

# PRATHAM SOFTWARE PRIVATE LIMITED

Regd. Office: G-1, 265-266, RIICO Industrial Area, EPIP, Sitapura, Jaipur, Rajasthan  
CIN: U72200RJ2004PTC019576 Tel. No.: 01416690000 Email: puneet@thepsi.com Website: www.thepsi.com

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## NOTICE

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of Members of **PRATHAM SOFTWARE PRIVATE LIMITED** will be held at the Registered Office of the Company situated at G-1, 265-266, RIICO Industrial Area, EPIP, Sitapura, Jaipur, Rajasthan on Saturday, 30<sup>th</sup> September, 2023 at 3:00 P.M. to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) The Audited standalone Financial Statements of the Company as at 31<sup>st</sup> March 2023 along-with the Auditors and Board's Report thereon.
- (b) The Audited consolidated Financial Statements of the Company as at 31<sup>st</sup> March 2023 along-with the Auditors Report thereon.

**By Order of the Board of Directors  
For Pratham Software Private Limited**



**Puneet Mittal**

Director

DIN: 00039789

Address: B-20, Yashodha Path,  
Shyam Nagar-302019, Jaipur

Place: Jaipur

Date: 25.09.2023

# **PRATHAM SOFTWARE PRIVATE LIMITED**

Regd. Office: G-1, 265-266, RIICO Industrial Area, EPIP, Sitapura, Jaipur, Rajasthan  
CIN: U72200RJ2004PTC019576 Tel. No.: 01416690000 Email: pmeet@thepsi.com Website: www.thepsi.com

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## **NOTES:**

- 1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM NO. MGT-11 ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
- 1.2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- 1.3. A PERSON CAN ACT AS PROXY FOR MAXIMUM 50 MEMBERS AND AGGREGATE HOLDING OF SUCH MEMBERS SHALL NOT BE MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY HAVING VOTING RIGHTS.**
2. Members/ Proxies/ Authorised Representatives should fill the Attendance slip/ sheet for attending the Meeting.
3. Corporate Members(if any) intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
5. Members are requested to update the company their email ID, address and any other information, registered with the company, if any changes therein.
6. Route Map showing directions to reach to the venue of the 19<sup>th</sup> AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."
7. All the statutory registers and records and other relevant documents required to be maintained under the Companies Act, 2013 will be available for inspection at the AGM.
8. As the meeting will be held at shorter notice, the members are requested to provide their consent for the same and the Meeting shall be held only if the consent is received prior to the time fixed for the Meeting from not less than ninety five per cent of the Members entitled to vote at such Meeting.

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## ROUTE MAP



**By Order of the Board of Directors  
For Pratham Software Private Limited**

**Puneet Mittal**

Director

DIN: 00039789

Address: B-20, Yashodha Path,  
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## Form No. MGT-11

### Proxy form

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

CIN: U72200RJ2004PTC019576

Name of the company: PRATHAM SOFTWARE PRIVATE LIMITED

Registered office: G-1, 265-266, RIICO Industrial Area, EPIP, Sitapura, Jaipur, Rajasthan

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....

Address :

E-mail Id :

Signature :....., or failing him

2. Name : .....

Address :

E-mail Id :

Signature :....., or failing him

3. Name : .....

Address :

E-mail Id :

Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, 30th September, 2023 at 3:00 P.M. at G-1, 265-266, RIICO Industrial Area, EPIP, Sitapura, Jaipur, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

### As Ordinary Business

1. To receive, consider and adopt:

(a) The Audited standalone Financial Statements of the Company as at 31<sup>st</sup> March 2023 along-with the Auditors and Board's Report thereon.

(b) The Audited consolidated Financial Statements of the Company as at 31<sup>st</sup> March 2023 along-with the Auditors Report thereon.

