees of Directors of the Company)	-	-
---	---	---

Total of Unsecured Loans - B

	9.21	-
--	------	---

Total Long Term Borrowings - A + B

	59.36	101.58
--	-------	--------

NOTE 5: LONG-TERM PROVISIONS:

Provision for employee benefits

Gratuity (Non Current)	40.73	58.91
Leave encashment (Non Current)	8.85	7.05
	49.58	65.96



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NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2024

(In ₹ Lakhs)

NOTE 6 : SHORT - TERM BORROWINGS:

	Current Year	Previous Year
Secured and considered good		
Loans Repayable on Demand		
Canara Bank - OD Account (Secured by Inventory, Book Debts and Fixed Deposits of the Company & Personal property and Personal Guarantee of Directors of the Company)	583.16	624.07
Oxyzo Financial Services Pvt Ltd (Secured by Personal Guarantees of the Directors of the Company)	88.89	179.09
NSIC - RMA (Secured by Bank Guarantees issued by Canara Bank)	493.75	326.35
Current Maturities of Long-term Borrowings	152.69	73.60
	1,318.49	1,203.11

NOTE 7 : TRADE PAYABLES

(Age-wise data - as per Annexure)

Total outstanding dues of micro and small enterprises	93.80	-
Other Dues	778.70	376.25
	872.50	376.25

NOTE 8 : OTHER CURRENT LIABILITIES

Advance received From Customers	33.20	4,265.92
Sundry Creditors for Expenses	6.08	4.05
Retention / Security Deposits payable	48.29	42.08
Statutory Dues		
Service tax	-	6.66
Income-tax Deducted at Source	9.81	15.85
ESI - Payable	0.10	0.13
Provident Fund Payable	3.11	2.91
Professional Tax	0.00	0.11
	100.59	4,337.71

NOTE 9 : SHORT-TERM PROVISIONS

Provision for Employee benefits		
Salary & Reimbursements	-	0.98
Provision for Income-tax	535.98	24.01
Provision for Gratuity (Current)	2.07	3.13
Provision for Leave Encashment (Current)	1.13	0.84
	539.18	28.96

NOTE 11 : NON CURRENT INVESTMENTS

Investments in Equity Instruments		
(Valued at cost)		
Beat Info Consulting Services Private Limited (Unquoted - at Cost)	-	12.00
	-	12.00

NOTE 12 : DEFERRED TAX ASSETS (NET)

	Current Year	Previous Year
Deferred Tax Assets	25.11	10.19
	25.11	10.19



LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED

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NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

NOTE 10:- PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Particulars	Gross Block				Depreciation				Net Block		
	As at 01.04.2023	Additions during the year	Deletions	As at 31.03.2024	As at 01.04.2023	Current Year	Earlier Years*	Deletions	As at 31.03.2024	As at 31.03.2024	As as at 31-03-2023
Property, Plant and Equipment											
Office Buildings	1.71	-	-	1.71	0.10	0.98	0.07	-	1.14	0.57	1.62
Plant and Equipment	66.64	-	-	66.64	56.88	1.78	(0.09)	-	58.57	8.07	9.76
Furniture and Fixtures	66.34	0.48	-	66.82	49.14	2.17	6.79	-	58.09	8.73	17.20
Vehicles	64.70	94.94	22.30	137.34	46.63	33.21	(1.10)	21.18	57.56	79.77	18.07
Office equipment	18.10	3.18	-	21.29	6.48	4.59	2.89	-	13.97	7.32	11.62
Computer & Printer	48.70	6.01	-	54.71	34.83	7.13	4.52	-	46.47	8.24	13.87
Total (A)	266.19	104.61	22.30	348.51	194.05	49.86	13.08	21.18	235.81	112.70	72.14
Intangible Assets											
Computer software	36.36	9.39	-	45.75	17.21	8.86	1.09	-	27.17	18.58	19.14
Total (B)	36.36	9.39	-	45.75	17.21	8.86	1.09	-	27.17	18.58	19.14
Capital work-in-progress											
Capital work-in-progress	-	-	-	-	-	-	-	-	-	-	-
Total (C)	-	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	302.55	114.00	22.30	394.26	211.26	58.72	14.17	21.18	262.98	131.28	91.28
Previous year Total	242.59	59.96	-	302.55	199.57	11.69	-	-	211.26	91.28	43.02

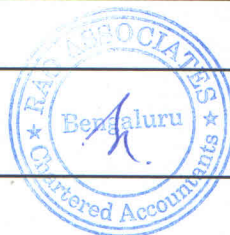
* Depreciation pertaining to earlier years has been included under prior period items in the Statement of Profit and Loss.

