INDEPENDENT AUDITORS' REPORT

To the members of FROG CELLSAT LIMITED

Report on the Audit of Consolidated financial statements

Opinion

We have audited the accompanying consolidated financial statements of **FROG CELLSAT LIMITED ("the company")**, which comprise the balance sheet as at March 31, 2023, the statement of profit and loss, the cash flow statement for the year then ended, notes to the financial statements, a summary of the significant accounting policies and other explanatory information hereinafter referred to as **"Consolidated Financial Statements"**.

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

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibility for the Audit of 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

Key Audit Matters

Key Audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in

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forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the following matters to be the key audit matters to be communicated in our report:

S. no.	Key Audit Matter	How our audit addressed the key audit matter
1	**Incentive schemes:** As described in the accounting policy as per note 2 of the standalone financial statements, Production Linked Incentives are recognized as income when, on the basis of the judgment of the management and based on the supporting data with respect to the eligibility conditions, the Company fulfils the eligibility conditions as per the approval letter. The management applies its judgement for the recognition of incentive income based on the management's assessment for likelihood of recoverability.	We have examined eligibility and certainity of the controls relating to recognition and measurement of incentive income. In this connection, we have: a. Reviewed Government schemes and policy relating to the production linked incentives applicable on the company. b. Examined approval letter for the scheme from the respective government departments and subsequent departmental orders and regulations issued from time to time. c. Checked the eligibility criteria including investment made by the Company. d. Performed substantive procedures for calculation of eligible amount of incentives and the claims made by the management. e. Reviewed management assessment for likelihood of recoverability
2	**Provision for inventory** With reference to the note 17 of the financial statements, there are several litigations pending for the inventory filed by the Company. Also, provision created on the inventory involves significant management judgement and estimates.	a. We evaluated the management's judgements in making their estimates with regard to such matters. b. We also assessed the relevant disclosures made by the management in this regard in the standalone financial statements. c. We obtained details of the legal matters on the ongoing litigation from the external consultant to corroborate management's assessment.
3	**Revenue recognition for service income** Revenue from services provided is recognized based on contractual terms and ratably over the period in which services are rendered. Revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues. Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is	a. We tested the effectiveness of controls relating to the identification of distinct performance obligations. b. We selected a sample of contracts with customers and performed the following procedures: • Obtained and read contract documents and other documents forming part of the contract • Identified significant terms and conditions in the contract to assess management's conclusions.

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	recognized based upon the percentage-of-completion method.	We evaluated management's ability to reasonably estimate the value of the performance obligation by comparing actual costs incurred with prior year estimates.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the Consolidated 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 Consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using

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the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the Audit of Consolidated 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 judgement and maintain professional scepticism 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.

- 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.

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

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

Other Matters

1. We did not audit the financial statements of two subsidiaries included in the consolidated financial statements whose audited financial statements reflect total assets as at March 31, 2023, total revenue and total net profit after tax for the year ended March 31, 2023 are as follows:

Particular	Frog Tele Private Limited	Frog Services Private Limited (since 30th June 2022)	Frog Profiles Private Limited (till 21st June 2022)
Share in Total Assets	588.69	242.18	-
Share in Total Income	28.13	1,897.37	0.40
Share in Total Net Profit after Tax	6.71	6.16	(0.05)

The financial statements of the subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

2. We also draw attention to the fact that the financial statements for the prior year were audited by another independent auditor, as disclosed in the current consolidated financial statements. The financial statements of the prior year were audited by Rajan K Gupta & Co. whose report dated 01-07-2022 expressed an unmodified opinion on those financial statements.

Our opinion of the current financial statements does not extend to the financial statements of the prior year. Our responsibility is to express an opinion on the current year's financial statements only and does not extend to the financial statements of the prior year. Consequently, we do not express an opinion on the financial statements for the prior year.

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Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraph 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 consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the books of account;

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;

   f) With respect to the adequacy of the internal financial controls with reference to Consolidated financial statements 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 has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its Consolidated financial statements. Refer note 42 to the Consolidated financial statements.

      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.

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iv. (i) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries;

(ii) The management has represented that to the best of its knowledge and belief no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries; and

(iii) Based on the audit procedures performed, nothing has come to our notice that has caused us to believe that the above representations given by the management contain any material miss-statement.

v. No dividend declared or paid during the year by the Company as per section 123 of Companies Act 2013.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Singhi Chugh & Kumar
Chartered Accountants
FRN: 013613N

SINGHI CHUGH & KUMAR NEW DELHI CHARTERED ACCOUNTANTS

Harsh Kumar
Partner
M. No. 088123
Place: New Delhi
Date: 29-05-2023
UDIN: 23088123BGYRCL9573

Annexure A

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we state as under, for the year ended on 31st March, 2023:

Clause 7: According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods & Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute, except as mentioned below:

S.No	Name of the statute	Nature of dues	Involved Amount (₹ in Lakhs)	Period to which amount relates	Forum where dispute is pending
1.	Income Tax Act 1961	TDS Defaults*	8.38	Various Years	TDS – Traces

* TDS defaults of ₹ 8.38 lakhs relating to prior years are rectifiable in nature.

For Singhi Chugh & Kumar
Chartered Accountants
FRN: 013613N

SINGHI CHUGH & KUMAR NEW DELHI CHARTERED ACCOUNTANTS

Harsh Kumar
Partner
M. No. 088123
Place: New Delhi
Date: 29-05-2023

Annexure B to the Independent Auditors' report on the Consolidated financial statements of FROG CELLSAT LIMITED for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid Consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of **FROG CELLSAT LIMITED** (hereinafter referred to as the "Holding Company"), which are companies incorporated in India, as of that date.

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

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

SINGHI CHUGH & KUMAR * NEW DELHI * CHARTERED ACCOUNTANTS * obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Consolidated financial statements include 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 Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

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

Opinion

We have audited the internal financial controls with reference to Consolidated financial statements of **FROG CELLSAT LIMITED** ("the Company") as of 31 March 2023 in conjunction with our audit of the Consolidated financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on the internal financial controls with reference to Consolidated financial statements 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 (the "Guidance Note").

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Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Singhi Chugh & Kumar
Chartered Accountants
FRN: 013613N

SINGHI CHUGH & KUMAR
NEW DELHI
CHARTERED ACCOUNTANTS

Harsh Kumar
Partner
M. No. 088123
Place: New Delhi
Date: - 29-05-2023

Frog Cellsat Limited
CIN: L51909DL2004PLC127530
B-3, Sector 65, Noida, Uttar Pradesh-201301, India
Consolidated Balance Sheet as at 31st March 2023

(₹ *in lakhs* except otherwise stated)

Particulars	Notes	As at 31st March 2023	As at 31st March 2022
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	1,537.52	5.00
Reserves and Surplus	4	10,076.33	6,891.17
Capital Reserve on Consolidation	32	40.72	-
		11,654.57	6,896.17
Non-current Liabilities			
Long-term Borrowings	5	-	272.72
Long-term Provisions	6	149.57	94.33
		149.57	367.04
Current Liabilities			
Short-term Borrowings	7	-	345.18
Trade Payables			
•Total outstanding dues of Micro, Small and Medium enterprises	8	229.40	535.32
•Total outstanding dues of creditors other than Micro, Small and Medium Enterprises	8	948.51	999.55
Other Current Liabilities	9	635.30	531.81
Short-term Provisions	10	115.84	49.55
		1,929.05	2,461.41
TOTAL		13,733.19	9,724.62
Assets			
Non-current Assets			
Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11.1	1,311.87	1,028.72
(ii) Intangible Assets	11.1	25.60	4.08
(iii) Capital Work-in-Progress	11.2	3,588.83	705.05
Goodwill on Consolidation (Net)	32	-	935.58
Non-current Investment	12	-	69.39
Deferred Tax Assets (Net)	13	389.98	261.30
Long -term Loans and Advances	14	335.45	163.97
Other Non-current Assets	15	129.63	316.07
		5,781.36	3,484.16
Current Assets			
Current Investments	16	5.20	5.20
Inventories	17	2,504.83	2,381.39
Trade Receivables	18	2,785.22	1,967.39
Cash and Bank Balances	19	2,019.80	1,270.50
Short-term Loans and Advances	20	339.75	457.16
Other Current Assets	21	297.02	55.87
Deferred Government Grant Receivable		-	102.96
		7,951.83	6,240.46
TOTAL		13,733.19	9,724.62

Summary of Significant Accounting Policies — 2

The accompanying notes an integral part of the consolidated financial statements.