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Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note:** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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## ATTENDANCE SLIP

### **PRATHAM SOFTWARE PRIVATE LIMITED**

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**Meeting Number: 19<sup>th</sup> AGM, Date: 30.09.2023**

1.	Folio No. / DP ID Client ID No.	
2.	Name of First named Member/ Proxy/ Authorised Representative	
3.	Name of Joint Member(s), if any	
4.	No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 19<sup>th</sup> Annual General Meeting of the company being held on Saturday, 30<sup>th</sup> September, 2023 at 3:00 P.M. at G-1, 265-266, RIICO Industrial Area, EPIP, Sitapura, Jaipur, Rajasthan

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s):

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report.
  2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.
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## BOARD'S REPORT

To,  
The Members,

Your Directors have immense pleasure in presenting the 19<sup>th</sup> Board Report for the Financial Year 2022-23.

### FINANCIAL SUMMARY:

(Standalone)	(Amount in thousands)	
Particulars	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Revenue from Operation/Turnover	7,51,400.05	6,70,185.36
Other Income	12,045.45	10,836.21
Less:- Expenses During the year excluding depreciation	6,58,663.22	5,30,726.68
Profit before tax and depreciation	1,04,782.28	1,50,294.89
Less : Depreciation	10,146.66	8,348.15
Profit/(Loss) before tax after depreciation	94,635.62	1,41,946.74
Exceptional items(profit on sale of land)	-	-
Profit before tax after exceptional items	94,635.62	1,41,946.74
Add/Less: Provision of Income tax including deferred tax	24,005.49	38,425.58
Profit/(Loss) after tax and depreciation	<b>70,630.13</b>	<b>1,03,521.16</b>
Earnings Per Share	843.22	1,035.21

(Consolidated)	(Amount in thousands)	
Particulars	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Revenue from Operation/Turnover	8,37,549.10	7,42,003.08
Other Income	12,642.08	10,844.77
Less:- Expenses During the year excluding depreciation	7,37,882.1	5,90,961.16
Profit before tax and depreciation	1,12,309.08	1,61,886.69
Less : Depreciation	10,313.86	8,678.20
Profit/(Loss) before tax after depreciation	1,01,995.22	1,53,208.49
Exceptional items	-	-
Profit before tax after exceptional items	1,01,995.22	1,53,208.49
Add/Less: Provision of Income tax including deferred tax	27,599.51	41,536.37
Profit/(Loss) after tax and depreciation	<b>74,395.71</b>	<b>1,11,671.62</b>
Earnings Per Share	751.75	1,107.28

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## **STATE OF THE COMPANY'S AFFAIRS**

During the year under review your company earned Net Profit of Rs. **7,06,30,130 approx** (P.Y. Net profit was Rs. 10,35,21,160/- approx). Your Directors expect more improvement in performance of current year. Other affairs of the company are described in the Report in detail.

## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

The company has following subsidiaries/Joint ventures and Associate companies;

1. Pratham Software Inc. US (Wholly Owned Subsidiary)
2. Pratham Software Limited UK (Wholly Owned Subsidiary)
3. Pratham Software Inc. Canada (Wholly Owned Subsidiary)
4. Pratham Software GMBH Germany (Subsidiary)
5. Unire Business Solutions Private Limited (Associate)

## **PERFORMANCE HIGHLIGHTS AND FINANCIAL POSITION OF SUBSIDIARIES/ASSOCIATE COMPANIES**

There are three wholly owned subsidiaries of the Company viz. Pratham Software Inc. US, Pratham Software Limited UK, Pratham Software Inc. Canada and one subsidiary of the Company viz. Pratham Software GMBH Germany and one associate company viz. Unire Business Solutions Private Limited.

Performance Highlights and their contribution to the overall performance of the company are reproduced herein below:

### **(a) Pratham Software Inc. US**

Pratham Software Inc. (herein after referred to as "PSI, US") is Wholly Owned Subsidiary of the Company and is based at US. During the reporting period PSI, US performed well in the segment in which it operates. PSI, US earned net profit of Rs. 4,813,370.67/- and achieved a turnover of Rs. 297,951,756.10/- during the financial year 2022-23.