For Leapfrog Engineering Services Private Limited

(Prabhav N Rao)
Managing Director
DIN - 02277473



LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED		
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CIN: U74210KA2005PTC036274		
NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2024		
(In ₹ Lakhs)		
NOTE 13 : LONG TERM LOANS AND ADVANCES:		
<i>Unsecured, considered good</i>		
Advance for Purchase of Capital Assets	-	194.01
Sundry Deposits	-	0.05
	-	194.06
NOTE 14 : OTHER NON-CURRENT ASSETS:		
Security Deposit:		
Rental Deposit - Office & Godown	52.48	8.05
Labour Licenses Deposit-Gujarat	-	0.34
Branch - Maharashtra	-	0.97
VAT-Deposit-Gujarat	-	0.38
Fixed Deposits with Bank :		
Bank deposits with more than twelve months maturity from reporting date	171.81	136.95
	224.29	146.69
NOTE 15 : INVENTORIES:		
<i>(value at Cost or Net realizable value which ever is lower)</i>		
Work-in-progress	440.99	197.89
Materials and Components	419.28	163.79
	860.27	361.68
NOTE 16 : TRADE RECEIVABLES:		
<i>(Age-wise data - as per Annexure)</i>		
Unsecured, considered good	1,853.63	1,484.95
	1,853.63	1,484.95
NOTE 17 : CASH & CASH EQUIVALENTS :		
Cash on Hand	2.14	2.68
Fixed Deposits with Bank		
Bank deposits with less than twelve months maturity from reporting date	728.09	624.21
Recurring Deposit with Canara Bank	-	39.44
Balances with Scheduled Banks		
Canara Bank EEFC	-	220.91
	730.23	887.24
NOTE 18 : SHORT TERM LOANS & ADVANCES:		
<i>Unsecured, considered good</i>		
Advance Recoverable in cash or in kind or for value to be received		
Advances to Suppliers & Service providers (including advances to Related Parties)	671.92	2,695.13
Export Incentive and other claims receivable	17.18	67.64
Prepaid Expenses	41.13	22.70
Staff Advances - (including advances to related parties)	26.40	43.33
Inter-corporate Loans	72.03	56.00
Earnest Money Deposit	-	57.37
Others	0.87	5.24
	829.53	2,947.41
NOTE 19 : OTHER CURRENT ASSETS:		
Balances with Government Departments	102.17	177.83
Retention Deposits with Customers	354.26	370.42
	456.43	548.25



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NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(In ₹ Lakhs)

Particulars	Current Year	Previous Year
<u>NOTE 20 : REVENUE FROM OPERATIONS</u>		
Sale of Products	15,441.86	10,417.86
Sale of Services	343.56	-
	15,785.42	10,417.86
<u>NOTE 21 : OTHER INCOME:</u>		
Export Incentives	81.33	69.61
Interest Income	50.35	44.78
Foreign Exchange Fluctuation	365.44	(68.94)
Other Income	5.15	5.62
	502.27	51.07
<u>NOTE 22: COST OF MATERIALS CONSUMED</u>		
Opening Stock	163.79	184.92
Add : Purchases	12,179.39	7,967.45
	12,343.18	8,152.37
Less : Closing Stock	419.28	163.79
Cost of Materials Consumed	11,923.90	7,988.58
<u>NOTE 23: CONTRACT EXPENSES:</u>		
Project Expenses		
Contract Labour and Site Expenses including erection and commissioning	984.75	729.26
Custom Clearing Charges	-	3.77
Freight Charges	90.71	53.58
Packing Charges	4.00	1.39
Equipment Hiring Charges	7.43	14.32
Consumables	2.60	3.82
Other Project Expense	2.22	11.17
	1,091.71	817.31
<u>NOTE 24 : CHANGES IN WORK-IN-PROGRESS</u>		
At the Beginning of the Accounting Period	197.89	254.12
At the End of the Accounting Period	440.99	197.88
	(243.10)	56.24
<u>NOTE 25 : EMPLOYEE BENEFIT EXPENSES</u>		
Office staff salary	420.29	334.89
Gratuity	(19.24)	10.82
Leave Encashment	5.96	3.36
Contribution to ESI PF and other funds	17.33	16.10
Staff welfare	20.60	22.77
Directors Remuneration	14.04	15.69
	458.98	403.63
<u>NOTE 26 : FINANCE COSTS:</u>		
Interest to Banks	116.83	79.24
Other Borrowing Costs	62.69	59.68
	179.52	138.92