As per our report of even date

For Singhi Chugh and Kumar
Chartered Accountants
Firm Registration No. 013613N

Harsh Kumar
Partner
Membership No. 088123
Place: New Delhi
Date: 29-05-2023

For and on behalf of the Board of Directors of
Frog Cellsat Limited

Konark Trivedi
Director
DIN: 00537897
Place: Noida
Date: 28-05-2023

Satish Bhanu Trivedi
Director
DIN: 02037127
Place: Noida
Date: 28-05-2023

Charan Jeet Kalra
CFO
Place: Noida
Date: 28-05-2023

Manisha Makhija
Company Secretary
Place: Noida
Date: 28-05-2023

Frog Cellsat Limited
CIN: L51909DL2004PLC127530
B-3, Sector 65, Noida, Uttar Pradesh-201301, India
Consolidated Statement of Profit and Loss for the year ended 31st March 2023

(₹ in Lakhs except EPS)

Particulars	Notes	For the year ended 31st March 2023	For the year ended 31st March 2022
Income			
Revenue from Operations	22	13,304.05	13,296.90
Other Income	23	323.94	293.59
Total Income		**13,627.99**	**13,590.49**
Expenses			
Cost of Material Consumed	24	6,761.18	8,108.01
Change in Inventories of Work in Progress and Finished Goods	25	67.61	(167.18)
Employee Benefits Expense	26	1,395.84	633.33
Finance Costs	27	53.47	59.80
Depreciation & Amortization Expense	28	160.79	135.68
Other Expenses	29	2,886.80	2,732.39
Total Expenses		**11,325.69**	**11,502.02**
Profit/(Loss) before Exceptional and Extraordinary Items and Tax		**2,302.30**	**2,088.47**
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Items and Tax		**2,302.30**	**2,088.47**
Extraordinary Items	39	251.79	-
Profit/(Loss) Before Tax		**2,050.51**	**2,088.47**
Tax Expenses			
Current Tax		670.23	615.26
Income Tax of Earlier Year		-	143.58
Deferred Tax Expense/(Income)		(128.69)	(144.99)
Profit/(Loss) After Tax for the Year		**1,508.97**	**1,474.62**
Profit/ (Loss) Attributable to			
-Owners of the Company		1,508.97	1,474.62
-Minority's Interest		-	-
Earnings Per Equity Share (Nominal Value of Share ₹ 10)			
Basic EPS	30	11.41	13.05
Diluted EPS	30	11.41	13.05

Summary of Significant Accounting Policies 2
The Accompanying notes an Integral part of the Consolidated Financial Statements.
As per our report of even date

For Singhi Chugh and Kumar
Chartered Accountants
Firm Registration No. 013613N

SINGHI CHUGH & KUMAR NEW DELHI CHARTERED ACCOUNTANTS

Harsh Kumar
Partner
Membership No.: 088123
Place: New Delhi
Date: 29-05-2023

For and on behalf of the Board of Directors of
Frog Cellsat Limited

Konark Trivedi
Director
DIN: 00537897
Place: Noida
Date: 28-05-2023

Satish Bhanu Trivedi
Director
DIN: 02031127
Place: Noida
Date: 28-05-2023

Charan Jeet Kalra
CFO
Place: Noida
Date: 28-05-2023

Manisha Makhija
Company Secretary
Place: Noida
Date: 28-05-2023

Frog Cellsat Limited
CIN: L51909DL2004PLC127530
B-3, Sector 65, Noida, Uttar Pradesh-201301, India

Consolidated Cash Flow Statements for the year ended 31st March 2023

(₹ in lakhs except otherwise stated)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
A. Cash flow from operating activities		
Profit/(Loss) before tax and extra ordinary items	**2,302.30**	**2,088.47**
Adjustment of Non-cash Items:		
Adjustment on disposal of subsidiary	97.69	4.86
Depreciation and amortization	160.79	135.68
Dividend income	(0.01)	(0.27)
Gain/Loss on sale of fixed assets	-	4.40
Provision for gratuity and leave encashment	38.04	-
Provision for inventories made/ (written back)	11.02	(21.76)
Provision for Warranty made/ (written back)	-	(17.76)
Interest expense	46.59	59.80
Interest income	(96.80)	(89.50)
Deferred government grant recognized as income	(214.87)	(93.97)
Sundry balances/ assets written off	2.83	25.04
Provision for doubtful capital advance	37.46	37.46
Provision for doubtful receivables	39.52	-
Provision on creditors	(0.74)	-
Provision for advances to creditors	5.47	-
Loss on mark to market on current Investments	-	12.19
Net Loss on sale of Investments	-	(29.40)
Operating profit/(Loss) before working capital changes	**2,429.28**	**2,115.25**
Movements in working capital :		
Increase / (decrease) in trade payables	(356.22)	(887.70)
Increase / (decrease) in other current liabilities	103.49	324.32
(Increase) /decrease in trade receivables	(857.36)	679.04
(Increase) /decrease in inventories	(134.46)	(720.21)
Deferred grant received	102.96	-
(Increase) / decrease in short term loans and advances	135.74	(249.52)
(Increase)/ decrease in other current assets	(26.29)	(15.52)
(Increase)/ decrease in other non current assets	186.44	-
Cash generated from/(used in) operations	**1,583.58**	**1,245.66**
Direct taxes paid (net of refunds)	(610.55)	(233.96)
Cash flow before extra ordinary items	**973.03**	**1,011.70**
Extra ordinary items	(251.79)	-
Net cash flow from/(used in) operating activities (A)	**721.25**	**1,011.70**
B. Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets including CWIP and capital advances	(3,352.05)	(946.07)
Proceeds from sale of property plant and equipments and non current investments	-	8.25
Security deposit with financial institution	-	(45.00)
Purchase of non current investments	-	(84.03)
Proceeds from sale of current investments	-	17.21
(Increase) / decrease in long term loans and advances	(208.94)	(22.33)
(Increase)/decrease in other non-current assets	-	(40.29)
Purchase of current investments	0.00	167.61
Interest received	96.80	89.50
Dividend received	0.01	0.27
Net cash flow/ (used in) investing activities (B)	**(3,464.17)**	**(854.89)**

FROG CELLSAT LIMITED

SINGHI CHUGH & KUMAR
NEW DELHI
CHARTERED ACCOUNTANTS

Frog Cellsat Limited
CIN: L51909DL2004PLC127530
B-3, Sector 65, Noida, Uttar Pradesh-201301, India
Consolidated Cash Flow Statements for the year ended 31st March 2023

(₹ in lakhs except otherwise stated)

C. Cash flows from financing activities		
Dividend paid	-	(500.00)
Initial public offer	407.52	-
Securities premium received	3,749.18	-
(Repayment)/proceeds of long-term borrowings	(272.72)	(193.14)
(Repayment)/proceeds of short-term borrowings	(345.18)	238.04
Interest paid	(46.59)	(59.80)
Net cash flow from/(used in) from financing activities (C)	**3,492.22**	**(514.90)**
Net decrease in cash and cash equivalents (A + B + C)	**749.30**	**(358.09)**
Cash and cash equivalents at the beginning of the year	1,270.50	1,628.59
Cash and cash equivalents at the end of the year	**2,019.80**	**1,270.50**
Components of cash and cash equivalents		
Cash on hand	2.34	1.87
With banks- on current account	968.77	205.57
Bank deposits	1,048.69	1,063.05
Total cash and cash equivalents	**2,019.80**	**1,270.50**

*Extra ordinary item is the IPO expense incurred by the company during the year (refer note 39)

** Figures in brackets represent cash outflows

As per our report of even date
For Singhi Chugh and Kumar
Chartered Accountants
Firm Registration No. 013613N

Harsh Kumar
Partner
Membership No.: 088123
Place: New Delhi
Date : 29-05-2023

For and on behalf of the Board of Directors of
Frog Cellsat Limited

Konark Trivedi
Director
DIN:00537897
Place: Noida

Satish Bhanu Trivedi
Director
DIN:02037127
Place: Noida

Charan Jeet Kalra
CFO
Place: Noida
Date: 28-05-2023

Manisha Makhija
Company Secretary
Place: Noida
Date: 28-05-2023

1 Corporate Information

Frog Cellsat Limited was originally incorporated in New Delhi as "Frog Cellsat Private Limited" on July 12, 2004 under the Companies Act, 1956, vide certificate of incorporation issued by the registrar of companies, National Capital Territory of Delhi & Haryana. The company was subsequently converted into a public company and consequently the name was changed to "Frog Cellsat Limited" vide fresh certificate of incorporation dated March 25, 2014 issued by the registrar of companies, National Capital Territory of Delhi & Haryana. The company got listed on NSE SME platform during the financial year 2022-23 w.e.f. October 13, 2022. The company is MSME as per Udyam Reg. No. UDYAM-UP-28-0004879.

The company manufactures cost-effective in-building coverage solutions and mobile network accessories for mobile service providers and operators. The company caters to both domestic and international market. The company also provides installations, repair and maintenance services.

Basis of Consolidation

The consolidated financial statements comprises of the company and its subsidiaries (collectively herein after referred to as the 'group').

The consolidated financial statements include Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement, and Notes to Consolidated Financial Statements that form an integral part thereof.

The consolidated financial statements include the financial statements of the following subsidiary companies:

Name of company	Country of Incorporation	Acquisition date	Sale/merger	Proportion of ownership interests as at 31st March 2023	Proportion of ownership interests as at 31st March 2022
Frog Profiles Private Limited	India	06-Oct-17	21-Jun-22	0%	100%
Shiva Profiles Private Limited*	India	03-Aug-17	refer note 37	0%	100%
Frog Services Private Limited	India	30-Jun-22	-	100%	0%
Frog Tele Private Limited	India	28-Aug-17	-	100%	100%

* Pursuant to the sanction of the scheme by the regional director and in accordance with section 233 and rule 25(5) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the scheme of merger or amalgamation of Shiva Profiles Private Limited (the transferor company) and Frog Cellsat Limited (the transferee company) has been approved, vide the order dated 10th March 2023, by their respective members and creditors from the appointed date 1st April 2021. The transferor company is the wholly owned subsidiary of the transferee company.

The consolidated financial statements have been prepared on the following basis:

The financial statements of the company and its subsidiaries have been combined on a line-by-line basis by adding together the book values together of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses unless cost cannot be recovered as per Accounting Standard 21, 'Consolidated Financial Statements', as specified under section 133 of The Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

The financial statement of the subsidiaries consolidated are drawn up to the same reporting date as that of the company i.e. 31st March 2023.

The excess of cost to the company of its investment in the subsidiary entity over its share of equity of the subsidiary entity as at the date of the investment is recognised in the financial statements as 'Goodwill on Consolidation'.

The excess of the share of company in the equity of the subsidiary, over the cost of its acquisition at the date on which investment is made, is recognised as "Capital Reserve on Consolidation".

The consolidated financial statement have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company's separate financial statements.