### **(b) Pratham Software Limited UK**

Pratham Software Limited (herein after referred to as "PSL, UK") is Wholly Owned Subsidiary of the Company and is based at UK. During the reporting period PSL, UK has performed well in the segment in which it operates. PSL, UK earned net profit of Rs. 2,697,414.01/- and achieved a turnover of Rs. 233,449,822.21/- during the financial year 2022-23.

### **(c) Pratham Software Inc. Canada**

Pratham Software Inc. (herein after referred to as "PSI, Canada") is Wholly Owned Subsidiary of the Company and is based at Canada. During the reporting period PSI, Canada has not performed well in the segment in which it operates. PSI, Canada suffered net loss of Rs. 161,633.24/- and achieved a turnover of Rs. NIL during the financial year 2022-23.

### **(d) Pratham Software GMBH Germany**



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Pratham Software GMBH (herein after referred to as "PSG, Germany") is Subsidiary of the Company and is based at Germany. During the reporting period PSG, Germany has performed well in the segment in which it operates. PSG, Germany earned net profit of Rs. 831,055.89/- and achieved a turnover of Rs. 99,338,019.51/- during the financial year 2022-23.

## **(e) Unire Business Solutions Private Limited**

Unire Business Solutions Private Limited (herein after referred to as "UBS") is an Associate Company of your Company and is based at India. During the reporting period UBS performed well in the segment in which it operates. UBS earned net profit of Rs. 2,779,638.00/- and achieved a turnover of Rs. 45,276,935.00/- during the financial year 2022-23.

## **DIVIDEND**

Your Directors do not recommend any dividend for the Financial Year ended on March 31, 2023.

## **RESERVES**

During the period under review, no amount has been transferred to reserves and during the year under review, the Company has transferred entire net profit amounting to Rs 7,06,30,130/- (approx) to surplus.

## **AUTHORISED AND PAID UP SHARE CAPITAL**

The capital structure of the Company as on 31<sup>st</sup> March 2023 is given in the below table:

Share Capital	Amount (In Rs.)
<b>Authorised Share Capital</b>	
Equity Share (10,00,000 Equity Shares of Rs.1/- each)	10,00,000
<b>Issued, Subscribed and Paid-up Share Capital</b>	
Equity Share (83,762 Equity Shares of 1/- each)	83,762

Board of Directors and Members in their meeting held on 23.08.2022 and 30.08.2022 respectively consented to purchase Company's own equity shares (Buy back) from the existing shareholders of the Company on proportionate basis.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 134(3)(a) of the Companies Act, 2013, read with Rules made thereunder, annual return referred to in sub-section (3) of section 92 of the Companies Act, 2013, is available on the Company's website and can be accessed at <https://www.thepsi.com/company/insights/extract-of-annual-return/>

## **DIRECTORS & KMP**

The composition of the Board is in accordance with Section 149 of the Act. During the period under review, no change has been made in Board Composition. None of the Director and/ or KMP were appointed or ceased during the reporting period.

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As per the declaration received from Directors under section 164 of the Companies Act, 2013 none of the director is disqualified.

The Board of Directors and KMP of the Company as on 31<sup>st</sup> March 2023 is as follows:

Name of Director	Designation
Sandeep Chhabra [DIN:00120838]	Chairman and Whole Time Director
Puneet Mittal [DIN: 00039789]	Director
Sumeeti Mittal [DIN: 00039790]	Director
Sameer Mohta	CEO

## **DETAIL OF BOARD MEETINGS HELD DURING THE YEAR**

During the year under review the Board of Directors of the company met 12 (Twelve) times on 11.04.2022, 25.07.2022, 23.08.2022, 14.09.2022, 01.10.2022, 21.11.2022, 01.01.2023, 24.01.2023, 15.02.2023, 23.02.2023, 25.02.2023, 20.03.2023. The details of the board meetings and the attendance of the directors are provided in below table. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Proper notices were given and the proceedings were properly recorded and signed in the Minutes Book as required by the Articles of Association of the Company and the Act.