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NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	(In ₹ Lakhs)	
	Current Year	Previous Year
NOTE 27 : DEPRECIATION AND AMORTZATION EXPENSES:		
Depreciation - Current Year	49.86	9.73
Amortization - Current Year	8.86	1.96
	58.72	11.69
NOTE 28 : GENERAL EXPENSES:		
Payment to Auditors:		
Audit Fees	7.25	2.50
Taxation Matters	1.75	0.40
Other Matters	4.00	
Bank Charges	13.00	2.00
Insurance	79.34	86.81
Rent	11.32	16.54
Balances written off	53.04	47.82
Professional and Legal charges	45.87	2.08
Communication cost	129.78	95.38
Travel cost - Others	2.65	1.93
Selling and distribution expense	63.69	77.18
Repairs and Maintenance	1.19	591.82
Rates, Taxes, Regn & Renewals	32.42	27.14
Interest and Penalty under statutory laws	64.95	12.32
Water, Power and Fuel	0.97	2.34
Postage and Courier	5.60	6.25
Printing and Stationery	4.83	0.44
Donations	3.57	3.88
Loss on Sale of Fixed Assets	5.81	0.95
Miscellaneous Expenses	0.81	-
	0.03	4.87
	518.87	982.65



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Notes Forming Part of Financial Statements for the year ending 31st March 2024

29	NOTES ON ACCOUNTS:											
Sl. No.	Particulars	Current Year (In ₹ Lakhs)		Previous Year (In ₹ Lakhs)								
(i)	VALUE OF IMPORTS CALCULATION ON CIF BASIS:											
1	Raw-Materials / Components											
2	Capital Goods	8,024.14		3,566.47								
(ii)	EXPENDITURE IN FOREIGN CURRENCY											
1	Professional and Consultation	732.23		591.82								
2	Bank Guarantee Commission	7.15		26.90								
3	Brokerage and Commission	-		-								
4	Travelling Expenses	38.98		-								
(iii)	EARNINGS IN FOREIGN EXCHANGE:											
1	Exports	14,040.18		8,725.25								
(iv)	CLAIMS AGAINST THE COMPANY NOT ACKNOWLEDGED AS DEBTS											
(v)	COMMITMENTS FOR CAPITAL EXPENDITURE											
(vi)	DETAILS OF IMPORT/INDIGENOUS COMPONENTS OF COST OF MATERIALS CONSUMED:											
	a. Cost of Material Consumed											
1	Raw Materials/ Components			11,923.90								
				7,988.58								
	b. Value of Imported and indigenous raw material consumed											
		Current Year		Previous Year								
		(In ₹ Lakhs)	% of Consumption	(In ₹ Lakhs)								
				% of Consumption								
1	Imported Value	8,024.14	67.29	3,566.47								
2	Indigenous Value	3,899.76	32.71	4,422.11								
				55.36								
(vii)	Figures of previous year have been regrouped/ reclassified/ recast wherever necessary to conform to current year's presentation.											
(viii)	Confirmation of Balances in respect of Debtors, Loans and Advances and Creditors has not been obtained.											
(ix)	Fixed Deposits with banks includes deposits held as margin money amounting to Rs.207.88 Lakhs											
(x)	In the Opinion of the Board, and to the best of their knowledge and belief the realisable amount of Current Assets and Loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet. The provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.											
(xi)	COMPLIANCE WITH ACCOUNTING STANDARDS:											
	(a) The Company is a Small and Medium Sized Company (SMC) as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.											
	(b) Details of Exceptional Items debited to Profit and Loss Account for the year are as under:											
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>(In ₹ Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Write off of Value of Investment in unlisted equities</td> <td>12.00</td> </tr> <tr> <td>Write off of amount advanced towards procurement of Capital asset</td> <td>50.00</td> </tr> <tr> <td>Total</td> <td>62.00</td> </tr> </tbody> </table>				Particulars	(In ₹ Lakhs)	Write off of Value of Investment in unlisted equities	12.00	Write off of amount advanced towards procurement of Capital asset	50.00	Total	62.00
Particulars	(In ₹ Lakhs)											
Write off of Value of Investment in unlisted equities	12.00											
Write off of amount advanced towards procurement of Capital asset	50.00											
Total	62.00											
	(c) Accounting Standard 5:											
	Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies:											
	The Details of Prior Period Items debited to Profit and Loss account for the year are as under:											
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>(In ₹ Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Arrears of Depreciation pertaining to earlier years</td> <td>14.17</td> </tr> <tr> <td>Export Incentives receivable written off</td> <td>27.78</td> </tr> <tr> <td>Total</td> <td>41.95</td> </tr> </tbody> </table>				Particulars	(In ₹ Lakhs)	Arrears of Depreciation pertaining to earlier years	14.17	Export Incentives receivable written off	27.78	Total	41.95
Particulars	(In ₹ Lakhs)											
Arrears of Depreciation pertaining to earlier years	14.17											
Export Incentives receivable written off	27.78											
Total	41.95											



LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED

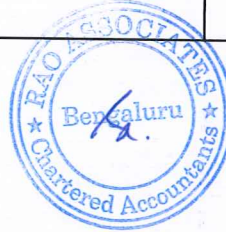
Regd. Office: No. 496, Chaitanya Dhriti Rudresh, 6th Main, 8th Cross,
Vijaya Bank Layout, Bannerghatta Road, Bangalore - 560076

CIN: U74210KA2005PTC036274

Notes Forming Part of Financial Statements for the year ending 31st March 2024

(d) Accounting Standard 15 – Employee Benefits:

Expenditure on Employee benefits is recognized as under:	(In ₹ Lakhs)	
	Current Year	Previous Year
Gratuity Liability as on 31st March 2024		
Change in benefit obligations :		
Obligation at period beginning - Current	3.13	2.74
Obligation at period beginning - Non - current	58.91	48.48
Service Cost	6.84	9.03
Interest on Defined benefit Obligation	4.67	3.85
Actuarial (gain)/ Loss	(30.74)	(2.05)
Obligations at period end	42.80	62.04
Current Liability (within 12 months)	2.07	3.13
Non Current Liability	40.73	58.91
Service Cost	6.84	9.03
Interest cost	4.67	3.85
Actuarial (gain)/ Loss	(30.74)	(2.05)
Net gratuity cost	(19.24)	10.82
Discount factor	7.28%	7.52%
Estimated rate of return on plan assets	0.00%	0.00%
Salary increase	7.00%	7.00%
Attrition rate	5.00%	5.00%
Total No of Employees	73.00	65.00
Total monthly salary (In rupees)	18.74	23.14
Average Monthly Salary (In Rupees)	0.26	0.36
Average Age (Years)	36.28	35.47
Average past service (Years)	3.60	3.86
Decrement Adjusted Future Services		



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Notes Forming Part of Financial Statements for the year ending 31st March 2024

(xii) (a) RELATED PARTY TRANSACTIONS (ACCOUNTING STANDARD 18)

a. Names of the Related Parties and Nature of Relationship (As identified by the Management)

