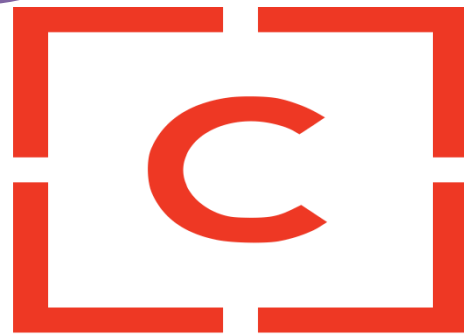


**6<sup>TH</sup> ANNUAL  
REPORT  
2021-2022**

**OF**



**CWD**  
**CWD LIMITED**

## Corporate Information

**CIN : U31900MH2016PLC281796**

### **BOARD OF DIRECTORS:**

#### **EXECUTIVE DIRECTORS:**

- Mr. Siddhartha Xavier
- Mr. Tejas Kothari
- Mr. Aditya Xavier

#### **NON- EXECUTIVE DIRECTORS:**

- Mrs. Amishi Tejas Kothari

#### **INDEPENDENT DIRECTORS:**

- Mr. Rahul Dayama
- Mr. Pravin Kharwa

#### **KEY MANAGERIAL PERSON:**

- Mr. Tejas Kothari (CFO)
- Mr. Abhishek Lohia (CS & CO) (With effect from May 17, 2022)

#### **STATUTORY AUDITOR**

**M/s. Shah Shroff & Associates, Chartered Accountants**  
A-201/703, Winsway Complex,  
Old Police Lane, Andheri (East),  
Mumbai – 400 069

#### **REGISTERED OFFICE:**

101,1<sup>st</sup> Floor, Plot No. 439, Hasham Premji  
Building Kalbadevi Road,  
Mumbai- 400002

### **COMMITTEES:**

#### **AUDIT COMMITTEE:**

- Mr. Pravin Kharwa (Chairman)
- Mr. Tejas Kothari (Member)
- Mr. Rahul Dayama (Member)

#### **NOMINATION REMUNERATION COMMITTEE:**

- Mr. Pravin Kharwa (Chairman)
- Mr. Rahul Dayama (Member)
- Mrs. Amishi Kothari (Member)

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

- Mrs. Amishi Kothari (Chairman)
- Mr. Aditya Xavier (Member)
- Mr. Rahul Dayama (Member)

#### **REGISTRAR AND SHARE TRANSFER AGENT:**

**KFIN Technologies Limited**  
*(Formerly known as “KFIN Technologies Private Limited”)*  
Selenium, Tower-B, Plot No. 31 & 32,  
Gachibowli, Financial District, Nanakramguda,  
Serilingampally, Hyderabad – 500 032.

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***In case of any Queries relating Annual Report, Contact:***

**Mr. Abhishek Lohia (Company Secretary)**  
101,1<sup>st</sup> Floor, Plot No. 439,  
Hasham Premji Building,  
Kalbadevi Road,  
Mumbai- 400002  
**Tel: 90290 25141**

## **NOTICE**

**NOTICE** is hereby given that the Sixth Annual General Meeting of the Members of the CWD Limited will be held on Thursday, 29<sup>th</sup> September, 2022 at 03:00 P.M. at the Registered Office of the Company at 101, 1st Floor, Plot No. 439, Hasham Premji Building, Kalbadevi Road, Mumbai – 400 002 to transact the following business.

### **I. ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the company (including audited consolidated financial statements) for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. S. Siddhartha Xavier (DIN: 03166884) as Director, who retires by rotation and being eligible, offers himself for the re- appointment.
3. To appoint Mr. Tejas Kothari (DIN: 01308288) as Director, who retires by rotation and being eligible, offers himself for the re- appointment.
4. To appoint M/s. D G M S & CO., Chartered Accountants (FRN: 0112187W) as statutory auditors of the Company and fix their remuneration.

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the members approval is hereby accorded to appoint M/s. D G M S & CO., Chartered Accountants (FRN: 0112187W) as the Statutory Auditors of the Company in place of the retiring auditors M/s M/s. Shah Shroff & Associates, Chartered Accountants, Chartered Accountants (Firm Registration No. 128920W), to hold office for a period of 5 Years commencing from the conclusion of this 6th Annual General Meeting (AGM) till the conclusion of the 11th AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company for the financial years 2022-23 to 2026-27 on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit, as recommended by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Auditors from time to time.”

**By Order of the Board of Directors**

**Sd/-**

**Mr. Tejas Kothari,  
Jt. Managing Director  
[DIN: 01308288]**

**Place:** Mumbai

**Date:** August 30, 2022

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S CORPORATE OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.**
2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. In Compliance with the MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice and Annual Report will also be available on the Company's website [www.cwdin.com](http://www.cwdin.com) and website of the stock exchange i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com> and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding the shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register/ update the same by writing to the Registrar and Transfer Agent of the Company viz. **KFIN Technologies Limited (Formerly known as "KFIN Technologies Private Limited")** Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Tel: +91 – 40 – 6716 2222, e-mail: [cinward.ris@kfintech.com](mailto:cinward.ris@kfintech.com)
  - b) Members holding the shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.
5. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. Details of Directors retiring by rotation/seeking appointment/ re-appointment at the ensuing Meeting are provided in the explanatory statement annexed to the Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, forms integral part of the notice as 'Annexure – A'.
8. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed and copy(ies) of their Annual Report.

9. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other documents as referred in the Notice are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 23, 2022 to Thursday, September 29, 2022** (both days inclusive).
12. Member holding shares in physical form are requested to intimate/ indicating their respective folio no., the change of their addresses and change of bank accounts etc. To KFIN Technologies Limited (Formerly known as “KFIN Technologies Private Limited”), RTA of the Company, while members holding shares in electronic form may write to the respective depository participant for immediate updation.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
14. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [compliance@cwddin.com.in](mailto:compliance@cwddin.com.in) for obtaining the Annual Report and Notice of AGM.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, and requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form and submit their PAN to the Company/ RTA viz. KFIN Technologies Limited (Formerly known as “KFIN Technologies Private Limited”).
16. All documents referred to in the Notice will be available for inspection at the Company’s registered office during normal business hours on working days up to the date of the AGM.
17. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail Ids by sending written request to our RTA M/s KFIN Technologies Limited (Formerly known as “KFIN Technologies Private Limited”) in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents and all communications including Annual Reports, Notices, circulars etc. in electronic form.
18. Ms. M. Rupareliya & Associates, Practicing Company Secretary (Membership No. A51422) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

## 20. Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Sunday, September 25, 2022 (9:00 A.M.)** and ends on **Wednesday, September 28, 2022 (5:00 P.M.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, September 22, 2022** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Thursday, September 22, 2022** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Thursday, September 22, 2022**.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date i.e. **Thursday, September 22, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

7. How do I vote electronically using NSDL e-Voting system?





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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span>Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the</li> </ol>



	demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

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

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

**Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmayurirupareliya@gmail.com](mailto:csmayurirupareliya@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@cwddin.com](mailto:compliance@cwddin.com)
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@cwddin.com](mailto:compliance@cwddin.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800- 222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  24. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.cwddin.com](http://www.cwddin.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

26. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact Company or Company's Registrar and Transfer Agents of the Company for any support in this regard.

27. All queries relating to Share Transfer and allied subjects should be addressed to:

**KFIN TECHNOLOGIES LIMITED**  
(Formerly known as "KFIN Technologies Private Limited")  
Selenium, Tower-B, Plot No. 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad – 500 032.

**Registered Office:**  
101, 1st Floor, Plot No. 439,  
Hasham Premji Building,  
Kalbadevi Road,  
Mumbai – 400 002  
Tel : +91 - 90290 25141

IN: U31900MH2016PLC281796.  
Website: [www.cwdin.com](http://www.cwdin.com)  
Email: [compliance@cwdin.com](mailto:compliance@cwdin.com)

By Order Of The Board Of Directors  
**FOR CWD LIMITED**

Sd/-  
**Mr. Tejas Kothari,**  
(Jt. Managing Director)  
[DIN: 01308288]  
Mumbai, Tuesday, August 30, 2022.

### Annexure – A

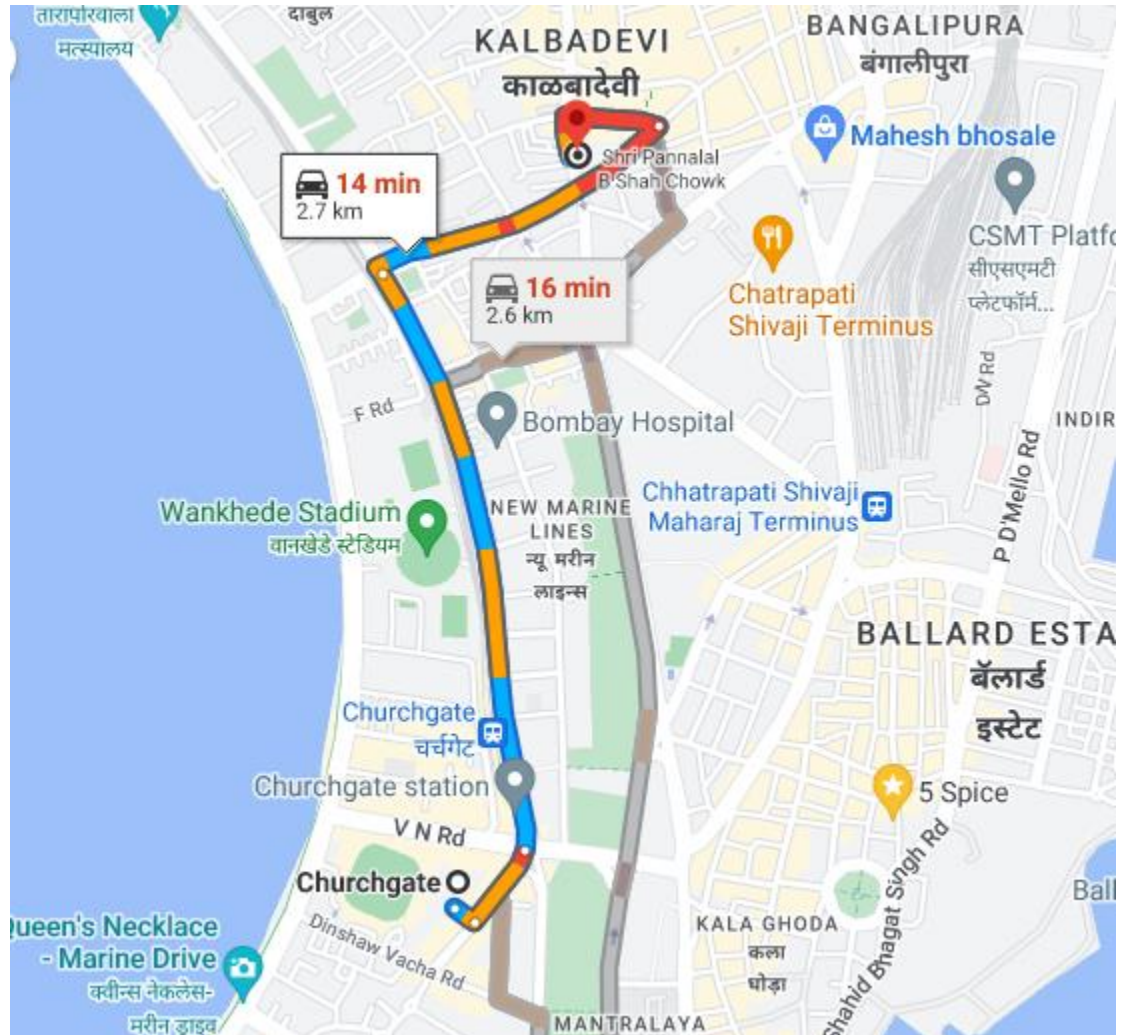
The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