Sr. No.	Name of Director	No. of Board Meetings entitled to attend, during the financial year	No. of Board Meetings attended during the financial year
1.	Puneet Mittal [DIN: 00039789]	12	12
2.	Sumeeti Mittal [DIN: 00039790]	12	12

## **CORPORATE SOCIAL RESPONSIBILITY**

Your company has always considered Corporate Social Responsibility (CSR) as a part of its long term vision of creating value for all its stakeholders. Company believes that giving back to society is not a mandate but something which is integral to its beliefs. As required under section 135 of the Company Act, 2013, the Company has constituted CSR committee of Directors. The CSR Committee is responsible for formulation, recommendation and monitoring of the utilization of the funds for the Company's CSR projects.

The Annual Report on CSR Activities for the Year 2022-23 is annexed herewith as "Annexure-1" and brief outline of the corporate social responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in this Annexure. The Board of Directors of the Company has approved Corporate Social Responsibility Policy for the Company.

During the year the CSR Committee of the company met two times on 10/05/2022 and 15.03.2023. The composition of the CSR Committee and attendance of its members are as follows:

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S. No.	Name of Persons	Designation	No. of meetings held	No. of Meetings attended
1.	Puneet Mittal	Chairman	2	2
2.	Sumeeti Mittal	Member	2	2

## **CHANGE IN NATURE OF BUSINESS**

There is no change in the nature of business of the Company from the previous Financial Year.

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

There were no other material changes and commitments affecting the financial position of the Company between end of the Financial Year and the date of this report.

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There is no significant and material order has been passed by the regulators/courts/tribunals impacting the going concern status and Company's operations in future.

## **DEPOSITS**

During the reporting period the Company has not accepted any deposit falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Company has not accepted any deposit in earlier years, as such question of unpaid or unclaimed deposit and default in repayment does not arise.

## **AUDITORS**

The Company had re-appointed M/s Kalani & Company, Chartered Accountants, (Firm Regn. No. 000722C) at such remuneration plus applicable taxes, out of pocket expenses, travelling and living expenses etc. as mutually agreed between the Board of Directors and the Statutory Auditors for a period of 5 years at the Annual General Meeting held on 27<sup>th</sup> September, 2019 to hold office from the conclusion of that Annual general Meeting till the conclusion of 20<sup>th</sup> Annual General Meeting to be held in 2024.

The Statutory Auditors have furnished their written consent and confirmation to the effect that they are not disqualified as Statutory Auditors of the Company in terms of the Companies Act, 2013, and rules framed thereunder.

Further, the Statutory Auditors have not reported any fraud in terms of Section 143(12) of the Companies Act, 2013.

## **AUDIT REPORT**

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There are no qualifications/reservation or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

### **A. Conservation of Energy**

(i) the steps taken or impact on conservation of energy;	The Company's operations are not energy-intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve the consumption of energy.
(ii) the steps taken by the company for utilizing alternate sources of energy;	
(iii) the capital investment on energy conservation equipments;	

### **B. Technology Absorption**

(i) the efforts made towards technology absorption;	Operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
(a) the details of technology imported;	
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv) the expenditure incurred on Research and Development.	