FROG CELLSAT LIMITED

SINGHI CHUGH & KUMAR NEW DELHI CHARTERED ACCOUNTANTS

2 Summary of Significant Accounting Policies

a) Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles of India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ('the Act'). The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year unless otherwise disclosed.

b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. However, accounting estimates could change from period to period. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

c) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), the company's functional currency. All Financial information presented in Indian Rupee has been rounded off to the nearest lakh as per the requirements of Schedule III of "the Act" unless otherwise stated.

d) Current-non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

i) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
ii) It is held primarily for the purpose of being traded;
iii) It is expected to be realized within 12 months after the reporting date; or
iv) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

i) It is expected to be settled in the Company's normal operating cycle;
ii) It is held primarily for the purpose of being traded;
iii) It is due to be settled within 12 months after the reporting date; or
iv) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, results in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

e) Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the above definition and nature of business, the company has ascertained its operating cycle as less than 12 months for the purpose of current/ non current classification of assets and liabilities.

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f) Property, Plant and Equipment, Intangible Assets & CWIP

Property, Plant and Equipment

Property, Plant and Equipment are stated on cost less depreciation and impairment loss, if any. The total cost of assets comprises of its purchase price, freight, duties, taxes, any other directly attributable expenses to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by the management and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is de-recognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible assets

Intangible assets are recognized if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and cost of the assets can be measured reliably. The cost of intangible assets comprises its purchase price, including any duties and other taxes and any directly attributable expenditure on making the asset ready for its intended use.

An item of an intangible asset is de-recognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Subsequent costs related to intangible assets are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Capital Work In Progress

Capital work in progress are carried at cost, comprising direct cost, related incidental expenses during the construction period, attributable borrowing costs for the qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production. Advances given towards the construction of the capital asset outstanding at each balance sheet date are disclosed as capital advances under long term loans and advances.

g) Depreciation and amortisation

Depreciation on Property, Plant and Equipment is provided on written down value method at the rates arrived at on the basis of the estimated economic useful life of the assets. The useful life for building, plant & machinery & leasehold improvements is considered as prescribed in Schedule II of the Companies Act, 2013, representing the management's estimate of the useful life of these assets and following consistency with previous year. Depreciation is not charged on Leasehold Land.

Amortization of the asset begins when the asset is acquired and is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of the carrying value of another asset. The estimated useful life of the intangible assets, amortization method and the amortization period are reviewed at the end of each financial year. Intangible assets are amortized with a finite useful life using the Written down value method.

Property, Plant and Equipment and Intangible Assets	**Useful life**	**Schedule II**
Property, Plant and Equipment		
Building	30 years	30 years
Plant & Machinery	15 years	15 years
Furniture & Fixtures	10 years	10 years
Leasehold Improvement	10 years	10 years
Office Equipment	5 years	5 years
Computers and peripherals	3 Years	3 Years
Office Vehicle	8 years	8 years

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Intangible assets		
Software	3/6 years based on the life of the software/ license	6 years

The company's computer software has an estimated useful life of three years as its licence is renewed after every three years.
The company has estimated residual value of the assets to be 5% of the cost of the asset.

h) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of goods

Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. Sales are stated net of trade discount, sales return, duties and GST. Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Sale of services

Revenue is recognized based on contractual terms and rateably over the period in which services are rendered. Revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues. Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage-of-completion method.

Other Operating Revenue

Export incentive/ production linked incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

Interest income

Interest income is recognized on time proportion basis on interest rates implicit in the transaction.

Dividend Income

Dividend income is recognised on receipt basis.

Other Income

Other income is recognized based on the contractual obligations on accrual basis.
Lease rentals are recognised on a straight line basis over the period of lease.

i) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition and is determined on weighted average method. Net Realizable Value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated cost necessary to make the sale.

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on weighted average basis.

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct material and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on weighted average basis.

j) Foreign currency transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are revalued at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss at the year end.

Exchange Differences

All exchange differences are recognized as income or as expenses in the period in which they arise.

k) Retirement and other employee benefits

The Company's obligation towards various employee benefits has been recognised as follows:

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Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

Defined Contribution Plans

The company's contributions to the Provident Fund and Employee State Insurance are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. Both the employee and the employer make monthly contributions to the plan at a predetermined rate of the employee's basic salary. These contributions are made to the fund administered and managed by the Government of India.

Post Employment Benefits

Defined benefits plans

The company operates two defined benefit plans for its employees: gratuity and leave encashment. The cost of providing benefits under these plans is determined on the basis of actuarial valuation, carried out by an independent actuary, at each year-end. A separate actuarial valuation is carried out for each plan using the projected unit credit method which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Actuarial losses and gain for both defined benefit plans are recognised in full in the period in which they occur in the statement of profit and loss.

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The Company provides for the Gratuity Plan based on projection valuations in accordance with Accounting Standard 15 (Revised), "Employee Benefits".

The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Statement of Profit and Loss.

l) Leases

Operating Lease: Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating lease. Payments made under cancellable operating leases are charged to the Profit & loss Account on a straight line basis over the period of lease.

Finance lease: Principal amount of the finance lease is capitalized and depreciated accordingly. Finance charges are charged to Profit & Loss Account over the period of the lease. Finance lease, which effectively transfers to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the lower of fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Finance charges are recognised as finance cost in statement of profit and loss account.

m) Taxation

Income-tax expense comprises current tax and deferred tax.

Current tax

Provision for current tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the prevailing tax laws. The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The company's current tax is calculated using the tax rates as prescribed in the section 115BAA of the Income Tax Act, 1961.

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Deferred tax

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognized only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax relates to the same taxable entity and the same taxation authority.

n) Borrowing Cost

Borrowing costs to the extent related/attributable to the acquisition/construction of assets that takes substantial period of time to get ready for their intended use are capitalized along with the respective Property, Plant and Equipment up to the date such asset is ready for use. Other borrowing costs are recognised as expense in the Statement of Profit and Loss in the period in which they are incurred.

o) Earning per share

Basic EPS

In determining earnings per share, the Company considers the net profit / (loss) after tax and includes the effect of extraordinary items in the profit and loss account. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue and issue of fresh equity shares under IPO that have changed the number of equity shares outstanding at the year end.

Diluted EPS

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) Investment

Investments are classified into current investments and non-current investments. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments and are valued at lower of cost or net realizable value. Any reduction in the carrying amount or any reversal of provision towards reductions are charged or credited to the Statement of Profit and Loss. All other investments are classified as long-term investments. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

q) Provisions, contingent liabilities and contingent assets

Provisions : A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Provision for Warranty : The estimated liability for product warranties is recognised when products are sold. These estimates are established using historical information based on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise. The company accounts for the provision for warranties on the basis of information available to the management duly taking into account the current and past technical estimates.

Contingent liabilities : Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets : Contingent assets are not disclosed in the financial statement unless an inflow of economic benefit is probable.

r) Cash Flow Statement

Cash flows are reported using the indirect method as per Accounting Standard 3, Cash Flow Statements, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from the operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

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s) Cash and Cash Equivalents

Cash and Cash Equivalents in the balance sheet comprise cash at banks, cash in hand, term deposits, and fixed deposits kept as security/margin money for more than 3 months but less than 12 months. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash in hand, bank balances in current accounts and bank deposits, as defined above, as they are considered an integral part of the Company's cash management. The deposits maintained by the Company with banks comprise of deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

t) Government Grants

Government grants : Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the grant relates to an asset the cost of the asset is shown at gross value and grant thereon is treated as capital grant. The capital grant will be recognised as income in the statement of profit and loss over the period and in proportion in which depreciation is charged. Revenue grants are recognised in the statement of profit and loss in the same period as the related cost, which they are intended to compensate are accounted for.

Production Linked Incentive : Production Linked Incentives are recognised as income when, on the basis of the judgment of the management and based on the supporting data with respect to the eligibility conditions, the Company fulfils the eligibility conditions as per the approval letter. The management applies its judgement for the recognition of incentive income based on the management's assessment for likelihood of recoverability.

u) Impairment of Assets

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

v) Research and Development Expenditure

Research and development expenditure that do not meet the criteria for the recognition of intangible assets are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

w) Subsequent Expenditure

Subsequent expenditure is recognised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

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(₹ in Lakhs except per share data)

3. Share Capital

A) Authorized, Issued, Subscribed and Paid-up Capital

Particulars	As at 31st March 2023	As at 31st March 2022
Authorized share capital 1,61,00,000 equity shares of ₹ 10/- each* (Last year 1,00,000 equity shares of ₹ 10/- each)	1610.00	10.00
Issued, subscribed and fully paid-up share capital 1,53,75,200 equity shares of ₹ 10/- each (Last year 50,000 equity shares of ₹ 10/- each)	1537.52	5.00
Total	**1,537.52**	**5.00**

*The authorised share capital of the company increased by ₹ 10 lakhs (1[illegible] lakhs equity shares of ₹ 10 each) due to the merger of Shiva Profiles Private Limited (transferor company) with Frog Cellsat Limited (transferee company) with effect from April 1, 2021, pursuant to section 233 and rule 25(5) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 vide order dated 10th March 2023 (Refer note 37).

B) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	No of Shares	₹ in Lakhs	No of Shares	₹ in Lakhs
At the beginning of the year	50,000	5.00	50,000	5.00
Add- issued during the year				
Bonus shares*	1,12,50,000	1,125.00	-	-
Initial public offer**	40,75,200	407.52	-	-
Outstanding at the end of the year	**1,53,75,200**	**1,537.52**	**50,000**	**5.00**

*The Company has issued bonus shares to the existing equity shareholders amounting to ₹ 1125 lakhs by issuing 1,12,50,000 equity shares of ₹ 10 each in the ratio of 225:1 i.e. (two hundred twenty five bonus equity shares for every one share held) as on 3rd August, 2022.