<b>PARTICULARS</b>	<b>Mr. Siddhartha Xavier, (DIN: 03166884)</b>	<b>Mr. Tejas Kothari, (DIN: 01308288)</b>
<b>Current Position</b>	Jt. Managing Director (Liable to retire by rotation)	Jt. Managing Director (Liable to retire by rotation)
<b>Age:</b>	43 Years	50 Years
<b>Qualification &amp; Experience:</b>	He has completed his Computer Science and Engineering from Bharathiar University, Coimbatore in the year 2000. Before becoming a director in our Company, he had worked with Reliance Communications and Globalspace Technologies limited. He has around two decades of experience in the technology Industry. For almost a decade, he worked with Reliance Communications as the Head of Technology device group. Until 2011, he technically managed every device launched by RCOM. Again, he had developed and delivered technology platforms for Globalspace Technologies and Medico Experts.	He has completed his Bachelor of Commerce from University of Bombay in the year 1992. He is a successful entrepreneur with over 25 years of experience. He has executed underground installation of optic fiber cables for customers including Reliance Jio, Airtel and One Broadband. He also imports and distribution of garment accessories (buttons, zips, chains) and imitation jewellery for Spykar, Future Group, United Colours of Benetton, Myntra, Arvind Limited, Madhura Textiles. For almost 11 years, he designed and manufactured smart phone accessories (chargers, data cables, antennas, covers) for CDMA based mobile phones for Reliance Communications, Tata Telecommunications, Kyocera and Sony Ericsson.
<b>Expertise in Specific functional areas</b>	Alignment of device technology with application software	Strong leadership skill, comprehensive understanding of financial management principles, entrepreneurial with commercial acumen and excellent management skill
<b>Date of first Appointment:</b>	May 30, 2016	May 30, 2016
<b>Terms and Conditions of Appointment:</b>	As per item No. 2 of the Notice convening this meeting	As per item No. 3 of the Notice convening this meeting
<b>Number of Board Meetings attended during the year:</b>	Attended all the Eight Meetings held till date in F.Y 2021-22	Attended all the Eight Meetings held till date in F.Y 2021-22
<b>Shareholding in the Company:</b>	13,05,270 Equity Shares	13,05,270 Equity Shares
<b>Relationship with Other Directors:</b>	Brother of Mr. Adiya Xavier	Husband of Mrs. Amishi Kothari
<b>Other Directorships:</b>	<i>Indian Companies</i> <ul style="list-style-type: none"> <li>Globalspace Communication Technologies Private Limited</li> <li>CWD Manufacturing Private Limited</li> <li>Globalspace Education Technologies Private Limited</li> <li>SDG Global Private Limited</li> </ul>	<i>Indian Companies</i> <ul style="list-style-type: none"> <li>CWD Manufacturing Private Limited</li> <li>SDG Global Private Limited</li> </ul> <i>Foreign Companies</i> <ul style="list-style-type: none"> <li>CWD Innovations HK Limited</li> <li>CWD INNOVATIONS Corp</li> </ul>

	<i>Foreign Companies</i> <ul style="list-style-type: none"> <li>• CWD Innovations HK Limited</li> <li>• CWD INNOVATIONS Corp</li> </ul>	
<b>Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2022)</b>	NA	NA

## ROUTE MAP TO THE 6<sup>th</sup> AGM VENUE

**Venue Address:** 101, 1st Floor, Plot No. 439, Hasham Premji Building, Kalbadevi Road, Mumbai – 400 002



## **BOARD'S REPORT**

To  
The Members,

Your Directors take pleasure in presenting their Sixth Annual Report on the Business and Operations of the Company and the Accounts for the Financial Year ended 31<sup>st</sup> March, 2022 (period under review).

### **1. FINANCIAL PERFORMANCE OF THE COMPANY:**

The summary of consolidated and standalone financial highlights for the financial year ended March 31, 2022 and the previous financial year ended March 31, 2021 is given below:

(Rs. in lakhs)

Particulars	Consolidated		Standalone	
	31-March-22	31-March-21	31-March-22	31-March-21
<b>Total Income</b>	1,584.91	341.21	1,566.37	247.44
Less: Expenditure	1,166.36	256.60	1,166.03	193.91
<b>Profit before Depreciation</b>	<b>546.43</b>	<b>97.03</b>	<b>528.24</b>	<b>66.32</b>
Less: Depreciation	127.89	18.89	127.89	18.89
<b>Profit before Tax</b>	<b>418.54</b>	<b>78.14</b>	<b>400.34</b>	<b>47.43</b>
Tax Expenses:				
Current Tax	(30.08)	(10.00)	(28.50)	(7.40)
Deferred Tax	(70.05)	61.03	(70.05)	61.03
Earlier years	(8.31)	-	-	-
MAT credit entitlement	-	7.40	(8.31)	7.40
<b>Profit after Tax</b>	<b>310.10</b>	<b>136.56</b>	<b>293.47</b>	<b>108.46</b>

### **2. REVIEW OF OPERATIONS**

#### **Standalone**

The Total Income of the Company stood at ₹ 1,566.37 lakhs for the year ended March 31, 2022 as against ₹ 247.44 lakhs in the previous year. The Company made a net profit (after tax) of ₹ 293.47 lakhs for the year ended March 31, 2022 as compared to the ₹ 108.46 lakhs in the previous year.

#### **Consolidated:**

The Total Income of the Company stood at ₹ 1,584.91 lakhs for the year ended March 31, 2022 as against ₹ 341.21 lakhs in the previous year. The Company made a net profit (after tax) of ₹ 310.10 lakhs for the year ended March 31, 2022 as compared to the ₹ 136.56 lakhs in the previous year.

### **3. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:**

As required under regulation 34 of the SEBI (LODR) Regulations, 2015, a Cash Flow Statement forms part of Annual Report.

### **4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013**

The Board has decided not to transfer any amount to the Reserves for the year under review.

### **5. DIVIDEND:**

The dividend policy for the year under review has been formulated taking into consideration of growth of the company and to conserve resources, the Directors do not recommend any dividend for year ended March 31, 2022.



**6. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND**

The Ministry of Corporate Affairs under Sections 124 and 125 of the Companies Act, 2013 requires dividends that are not encashed/ claimed by the shareholders for a period of seven consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). In FY 2021-22, there was no amount due for transfer to IEPF.

**7. SHARE CAPITAL**

The authorized share capital of the company is Rs. 5,00,00,000/- divided into 50,00,000 equity shares of Rs. 10/-

The Paid up capital of the Company is Rs. 3,61,14,000/- divided into 36,11,400 Equity shares of Rs. 10/-

Company has appointed M/s KFIN Technologies Limited (Formerly known as “KFIN Technologies Private Limited”) as the Registrar and Transfer Agent of the Company.

**8. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Amended Listing Regulations"), is presented in a separate section forming part of the Annual Report.

**9. CHANGE IN NATURE OF BUSINESS, IF ANY**

There has been no change in nature of business of the Company during the FY under review.

**10. DISCLOSURES BY DIRECTORS**

The Board of Directors have submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

**11. SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY**

As on March 31, 2022, your Company has 3 Subsidiary (CWD Manufacturing Private Limited, CWD Innovations HK Limited & SDG Global Private Limited). There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Act.

The Annual Accounts of the above referred subsidiary shall be made available to the shareholders of the Company and of the subsidiary company on request and will also be kept open for inspection at the Registered Office of the Company and of the subsidiary companies during the office hours on all working days and during the Annual General Meeting. Company's consolidated financial statements included in this Annual Report incorporates the accounts of its subsidiaries prepared as per Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as “Annexure III”.

**12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT**

CWD Limited got listed on SME Platform of BSE Limited on 13<sup>th</sup> October, 2021.

There were no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company except mentioned in this Annual Report.

### 13. EXTRACT OF ANNUAL RETURN:

Pursuant to Sections 92(3) and 134(3)(a) of the Act, the Annual Return (Form MGT-7) is available on the Company's website at the link: [www.cwdin.com](http://www.cwdin.com)

### 14. CHANGE IN SHARE CAPITAL:

The Paid up Share Capital was increased from Rs. 27,60,600 to Rs. 36,11,400 pursuant to Initial Public Offer (IPO) of 10,00,800 equity shares comprising of a fresh issue of 8,50,800 equity shares and an offer for sale of 1,50,000 equity shares for year ended March 31, 2022.

#### Utilization of IPO Proceeds:

The Company has issued and allotted 8,50,800 equity shares of Rs. 10/- each at a price of Rs. 180/- per share through an Initial Public Offer aggregating to Rs. 1,531.44 Lakhs. The Net Issue Proceeds, after excluding Issue Expenses is Rs. 48.00 Lakhs. The details of utilization of Net IPO Proceeds are mentioned below:

Particulars	As per Prospectus (Rs. in Lakh)	Amount Utilized upto 31 <sup>st</sup> March 2022 (Rs. in Lakh)	Difference
Security Deposit towards acquisition of Registered Office on a long term lease basis	200.00	200.00	-
Funding Working Capital requirements	929.70	929.70	-
General Corporate Purpose	353.74	353.74	-
<b>Total</b>	<b>1,483.44</b>	<b>1,483.44</b>	<b>-</b>

### 15. FAMILIARISATION PROGRAMME FOR DIRECTORS

As a practice, all Directors (including Independent Directors) inducted to the Board go through a structured orientation programme. Presentations are made by Senior Management giving an overview of the operations, to familiarise the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

### 16. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### i.Changes in KMP & Directors

Sr. No.	KMP	Date	Reason
1.	Ms. Kajal Khetani	May 24, 2021	Appointed as Company Secretary and Compliance Officer
2.	Ms. Kajal Khetani	July 30, 2021	Resigned as Company Secretary and Compliance Officer
3.	Ms. Vinita Advani	August 23, 2021	Appointed as Company Secretary and Compliance Officer
4.	Ms. Vinita Advani	January 24, 2022	Resigned as Company Secretary and Compliance Officer
5.	Mr. Abhishek Lohia	May 17, 2022	Appointed as Company Secretary and Compliance Officer

## ii. Committees of Board of Directors

Sr. No.	Date	Committee	Director Name
1.	March 23, 2021	Audit Committee	Mr. Pravin Kharva (Chairman)
			Mr. Tejas Kothari (Member)
			Mr. Rahul Dayama (Member)
2.	March 23, 2021	Nomination and Remuneration Committee	Mr. Pravin Kharva (Chairman)
			Mr. Rahul Dayama (Member)
			Mrs. Amishi Kothari (Member)
3.	March 23, 2021	Stakeholder Relationship Committee	Mrs. Amishi Kothari (Chairman)
			Mr. Aditya Xavier (Member)
			Mr. Rahul Dayama (Member)

## iii. Retirement by Rotation of the Directors

In accordance with the provisions of Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Siddhartha Xavier, Jt. Managing Director (DIN: 03166884) and Mr. Tejas Kothari, Jt. Managing Director (DIN: 01308288) of the Company, retires by rotation and offers themselves for the reappointment.