Nature of Relationship	Name
Managing Director of the Company - Key Managerial Personnel	Prabhav N Rao
Whole-time Director of the Company - Key Managerial Personnel	Priyashaila P Rao
Whole-time Director and CFO of the Company - Key Managerial Personnel	Sapna Raghavendra
Director of the Company - Key Managerial Personnel	Laxman K
Associate Enterprises in which the Directors are interested	Achates Hospitality Services Private Limited Orbis Technosphere Private Limited Leapfrog Automation and Contol Systems Leapfrog Technical Services LLC Bigleap Ventures & Consultancy Services Green Fire Safety and Controls Private Limited Leapfrog Automation and Contol Systems Private Limited Leapfrog Modular Buildtech Private Limited Leapfrog Enterprise Solutions Private Limited Leapfrog Fire & Safety Systems Private Limited

b. RELATED PARTY TRANSACTIONS

Sl. No.	Name of the Person	Amount (In ₹ Lakhs)	Relationship	Nature of Transaction	Balance outstanding (In ₹ Lakhs)
(a)	Prabhav N Rao	55.76	KMP	Prof. Charges	-
(b)	Priyashaila P Rao	14.03	KMP	Remuneration	-
(c)	Sapna Raghavendra	18.07	KMP	Remuneration	-
(d)	Laxman K	18.80	KMP	Remuneration	-
	Laxman K	6.00	KMP	Salary Advance	6.67
(e)	Leapfrog Automation and Contol Systems	371.52	Assoc Enterp	Purchases	-
		177.78		Advance for supply	177.78
		75.25		Sales	88.80
(f)	Green Fire Safety and Controls Private Limited	40.35	Assoc Enterp	Balance Written off	-
(g)	Bigleap Ventures & Consultancy Services	131.34	Assoc Enterp	Advance for supply	131.34
		97.50		Sales	115.05
		50.00		Rent Deposit	50.00
		44.72		Rent	(13.02)
(h)	Achates Hospitality Services Private Limited	12.03	Assoc Enterp	Balance Written off	-
(i)	Orbis Technosphere Private Limited	2.51	Assoc Enterp	Balance Written off	-

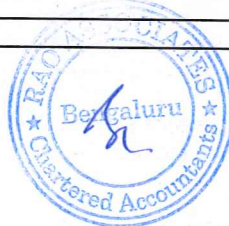
(xiii) LEASES (ACCOUNTING STANDARD 19):

The leasing arrangements entered in to by the company are in resepect of operating lease of office/project premises which are entered into on cancellable operating leases and is renewable on periodical basis. The details in respect of the same are as under:

Particulars	(In ₹ Lakhs)	
	Current Year	Previous Year
Lease Rental recognised in Profit and Loss account	53.04	47.82
Lease rentals for the next 12 months	52.01	53.03

(xiv) EARNINGS PER SHARE (ACCOUNTING STANDARD 20):

Particulars	Current Year	Previous Year
Net Profit after Tax (In ₹ Lakhs)	1,600.89	34.15
Average No. of Shares	4,80,000	4,80,000
Earnings Per Share - (in Rs.)	333.52	7.12



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Notes Forming Part of Financial Statements for the year ending 31st March 2024

(xv) DEFERRED TAX (ACCOUNTING STANDARD 22)

Particulars	Amount (In ₹ Lakhs)
A. Deferred Tax Liability component – Depreciation	-
B. Deferred Tax Asset component	25.12
C. Net Deferred Tax Component – Liability/(Asset) - (A – B)	(25.12)
D. Deferred Tax Liability/(Asset) as on 01-04-2023	(10.19)
E. Deferred Tax Expenditure for the year	(14.92)

(xvi) PROVISIONS, CONTINGENT LIABILITY AND CONTINGENT ASSETS (ACCOUNTING STANDARD 29)

(A) Obligation and Others.

(In ₹ Lakhs)

Sl. No.	Particulars	As on 01/04/2023	Additions	Utilization/ Reversal	As on 31/03/2024
(a)	Provision - Gratuity	62.04	(19.24)	-	42.80
(b)	Prov. - Leave Encashment	7.88	5.96	3.86	9.98
(c)	Contingent liabilities in respect of performance guarantees	-	755.02	-	755.02

(xvii) ADDITIONAL REGULATORY INFORMATION:

(1) Title Deeds of Immovable Property not held in the name of the Company:

The Company does not own any immovable property requiring further disclosures

(2) Revaluation of Property, Plant and Equipment:

The Company has not revalued any of its property, plant and equipment during the year.