**During the year ended on 31 March 2023, the company issued 40,75,200 fresh equity shares of ₹ 10 each at an issue price of ₹ 102 per share through Initial Public Offer (IPO). The equity shares of the company were allotted as on 10th October, 2022 and the same were listed on SME w.e.f 13th October,2022. (Refer note 39 for details)

C) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all the preferential amounts.

No dividend is declared by the company during the year.

D) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	**As at 31st March 2023**		**As at March 31, 2022**	
	No. of Share	**% holding**	**No. of Share**	**% holding**
Equity shares of ₹ 10 each fully paid up				
M/s Star Private Trust (Through its Trustee- Barclays Wealth Trustees (India) Private Limited)	90,38,418	58.79%	39,993	79.99%
Mr. Konark Trivedi	23,25,426	15.12%	10,001	20.00%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

E) Promoters Shareholding

Promoter Name	At the end of the year			At the beginning of the year		
	No. of Shares	% of total Shares	% change during the year	No. of Shares	% of total Shares	% change during the year
Mr. Konark Trivedi	23,25,426	15.12%	23152%	10,001	20.00%	NIL
M/s Star Private Trust (Through its Trustee- Barclays Wealth Trustees (India) Private Limited)	90,38,418	58.79%	22500%	39,993	79.99%	NIL

* The above change is due to the fresh issue of new shares by way of IPO and issue of bonus shares during the year.

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(₹ in lakhs except otherwise stated)

4. Reserves and Surplus

Particulars	As at 31st March 2023	As at 31st March 2022
Surplus in Statement of Profit and Loss		
Balance as per the last financial statements	6,891.17	5,911.68
Profit for the year	1,508.97	1,474.62
Add: Reserves on amalgamation (refer note 37)	708.57	
Less: Investment on amalgamation* (refer note 37)	942.03	-
Less: reserve eliminated on disposal of subsidiary	714.54	(4.86)
Less: Dividend	-	500.00
Less: Capitalised towards issue of bonus shares during the year	1,125.00	-
Less: Loss adjustment on account of transfer to subsidiary	-	
Closing Balance (A)	**6,327.15**	**6,891.17**
Securities Premium		
Balance as per last financial statements	-	-
Add: received during the year	3,749.18	-
Closing Balance (B)	**3,749.18**	-
Total (A+B)	**10,076.33**	**6,891.17**

*Adjustment for the investment in subsidiary [Shiva Profiles Private Limited (transferor company)] resulting from its merger with the Company [Holding Company, Frog Cellsat Limited (transferee company)] is taken into account using the Pooling of Interest method of amalgamation as prescribed in Accounting Standard 14 "Accounting for Amalgamation" (refer note 37).

5. Long-term borrowings

Particulars	As at 31st March 2023	As at 31st March 2022
Term loans (Secured)		
-From SIDBI	-	272.72
Total	-	**272.72**

5.1 Details of secured orrowings

Nature of securities	Floating rate at the year end	Total Loan Outstanding
1. First charge by way of hypothecation in favour of SIDBI of the plant, machinery, equipment's, tools, spares, accessories and all other assets which have been or proposed to be acquired out of the proposed assistance. 2. Extension of first charge by way of hypothecation in favour of SIDBI of all the borrower's movables, (save and except book debts and current assets) including the movables, plant, machinery, office equipment, computers, furniture and fixtures, tools & accessories, machinery spares, both present and future. 3. Extension of Lien on SIDBI - FD receipt of ₹ 3,703,582.	10.10%	NIL (previous year ₹ 1,60,71,668)
1. Loan taken on 31-12-2021. 2. First 24 months only interest will paid. Principal amount will repay from 01-01-2024 for next 36 months 3. First charge by way of hypothecation in favour of SIDBI of the plant, machinery, equipment's, tools, spares, accessories and all other assets which have been or proposed to be acquired out of the proposed assistance.	6.00%	NIL (previous year ₹ 1,12,00,000)

Frog Cellsat Limited
CIN: L51909DL2004PLC127530
B-3, Sector 65, Noida, Uttar Pradesh-201301, India
Notes on Consolidated Financial Statements for the year ended 31st March 2023

(₹ in lakhs except otherwise stated)

6. Long-term Provisions

Particulars	As at 31st March 2023	As at 31st March 2022
Provision for Employee Benefits (refer note 45)		
Gratuity	147.58	88.88
Leave benefits	1.76	5.16
Other Provisions		
Warranties (refer note 34)	0.23	0.29
Total	**149.57**	**94.33**

7. Short-term Borrowings

Particulars	As at 31st March 2023	As at 31st March 2022
Repayable on Demand (Secured)		
Cash Credit From banks*	-	228.18
Term Loans		
Current maturities of long-term borrowings (refer note 5.1)	-	107.14
Other Borrowings		
From banks - ICICI bank corporate card	-	9.86
Total	**-**	**345.18**
The above amount includes:		
Secured Borrowings	-	335.32
Unsecured borrowings	-	9.86

*The above borrowing from ICICI bank is secured by hypothecation and charge to the bank by way of exclusive charge over stocks and receivables both present and future and movable fixed assets including Plant & Machinery, Furniture & Fixtures both present and future as a continuing security and personal property of directors and fixed deposits along with personal guarantees of two directors of the company. The Company has filed monthly returns or statements with such banks, where applicable, which are in agreement with the books of account.

9. Other Current Liabilities

Particulars	As at 31st March 2023	As at 31st March 2022
Interest accrued but not due in borrowings	-	2.04
Advance from Customers	2.71	1.24
Other Payables		
Retention money taken*	130.79	-
Statutory dues payable	98.67	116.64
Security deposit received	14.00	300.38
Expenses payable	120.98	10.46
Employee benefit expenses payable	268.15	101.05
Total	**635.30**	**531.81**

* The retention money is received from M/s Arihanta Constructions pursuant to capital work-in-progress project of construction of multi-level office building at Plot no. C-23, Sector 80, Noida.

10. Short-term Provisions

Particulars	As at 31st March 2023	As at 31st March 2022
Provision for employee benefits (refer note 45)		
Gratuity	3.45	6.63
Leave benefits	2.95	0.69
Other provisions		
Warranties (refer note 34)	25.95	27.76
Income tax (net of advance tax and TDS)	83.49	14.46
Total	**115.84**	**49.55**

(₹ in lakhs except otherwise stated)

8. Trade Payables

S.No.	Particulars	As at 31st March 2023	As at 31st March 2022
1	Total outstanding dues of Micro, Small and Medium Enterprises	229.40	535.32
2	Total outstanding dues of creditors other than Micro, Small and Medium Enterprises	949.25	999.55
	Less: Amount not liable to be paid to creditors (other than Micro, Small and Medium Enterprises)	(0.74)	-
	Total	**1,177.91**	**1,534.87**

*Refer note 46 for balances due to related parties

8a. Micro, Small and Medium Enterprises

Based on the intimation received from the Company from its suppliers regarding their status as Micro, Small and Medium Enterprise, disclosures relating to dues to suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are as follows:-

Particulars	As at 31st March 2023	As at 31st March 2022
a) Principal amount and the interest due thereon remaining unpaid to suppliers registered under the MSMED Act and as at year end.	229.40	535.32
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	3.49	-
d) The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
e) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	-	-

8B. Ageing of Trade Receivables (Net of Provisions)

S.No.	Particulars	Outstanding for the following period from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	229.40	-	-	-	229.40
	(Last year figures)	*535.32*	-	-	-	*535.32*
(ii)	Others	944.50	4.02	-	-	948.51
	(Last year figures)	*998.88*	-	-	*0.67*	*999.55*
(iii)	Disputed dues MSME	-	-	-	-	-
	(Last year figures)	-	-	-	-	-
(iv)	Disputed dues others	-	-	-	-	-
	(Last year figures)					

*Previous year figures have been reported in italics above.

FROG CELLSAT LIMITED

SINGHI CHUGH & KUMAR CHARTERED ACCOUNTANTS NEW DELHI

(₹ in lakhs except otherwise stated)

11.1 Property, plant and equipment and Intangible Assets

Particulars	Property, plant and equipment											Intangible Assets
Description	Land	Building	Leasehold Imprvements	Leasehold Land	Computer equipment	Furniture and fixtures	Office equipments	Plant & Machinery	Testing Equipment	Vehicles	Total	Computer software
Gross Block												
As at 1st April 2021	51.65	137.41	11.88	-	127.47	111.99	145.39	179.35	874.82	69.62	1,709.59	79.54
Additions	-	-	-	412.00	-	-	0.35	132.00	97.53	11.13	653.01	-
Disposals	-	-	-		-	1.71	0.16	-	-	39.33	41.20	-
Other Adjustments	-	-	-		-	-	(0.00)	0.01	(0.01)	-	-	-
As at 31st March 2022	51.65	137.41	11.88	412.00	127.47	110.28	145.58	311.34	972.36	41.42	2,321.40	79.54
Additions	-	-	-	109.10	13.70	2.28	15.59	5.55	278.94	15.80	440.96	27.32
Disposals	-	-	11.88		-	-	-	-	-	-	11.88	-
Other Adjustments	-	-	-		-	-	-	-	-	-	-	-
As at 31st March 2023	51.65	137.41	-	521.09	141.17	112.56	161.17	316.89	1,251.30	57.22	2,750.47	106.86
Depreciation												
As at 1st April 2021	-	81.83	6.71	-	120.80	93.21	133.57	88.87	611.64	55.93	1,192.56	68.46
Charge for the year	-	5.26	1.35	-	2.39	4.54	3.39	36.89	67.30	7.56	128.68	7.00
Disposals	-	-	-	-	-	1.35	0.11	-	-	27.09	28.55	-
As at 31st March 2022	-	87.09	8.07	-	123.19	96.40	136.85	125.76	678.94	36.40	1,292.68	75.46
Charge for the year	-	4.76	0.99		6.81	3.44	6.60	56.19	73.85	2.35	154.98	5.80
Disposals	-	-	9.06	-	-	-	-	-	-	-	9.06	-
As at 31st March 2023	-	91.86	-	-	130.00	99.84	143.45	181.95	752.78	38.74	1,438.61	81.26
Net Block												
As at 31st March 2022	51.65	50.32	3.82	412.00	4.28	13.89	8.73	185.59	293.43	5.02	1,028.72	4.08
As at 31st March 2023	51.65	45.56	-	521.09	11.17	12.73	17.73	134.94	498.52	18.48	1,311.87	25.60

Note:

1) No revaluation of property, plant and equipment has been performed during the year.