## iv. Independent Directors

Our Company has received annual declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances, which may affect their status as Independent Director during the year.

The Independent Directors met on 29<sup>th</sup> March, 2022, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## 17. BOARD MEETINGS:

The Company held Eight meetings of its Board of Directors during the year on June 22, 2021; July 23, 2021; July 30, 2021; August 23, 2021; September 01, 2021, October 09, 2021; November 14, 2021 and January 24, 2022.

## 18. COMMITTEES OF THE BOARD:

### (a) Audit Committee:

The Audit Committee, as per Section 177 of Companies Act, 2013, was constituted by our Directors by a Board Resolution dated March 23, 2021.

Name of Director	Category	Position in the committee	Attendance at the Audit Committee Meetings held on			
			22.06.2021	01.09.2021	14.11.2021	24.01.2022
Mr. Pravin Kharva	Non Executive Independent Director	Chairman	Yes	Yes	Yes	Yes
Mr. Tejas	Jt. Managing	Member	Yes	Yes	Yes	Yes

Name of Director	Category	Position in the committee	Attendance at the Audit Committee Meetings held on			
			22.06.2021	01.09.2021	14.11.2021	24.01.2022
Kothari	Director					
Mr. Rahul Dayama	Non – Executive Independent Director	Member	Yes	Yes	Yes	Yes

The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

#### Financial Reporting and Related Processes:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management, the Half Yearly Unaudited Financial Statements and the Auditor's Limited Review Report thereon / Audited Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the Financial Statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Indian Accounting Standard (IND-AS).
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

#### (b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee, as per Section 178(1) of Companies Act, 2013, was constituted by our Directors by a Board Resolution dated March 23, 2021.

Name of Director	Category	Position in the committee	Attendance at the Remuneration Committee held on		
			30.07.2021	23.08.2021	24.01.2022
Mr. Pravin Kharva	Non- Executive Independent Director	Chairman	Yes	Yes	Yes
Mr. Rahul Dayama	Non- Executive Independent Director	Member	Yes	Yes	Yes
Mrs. Amishi Kothari	Non-Executive Director	Member	Yes	Yes	Yes

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The Company has formulated a Remuneration Policy which is annexed to the Board's Report in "Annexure I".

**(c) Stakeholders Relationship Committee:**

The Stakeholders Relationship Committee, as per Section 178 (5) of Companies Act, 2013 was constituted by our Directors by a Board Resolution dated March 23, 2021.

Name of Director	Category	Position in the committee	Attendance at the Stakeholders Relationship Committee held on 18.08.2021
Mrs. Amishi Kothari	Non-Executive Director	Chairman	Yes
Mr. Aditya Xavier	Whole – Time Director	Member	Yes
Mr. Rahul Dayama	Non-Executive Independent Director	Member	Yes

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

During the year, no complaints were received from shareholders. There are no balance complaints. The Company had no share transfers pending as on March 31, 2022.

Mr. Abhishek Lohia, Company Secretary of the Company is the Compliance Officer.

**19. BOARD'S PERFORMANCE EVALUATION:**

In compliance with the Act and Listing Regulations, the Board of Directors carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. 3

The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

## **20. CORPORATE SOCIAL RESPONSIBILITY**

The Company does not fall under the criteria laid under the provisions of Section 135 of the Act and rules framed there under. Therefore, the provisions of Corporate Social Responsibility are not applicable to the Company.

## **21. AUDITORS:**

### **i. Statutory Auditors:**

At the 5<sup>th</sup> Annual General Meeting (AGM) held on September 27, 2021, the Members had approved the appointment of M/s. Shah Shroff & Associates as Statutory Auditors of the Company, to examine and audit the accounts of the Company for financial years 2021-22. The Report given by the Auditors on the Financial Statements of your Company is part of this Annual Report.

There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

The Statutory Auditors Report to the Members for the Financial Year under review does not contain any modified opinion or qualifications and the observations, Comments given in the report of the Statutory Auditors read together with Notes to Accounts are self- explanatory and hence, do not call for any further explanation or comments under Section 134(f)(i) of the Act.

Pursuant to the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendations of the Audit Committee, it is proposed to appoint M/s. D G M S & CO., Chartered Accountants (FRN: 0112187W), as Statutory Auditors of the Company for a term of five consecutive years till the conclusion of the 11<sup>th</sup> AGM of the company to be held in the year 2027, to examine and audit the accounts of the Company for the financial year 2022-27. M/s. D G M S & CO., Chartered Accountants have provided written consent and furnished a certificate regarding their eligibility for appointment pursuant to Section 139 of the Companies Act, 2013.

Resolution seeking Members' approval for the appointment of M/s. D G M S & CO., Chartered Accountants (FRN: 0112187W) as Statutory Auditors of the Company forms part of the Notice of 6th AGM of the Company.

### **ii. Secretarial Auditor:**

Pursuant to Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company appointed M/s. M Rupareliya & Associates, a firm of Company Secretaries in Practice (COP No. 18634), to undertake the Secretarial Audit of the Company. Their Secretarial Audit Report, in prescribed Form No. MR-3, is annexed to the Directors Report as Annexure II, and does not contain any qualification, reservation or adverse remarks.

### **iii. Cost Auditor:**

The company does not fall within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore such records are duly maintained.

### **iv. Internal Auditor:**

The Board appointed M/s. R. Solanki & Co., Chartered Accountant, as the Internal Auditor of the Company for the Financial Year 2021-22.

## **22. AUDITOR'S REPORT:**

The Auditor's Report and Secretarial Auditor's Report does not contain any qualifications, reservations or adverse remarks. Report of the Secretarial Auditor is given as an Annexure which forms part of this report.

**23. VIGIL MECHANISM:**

CWD is committed to maintain the highest standard of honesty, openness and accountability and recognise that employees play an important role in growth and expansion of CWD. They are the most valuable asset of the Company.

In accordance with the provisions of Section 177(9) & (10) of the Act, read with Rule 7 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 22 of Listing Regulations, the Company has adopted vigil mechanism policy to enable the Directors and employees to have direct access to the Chairman as well as the Members of the Audit Committee. The Vigil Mechanism Policy is available on the website of the Company website at [www.cwdin.com](http://www.cwdin.com).

**24. INTERNAL AUDIT & CONTROLS:**

Pursuant to provisions of Section 138 read with rules made there under, the Board has appointed M/s. R. Solanki & Co., Chartered Accountant, as an Internal Auditors of the Company to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Internal Audit is carried out half yearly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

**25. RISK ASSESSMENT AND MANAGEMENT:**

Your Company has a Risk Management Policy to identify, evaluate risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage. This framework is intended to assist in decision making process that will minimise potential losses, improve the management in the phase of uncertainty and the approach to new opportunities, thereby helping the Company to achieve its objectives.

Your Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

**26. LISTING WITH STOCK EXCHANGES:**

CWD Limited is listed on the SME Platform of the BSE Limited. It has paid the Annual Listing Fees for the year 2022-23 to BSE Limited.

**27. COMPLIANCE WITH SECRETARIAL STANDARDS:**

In terms of Section 118(10) of the Act, the Company state that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of Board of Directors and General Meetings respectively, have been duly complied with.

**28. PARTICULARS OF EMPLOYEES AND REMUNERATION**

The information required under Section 197 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below.

- a) The median remuneration of employees of the Company during the financial year is Rs. 262,800
- b) Percentage increase/decrease in the median remuneration of employees in the financial year 2021-22: -31.13%
- c) Number of permanent employees on the rolls of the Company as on March 31, 2022:28 (Twenty Eight)
- d) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.



- e) There is no employee covered under the provisions of section 197(14) of the Companies Act, 2013.

There was no employee in the Company who drew remuneration of Rs. 1,00,00,000/- per annum during the period under review. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

## **29. POLICIES AND DISCLOSURE REQUIREMENTS:**

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website [www.cwdin.com](http://www.cwdin.com).

## **30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information pursuant to Foreign Exchange Conservation of Energy and Technology absorption as required under the provisions of Section 134(3)(m) of Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014.

- a. Technology Absorption, Research and Development Activity, etc: The Company is in business of trading hence this effort is not undertaken.

### **b. Foreign Exchange Earnings And Outgo:**

<u>Particulars</u>	(INR in lakhs)
(i) Foreign exchange earned	<b>1,159.07</b>
(ii) Foreign exchange used	<b>801.83</b>

## **31. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:**

Particulars of loans given, investments made, guarantees given and securities provided are provided in the financial statements.

## **32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Thus Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All related party transactions are placed before the Audit Committee and Board for approval. The details of the related party transactions as required under Indian Accounting Standard (IND AS) – 24 are set out in Note to the financial statements forming part of this Annual Report.

## **33. DEPOSITS:**

The Company has not invited/accepted any deposits from the public during the year ended March 31, 2022. There were no unclaimed or unpaid deposits as on March 31, 2022

## **34. CODE OF PREVENTION OF INSIDER TRADING:**

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives and a Code of Fair Disclosure to formulate a framework and policy for disclosure of events and occurrences that could impact price discovery in the market for its securities as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code is available on the Company's website [www.cwdin.com](http://www.cwdin.com).

**35. RELATED PARTY TRANSACTIONS**

All transactions entered into with related parties as defined under the Act during the FY were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the FY which were in conflict with the interest of the Company.

**36. SIGNIFICANT AND MATERIAL ORDERS:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

**37. FRAUD REPORTING**

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

**38. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Your Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

Your Directors further state that pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

**39. HUMAN RESOURCES:**

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution.

**40. CORPORATE GOVERNANCE:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

**41. DISCLOSURES:**

The following disclosures are not applicable to the company:

1. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.
2. The 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.

**42. DIRECTORS' RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and

effective during the financial year 2021-22. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2022 and of the profit and loss and cash flow of the Company for the period ended March 31, 2022;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts for the year ended March 31, 2022 on a going concern basis;
- v. They have laid down internal financial controls and the same have been followed by the Company and that such internal financial controls are adequate and operating effectively; and
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **43. CAUTIONARY STATEMENTS:**

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

#### **44. ACKNOWLEDGEMENTS:**

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, members, debenture holders and debenture trustee during the year under review

**Registered Office:**

101, 1st Floor, Plot No. 439, Hasham  
Premji Building, Kalbadevi Road,  
Mumbai – 400 002  
Tel No.: +91 - 90290 25141

**CIN:** U31900MH2016PLC281796

**Website:** [www.cwdin.com](http://www.cwdin.com)

**Email:** [compliance@cwdin.com](mailto:compliance@cwdin.com)

On Behalf of The Board Of Directors  
**FOR CWD LIMITED**

Sd/-  
**Tejas Kothari**  
(Jt. Managing Director)  
**DIN: 01308288**

**Mumbai, Tuesday, August 30, 2022**

**Annexure's to Board's Report (Contd).****Remuneration Policy**

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter "Committee") and approved by the Board of Directors.

**Objectives:**

The objectives of this policy are to stipulate criteria for:

- Appointment, reappointment, removal of Directors, KMPs and Senior Management
- Determining qualifications, positive attributes and independence of a director and recommend to the Board
- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully
- Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth

**Criteria for Appointment:**

- Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment
- Age, number of years of service, specialized expertise and period of employment or association with the Company
- Special achievements and operational efficiency which contributed to growth in business in the relevant functional area
- Constructive and active participation in the affairs of the Company
- Exercising the responsibilities in a bonafide manner in the interest of the Company
- Sufficient devotion of time to the assigned tasks
- Diversity of the Board
- Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest.
- Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
- Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made there under or any other enactment for the time being in force

**Criteria for Remuneration:**

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to Non-Executive directors on a pro-rata basis, within limits approved by shareholders.