(3) Details of Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and related parties

Type of Borrower	Amount of loan or advance in the nature of loan outstanding (In ₹ Lakhs)	Percentage to the total Loans and Advances in the nature of loans
Promoter	-	-
Director	6.66	6.71
KMP's	-	-
Related Parties	-	-



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Notes Forming Part of Financial Statements for the year ending 31st March 2024

(4) Capital Work-in-Progress (CWIP)

The company is not carrying any Capital work in progress as at the end of the year requiring further disclosures.

(5) Intangible assets under Development:

There are no such items as at the end of the year requiring further disclosures.

(6) Details of Benami Property:

The Company does not hold any such property and no proceedings have been initiated against the company under Benami Transactions (Prohibition) Act, 1988

(7) Information in respect of borrowings from banks or financial institutions:

The Quarterly returns / statement of current assets filed by the Company with Bank are in agreement with the books of accounts maintained by the company

(8) Wilful Defaulter:

The Company has not been declared by the lenders as Wilful Defaulter.

(9) Relationship with Struck off Companies:

The company does not hold any investments / has not carried out any transactions with Struck off Companies during the reporting period except writing off of the investment in equity amounting to Rs.12.00 Lakhs in Beatinfo Consulting Services Private Limited.

(10) Registration of Charges / Satisfaction with the Registrar of Companies:

There are no pending registration / satisfaction of charges with the Registrar of Companies.

(11) Compliance with number of layer of Companies:

The Company does not have subsidiary company beyond the specified number of layers requiring further disclosure of information.

(12) Accounting Ratios

As detailed in the annexure to the report

(13) Compliance with approved Scheme(s) of Arrangements:

The Company has not made any proposal for sanction / approval of Scheme(s) of Arrangements in terms of sections 230 to 237 of the Companies Act 2013

(14) Utilisation of Borrowed funds and Share Premium:

(i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities or provide any guarantee or security or the like on behalf of Ultimate Beneficiaries.

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities with the understanding that the company shall directly or indirectly lend or invest in other persons or entities or provide any guarantee security or the like on behalf of Ultimate Beneficiaries.

(15) Un-Disclosed Income:

There are no such reportable items for the reporting period.

(16) Corporate Social Responsibility:

The company is not a company covered under section 135 of the Companies Act, 2013.

(17) Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto Currency or Virtual Currency during the reporting period

Signature to Notes 1 to 29 forming part of Financial Statements.

Subject to our Report of Even Date

For RAO ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg. No.: 003080S



(SHILPA D RAO)
Partner

Mem No.: 230596

PLACE : BENGALURU

DATE : 04-05-2024

For and on behalf of Board of Directors


(Priyashaila P Rao),

Whole-time Director

DIN - 02122050


(Sapna Raghavendra)

Whole-time Director & CFO

DIN - 08914356


(Prabhav N Rao)

Managing Director

DIN - 02277473

NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Annexure to Note No. 7 - Trade Payable ageing schedule:

As on 31 March 2024:

Particulars	Outstanding for following periods from date of the transaction (In ₹ Lakhs)				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	91.40	1.70	0.69	-	93.80
(ii) Others	387.09	168.48	0.84	4.05	560.46
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	218.24	-	218.24
Total	478.49	170.18	1.53	222.29	872.50

As on 31 March 2023:

Particulars	Outstanding for following periods from date of the transaction (In ₹ Lakhs)				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	126.30	3.35	5.54	22.82	158.01
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	218.24	-	218.24
Total	126.30	3.35	223.78	22.82	376.25

Annexure to Note No. 15 - Trade Receivable ageing schedule:

As on 31 March 2024:

Particulars	Outstanding for following periods from date of the transaction (In ₹ Lakhs)					Total
	Outstanding for following periods from date of the transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered Good	920.00	226.06	680.85	1.36	25.35	1,853.63
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
Total	920.00	226.06	680.85	1.36	25.35	1,853.63

As on 31 March 2023:

Particulars	Outstanding for following periods from date of the transaction (In ₹ Lakhs)					Total
	Outstanding for following periods from date of the transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered Good	846.06	114.94	438.54	66.60	18.82	1,484.95
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
Total	846.06	114.94	438.54	66.60	18.82	1,484.95