2) All title deeds to the company's property, plant, and equipment are in the name of the company.

3) The upfront premium was paid to the Noida Authority against lease rights of the Industrial Plot for the term of 90 years from 01-05-2019. Depreciation is not charged on the same considering the incremental changes in its value, on the basis of past experience, over the lease term of 90 years.

11.2: Capital WIP

Particulars	As at 31st March 2023	As at 31st March 2022
Capital work-in-progress	3,588.83	705.05
Total	**3,588.83**	**705.05**

11.2.1 Capital work in progress ageing schedule

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	2,883.77	705.05	-	-	3,588.83
Project temporarily suspended	-	-	-	-	-

As per the Schedule III, capital advances should be included under Long-term loans and advances and hence, cannot be included under capital work-in-progress.

**The company has incurred this expenditure on a capital project of construction of a multi level office and factory building on the leasehold land located at C-23, Sector 80, Noida. In order to assess the project's completion, management's assessment of its progress, and their intention to put the asset to its intended use, a certificate has been obtained from third-party management experts.

(₹ in lakhs except otherwise stated)

12. Non Current Investments

Particulars	As at 31st March 2023	As at 31st March 2022
Investment Properties		
- Building	-	69.39
	-	**69.39**
Aggregate amount of unquoted investments	-	69.39
Aggregate amount of provision made for diminution in value of investments	-	-
Total	-	**69.39**

13. Deferred Tax Asset (Net)

Particulars	As at 31st March 2023	As at 31st March 2022
Fixed assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting	70.77	74.77
Disallowance u/s 43B, 40a(ia), 40A(7) and 35D	150.82	56.83
Provisions against assets/ liabilities	160.13	125.60
Business loss brought forward and unabsorbed depreciation	4.06	4.10
Change in tax rates	(40.33)	-
Earlier year adjustment	44.54	-
Total	**389.98**	**261.30**

* Deferred tax assets have been reviewed at each reporting date and includes the affect of change in the tax rates applicable as per Income Tax Act, 1961.

**Deferred tax assets and deferred tax liabilities have been offset wherever the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

14. Long Term Loan & Advances

Particulars	As at 31st March 2023	As at 31st March 2022
Capital Advances		
Unsecured, considered good	257.94	-
Unsecured, considered doubtful (refer note 14.1)	249.70	249.70
Less: Provision for doubtful advances	227.86	190.40
	279.79	**59.30**
Other Advances (unsecured, considered good)		
Deposits with SIDBI	-	45.00
Prepaid expenses	-	8.59
Balance with revenue authorities	-	24.80
Retention money (refer note 14.2)	55.67	26.28
Total	**335.45**	**163.97**

14.1 The Company had made payments to Unitech golf and Country Club aggregating to ₹ 221.35 lakhs till date, as per the construction linked payment plan of 'Agreement for Sale' dated October 05, 2011 for purchase of an apartment. The borrowing cost capitalised up to March 31, 2016 amounts to ₹ 28.34 lakhs. The Company has not made any additional payment as the construction has not progressed as per the construction linked plan and it has crossed its expected delivery date of March 31, 2014. Further, the Company has commenced legal proceeding against the real estate company on August 12, 2016 before the Hon'ble High Court of Delhi, for recovery of the amounts paid along with interest @ 10% in terms of the said agreement. Although the matter is scheduled for hearing and the decision by the court is pending, the management is still confident that it will be able to realise the capital advance through favourable outcome of the legal proceedings. However, the Company has made provision of ₹ 227.86 lakhs (previous year ₹ 190.40 lakhs) against the aforesaid amounts. The provision on the doubtful advance is provided at 15% on the basis of estimations by the management.

14.2 The retention money is the amount retained from customers against the sales order until the project of the order is completed. Once the project is completed, retention money is returned to customers.

FROG CELLSAT LIMITED

SINGHI CHUGH & KUMAR
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(₹ in lakhs except otherwise stated)

15. Other Non-Current Assets

Particulars	As at 31st March 2023	As at 31st March 2022
Security Deposits (Unsecured, considered good)		
Security deposits	88.98	309.93
Others		
Interest accrued on fixed deposits/Margin money deposits	-	0.01
Fixed Deposits kept as a security/margin money with remaining maturity for more than 12 months from the balance sheet date*	40.62	6.12
Preliminary expenses	0.03	-
Total	**129.63**	**316.07**

* Fixed Deposits is against the bank guarantee towards the stamp duty for lease registration of industrial plot located at sector-80, Noida.

16. Current investments

Particulars	As at 31st March 2023	As at 31st March 2022
Quoted Investment in Equity Shares-Other than Trade		
Investment in Equity Shares	5.20	5.20
	5.20	**5.20**
Aggregate amount of quoted investments	5.20	5.20
Market value of quoted investment	5.20	5.20
Provision in the diminution in the value of investment	-	-

17. Inventories

Particulars	As at 31st March 2023	As at 31st March 2022
Raw materials	2,622.88	2,420.80
Less :- Provision for obsolescence/slow moving raw materials**	410.29	401.10
(A)	**2,212.59**	**2,019.70**
Work-in-progress	-	77.84
Less :- Provision for obsolescence/slow moving raw materials	-	-
(B)	-	**77.84**
Finished goods	296.25	286.02
Less :- Provision for obsolescence/slow moving finished goods	4.00	2.18
(C)	**292.25**	**283.84**
Total (A+B+C)	**2,504.83**	**2,381.39**

*Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Cost of raw materials, components and stores and spares is determined on weighted average basis.

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost is determined on weighted average basis.

**The above provision includes ₹ 242.71 lakhs relating to raw material lying in the premises of a third party (Job work contractor). These goods were sealed by the PNB due to the default committed by the said contractor. The company is neither a borrower nor a guarantor to the said contractor. Hence the illegal act of the PNB is contested before the DRT. Since, the assets of the Company have got impoverished over a period of time and have lost their usability, and it is not probable to recover the amount from PNB, full provisioning for the same has been done in the books of accounts.

FROG CELLSAT LIMITED

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(₹ in lakhs except otherwise stated)

19. Cash and Bank balances

Particulars	As at 31st March 2023	As at 31st March 2022
Cash and cash equivalents		
Balances with banks:		
- On current accounts	968.77	205.57
Cash on hand		
-In Indian Rupees	0.37	0.94
-In Foreign Currency	1.97	0.93
	971.11	**207.45**
Other bank balances		
– Government Grant account	-	0.16
– Fixed deposit with maturity period of less than 3 months	1,001.33	1.37
– Fixed deposits for more than 3 months but less than 12 months maturity	42.04	-
– Fixed deposits for more than 12 months maturity	5.33	1,061.52
Total	**2,019.80**	**1,270.50**

The deposits maintained by the Company with banks and financial institutions comprise of time deposits, which can be withdrawn by the Company at any time without any restricton.

20. Short Term Loans and Advances

Particulars	As at 31st March 2023	As at 31st March 2022
Other Loans and Advances		
Secured, considered good		
Deposits with SIDBI as security	-	393.31
Unsecured, considered good		
Other loans given	-	5.20
Prepaid expenses	62.03	18.86
Advance income-tax and TDS	23.81	-
Advance to Vendors (refer note 20.1)	196.66	37.54
Balance with statutory / government authorities (refer note 37)	11.87	-
Advance to employees	45.39	2.25
Total	**339.75**	**457.16**

20.1 Provision on Advance to Vendors

Particular	As at 31st March 2023	As at 31st March 2022
Advance to vendors	202.13	37.54
Less: Provision	5.47	-
Net	**196.66**	**37.54**

21. Other current assets

Particulars	As at 31st March 2023	As at 31st March 2022
Unsecured, considered good		
Security deposit	17.58	27.29
Others		
Interest accrued on fixed deposits	12.91	24.09
Unbilled revenue	51.67	-
Other receivables (Refer note 40)	214.87	4.49
Total	**297.02**	**55.87**

FROG CELLSAT LIMITED

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(₹ in lakhs except otherwise stated)

Note-18: Trade Receivables

S.No.	Particulars	As at 31st March 2023	As at 31st March 2022
(a)	Secured, considered good	-	-
(b)	Unsecured, considered good	2,785.22	1,967.39
(c)	Doubtful	39.52	-
		2,824.74	1,967.39
	Less: Provision for doubtful receivables	39.52	-
	Total	**2,785.22**	**1,967.39**

18.2 Ageing of Trade Receivables

S.No.	Particulars	Outstanding for the following period from due date of payment					
		Less than six months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	2,588.28	7.83	107.31	48.83	32.98	**2,785.22**
	(Last year Figures)	*1,776.90*	*23.73*	*93.36*	*21.32*	*52.07*	***1,967.39***
(ii)	Undisputed Trade Receivables –considered doubtful	-	-	-	3.63	35.89	**39.52**
	(Last year Figures)	-	-	-	-	-	-
(iii)	Disputed Trade Receivables - considered good	-	-	-	-	-	-
	(Last year Figures)						
(iv)	Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-
	(Last year Figures)						