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 2022**

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

To,  
The Members,  
**CWD Limited**  
101, 1st Floor, Plot No. 439,  
Hasham Premji Building,  
Kalbadevi Road,  
Mumbai – 400 002

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CWD Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, management representations provided by the Company, its officers, agents and authorized representatives and based on the draft independent auditors report during the conduct of the Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities Exchange Board of India warranted due to COVID 2019 pandemic, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure I for the financial year ended on **March 31, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

- (vi) Other laws as applicable specifically to the company as informed by the management that Securities And Exchange Board Of India (Stock-Brokers And Sub-Brokers) Regulations, 1992

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.  
(ii) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary / Chief Executive Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other laws. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board and committee meetings are carried out unanimously as recorded in the minutes of the meeting of the board of directors or committees thereof as the case may be. There were no dissenting views of any member of the Board or committees thereof during the period under review.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events / actions having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For M. Rupareliya &  
Associates,**

**Sd/-  
Mayuri Rupareliya  
ACS: A51422  
COP. No. 18634  
Peer Review No. : 2017/2022**

**Place:** Mumbai  
**Date:** September 01, 2022  
**UDIN:** A051422D000885750

Note: This report is to be read with our letter of even date which is annexed as Annexure II and forms an integral part of this report.

## **ANNEXURE - I**

### List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and various committees comprising of Audit Committee, Nomination & Remuneration Committee etc. held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under
5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations received from directors under the prohibition of Insider Trading and SEBI Takeover Code
9. Various policies framed by the company from time to time as required under the statutes applicable to the company.
10. Processes and procedure followed for Compliance Management System for applicable laws to the Company
11. Communications / Letters issued to and acknowledgements received from the Independent directors for their appointment.
12. Various policies framed by the company from time to time as required under the Companies Act as well as listing agreement/SEBI LODR Regulations.



**ANNEXURE - II**

To,  
The Members,  
**CWD Limited**  
101, 1st Floor, Plot No. 439,  
Hasham Premji Building,  
Kalbadevi Road,  
Mumbai – 400 002

Sub : Secretarial Audit Report for the Financial Year ended on 31<sup>st</sup> March, 2022

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, I followed provide a reasonable basis for our opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management and my examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For M. Rupareliya &  
Associates,**

**Sd/-  
Mayuri Rupareliya  
ACS: A51422  
COP. No. 18634  
Peer Review No. : 2017/2022**

**Place:** Mumbai  
**Date:** September 01, 2022  
**UDIN:** A051422D000885750

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**
**Part “A”: Subsidiaries:**

Sr. No.	Name of the subsidiary	1	2	3
		CWD Manufacturing Private Limited	CWD Innovations HK Limited	SDG Global Private Limited
1.	The date since when subsidiary was acquired	January 10, 2020	May 07, 2019	July 07, 2021
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N/A	N/A	N/A
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N/A	USD, ex rate = 75.8071	N/A
4.	Share capital	1,00,000	96,654	1,00,000
5.	Other Equity	(25,625)	71,13,651	(48,821)
6.	Total assets	1,19,375	87,79,420	78,669
7.	Total Liabilities	45,000	13,59,680	27,490
8.	Investments	-	0	-
9.	Turnover	7,705	87,45,464	-
10.	Profit before taxation	(9,373)	17,50,448	(48,821)
11.	Provision for taxation	-	15,93,311	-
12.	Profit after taxation	(9,373)	0	(48,821)
13.	Proposed Dividend	-	0	-
14.	Extent of shareholding (In percentage)	99.98%	100.00%	99.98%

**Part “B”: Associates and Joint Ventures: - Not Applicable**

## MANAGEMENT DISCUSSION & ANALYSIS

### GLOBAL ECONOMY

The war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest. Global growth is projected to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023. This is 0.8 and 0.2 percentage points lower for 2022 and 2023 than projected in January. Beyond 2023, global growth is forecast to decline to about 3.3 percent over the medium term. War-induced commodity price increases and broadening price pressures have led to 2022 inflation projections of 5.7 percent in advanced economies and 8.7 percent in emerging market and developing economies. It is imperative to undertake multilateral efforts to respond to the humanitarian crisis, prevent further economic fragmentation, maintain global liquidity, manage debt distress, tackle climate change, and end the pandemic are essential.

Source: [World Economic Outlook April 2022, IMF](#)

Financial conditions have tightened and risks to the global economy have increased as a result of the geopolitical tensions. Soaring commodity prices pose challenging trade-offs for central banks. In China, financial vulnerabilities remain elevated amid ongoing stress in the property sector and new COVID-19 outbreaks. Central banks should act decisively to prevent inflation from becoming entrenched without jeopardizing the recovery and address financial vulnerabilities. Policymakers should intensify their efforts to implement the 2021 United Nations Climate Change Conference (COP26) road map while taking appropriate steps to address energy security concerns.

The COVID-19 pandemic has brought the relationship between sovereigns and banks—the so-called sovereign bank nexus—in emerging market economies to the fore as bank holdings of domestic sovereign debt have surged. This nexus has the potential to amplify macro-financial stability risks. An increase in sovereign credit risk will adversely affect banks' balance sheets and credit supply, especially in countries with less-well-capitalized banking systems. Sovereign distress can also constrain funding for the non-financial corporate sector and reduce its capital expenditure. As global financial conditions tighten and geopolitical tensions intensify, a deeper nexus makes policy trade-offs in emerging markets more complex.

(Source: <https://www.imf.org/en/publications/gfsr>)

### INDIAN ECONOMY

India is expected to remain one of the fastest-growing major economies in the world. Pegged at USD 3.1 trillion in 2022, based on the current price in dollar terms, India is chasing a target of becoming a USD 5 trillion economy by 2025, as the government pushes ahead with various economic reforms to drive manufacturing capacity and domestic consumption. The global supply chain vacuum caused by geopolitical changes work in India's favour and expected to add impetus to economic growth trajectory as India becomes a key natural choice for sourcing.

According to the first advanced estimates by the National Statistics Office (NSO), in FY22, GDP growth rate is projected at 9.2% on the back of strong projected performance of major sectors including services, agriculture, manufacturing, mining, construction and energy. In FY21, Indian economy had contracted by 7.3% due to pandemic-related disruptions. The Indian economy, along with other global economies, suffered many tribulations since the start of the pandemic. However, the economic rebound has been sharp post the second wave, and the GDP crossed the pre-pandemic levels in the second quarter of FY22.

With digital transformation becoming a critical strategic priority for enterprises, almost every sector of India's digital economy is witnessing a multi-fold growth trajectory. India is poised to become the hub for all manufacturing activities for global requirements led by the Government's strong vision of making India self-reliant. The focus on infrastructure development augurs well, leading to stronger demand for Indian

products and attracting investment in the country. Recent policy reforms including the reduction in corporate tax rates, focus on reducing regulatory burden, reducing the logistics cost by augmenting logistics infrastructure and the proposed National Logistics Policy, the consolidation of labour laws, will all help build India's manufacturing sector and the economy at large. The measures are also expected to help attract FDI as global corporations are looking at diversifying their supply chains. This in turn will lead to job creation and boost exports in the manufacturing sector.

India is on the path to a sustained economic recovery led by the vigorous countrywide vaccination drive which helped to reduce the severity of the third wave with minimal disruptions to mobility and economic activity. The Government's policy to

improve logistics infrastructure, incentives to facilitate industrial production, asset monetisation, taxation, telecom and banking sectors, and measures to improve farmers' income will support the country's accelerated recovery in future. The Union Budget 2022 further aided economic growth prospects with strong focus on boosting government capex and revive private sector investments. Also PLI schemes were extended with additional fund allocation to support large scale manufacturing in India. According to the Reserve Bank of India, the GDP growth for FY23 is projected at 7.2%. Uncertainties stemming from volatile geopolitical situation, surge in international energy and commodity prices, supply-side disruptions, tightening of global financial conditions and weak external demand pose risks to these assumptions.

## **BUSINESS OVERVIEW**

CWD stands for Connected Wireless Devices. Our Company is an Information and Communication Technology (ICT) based company that designs, develops, manufactures, and sells integrated solutions combining the power of software and electronics. All products that are designed and developed in the company are focused on wireless technologies either on short range radio technology like NFC, Bluetooth BLE, WiFi, Zigbee; mid range systems like LORA or long-range communication systems like 5G LTE, NB-IOT, LTE CAT M1 etc.

CWD operates mainly through the segments of Consumer Electronics and Design and Development of Technology Solutions for various Enterprises and Businesses. Our diversified product portfolio includes Smart Medical Consumer Electronics, Products for Vaccine Tracking and Delivery, Tracking devices for Farm Cattle that monitor both movement and health, Electronics for converting Electric Power meter into a Smart Power meter, Employee Safety and Identity Solutions, Electronics that once embedded provide Smart Lighting capabilities to enterprises and consumers reducing their costs, Bluetooth Low Energy Modules that can be used across various white goods and projects etc. Our comprehensive suite of innovative technology allows us to attract new customers and expand existing customer relationships.

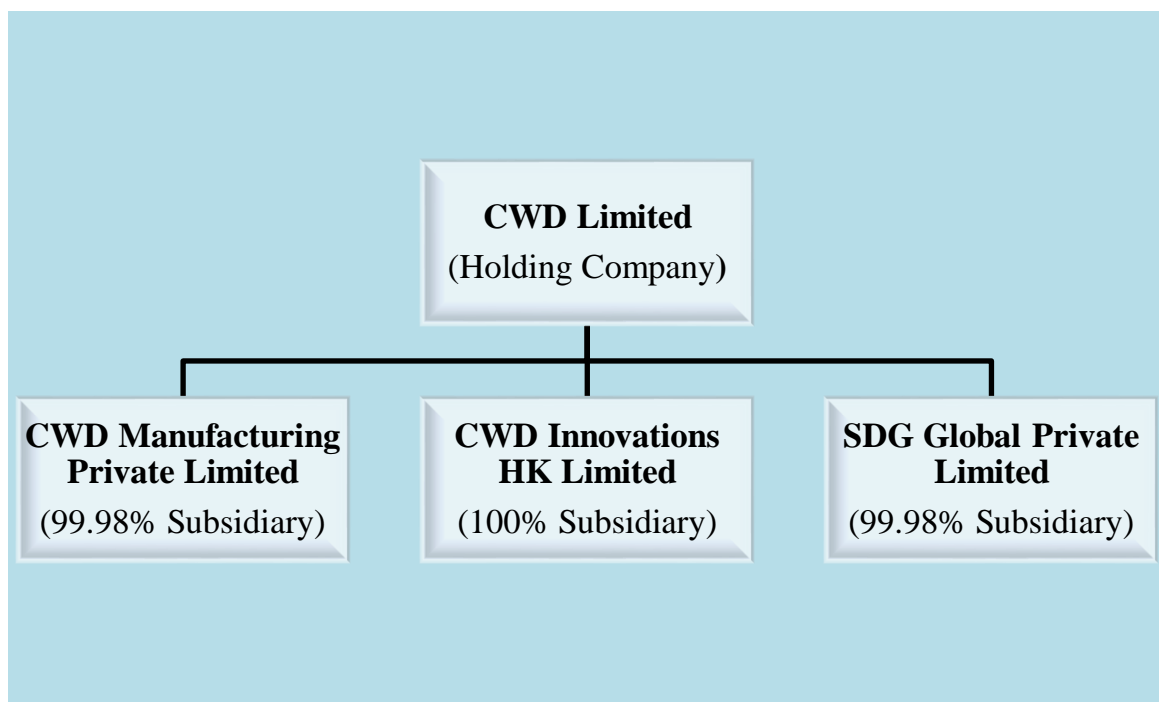
Our Company is registered as a start-up with DIPP bearing certificate No. DIPP1963, with a focus to provide innovative, cost-effective, and comprehensive solutions, products with strategic partnerships for best engineering and support and distribution of our products.