Notes Forming Part of Financial Statements for the year ending 31st March 2024

Annexure - Accounting Ratios:

Sl. No.	Particulars	Numerator		Current Year		Previous Year		% of Variance	Reason for variance more than 25%
		Denominator	(In ₹ Lakhs)	Ratio	(In ₹ Lakhs)	Ratio	Ratio		
1	Current Ratio (No. of times)	Current Assets	4,730.09	1.67	6,229.53	1.05	59.49%	Improved settlement of current liabilities enabled by higher profits earned by the company has impacted the ratio.	
		Current Liabilities	2,830.76		5,946.03				
2	Debt-Equity Ratio (No. of times)	Total Debt	1,377.85	0.63	1,304.69	2.29	-72.26%	Improved network of the company on account of higher net profits for the year has impacted the ratio.	
		Shareholder's Equity	2,171.07		570.18				
3	Debt Service Coverage Ratio (No. of times)	Earnings available for Debt Service	2,433.38	9.61	220.53	1.04	823.81%	Improved net profits of the company has impacted the ratio.	
		Debt Service	253.12		211.91				
4	Return on Equity Ratio	Profit after Tax	1,600.89	1.17	34.15	0.06	1791.51%	Improved net profits after tax of the company has impacted the ratio.	
		Average Share Holder's Equity	1,370.63		553.11				
5	Inventory Turnover Ratio	Cost of Goods Sold	12,772.51	20.91	8,862.13	22.14	-5.56%		
		Average Inventory {(Opening + Closing)/2}	610.98		400.36				
6	Trade Receivables Turnover Ratio	Net Credit Sales	15,785.42	9.46	10,417.86	8.30	13.93%		
		Average Trade Receivables	1,669.29		1,255.11				
7	Trade Payables Turnover Ratio	Net Credit Purchases	12,179.39	19.51	7,967.45	17.88	9.08%		
		Average Trade Payables	624.37		445.55				
8	Net Capital Turnover Ratio	Net Sales	15,785.42	14.46	10,417.86	23.11	-37.41%	Deployment of higher average working capital has impacted the ratio.	
		Average Working Capital	1,091.42		450.84				
9	Net Profit Ratio	Net Profit after tax	1,600.89	0.10	34.15	0.00	2912.75%	Better margins on the sale of products / services has impacted the ratio.	
		Gross Revenue	16,287.69		10,468.93				
10	Return on Capital Employed	Earning before interest and taxes	2,374.66	1.06	208.84	0.31	242.47%	Improved net profits of the company has impacted the ratio.	
		Capital Employed (Tangible Networth + Total debt + Deferred Tax Liability)	2,230.43		671.76				
11	Return on investment	NA	NA	NA	NA	NA	NA	NA	



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **M/s. LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the 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 standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India and as prescribed in Sec 133 of the Act read with Companies (Accounting Standards) Rules, 2021:

- i. In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2024,
- ii. In the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- iii. In the case of Cash Flow Statement, of the 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 Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

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

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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.

Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

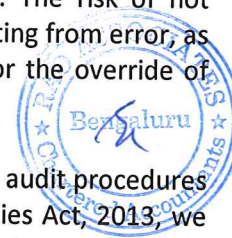
The Board of Directors are also responsible for overseeing the company's financial reporting process.

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 Companies Act, 2013, 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Other Matter

Without qualifying our report, we draw the attention to Note No. 29(viii) to Financial Statements regarding confirmation of dues by Debtors, Creditors and Loans and Advances and Consequential effect on accounts if any.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the Order), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in "Annexure A" 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 Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 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'.
 - 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. The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - v. The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- vi. Based on our audit procedures, that we have 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 (iv) and (v) above contain any material mis-statement.
- vii. The company has not declared or paid any dividend during the year.
- viii. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same was operational throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of an audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirement for record retention.

For RAO ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG NO. 003080S


(SHILPA D RAO)
PARTNER
MEM NO. 230596
UDIN: 24230596BKFEYY9745



Place: BANGALORE
Dated: 04th May, 2024

"ANNEXURE A" REFERRED TO IN PARAGRAPH 1 OF AUDITORS' REPORT ON THE ACCOUNTS OF LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED FOR THE YEAR ENDED 31ST MARCH 2024.