*Previous year figures have been reported in italics

FROG CELLSAT LIMITED

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(₹ in lakhs except otherwise stated)

22. Revenue from Operations

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Revenue from operations		
Sale of products	10,792.31	11,093.12
Sale of services	2,506.89	2,201.25
Other operating income	4.86	2.53
Total	**13,304.05**	**13,296.90**

23. Other Income

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Interest income	96.80	89.50
Dividend Income on current investments	0.01	0.27
Sundry balances written back	7.33	0.83
Net Gain on sale of Current Investments	-	29.40
Provision/Liabilities no longer required written back		
-Provisions for Inventories written back	-	21.76
-Provisions for Diminution in the value of investment	-	10.12
-Provisions for warranty reversal	1.87	36.96
-Liabilities written back	0.74	3.08
Grant Income/ Incentive income (refer note 40)	214.87	93.97
Rental Income	2.32	7.71
Total	**323.94**	**293.59**

24. Cost of Materials Consumed

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Inventory at the beginning of the year	2,420.80	1,867.78
Add: Purchases	6,963.25	8,661.03
Less: inventory at the end of the year	2,622.88	2,420.80
Cost of material consumed	**6,761.18**	**8,108.01**

25. Changes in inventories of finished goods

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Inventories at the beginning of the year		
- Finished goods	286.02	190.81
- Work-in-progress (WIP)	77.84	5.87
(A)	**363.86**	**196.68**
Inventories at the end of the year		
- Finished goods	296.25	286.02
- Work-in-progress (WIP)	-	77.84
(B)	**296.25**	**363.86**
Total (A-B)	**67.61**	**(167.18)**

FROG CELLSAT LIMITED

SINGHI CHUGH & KUMAR * CHARTERED ACCOUNTANTS * NEW DELHI

(₹ in lakhs except otherwise stated)

26. Employee benefit expense

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Salaries, wages and bonus	1,328.83	596.91
Contribution to provident and other funds	49.92	27.90
Staff welfare expenses	17.09	8.52
Total	**1,395.84**	**633.33**

*Refer note 46 for related party transactions

27. Finance costs

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Interest Expenses on borrowings		
-from banks	36.18	49.09
-from directors	10.41	-
Interest Paid on Income Tax/GST	-	3.02
Other Borrowing Costs	3.20	7.23
Bank Charges	3.68	0.46
Total	**53.47**	**59.80**

28. Depreciation & Amortization expenses

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Depreciation of property, plant and equipments	154.98	128.68
Amortization of intangible assets	5.80	7.00
Total	**160.79**	**135.68**

29. Other expenses

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Advertising and sales promotion	7.98	17.92
Assets written off	-	0.41
Commission paid	0.16	13.10
Communication costs	6.91	3.11
Consumption of stores and spares	43.33	13.23
CSR expenditure	13.00	45.00
Donations	17.30	18.75
Exchange differences (net)	44.21	12.10
Freight and forwarding charges (with courier charges)	176.02	340.39
Freight outward	162.13	190.71
Interest on income tax paid	-	2.66
Installation cost	1,399.56	1,429.32
Insurance	22.00	26.10
Interest on late payment of MSME	3.49	-
Legal and professional fees	102.55	75.05
Loss on sale of investment	4.10	3.99
Manpower outsourcing services	188.37	[illegible].69

(₹ in lakhs except otherwise stated)

Net loss on mark to market on current investments	-	12.19
Office expense	28.39	43.45
Payment to auditors*	6.63	6.85
Power and fuel	25.00	19.79
Preliminary expenses	0.03	-
Printing and stationery	4.78	4.07
Provision for doubtful capital advance	37.46	37.46
Provision for doubtful debts	39.52	-
Provision for inventory	11.02	-
Provision on advances to creditors	5.47	-
Rates & taxes	15.41	0.33
Rent and facility charges	191.38	141.02
Repair and maintenance		
- Building	1.16	1.32
- Others	2.25	6.40
- Plant and Machinery	52.11	13.17
Royalty	1.16	-
Sitting fee	4.30	-
Software subscription, licence & renewal fees	81.25	56.19
Sundry balance written off	22.93	25.04
Travelling and conveyance	165.45	52.57
Total	**2,886.80**	**2,732.39**

* There is a change in the statutory auditors of the Holding Company, Frog Cellsat Private Limited. The previous year figures pertain to the previous/ retiring auditors.

30. Earnings per Share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Net profit/(Loss) for calculation of basic EPS	1,508.97	1,474.6
Weighted average number of equity shares in calculating basic EPS	1,32,31,533	1,13,00,000
Net profit/(Loss) for calculation of diluted EPS	1,508.97	1,474.6
Weighted average number of equity shares in calculating diluted EPS	1,32,31,533	1,13,00,000
Face value per share (₹)	10	10
Basic Earning per Share	**11.41**	**13.05**
Diluted Earning per Share	**11.41**	**13.05**

1. Pursuant to the approval of shareholders on 25-07-2022, the Company has issued Bonus shares in the ratio of 225 equity shares of ₹ 10/- each for every 1 existing equity share of ₹ 10/- each. Consequently, EPS has been restated and adjusted for all comparative periods presented in the Consolidated Financial Statement.

2. The Company has issued 40.75 lakhs fresh equity shares through IPO in October, 2022. Consequently, the weighted average no. of shares has increased as at 31-03-2023 and impacted the EPS of the current financial year ended 31st March 2023.

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(₹ in lakhs except otherwise stated)

31. Contingent Liabilities and Commitments

Particulars	As at 31st March 2023	As at 31st March 2022
Contingent Liabilities		
a) Claims against the company not acknowledged as debt;	-	-
b) Guarantees;	-	-
c) Other money for which the company is contingently liable*	-	-
Commitments		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	-	-
b) Uncalled liability on shares and other investments partly paid	-	-
c) Other commitments**	-	-
Total	-	-

*Following demands are being reflected on the TRACES portal which are rectifiable in nature:

Name of company	₹ in lakhs
Frog Cellsat Limited (Holding Company)	5.99
Frog Tele Private Company (Subsidiary company)	0.08
Frog Services Private Limited (Subsidiary company)	2.31
Total	8.38

Also, no demand notice has been received by the company in this regard.

**No amount was required to be transferred to Investor Education and Protection Fund by the company during the year. The Company did not have any long-term contracts including derivative contracts for which material foreseeable losses may occur in future.

***Based on management analysis, Company are expected to capital commitment of ₹4138.01 lakhs in subsequent years out of which ₹3588.89 lakhs is already incurred by the company on the development of company building in Uttar Pradesh (March 31, 2022: ₹ 705.05 lakhs)

32. Goodwill on Consolidation (Net)

During the previous year 2017-18, the Company had acquired/incorporated three subsidiaries namely M/s Shiva Profile Private Limited, Frog Tele Private Limited and Frog Profiles Private Limited. During the previous year 2022-23, the Company sold its subsidiary Frog Profiles Private Limited and acquired 100% control in subsidiary namely Frog Services Private Limited. Also, pursuant to section 233 and vide the order dated 10th March 2023, Shiva Profiles Private Limited (transferor company) amalgamated with Frog Cellsat Limited (transferee company) in nature of merger vide order dated 10th March 2023 (refer note 37). The Goodwill/ Capital Reserve determined in the consolidated financial statements on the acquisition of the said subsidiaries are as follows:

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Goodwill on acquisition of Shiva Profiles Private Limited	-	945.59
Capital Reserve on acquisition of Frog Profiles Private Limited	-	-
Capital Reserve on acquisition of Frog Tele Private Limited	(10.01)	(10.01)
Capital Reserve on acquisition of Frog Services Private Limited	(30.71)	-
Goodwill/ (Capital Reserve)	**(40.72)**	**935.58**

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(₹ in lakhs except otherwise stated)

33. Leases

Operating lease: Group as lessee

The Group has entered into operating leases for office premises, rentals for which are charged to the statement of profit and loss for the year. These leases are not non cancellable and have an average life of between one to five years with renewal option included in the contracts at the option of the lessee. There are no restrictions placed upon the Group by entering into these leases. There is no contingent rent recognised in the P&L.

Lease rentals recognized in the statement of profit and loss for the period ended 31st March 2023 is ₹ 174.97 (31st March 2022: ₹ 141.01).

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Within one year	42.12	85.73
After one year but not more than five years	-	-
More than five years	-	-
Total	**42.12**	**85.73**

34. Provision for Warranties

A provision is recognized for expected warranty claims on products sold during the last three years, based on past experience of the level of repairs and returns. It is expected that significant portion of these costs will be incurred in the next financial year and all will have been incurred within two years after the reporting date. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on the one to three years warranty period for all products sold.

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
At the beginning of the year	28.05	65.02
Provision made during the year	-	-
Reversal/ Utilized during the year	(1.87)	(36.96)
At the end of the year	26.18	28.05
Current portion	25.95	27.76
Non - Current portion	0.23	0.29

35. Research and Development expenses

Particulars	For the year ended 31st March 2023	For the year ended March 31 2022
Revenue Expenditure		
Employee Benefit expense	176.73	135.86
Material Consumed	40.92	-
Other expenses	17.86	15.47
Capital Expenditure		
Equipment	300.43	-
Total	**535.94**	**151.33**

36. Segment Reporting

As the Company collectively operates only in one business segment i.e. 'manufacturing and installation of in-building coverage solutions and mobile network accessories for mobile service providers and operators. There is no other Business or Geographical segment which fulfils the criteria of 10% or more of combined Revenue, thus Segment Reporting under Accounting Standard 17 'Segment Reporting' is not applicable to the Company.