We are a fully integrated end-to-end integrated solution provider and original equipment manufacturers (—OEMs) with capabilities ranging from global sourcing, manufacturing, quality testing, packaging, and logistics. We are an innovation-driven company with strong focus on research and development ("R&D"), which allows us to develop new products suited to customer requirements and helping them to stay ahead of the curve. We develop and design products in-house at our own R&D unit. We manufacture and supply these products to customers globally who in turn distribute these products under their own brands.

We have developed R&D capabilities that include electronics hardware designing, system architecture, mechanical and product designing, prototyping, and testing. Apart from undertaking designing, our company also assists our customers in cost reduction through product engineering.

To carry out businesses in different location within India and abroad, we have 3 subsidiaries namely CWD Manufacturing Pvt. Ltd. ("CMPL") having its registered office in Mumbai, India, CWD Innovations HK Limited ("CIHKL") having its registered office in Hong Kong and SDG Global Private Limited ("SGPL") having its registered office in Mumbai, India.

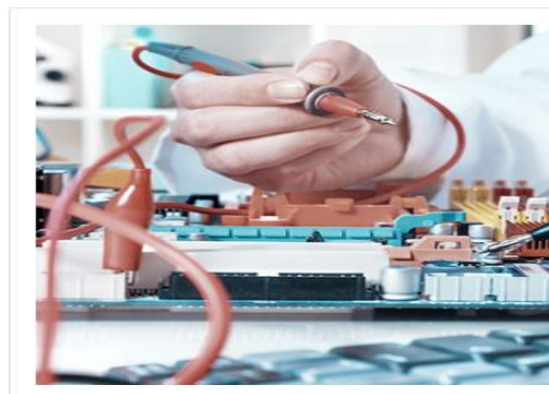
The CWD group structure is as shown below:



Our Company is promoted by Mr. S. Siddhartha Xavier and Mr. Tejas Kothari who individually have approximate 20 years of experience. Having gained experience and worked with technology companies like Reliance Communications and Global Space Technologies Limited, Mr. S. Siddhartha Xavier ideated the incorporation of CWD Innovation and acquired control of our Company in 2016. He was aided by Mr. Tejas Kothari who has rich experience in setting up business, developing markets, managing customers and handling overall businesses. In addition, we also have an experienced management team, which is backed by a core technical team that has substantial experience in manufacturing and the technical know-how to manufacture niche engineering products.

## INDUSTRY OVERVIEW

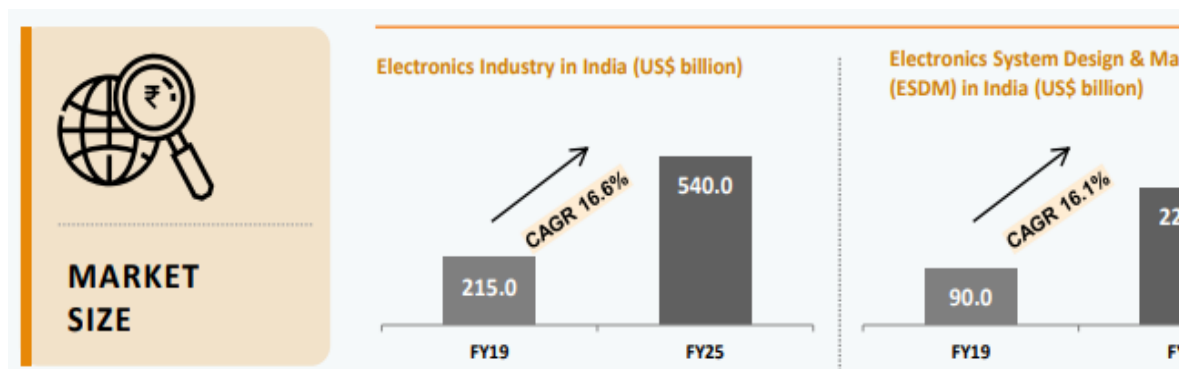
Currently, India is undergoing a digital revolution leading to a surge in the consumption of electronics devices in India. This growth is mainly attributed to increasing middle-class population, rising disposable incomes and declining electronics prices in the country. Besides, India has been one of the largest consumers of electronic products, specifically in Asia-Pacific, owing to rising per capita disposable incomes and consumption in the past decade.



With this spike in demand for electronic products, the electronics system design & manufacturing (ESDM) sector in India is predicted to reach ~US\$ 220 billion by 2025, expanding at a 16.1% CAGR between 2019 and 2025. The ESDM was valued at US\$ 90 billion in FY19 and is segmented into electronics system (78%) and electronics design (22%). The Indian electronics manufacturing industry is projected to reach US\$ 520 billion by 2025. The high internet penetration rate and India's position as the second-largest smartphone manufacturer worldwide boosted the penetration of electronic products, which in turn is driving ESDM market. The government intends to incentivise and attract investments to set up semiconductor FABs (fabrication plants) in India. According to the IESA (India Electronics & Semiconductor Association), more than 90% of semiconductor companies globally have their R&D centres in India. The semiconductor R&D generates about US\$ 2.5 billion in revenue and 6 lakh jobs in India.

To support the ESDM sector and its growth path, the government has made electronics production a vital

pillar of many initiatives such as 'Make in India', 'Digital India' and 'Start-up India'. The ESDM sector holds a position of crucial importance in the government's goal of generating US\$ 1 trillion of economic value from the digital economy by 2025.

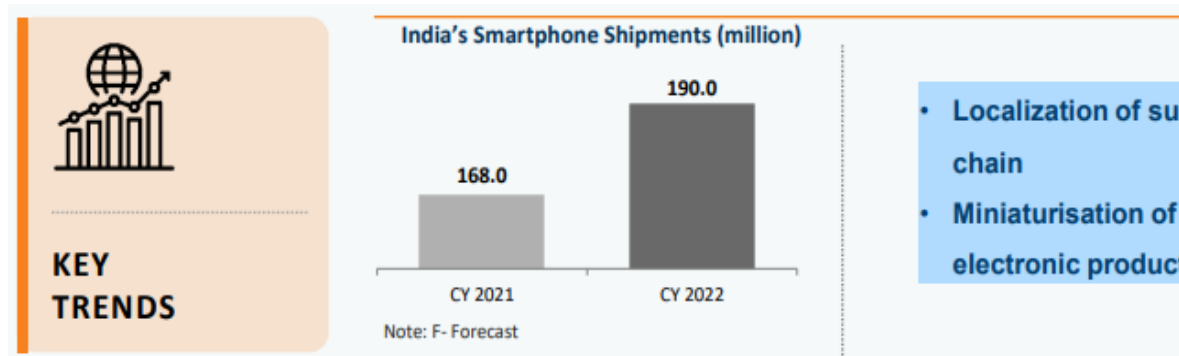


Smartphone shipments from India crossed 168 million units in CY 2021. In 2022, smartphone shipments from India are expected to reach ~190 million. 5G device shipments are predicted to increase by 129% YoY, from 28 million in CY 2021 to about 64 million in CY 2022.

The electronics sector is expected to nearly double in contribution to the GDP in the next few years, owing to increased support from the government to domestic manufacturing.

In December 2021 and January 2022, exports of electronic goods stood at US\$ 1.64 billion and US\$ 1.32 billion, respectively. In FY21, the export of electronics stood at US\$ 2.43 billion. In FY22 (until January 2022), imports of electronics goods stood at US\$ 58.64 billion, whereas exports stood at US\$ 12.38 billion.

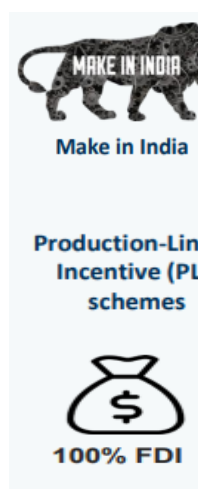
The demand for electronic products will rise to US\$ 400 billion by 2025 from US\$ 33 billion in FY20. India has a goal of producing 1 billion mobile handsets worth US\$ 190 billion (Rs. 13,00,000 crore) by 2025, with 600 million handsets worth US\$ 110 billion (Rs. 7 lakh crore) targeted for exports.



For defence electronics, FDI inflows in this sector up to 49% are allowed under automatic route and beyond 49% through government approval. From April 2000-June 2021, Foreign Direct Investment (FDI) equity inflow stood at US\$ 3,176.29 million. The government allows 100% FDI in the ESDM sector through an automatic route to attract investments, including original equipment manufacturers (OEMs) and integrated device manufacturers (IDMs). The government has set a target to get ~Rs. 18,000 crore (US\$ 2.4 billion) investments in the electronics manufacturing segment by 2021-22.

As per Union Budget 2022-23, the Ministry of Electronics and Information Technology (MeitY) has been allocated Rs. 14,300 crore (US\$ 1.85 billion). In the allocated budget, revenue expenditure allocation is Rs. 13,911.99 crore (US\$ 1.8 billion), and capital expenditure allocation is Rs. 388.01 crore (US\$ 50.4 million).





On April 1, 2020, the government announced three new schemes to position India as a global hub for the ESDM sector and push further the vision of the National Policy on Electronics (NPE) 2019. These schemes include Production Linked Incentive Scheme (PLI), Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS) and Modified Electronics Manufacturing Clusters scheme (EMC 2.0). Of these, the PLI, one of the significant incentive schemes, is aimed at boosting domestic manufacturing of mobile phones and their components, including Assembly, Testing, Marking and Packaging (ATMP) units. As a part of this scheme, ~US\$ 5.7 billion (Rs. 420 billion) will be extended as an incentive of 4-6% on incremental sales (of goods manufactured locally) for a period of five years.

In January 2021, India Cellular & Electronics Association announced its plan to create a smartphone design, R&D and application ecosystem in India.

In May 2021, the cabinet, chaired by the Prime Minister Mr. Narendra Modi, approved a proposal by the Department of Heavy Industries and Public Enterprises to implement the production-linked incentive (PLI) scheme 'National Programme on Advanced Chemistry Cell (ACC) Battery Storage' to achieve manufacturing capacity of 50 GWh (Giga Watt Hour) of ACC and 5 GWh of 'Niche' ACC, with an outlay of Rs. 18,100 crore (US\$ 2.47 billion).

On November 11, 2020, Union Cabinet approved the production-linked incentive (PLI) scheme in 10 key sectors (including electronics and white goods) to boost India's manufacturing capabilities, exports and promote the 'Atmanirbhar Bharat' initiative.