### **C. Foreign Exchange Earnings and outgo**

The Foreign Exchange earnings and outgo during the financial period ended 31<sup>st</sup> March, 2023 is as follows:

Particulars	(Amount in thousands)	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Foreign Exchange Earnings	7,00,602	6,39,945
Foreign Exchange Outgo	-	-

## PARTICULARS OF EMPLOYEES

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The company is a Private unlisted Company therefore the provisions of section 197(12) of Companies Act, 2013 is not applicable on the company. Further, during the reporting period none of employees is drawing salary up to and exceeding the limit specified in the read with rule 5(2) of The Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014. Hence, no information is required to be appended to this report in this regard.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the period under review, the Company has not granted Loans and Guarantee in terms of the provisions of Section 186 of the Companies Act, 2013. Further, Details of Investments are given in Notes to the standalone financial statements.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the company during the financial year ended 31<sup>st</sup> March, 2023 with related parties were in the ordinary course of the business and on arm's length basis. Details with respect to transaction(s) with the Related Party(ies) entered into by the Company during the reporting period are disclosed in the accompanying Financial Statements and the details pursuant to clause (h) of Section 134(3) of act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 is annexed as **Annexure-2**.

## **INTERNAL CONTROL AND ITS ADEQUACY**

The Company has adequate internal controls and processors in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

## **RISK MANAGEMENT POLICY**

The Board of Directors of the Company identify, evaluate business risks and opportunities. The Directors of the Company take pro-active steps to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. Presently no material risk has been identified by the directors except of general business risks, for which the Company is leveraging on their expertise and experience.

## **DIRECTORS RESPONSIBILITY STATEMENT**

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

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- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the company is a private unlisted company therefore provisions of section 134(5)(e) of Companies Act, 2013 is not applicable.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

## **OTHER MATTERS:**

1. Being a Private Limited company it does not required to appoint any Independent Director in the Board and company does not have any independent director in the Board, hence disclosure specified in section 134(3)(d) of the companies Act, 2013 relating to Statement by Independent director as is not applicable to the company.
2. Being a Private Limited company section 178 relating to Nomination and Remuneration committee is not applicable to the company.
3. Being a Private Limited company section 177 relating to Audit Committee is not applicable to the company.
4. During the period under review company was not required to transfer any amount in Investor Education and Protection fund account. Further the company also does not have any amount which is required to transfer to IEPF account.
5. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: During the year under review, no complaint has been received under the Act, Further the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
6. Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly no such accounts and records are made and maintained.
7. Being a Private Limited company, provisions of Section 134(3)(p) w.r.t. to annual evaluation of the performance of the Board, its Committees and of individual directors is not applicable on the Company.
8. As the Company does not fall under the criteria of having vigil mechanism therefore disclosure in terms of Section 177(10) is not applicable to the company for the reporting period.
9. During the period under review the Company has not made any applications and there are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).



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10. The requirement of disclosure of Details of Difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable during the period under review.

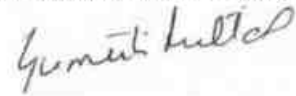
## ACKNOWLEDGEMENTS

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

By Order of the Board of Directors  
For Pratham Software Private Limited



**Puneet Mittal**  
DIN: 00039789  
Director  
B-20, Yashodha Path,  
Shyam Nagar, Jaipur



**Sumeeti Mittal**  
DIN: 00039790  
Director  
B-20, Yashodha Path,  
Shyam Nagar, Jaipur

Place: Jaipur

Date: 25.09.2023

# PRATHAM SOFTWARE PRIVATE LIMITED

Regd. Office: G-1, 265-266, RIICO Industrial Area, EPIP, Sitapura, Jaipur, Rajasthan  
CIN: U72200RJ2004PTC019576 Tel. No.: 01416690000 Email: puneet@thepsi.com Website: www.thepsi.com

## Annexure -1

### **ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

#### **1. Brief outline on CSR Policy of the Company.**

The Company's Corporate Social Responsibility (CSR) Policy outlines the Company's responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking activities for welfare and sustainable development of the community at large including health-care, education, and all other areas as may be included in Schedule VII of the Companies Act, 2013 from time to time. The CSR Policy of the Company outlines the approach and direction given by the Board of Directors of the Company taking into account the recommendations of its CSR Committee and guiding principles for selection, implementation and monitoring of CSR activities. The Company would carry out its CSR activities with the objective of overall National and Community Development taking into account the legal provisions contained in Section 135 and Schedule VII of the Companies Act, 2013 and the rules made thereunder. Focus would also be placed on lives, living and livelihood.