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(₹ in lakhs except otherwise stated)

37. Scheme of Arrangements

A. Pursuant to the sanction of the scheme of merger or amalgamation, Shiva Profiles Private Limited (SPPL, the transferor company) is merged with the Frog Cellsat Limited (the transferee company) vide order dated 10th March 2023 by the Regional Director with the appointed date of 1st April 2021. SPPL was a wholly owned subsidiary of Frog Cellsat Limited and was engaged in manufacturing and trading of tele equipment and apart from that providing cellular services and other applications. The effect of the merger of SPPL with Frog Cellsat Limited has been accounted for under the pooling of interest method referred to in Accounting Standard 14, Accounting for Amalgamation.

B. Upon coming into effect of this Scheme and with the appointed date all the assets and liabilities of SPPL have vested in or deemed to be transferred to the Company as a going concern. Consequently, all the assets and liabilities of SPPL on and after the appointed date and prior to the sanction date have been transferred to Frog Cellsat Limited on a going concern basis. Accordingly, the impact of the scheme has been considered during the financial year 2022-23 in these Financial Statements and all the assets and liabilities as appearing in the books of SPPL as on 01-04-2022 have been transferred at their respective book values.

C. Accordingly, the amalgamation has resulted in transfer of assets, liabilities and reserves in accordance with the terms of the Scheme at the following summarized values:

Particulars	₹ in lakhs
Assets:	
Cash & Cash Equivalent	700.65
Cash & Cash Equivalent	10.04
Other Current Assets	18.64
Less Liabilities:	
Short Term Provisions	20.51
Other Current Liabilities	0.25
Total Net Assets acquired	708.57
Less -	
Adjustment for cancellation of Company's investment in SPPL*	942.03
Balance transferred to General Reserve/ Surplus in the statement of Profit and Loss	**(233.46)**

*The amount of investment in SPPL has been adjusted with the Reserves of the company.

D. Comparative figures as on 31-03-2022 do not include the figures of erstwhile SPPL which is amalgamated with the Company with appointed dated April 1, 2021. Consequently, the comparative figures are not comparable with the figures for the year ended March 31, 2023 to this extent.

E. As SPPL was a wholly-owned subsidiary of Frog Cellsat Limited, no shares have been allotted to the shareholders upon the scheme becoming effective. Only the authorised share capital of the Frog Cellsat Limited has been increased by ₹ 10 lakhs (1,00,000 equity shares of ₹ 10 each) on the merger of Share capital of SPPL.

38. Other Statutory Compliance

(i) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) There are no transactions with the companies whose names are struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2023.

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(₹ in lakhs except otherwise stated)

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vi) The company is not declared as a wilful defaulter by any bank or financial institution or any other lender.

(vii) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(viii) The Company has utilised the borrowed funds for the purposes for which the fund is obtained.

(ix) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries;

(x) No funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.

39. Details of IPO Fund Utilisation (Extra-ordinary Item)

A. During this year, the Company has come up with an Initial Public Offering (IPO) of 40,75,200 equity shares of ₹ 10/- each issued at a premium of ₹102 per equity share. The Equity Shares of the Company got listed and admitted to the dealings on the NSE Emerge platform w.e.f. 13-10-2022. The purpose of IPO has been to finance the costs towards setting up a manufacturing facility at Sector 80, Noida. The funds received have mainly been utilized towards the IPO expenses and the cost of the project. Details of the funds received from IPO and its utilization as on the balance sheet date is as given below -

Particulars	**₹ in lakhs**
IPO funds received (A)	4,156.70
Utilization of funds:	
Initial Public Offer Expenses	251.79
Deposit with NSE	41.57
Cost incurred towards Capital Work in Progress	3,588.84
Others	-
Total utilization (B)	3,882.19
Fund in Hand held in bank deposits (A-B)	**274.51**

B. Pursuant to the IPO, the company has incurred IPO expenses amounting to ₹ 251.79 lakhs during the year. As these expenses are not regular in nature and distinct from the expenses incurred in the ordinary course of business, these have been disclosed as extra ordinary items in the statement of profit and loss.

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(₹ in lakhs except otherwise stated)

40. Government Grant/ Production Linked Incentives

a) During the Financial years 2018-19, Global Innovation & Technology Alliance on the behalf of Department of Science and Technology ("the authority") had sanctioned government grant of ₹ 287.25 lakhs as conditional grant towards the project of Development of Cellular Interface Mitigation Solution for the Indian Market, based on UBiFix Solution. The accounting treatment for government grant received during the previous year has been done according to the income approach defined under Accounting Standard-12, Accounting for Government Grants. During the year, the Company has received the grant of ₹ 102.96 lakhs that had already been treated as deferred government grant receivable in earlier years. Further, the Company is liable to pay royalty at the rate of 2% on the Sales Turnover achieved on account of this solution. Consequently, a royalty payment of ₹ 1.16 lakhs has been booked as an expense during the year.

b) During the financial year 2022-23, the Company has got the approval under Production Linked Incentive (PLI) Scheme to promote Telecom and Networking products manufacturing in India vide approval letter PLI/GSCV/OUT/17203/M4 dated 31-Oct-2022 wherein the Company is eligible for the incentives as a certain percentage of its Sales of eligible products subject to the fulfilment of the eligibility conditions as mentioned in the approval letter. This is valid for Financial Year 2022-23 to 2026-27. As per the management, on the basis of the figures pertaining to the Sales Turnover and Investment made by the Company, the Company has fulfilled the eligibility conditions for Financial Year 2022-23 and is eligible to claim the incentive for the same. Accordingly it has recognized the incentive income based on the calculation of eligible amount of incentives as per the approval letter. The Company is regular in filing the quarterly returns to the concerned authority and filing of claim application before the Department of Telecommunication is under process.

41. Loans and Advances

Company has not granted any Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person that are repayable on demand, without specified the period of repayment.

Type of Borrower	As at 31st March 2023	As at 31st March 2022
Promoters	-	-
Directors	-	-
KMPs	-	-

42. Legal Proceedings

The company has initiated legal proceedings against various parties for recovery of dues and such legal proceedings are pending at different stages as at the Balance sheet and are expected to materialize in recovering the dues in the future. Based on the review of these accounts by the management, adequate provision has been made for doubtful recovery. Management is hopeful for their recovery. In the opinion of the Management adequate balance is lying in General Reserve / Retained earnings to meet the eventuality of such accounts being irrecoverable.

43. Previous year Figures

Previous year figures have been regrouped / reclassified, where necessary, to confirm to this year's classification.

44. Subsequent Event

Based on the evaluation, the Company is not aware of any subsequent events or transactions, that would require recognition or disclosure in the financial statements.

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(₹ in lakhs except otherwise stated)

45 Employee Benefits

The company has made provisions for the employees benefits in accordance with the Accounting Standard (AS) - 15 "Employee Benefits ". During the year, the company has recognized the following amounts in its financial statements:

a Defined Contribution Plans

Particulars	For the year ended 31st March 2023	For the year ended March 31, 2022
Company's contribution to provident and other funds	54.41	27.90

b Defined Benefits Plan

Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. The Company has provided a provision of ₹ 151.03 lakhs at the end of the year (Previous year ₹ 95.51 lakhs) towards gratuity.

Leave Encashment

All employees will be entitled for 15 days of AL in a leave calendar year from the time they join the organization. If not availed, the balance number of annual leaves at the end of the year will be carried forward and added to the next year's AL balance. Maximum number of annual leaves that can be carried forward to next year will be 30. A separate actuarial valuation is carried out for which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The Company has provided a provision of ₹ 4.71 lakhs (Previous year ₹ 5.85 lakhs) towards leave salary.

1. Changes in present value of obligation

Particulars	As at 31st March 2023		As at 31st March 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the beginning of year	95.51	5.85	91.82	4.80
Past Service Cost	7.95	-		
Current Service Cost	21.94	1.57	12.75	1.63
Interest Cost	6.93	0.42	6.21	0.32
Benefit Paid	(3.69)	(10.95)	(8.69)	(3.73)
Net actuarial (gain)/ loss on obligation recognized in the year	22.39	7.82	(6.58)	2.82
Present value of obligation as at the end of the year.	**151.03**	**4.71**	**95.51**	**5.85**

2. Actuarial gain/ loss recognised

Particulars	As at 31st March 2023		As at 31st March 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Actuarial gain/ (loss) for the year obligation	22.39	(1.88)	6.58	(2.82)
Total (gain)/ loss for the year	(22.39)	1.88	(6.58)	2.82
Actuarial (gain)/ loss recognised during the year	(22.39)	1.88	(6.58)	2.82

3. Amount recognized in balance sheet

Particulars	As at 31st March 2023		As at 31st March 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the end of year	151.03	4.71	95.51	5.85
Fair value of plan assets at year end	-	-	-	-
Funded status / Difference	(151.03)	(4.71)	(95.51)	(5.85)
Net asset/(liability) recognized in balance sheet	**(151.03)**	**(4.71)**	**(95.51)**	**(5.85)**

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(₹ in lakhs except otherwise stated)

4. Amount recognized in the statement of profit and loss

Particulars	As at 31st March 2023		As at 31st March 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	21.94	1.57	12.75	1.63
Past Service Cost	7.95	-		
Interest Cost	6.93	0.42	6.21	0.32
Net actuarial (gain)/ loss recognized in the year	22.39	7.82	(6.58)	2.82
Net cost recognized for the year	**59.21**	**9.82**	**12.38**	**4.78**

5(a). Experience adjustment (Gratuity)