About 80% of the Production-Linked Incentive scheme (PLI) to encourage manufacturing in the country, which covers 14 industries and has a total investment of Rs 3 lakh crore (US\$ 38.99 billion), is mainly focused on three major sectors: electronics, automobiles, and solar panel production.

For growth industries, such as consumer electronics, electric vehicles and renewable energy, ACC battery production represents one of the biggest economic opportunities. PLI scheme for the ACC battery would allow key domestic and international players to set up a competitive ACC battery plants in the region.

Under the PLI scheme for IT Hardware, the approved enterprises are estimated to manufacture equipment worth >US\$ 21.62 billion over the next four years. Of the total production, foreign companies have suggested production worth US\$ 11.38 billion, whereas domestic enterprises have planned a production of US\$ 10.20 billion.

(Source: <https://www.ibef.org/industry/electronics-system-design-manufacturing-presentation>)

## SEGMENT OR PRODUCT WISE PERFORMANCE

The Company is operating in only one segment. Therefore there is no requirement of Segment wise reporting.

## OPPORTUNITIES

1. Low penetration of products; much lower than the global average
2. Huge push from the government to become self-reliant (reduce import dependency) and to increase exports by introducing various schemes



3. Consumption in India to be serviced through the direct manufacturing route
4. Focus of brands on Branding & distribution & manufacturing is getting outsourced
5. Favourable demographic indicators like urbanisation, nuclearisation of families, young aspirational population, increase in disposable income of individuals are expected to act as catalyst for growth.
6. Evolving of physical and social infrastructure, better logistics, and an expanding e-commerce industry

## OUTLOOK

India witnessed a substantial spike in demand for electronic products in the last few years; this is mainly attributed to India's position as second-largest mobile phone manufacturer worldwide and surge in internet penetration rate. The Government of India attributes high priority to electronics hardware manufacturing, as it is one of the crucial pillars of Make in India, Digital India and Start-up India programmes.

The Electronics System Design & Manufacturing (ESDM) sector plays a vital role in the government's goal of generating US\$ 1 trillion of economic value from the digital economy by 2025. With various government initiatives aiming to boost domestic manufacturing, India has already started witnessing initial movement with increased production and assembly activities across products such as mobile phones and other consumer electronics.



## CHALLENGES IN SECURING INTERNET OF THINGS

The rise in demand of Internet of Things-connected devices and Internet of Things app development comes with various security challenges. The whole security of an IoT network depends on a single device in the chain. If one of the devices gets breached, it compromises the entire security of every other device connected to this chain. This could easily compromise the safety of the whole network.

In this IoT competition, very few manufacturers consider the security issues associated with data access & IoT devices. Data Security Council of India (DSCI) identifies following issues in securing IoT:.



## RISK CONCERN

### Economic slowdown:

Slowdown in the Indian economy due to global developments could adversely impact growth in the short-term.

### Commodity inflation:

Sharp increase in commodity prices could lead to increase in cost of finished goods impacting the affordability and consumer sentiment.

### Pandemic:

Deterioration in supply chain and demand due to pandemic such as COVID-19 have emerged as a significant business risk

### Experience:

Experience matters the most when it comes to identifying the right opportunities for business of the company. It is also important to work in a direction that will help to capture the opportunity available.

### Industry Risk:

Industry risk is when the industry as a whole may reach at a stagnant or declining position. This risk will not only affect a particular company but it will also affect the industry in which company deals in.

### Client Concentration Risk:

Depending on limited number of clients for a majority share of the revenue poses a risk to the company. This risk is in terms of the fact that company may lose any of its key customers or a problem in the customer's business may affect the company as well.

### Technology Risk :

The business in which CWD deals in is affected with rapid change in technology. The company has to adopt dynamic changes in technology under electronics industry. The company has to be up to date with the rapidly changing technologies. CWD has installed measures which lead to a cost-effective way of production. Moreover, the company's aim to emerge as a cost-efficient player and attain cost leadership will help it mitigate any global economic risks. Company's senior management has an average experience

of more than 20 years in the industry. This allows the company to capture the right opportunities at right time. CWD is in the industry of Information and Communication Technology (ICT). With rise in standard of living of people, and a change in lifestyle electronics industry is expected to grow in the years to come. The industry may face a change in preference but it will never cease to exist. CWD has successfully maintained a strong relationship with its key customers. Also, CWD is constantly expanding its customer base which will help it to deal with this risk. The company has always moved ahead with changing technology. Its R&D centers is equipped with the latest technology.

## FINANCIAL AND OPERATIONAL PERFORMANCE REVIEW

The major items of the financial statement are shown below:

(Rs. in lakhs)

Particulars	2021-22	2020-21
Net Sales & Other Income	1,566.37	247.44
Profit before Interest & Depreciation	528.00	66.00
Interest	-	-
Depreciation	127.89	18.89
Profit/(Loss) before exceptional item and tax	400.34	53.53
Less : Exceptional Item	-	-
Less: Tax Expenses		
Current Tax	(28.50)	(7.40)
Excess/(Short) provision in earlier year	(70.05)	61.03
Deferred Tax	(8.31)	7.40
Profit After Tax	293.47	108.46
Balance available for Appropriation	293.47	108.46

## KEY RATIOS

PARTICULARS	2021-22	2020-21	CHANGE IN RATIOS IN %
Current Ratio	1.51	0.98	54.22%
Debt-Equity Ratio	0.15	1.92	-91.99%
Debt Service Coverage Ratio	2.09	0.37	466.87%
Return on Equity Ratio	15.47%	101.83%	-84.81%
Inventory turnover ratio	3.10	1.27	143.96%
Trade Receivables turnover ratio	15.37	4.03	281.49%
Trade payables turnover ratio	4.82	2.51	91.94%
Net capital turnover ratio	2.72	(51.87)	-105.25%
Net profit ratio	19.78%	44.30%	-55.34%
Return on Capital employed	58.52%	58.31%	0.42%
Return on investment	0.00%	0.00%	0.00%

## REASONS FOR MORE THAN 25% VARIANCE

RATIOS WITH VARIANCE MORE THAN 25%	REASONS FOR VARIANCE
Current Ratio	Current assets have significantly improved causing betterment of ratio
Debt-Equity Ratio	Equity infusion and accumulated reserves increase has led to improvement in the ratio
Debt Service Coverage Ratio	Improved earnings has led to improvement in the ratio
Return on Equity Ratio	Increase in capital base has caused decrease in the ratio
Inventory turnover ratio	Average inventory has increased causing increase in

	the ratio
Trade Receivables turnover ratio	Average trade receivables has increased causing increase in the ratio
Trade payables turnover ratio	Average trade payables has increased causing increase in the ratio
Net capital turnover ratio	Increase in average working capital has led to increase in the ratio

#### **CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR**

There has been 1681% change in return on net worth of the company due to Equity infusion and accumulated reserves pursuant to Initial Public Offer.

#### **HUMAN RESOURCES**

Your Company recognizes that its committed and talented workforce is the key factor in driving sustainable performance and growth. As one of the most critical assets of the Company, its people are responsible for its competitive advantage. Your Company is committed to recruiting and retaining the most relevant and best industry talent. Employees are thereafter nurtured, developed, motivated, and empowered to boost their skills and performance capabilities.

Your Company continuously seeks to inculcate within its employees a strong sense of business ethics and social responsibility. Relations with the employees at all levels remained cordial during the year. Your Company had 28 permanent employees as on March 31, 2022.

#### **INTERNAL CONTROL MECHANISM:**

Your Company has adequate internal control procedures commensurate with its size and nature of business. Your Company has clearly laid down policies, guidelines, and procedures that form a part of the internal control systems. The adequacy of the internal control systems encompasses the Company's business processes and financial reporting systems and is examined by the management as well as by its internal auditors at regular intervals.

The internal auditors conduct audits at regular intervals to identify the weaknesses and suggest improvements for better functioning. The observations and recommendations of the internal auditors are discussed by the Audit Committee to ensure timely and corrective action.

#### **DISCLAIMER CLAUSE:**

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

## INDEPENDENT AUDITORS' REPORT

To,

**The Members of CWD Limited**

### **Report on the audit of Standalone Financial Statements**

We have audited the accompanying Standalone financial statements of **CWD Limited (Formerly known as CWD Innovation Limited) ("the Company")**, which comprise the Balance Sheet as at 31<sup>st</sup> March 2022, the Statement of Profit and Loss for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

### **Auditor's Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state-of-affairs of the Company as at 31<sup>st</sup> March 2022, and its profit and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the standalone 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 Responsibilities for the Audit of the Standalone 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 standalone financial statements under the provisions of the Act, and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, for the year ended 31<sup>st</sup> March 2022 and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The result of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key Audit Matters	How our audit addressed the key audit matters
<b>Capitalization of development costs</b>	
<p>The company's ability to generate revenue is linked to capitalized development costs in respect of ingredients for the company's products. These are included in the Balance sheet as intangible assets &amp; ITA under development (collectively referred to as "ITA"). The company conducts significant level of development activities and has to apply judgement in identifying projects meeting the criteria for capitalization under the requirement of accounting standards and to capture accurate time and cost information for those projects.</p> <p>The total carrying value of ITA at 31<sup>st</sup> March, 2022 is Rs. <u>1017.57</u> lacs as shown in the Balance Sheet at Note <u>11B</u>, of which Rs. <u>153.57</u> lacs relate to base technology and Rs. <u>864.00</u> lacs relate to product development.</p> <p>The carrying value of ITA is particularly judgmental given its dependency on forecasts of revenue growth, contribution margins and required rate of return.</p> <p>We included capitalization of development costs as a key audit matter because if the company is unable to generate revenue and produce sustainable operating cashflows, this affects the carrying values of its key ITA.</p>	<p>Our procedures in relation to capitalization of development costs included: -</p> <ul style="list-style-type: none"> <li>• Evaluating the appropriators of the revenue forecasts, operating cash flows submitted by the company to its bankers;</li> <li>• Performing sensitivity analysis on revenue growth assumptions to assess the impact on forecasted cash flows;</li> <li>• Testing managements controls over capitalization of development costs;</li> <li>• Evaluating the nature of the type of the expenses incurred that are capitalized into intangible assets;</li> <li>• Assessing the reasonableness of the capitalization based on our knowledge of the business and industry; and</li> <li>• Evaluating the appropriators of expenses capitalized, on a sample basis, by agreeing the material costs, overheads and man-hours incurred to external invoices and internal time sheets and payroll records.</li> </ul>

### 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

### Responsibility of Management and those charged with governance for standalone financial statement

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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, 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 judgments and estimates that are reasonable and prudent; and the 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



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

### **Auditor's Responsibilities for the audit of standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, the statement of Cash Flows and Notes to the standalone financial statements dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31/03/2022 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) 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 on its financial position in its standalone financial statements- refer note no 36 to the standalone financial statements.
  - ii. The Company does not have any long-term contracts including derivative contracts and therefore, no provision is required to be made for any material foreseeable losses to this effect.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

- v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**ICAI firm registration number: 0128920W**

**Sd/-**

**per Yashesh Shroff**  
**Partner**  
**Membership number: 103277**  
**UDIN: 22103277AQASTS7974**

**Place: Mumbai**  
**Date: 26th August, 2022**

**“Annexure – A” to the Independent Auditors’ Report**

(Refer to in paragraph on ‘Report on Other Legal and Regulatory Requirements section of Independent Auditors Report of even date of the members of CWD Limited on standalone financial statements as at for the year ended 31<sup>st</sup> March 2022)