#### **2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship as on 31.03.2023	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Puneet Mittal	Chairman	2	2
2.	Mrs. Sumeeti Mittal	Member	2	2

#### **3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company is <https://www.thepsi.com/company/insights/csr/>

#### **4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.**

No impact assessment was required to be undertaken.

5. (a) Average net profit of the company as per sub-section (5) of section 135 – Rs. 149,369,264.67

(b) Two percent of average net profit of the company as per sub-section (5) of section 135 – Rs. 2,987,385.31

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years – NIL

(d) Amount required to be set-off for the financial year, if any – NIL

(e) Total CSR obligation for the financial year [(b) + (c) – (d)] – Rs. 2,987,385.31



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6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – Rs. 23,28,360

Note: Out of Rs. 23,28,360, Rs. 12,53,360 belongs to Ongoing Activity of Financial Year 2021-22

(b) Amount spent in administrative overheads – NIL

(c) Amount spent on Impact Assessment, if applicable – Not applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] – Rs. 23,28,360

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
1075000	1912385.31	03.04.2023	NIL	NIL	NIL

(f) Excess amount for set off, if any: Nil

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	2,987,385.31
	Less: Excess amount set off for the Financial Year 2021-22	-
	Total CSR obligation for the Financial Year	2,987,385.31
(ii)	Total amount spent for the Financial Year	1075000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR	Balance Amount in Unspent CSR	Amount Spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second	Amount remaining to be spent in succeeding	Deficiency, if any

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		Account under sub-section (6) of section 135 (in Rs.)	Account under sub-section (6) of section 135 (in Rs.)	(in Rs)	proviso to sub-section (5) of section 135, if any		g Financial Years (in Rs)	
					Amount (in Rs.)	Date of transfer		
1.	2019-20							
2.	2020-21							
3.	2021-22	1253360	Nil	1253360	Nil	Nil	Nil	-

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

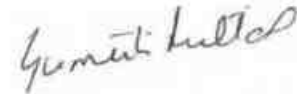
No, the Company has not created or acquired any capital asset through CSR spent in the Financial Year 2022-23.

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135-** The Company is executing multiyear Ongoing Project. Due to such ongoing project and plan of spending funds in multi years, the Company was not able to spend two per cent of the average net profit as per section 135(5) in the current financial year. In respect of Unspent CSR funds, the Company has deposited the Budgeted amount in the separate Bank account.

By Order of the Board of Directors  
For Pratham Software Private Limited



**Puneet Mittal**  
DIN: 00039789  
Director  
B-20, Yashodha Path,  
Shyam Nagar, Jaipur



**Sumeeti Mittal**  
DIN: 00039790  
Director  
B-20, Yashodha Path,  
Shyam Nagar, Jaipur

Place: Jaipur  
Date: 25.09.2023

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Annexure -2

## FORM NO. AOC-2

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

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

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

a)	Name(s) of the related party and nature of relationship.	
b)	Nature of contracts/arrangements/transactions.	
c)	Duration of the contracts/arrangements/transactions.	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
e)	Justification for entering into such contracts or arrangements or transactions.	
f)	Date of approval by the Board.	
g)	Amount paid as advances, if any.	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

By Order of the Board of Directors  
For Pratham Software Private Limited

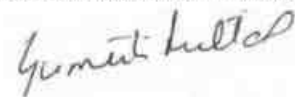


**Puneet Mittal**

DIN: 00039789

Director

B-20, Yashodha Path, Shyam  
Nagar, Jaipur



**Sumeeti Mittal**

DIN: 00039790

Director

B-20, Yashodha Path, Shyam  
Nagar, Jaipur

Place: Jaipur

Date: 25.09.2023