Particulars	2022-23	20201-22	2020-21	2019-20	2018-19
Present value of obligation as at the end of year	151.03	95.51	91.82	99.28	110.21
Fair value of plan assets at year end	-	-	-	-	-
Surplus/(deficit)	(151.03)	(95.51)	(91.82)	(99.28)	(110.21)
Experience adjustment on plan liabilities - (gain/loss)	(21.28)	2.66	8.40	18.52	3.34
Experience adjustment on plan assets - (gain/loss)		-	-	-	-

5(b). Experience adjustment (Leave Encashment)

Particulars	2022-23	20201-22	2020-21	2019-20	2018-19
Present value of obligation as at the end of year	4.71	5.85	4.80	18.25	21.88
Fair value of plan assets at year end	-	-	-	-	-
Surplus/(deficit)	(4.71)	(5.85)	(4.80)	(18.25)	
Experience adjustment on plan liabilities - (gain/loss)	(7.82)	(3.08)	4.19	(1.85)	5.36
Experience adjustment on plan assets - (gain/loss)	-	-	-	-	-

6. Major Actuarial Assumptions

Particulars	As at 31st March 2023		As at 31st March 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Discount Rate	7.36%	7.36%	7.26%	7.26%
Future Salary Increase	7.50%	7.50%	7.50%	7.50%
Expected Rate of Return on Plan Assets	0.00%	0.00%	0.00%	0.00%
Mortality Table	IALM 2012-14 Ultimate rates			
Method used	Projected unit credit method			

The estimates of future salary increase considered in the actuarial valuation take into account inflation seniority, promotion and other relevant factors such as supply and demand in the employment market on long term basis.

The above figures of leave encashment and gratuity expenses also include the expenditure pertaining to the key managerial persons and directors.

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(₹ in lakhs except otherwise stated)

46. Related Party Transactions

Related Party relationships/ transactions warranting disclosures under Accounting Standard – 18 on "Related Party Disclosures" prescribed under The Companies (Accounting Standards) Rules, 2006 are as under:

S.No.	Relationship	Name of Related parties
1	Key management personnel	Mr. Konark Trivedi, Managing Director (w.e.f. 01-09-2022) Mrs. Sonal Trivedi, Executive Director w.e.f. 29-01-2023 (non-executive director from 03-06-2022 to 29-01-2023) Mr. Satish Bhanu Trivedi, Non-executive Director Mr. Tarun Tularam Sharma, Executive Director Mr. Barathy Sundaram, Independent Director (w.e.f. 19-08-2022) Mr. Ranjit Datta, Independent Director (w.e.f. 19-08-2022) Mr. Kamal Nath, Independent Director (w.e.f. 29-01-2023) Mr. Ajay Kalayil Chacko, Independent Director (w.e.f. 01-09-2022) Mr. Charan Jeet Kalra, CFO w.e.f. 01-09-2022 (Director till 19-08-2022 and Company Secretary till 01-09-2022) Mrs. Manisha Makhija, Company Secretary (w.e.f. 01-09-2022)
2	Enterprise with common director	Task Cellular Limited, London ARDE Home Private Limited Roar Systems Private Limited
3	Wholly owned Subsidiaries	Frog Tele Private Limited Frog Profiles Private Limited (till 21-06-2022) Shiva Profiles Private Limited (amalgamated vide order dated 10-03- Frog Services Private limited (w.e.f. 30-06-2022)
4	Enterprise significantly influenced by Key management personnel	Konark Foundation Star Private Trust
5	Relative of key managerial personal	Rekha Trivedi Subhash Kumar Kaushik Anita Kaushik

*Frog Jump Academy Private Limited was the subsidiary of Frog Cellsat Limited which was disposed off during the financial year 2021-22.

Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

S.No.	Particulars	As at 31st March 2023	As at 31st March 2022
1	**Dividend given**		
(a)	Star Private Trust	-	399.93
(b)	Mr. Konark Trivedi	-	100.01
(c)	Mrs. Sonal Trivedi	-	0.01
(d)	Mr. Charan Jeet Kalra	-	0.01
(e)	Mr. Tarun Tularam Sharma	-	0.01
(f)	Mr. Satish Bhanu Trivedi	-	0.01
(g)	Mrs. Rekha Trivedi	-	0.01
2	**Remuneration to Key Managerial Personnel**		
(a)	Mr. Konark Trivedi	17.77	-
(b)	Mrs. Sonal Trivedi	10.69	-
(c)	Mr. Tarun Tularam Sharma	52.28	-

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B-3, Sector 65, Noida, Uttar Pradesh-201301, India
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(₹ in lakhs except otherwise stated)

3	**Interest paid on loan**		
(a)	Mr. Konark Trivedi	6.09	-
(b)	Mrs. Sonal Trivedi	4.32	-
4	**Loan Taken**		
(a)	Konark Trivedi	385.00	-
(b)	Sonal Trivedi	300.00	-
5	**Repayment of Loan**		
(a)	Mr. Konark Trivedi	385.00	-
(b)	Mrs. Sonal Trivedi	300.00	-
6	**Reimbursement of Expenses**		
(a)	Mr. Charan Jeet Kalra	-	0.29
7	**Consultancy Paid**		
(a)	Mr. Satish Bhanu Trivedi	8.00	4.00
(b)	Mrs. Rekha Trivedi	17.00	6.00
(c)	Mr. Subhash Kumar Kaushik	20.00	7.50
(d)	Mrs. Anita Kaushik	20.00	7.50
(e)	Mr. Charan Jeet Kalra	6.25	15.05
8	**Fixed Assets Sales**		
(a)	ARDE Home Private Limited	-	4.38
9	**Raw Material Purchase**		
(a)	Task Cellular Limited, London	-	2,692.43
10	**Sitting fee**		
(a)	Mr. Barathy Sundaram	1.40	-
(b)	Mr. Ajay Kalayil Chacko	1.30	-
(c)	Mr. Ranjit Datta	1.60	-
11	**Salaries and wages**		
(a)	Mrs. Manisha Makhija	2.69	-
(b)	Mr. Charan Jeet Kalra	13.44	-
12	**Other accruals - Bonus**		
(a)	Mr. Tarun Tularam Sharma	12.79	-
(b)	Mrs. Sonal Trivedi	10.38	-
(c)	Mr. Konark Trivedi	20.75	-

* Mr. Konark Trivedi and Mrs. Sonal Trivedi are getting the director's remuneration from the month of September, 2022.

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(₹ in lakhs except otherwise stated)

Closing Balances with Related Parties

The following table provides the closing balances of the related parties for the relevant financial year:

S.No.	Particulars	As at 31st March 2023	As at 31st March 2022
A.	**Trade payables**		
1	Task Cellular Limited, London	-	328.89
2	Mr. Charan Jeet Kalra, Director	-	1.21
3	Mr. Satish Bhanu Trivedi, Director	-	0.60
4	Mrs. Rekha Trivedi	-	0.90
5	Mrs. Anita Kaushik	-	1.13
6	Mr. Subhash Kumar Kaushik	-	1.13
B.	**Employee Benefit Expenses Payable (including bonus)**		
1	Mr. Konark Trivedi	23.25	-
2	Mrs. Sonal Trivedi	11.88	-
3	Mr. Tarun Tularam Sharma	15.42	-
4	Mrs. Manisha Makhija	0.44	-
5	Mr. Charan Jeet Kalra	1.31	-

Note:

1. As the future liability for gratuity and leave encashment is provided on an actuarial basis for the company as a whole, the amount pertaining to individual is not ascertainable and therefore, not included above.
2. The independent directors are paid remuneration by way of sitting fee based on the number of meetings attended by them and their membership of audit committee during the year.
3. Service income availed from related parties are made on the terms equivalent to those that prevail in arm length transactions and in the ordinary course of business.
4. All the transactions related to loans are for the general purpose only.

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47. Additional Information as required under Schedule III of the Companies Act, 2013 are as follows:

Information for the year ended 31st March 2023

S.No.	Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in profit or loss	
		As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
Parent	Frog Cellsat Limited	99.42%	11,546.79	102.45%	1,546.01
Subsidiary					
1	Frog Tele Private Limited	1.05%	121.78	0.44%	6.71
2	Frog Services Private Limited	-0.07%	(8.00)	0.41%	6.16
Minority Interest in Subsidiaries		-	-	-	-
Less:	Inter Company Elimination/ Consolidation adjustment	-0.40%	(46.72)	(0.03)	(49.92)
Total		**100.00%**	**11,613.85**	**100.00%**	**1,508.96**

Information for the year ended 31st March 2022

S.No.	Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in profit or loss	
		As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
Parent	Frog Cellsat Limited	88.13%	6,077.53	94.65%	1,396
Subsidiary					
1	Frog Profiles Private Limited	1.07%	73.45	-0.03%	(0.42)
2	Shiva Profiles Private Limited	10.27%	708.57	6.43%	94.75
3	Frog Tele Private Limited	1.67%	115.07	-1.05%	(15.43)
Minority Interest in Subsidiaries		-	-	-	-
Less:	Inter Company Elimination/ Consolidation adjustment	-1.14%	(78.45)	-	-
Total		**100.00%**	**6,896.17**	**100.00%**	**1,474.62**

* Since Frog Services was acquired during the year and Frog Profiles Privatre Limited was sold during the year, previous year figures have been reported accordingly.

For and on behalf of the board of directors of
Frog Cellsat Limited

Konark Trivedi
Director
DIN:00537897
Place: Noida
Date: 28-05-2023

Satish Bhanu Trivedi
Director
DIN: 02037127
Place: Noida
Date: 28-05-2023

Charan Jeet Kalra
CFO
Place: Noida
Date: 28-05-2023

Manisha Makhija
Company Secretary
Place: New Delhi
Date: 28-05-2023

SINGHI CHUGH & KUMAR
NEW DELHI
CHARTERED ACCOUNTANTS