- (i) (a) (A) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (“PPE”).  
(B) The intangible assets comprise of expenditure incurred towards development of base technology and product prototype. In view of this, we are of the view that necessary accounting records for the same have been maintained by the company (refer key audit matters).
- (b) As explained to us, all the Property, Plant and Equipment (“PPE”) have been physically verified by the Management in a periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its activities. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanation given to us by the management, there are no immovable properties included in fixed assets of the Company and accordingly, the requirements under paragraph 3(i)(c) of the Companies (Auditor’s report) Order, 2016 (“the order”) are not applicable to the Company.
- (ii) (a) As explained to us, physical verification of the inventories has been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on verification between the physical stock and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us, the company has not been sanctioned working capital in excess of Rs.5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under sub-clause 3(ii)(b) of the order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, paragraph 3(iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.
- (iv) The company has not advanced loans to directors including the entities in which they are interested to which provisions of section 185 of the Act apply and hence not commented upon. In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments, loans, securities and guarantees given have been complied with by the Company.
- (v) According to information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the order is not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the products dealt by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, employees’ state insurance, duty of excise sales tax, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities though the delays in deposits have not been serious.
- (b) According to the information and explanations given to us and the records examined by us, outstanding statutory dues that have not been deposited by the Company on account of disputes are given below:

Name of the statute	Nature of dues	Period for which amount relates	Forum where dispute is pending	Amount
Income-tax Act, 1961	Tax deducted at source	2021-22	TDS Traces, CPC	28,231
Income-tax Act, 1961	Tax deducted at source	2020-21	TDS Traces, CPC	3,971
Income-tax Act, 1961	Tax deducted at source	2019-20	TDS Traces, CPC	5,422
Income-tax Act, 1961	Tax deducted at source	2018-19	TDS Traces, CPC	24,990
Income-tax Act, 1961	Tax deducted at source	2017-18	TDS Traces, CPC	682
Income-tax Act, 1961	Tax deducted at source	2016-17	TDS Traces, CPC	38,462

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix)
- According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any lender.
  - According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
  - In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, except for temporary deployment of surplus funds.
  - According to the information and explanations given to us and on an overall examination of the financial statement of the company, we report that, prima-facie it appears that no funds raised on short-term basis have been used for long-term purpose by the company.
  - According to the information and explanation given to us, and on an overall explanation of the financial statements of the company, we report that during the year the company has not taken any funds from an entity or person, on account of or to meet the obligation of its subsidiary or associate entity.
  - The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures and associate companies.
- (x)
- In our opinion and according to the information and explanations given to us, we report that, prima-facie, the company has utilised the money raised by way of initial public offer for the purposes for which they were raised.
  - During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi)
- To the best of our knowledge no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
  - To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

- (c) As represented by the Management, there was no whistle blower complaints received by the Company during the year (and upto the date of this audit report).
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3(xii) of the order are not applicable to the Company.
- (xiii) In our opinion the company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of the entity.
- (b) We have considered, the internal audit reports for the year under audit, issued to the company during the year till date, in determining the nature, timing and extent of our audit procedure.
- (xv) The Company has not entered into non-cash transactions with its directors or persons connected with them and hence provision of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 hence, reporting under clause (xvi)(a), (b) and (c) of the order is not applicable.
- (xvii) The company has not incurred any cash losses during the current financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 35 of the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) During the year under review, the company did not get attracted under the provision of Section 135 and accordingly, reporting under clause 3(xx) of the order is not applicable for the year.

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**ICAI firm registration number: 0128920W**

**Sd/-**

**per Yashesh Shroff**  
**Partner**  
**Membership number: 103277**  
**UDIN: 22103277AQASTS7974**

**Place: Mumbai**  
**Date: 26th August, 2022**

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of CWD Limited (Formerly Known as CWD Innovation Limited).**

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

We have audited the internal financial controls over financial reporting of Jakharia Fabric Limited (Formerly Known as Jakharia Fabric Private Limited) as of 31<sup>st</sup> March 2022, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or

fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**ICAI firm registration number: 0128920W**

**Sd/-**

**per Yashesh Shroff**  
**Partner**  
**Membership number: 103277**  
**UDIN: 22103277AQASTS7974**

**Place: Mumbai**  
**Date: 26<sup>th</sup> August, 2022**



**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Standalone Balance Sheet as at 31st March 2022**  
(Amount ₹ in lakhs, unless otherwise mentioned)

Particulars	Note No	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' funds</b>			
(a) Share capital	3	361.14	276.06
(b) Reserves and surplus	4	1,535.86	(169.55)
(2) <b>Non- current liabilities</b>			
(a) Long-term borrowings	5	94.50	204.93
(b) Deferred tax liability	13	9.60	-
(c) Long-term provisions	6	29.42	7.14
(3) <b>Current liabilities</b>			
(a) Short-term borrowings	7	197.80	227.38
(b) Trade payables:-	8		
(A) total outstanding dues of micro enterprises and small enterprises; and		22.55	5.35
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		257.81	87.07
(c) Other current liabilities	9	550.78	27.70
(d) Short-term provisions	10	28.93	7.50
<b>TOTAL</b>		<b>3,088.39</b>	<b>673.57</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) Property, Plant and Equipment and Intangible Assets: 11			
(i) Tangible assets	11A	90.44	1.98
(ii) Intangible assets	11B	1,017.57	122.91
(iii) Capital work in progress	11C	3.25	
(iii) Intangible under development	11D	131.54	123.01
(b) Non- current investments	12	2.92	1.92
(c) Deferred tax asset	13		60.45
(d) Long-term loans and advances	14	-	7.40
(e) Other non current assets	15	240.07	7.18
(2) <b>Current assets</b>			
(a) Inventories	16	712.95	245.42
(b) Trade receivables	17	135.85	57.12
(c) Cash and cash equivalents	18	487.19	2.99
(d) Short-term loans and advances	19	263.59	43.19
(e) Other current assets	20	3.04	-
<b>TOTAL</b>		<b>3,088.39</b>	<b>673.57</b>
Statement of significant accounting policies	2		

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

As per our report of even date

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 0128920W**

**For and on behalf of the Board of Directors of**  
**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**

Sd/-

Sd/-

Sd/-

**Yashesh Shroff**  
**Partner**  
**Membership No. 103277**

**Tejas R. Kothari**  
**Jt. Managing Director & CFO**  
**DIN: 01308288**

**Siddhartha Xavier**  
**Jt. Managing Director & CTO**  
**DIN: 03166884**

**Place: Mumbai**  
**Date 26-Aug-22**

**Place: Mumbai**  
**Date: 26-Aug-22**

**CWD Limited****(Formerly known as CWD Innovation Limited)****Standalone Profit and loss statement for the year ended 31st March 2022**

(Amount ₹ in lakhs, unless otherwise mentioned)

Particulars	Note No	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
I. Revenue from operations	21	1,483.34	244.84
II. Other Income	22	83.04	2.60
III. <b>Total Income (I + II)</b>		<b>1,566.37</b>	<b>247.44</b>
IV. <b>Expenses</b>			
Cost of material consumed	23	544.25	110.84
Changes in inventories of finished goods	24	(113.81)	(46.90)
Employee benefits expenses	25	204.43	34.15
Depreciation and amortization expense	11	127.89	18.89
Financial cost	26	41.70	37.52
Other expenses	27	361.57	39.43
<b>Total expenses</b>		<b>1,166.03</b>	<b>193.91</b>
<b>Profit before exceptional items and tax (III - IV)</b>		<b>400.34</b>	<b>53.53</b>
VI. <b>Exceptional items</b>			
Prior period income / (expenses)		-	(6.09)
VII. <b>Profit before tax (V - VI)</b>		<b>400.34</b>	<b>47.43</b>
VIII. <b>Tax expenses</b>			
(1) Current tax		(28.50)	(7.40)
(2) Deferred tax		(70.05)	61.03
(4) MAT credit entitlement		(8.31)	7.40
IX. <b>Profit / (Loss)</b>		<b>293.47</b>	<b>108.46</b>
X. <b>Earnings per equity share</b>			
(1) Basic (Face value per share Rs.10/-)		9.27	3.95
(2) Diluted		9.27	3.95
Statement of significant accounting policies	2		

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

As per our report of even date

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 0128920W**

**For and on behalf of the Board of Directors of**  
**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**

Sd/-

Sd/-

Sd/-

**Yashesh Shroff**  
**Partner**  
**Membership No. 103277**

**Tejas R. Kothari**  
**Jt. Managing Director & CFO**  
**DIN: 01308288**

**Siddhartha Xavier**  
**Jt. Managing Director**  
**DIN: 03166884**

**Place: Mumbai**  
**Date: 26-Aug-22**

**Place: Mumbai**  
**Date: 26-Aug-2022**

**CWD Limited****(Formerly known as CWD Innovation Limited)****Cash Flow statement for the year ended 31st March 2022**

(Amount ₹ in lakhs, unless otherwise mentioned)

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b><u>Cash flow from operating activities</u></b>		
<b>Profit before tax and exceptional items</b>	400.34	53.53
Profit before tax from dis-continuing operations	-	-
<b>Profit before tax</b>		
<b><u>Non-cash adjustment to reconcile profit before tax to net cash flows</u></b>		
Depreciation/ amortization on continuing operation	127.89	18.89
Unrealized foreign exchange loss/ (gain)	12.80	0.05
Prior Period Expenses	-	(6.09)
Interest expense	34.03	37.52
Interest income	(1.58)	-
<b>Operating profit before working capital changes</b>	<b>573.49</b>	<b>103.88</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	187.55	49.02
Increase / (decrease) in long-term provisions	22.71	7.14
Increase / (decrease) in short-term provisions	21.01	7.50
Increase/ (decrease) in other current liabilities	523.08	11.09
Decrease/(Increase) in other non current assets		-
Decrease/(Increase) in other current assets	(232.89)	0.67
Decrease / (increase) in trade receivables	(3.04)	8.22
Decrease / (increase) in inventories	(79.43)	(104.91)
Decrease / (increase) in long-term loans and advances	(467.53)	(7.33)
Decrease / (increase) in short-term loans and advances	7.40	(16.34)
<b>Cash generated from / (used in) operations</b>	<b>320.25</b>	<b>58.93</b>
Direct taxes paid (net of refunds)	(36.82)	
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>283.43</b>	<b>58.93</b>
<b><u>Cash flows from investing activities</u></b>		
Purchase of fixed assets, including CWIP and capital advances	(1,122.78)	(131.68)
Purchase of non-current investments	(1.00)	-
Interest received	1.58	-
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(1,122.20)</b>	<b>(131.68)</b>

**Cash flows from financing activities**

Repayment of share application money		
Proceeds from issuance of share capital	1,531.44	244.48
Proceeds from long-term borrowings	99.00	78.99
Proceeds from short-term borrowings		19.08
Expenses related to issue of shares	(34.43)	-
Proceeds from current maturity of Long Term Borrowing		24.96
Repayment of long-term borrowings	(209.43)	(261.02)
Repayment of Short-term borrowings	(29.58)	-
Interest paid	(34.03)	(37.52)

<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>1,322.97</b>	<b>68.97</b>
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<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>484.20</b>	<b>(3.78)</b>
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Effect of exchange differences on cash & cash equivalents held in foreign currency

Cash and cash equivalents at the beginning of the year	2.99	6.78
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<b>Cash and cash equivalents at the end of the year</b>	<b>487.19</b>	<b>2.99</b>
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**Components of cash and cash equivalents**

Cash on hand	3.38	2.51
With banks- on current account	483.81	0.48

<b>Total cash and bank balances</b>	<b>487.19</b>	<b>2.99</b>
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Less: Fixed Deposits (under lien)	-	-
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<b>Cash &amp; Cash Equivalents in Cash Flow Statement:</b>	<b>487.19</b>	<b>2.99</b>
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The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For Shah Shroff & Associates**

**Chartered Accountants**

**Firm Registration Number: 0128920W**

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

**CWD Limited**

**(Formerly known as CWD Innovation Limited)**

Sd/-

Sd/-

Sd/-

**Yashesh Shroff**

**Partner**

**Membership No. 103277**

**Tejas R. Kothari**

**Jt. Managing Director & CFO**

**DIN: 01308288**

**Siddhartha Xavier**

**Jt. Managing Director & CTO**

**DIN: 03166884**

**Place: Mumbai**

**Date: 26-Aug-2022**

**Place: Mumbai**

**Date: 26-Aug-2022**

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**

**Notes forming part of standalone financial statements**

**1. Corporate Information:**

CWD Limited ('the Company'), having its registered office in Mumbai, Maharashtra was incorporated on May 30, 2016. CWD stands for Connected Wireless Devices. Our Company is Information and Communication Technology (ICT) based company that designs, develops and sells integrated solutions combining the power of software and electronics. Our Company is registered as a start-up with MSME/DIPP bearing certificate No. DIPP1963. Our company got listed on the BSE-SME exchange , startup platform on 13<sup>th</sup> October 2021.