In terms of Companies (Auditor's Report) Order 2020, issued by the Central Government of India and in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that:-

- (i)
- (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information provided by the management the property, plant & equipment have been verified annually at the end of the year, which in our opinion is reasonable having regard to the size of the company and nature of its business. We were informed that no material discrepancies were noticed on such verification as compared to the book records.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not own any immovable properties and hence paragraph 3(i)(c) of the order is not applicable.
- (d) The company has not revalued its property, plant & equipment, or intangible assets or both during the year.
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, and the details have been appropriately disclosed in the financial statements.
- (ii)
- a. As informed to us, the Company has conducted physical verification of stocks at half yearly intervals which in our opinion is reasonable having regard to the size of the company and the nature of its business. In our opinion and according to the information and explanations given to us the procedures of physical verification followed by the management appear to be reasonable and adequate in relation to the size of the company and the nature of its business. We were informed that no material discrepancies were noticed on such verification as compared to the book records.
- b. The Company has availed the working capital limits exceeding Rs.500.00 lakhs. The quarterly returns/statements filed by the company with banks/financial institutions are in agreement with the books of the company.
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability partnerships or other parties other than the following:



(a)

Sl. No	Particulars	Nature of Transaction	Aggregate Amount during the year	Interest for the year	Balance Outstanding as on balance sheet
1	I-Logicon Control Automation Private Limited	Loans and Advances to entities other than Subsidiaries, joint ventures and associates	67,02,075	5,00,563	72,02,638

(b) In our opinion the amounts advanced as detailed above are not prejudicial to the interests of the company.

(c) The due date for repayment of dues in respect of the above is 31-03-2025. Hence the question of adhering to the repayment schedule and disclosure of overdue amounts as required under clause (iii)(d) and (iii)(e) of paragraph 3 of the said Order does not arise.

(d) The Company has not granted any loan or advance in the nature of loans either repayable on demand or without specifying any terms or period of repayment to promoters, related parties as defined in clause(76) of section 2 of the Companies Act 2013.

(iv) The Company has not given/ made any loans, investments, guarantees and security during the year under Section 185 and 186 of the Companies Act, 2013. Accordingly, clauses 3(iv) of the Order is not applicable to the Company and hence not commented upon.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

(vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

(vii)

(a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.



- (b) According to the information and explanation given to us, there are no dues of goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues outstanding on account of any dispute.
- (viii) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix)
- (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its dues to the banks / Financial Institutions / other lenders.
- (b) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) The term loans have been utilised for the purposes for which they were obtained.
- (d) The funds raised on short term basis have not been utilised for long term purposes.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x)
- (a) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, paragraph 3(x) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares/debentures during the year.
- (xi)
- (a) According to the information and explanations given to us, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (b) In view of our observation in clause (a) above, the question of filing the report under sub-Section (12) of Section 143 of the Companies Act in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government does not arise.
- (c) According to the information and explanations given to us, the company has not received any complaints from the whistle-blower complaints during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.



- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) In terms of section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, the company is exempt from appointing an internal auditor. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, paragraph 3(xvi) of the Order is not applicable.
- (xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has not been any resignation of the statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.
- (xx) The company is not a company covered under section 135 of the companies Act, 2013. Accordingly, clause 3(xx) (a) and (b) of the Order is not applicable to the Company and hence not commented upon.
- (xxi) The company has prepared the financial statements on a standalone basis. Accordingly, clause 3(xxi) of the Order is not applicable to the Company and hence not commented upon.

For RAO ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG NO. 0030805


(SHILPA D RAO)
PARTNER
MEM NO. 230596
UDIN: 24230596BKFEYY9745

Place: BANGALORE
Dated: 04th May, 2024

ANNEXURE-B to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of **M/s. LEAPFROG ENGINEERING SERVICES PRIVATE LIMITED** ("the Company"), as of 31st March 2024 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The management and board of directors 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 Companies Act, 2013.

Auditors' Responsibility

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For RAO ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG NO. 003080S



(SHILPA D RAO)
PARTNER
MEM NO. 230596
UDIN: 24230596BKFEYY9745

Place: BANGALORE
Dated: 04th May, 2024