**2. Significant accounting policies:**

**a. Basis of Presentation of Financial Statements**

- i. The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('Act') and other provisions of the Act (to the extent notified). The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles. The Company follows the mercantile systems of accounting and recognizes income and expenditure on an accrual basis except stated otherwise.
- ii. The preparation of the financial statements in conformity with the Indian GAAP requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting periods. These estimates are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates.

**b. Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although, these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets & liabilities in future period.

**c. Property Plant and Equipment:**

**i. Tangible Assets**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Office equipments	5 years
Computers	3 years
Motor Car	5 years

ii. Intangible Assets (including Intangible under development)

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. Research costs are expensed as incurred.

Internally-generated intangible assets

An internally-generated intangible asset arising from development is recognized if, and only if, all the followings have been demonstrated:

- The technical feasibility of completing the intangible assets so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset and
- The ability to measure reliably the expenditure attributable to the intangible asset during the development.

Internally generated intangible assets comprise of Core Technology and Product Designs and Development.

The amount initially recognized for Core Technology is the sum of expenditure incurred towards salaries of the concerned employees connected towards development of the said Core Technology and have been attributed to respective Core Technology based upon management judgements from the date when the intangible asset first meets the recognition criteria listed above.

The amount initially recognized for Product Designs and Development is the sum of expenditure incurred towards salaries of the concerned employees connected towards development of the said Product Designs and development attributed to respective Product Designs and Development based upon management judgements, amount of direct expenditure incurred towards development of the components of the designs by the vendors and other expenses incurred from the date when the intangible asset first meets the recognition criteria listed above.

The estimated useful lives of intangible assets are as follows:

Core technology	6 Years
Product designs and development	3 Years

d. **Investments**

Non-Current investments are stated at cost. Provision for diminution in the value of Non-Current investments is made only if such a decline is other than temporary.

e. **Inventories:**

Items of inventories are valued at lower of cost and net realizable value. Cost is ascertained on weighted average basis. Such costs include material cost and other costs incurred in bringing the goods to their present

location and condition. Goods in transit are valued at cost, which represents the costs incurred up to the stage at which the goods are in transit.

**f. Foreign Currency Transactions**

i. Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the standard exchange rate determined at the transaction date.

ii. Conversion:

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences:

The Company accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as below:

- Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

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

**g. Revenue Recognition:**

- Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and it can be reliably measured.
- Revenue from domestic sales is recognized on dispatch, which coincides with transfer of significant risks and rewards to customers and stated net of taxes and returns, as applicable. Revenue from exports is recognized when the significant risks and rewards of ownership of goods have been passed to customers.
- Revenue for fixed-price contracts is recognized using percentage-of-completion method and the same is arrived in proportion of completed performance obligations which bears to total performance obligations. The Company uses estimate to arrive at the cost to completion after considering fair estimates of goods and services to be procured/consumed for completion of the contract.

Unearned revenue represents billings in excess of revenues. Costs incurred in relation to unearned revenue are considered as an part of inventory.

- Income from other services rendered is recognized on due dates of the relevant contracts and is exclusive of tax, wherever recovered.

**h. Employee Benefits**

1. The company accounts for salaries on accrual basis. There are no other obligations for the company to the contribution payable as provident funds. But the company provides HRA as per guidelines under prescribed rules.
2. The Company have provided for its Gratuity obligation from current year. The present value of the obligation of gratuity is determined based on an actuarial valuation conducted by an independent actuary,



using the projected unit credit method. Actuarial gains and losses on such valuation are recognized immediately in the Statement of Profit and Loss.

**i. Research and development:**

All Research cost are expenditure for the year incurred. However, research and development costs are capitalized once the “asset” being developed has met requirements of technical and commercial feasibility to signal that the intangible Development likely to either be brought to market or sold.

**j. Earnings per Share:**

The basic earnings per share is computed by dividing the net profit or loss attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) and the weighted average number of equity shares outstanding during the year are adjusted for effects of all dilutive potential equity shares, except where the results are anti-dilutive. The number of shares and potentially dilutive equity shares are adjusted for share splits and bonus shares issued including for changes effected prior to the approval of the financial statements by the Board of Directors.

**k. Accounting for Taxes:**

Current Tax:

Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

Deferred Tax:

Deferred tax liabilities are recognized for all taxable temporary difference

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that that taxable profit will be available against which the deductible temporary differences, and carry forward of unused tax credit and unused tax losses can be utilized.

**l. Provisions, Contingent Liabilities & Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the Notes to the Financial Statements. Contingent assets are neither recognized nor disclosed in the Financial Statements.

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of standalone financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**3 Share capital**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
<b>Authorized Share Capital</b>		
50,00,000 equity shares of Rs.10 each	500.00	500.00
<b>Issued, subscribed and fully paid-up shares</b>		
36,11,400 equity shares (PY: 27,60,600 ) of Rs.10 each	361.14	276.06
	<b>361.14</b>	<b>276.06</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	March 31, 2022		March 31, 2021	
	Nos	Amount	Nos	Amount
At the beginning of the period	27.61	276.06	3.28	32.75
Add: Issued during the period				
Initial Public Offer	8.51	85.08	-	-
Rights issued to shareholders	-	-	3.18	31.75
Bonus issued to shareholders	-	-	21.16	211.56
Outstanding at the end of the period	36.11	361.14	27.61	276.06

**(b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	March 31, 2022		March 31, 2021	
	Nos	% holding in the class	Nos	% holding in the class
Tejas R. Kothari	1,305,270	36.14%	1,380,300	50.00%
Siddhartha Xavier	1,305,270	36.14%	1,380,300	50.00%

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

**(d) Aggregate number of bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

Particulars	Bonus shares	Shares issued for consideration other than cash	Shares bought back
2020-21	21.16	-	-
2019-20	-	-	-
2018-19	-	-	-
2017-18	-	-	-
2016-17	-	-	-

(c) Shareholding of Promoters

Disclosure of Shares held by promoters at the end of the current year

Promoter Name	Shares held by promoter				
	March 31, 2022		March 31, 2021		% change during the year
	No of shares	% of total shares	No of shares	% of total shares	
Tejas R. Kothari	1,305,270	36.14%	1,380,300	50.00%	-13.86%
Siddhartha Xavier	1,305,270	36.14%	1,380,300	50.00%	-13.86%

4 Reserves and surplus

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Securities premium</b>		
Opening balance	1.16	-
Add: Premium on issue of equity shares	1,446.36	212.73
Less: Amounts utilized toward issue of fully paid bonus shares	-	(211.56)
Less: Amounts utilized toward share issue expenses	(34.43)	-
<b>Closing Balance</b>	<b>1,413.10</b>	<b>1.16</b>
<b>Surplus/ (deficit) in the statement of profit and loss</b>		
Opening balance	(170.71)	(279.17)
Add: Profit for the year	293.47	108.46
<b>Net surplus in the statement of profit and loss</b>	<b>122.76</b>	<b>(170.71)</b>
<b>Total</b>	<b>1,535.86</b>	<b>(169.55)</b>

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of standalone financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**5 Long-term borrowings**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
<b><u>A. Secured</u></b>		
Term loans from bank and Financial Institutions	95.67	45.97
Less: Current maturities of long term debt	(6.79)	(20.45)
(Amount disclosed under the head 'short term borrowings' refer note no. 7)		
<b>A.....</b>	<b>88.88</b>	<b>25.52</b>

**Details of Secured Loans**

Particulars	Union Emergency credit line from Union Bank of India	Car loan from Diamler Financial Services Private Limited
Purpose	Business	Business
Loan amount	31.00	68.00
Tenure	48 months	48 months
Repayment schedule - Number of EMI's / Monthly instalments	36	18
Amount of EMI/Monthly instalments	86,111	111,111
Interest rate	7.50%	8.00%

**Security for Union Bank of India:**

Primary:

Hypothecation of stocks and book debts

Collateral:

- Gala no F-34, First Floor, Top Class Enclave Industrial Estate, Vasai East, Palghar, Maharashtra
- Assignment of LIC policies of Tejas Kothari
- Partly covered under CGTSME Hybrid Security Model

Guarantee:

Personal Guarantee of Tejas Kothari, Sidhartha Xavier, Amishi Kothari and Corporate Guarantee of Krish Impex I

**Security for Diamler Financial Services**

Underlying asset i.e. Car

**B. Unsecured**

Term loans from bank and financial institutions	0.00	29.45
Less: Current maturities of long term debt	-	(4.51)
(Amount disclosed under the head 'other current liabilities' refer note no. 9)		-
Directors and relatives	5.62	154.46
<b>B.....</b>	<b>6</b>	<b>179</b>

**Unsecured term loans taken from Bank and financial institutions :**

Particulars	Bajaj Finance Ltd
Purpose	Business
Loan amount	15.24
Tenure	60 months
Repayment schedule - Number of equated monthly installments	60
Amount of equated monthly installment	22,857
Interest rate	18.00%

<b>Total Long-term borrowings (A + B) .....</b>	<b>94</b>	<b>205</b>
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**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of standalone financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**6 Long-term provisions**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Provision for gratuity (refer note 32)	29.42	7.14
	<b>29.42</b>	<b>7.14</b>

**7 Short-term borrowings**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Secured</b>		
Cash credit facility from bank	191.01	202.42
Current maturities of long term debts (Refer note 5)	6.79	24.96
	<b>197.80</b>	<b>227.38</b>

The above cash credit facility from Union Bank of India is secured by following securities:

Primary:

Hypothecation of stocks and book debts

Collateral:

- Gala no F-34, First Floor, Top Class Enclave Industrial Estate, Vasai East, Palghar, Maharashtra
- Assignment of LIC policies of Tejas Kothari
- Partly covered under CGTSME Hybrid Security Model

Guarantee:

Personel Guarantee of Tejas Kothari, Sidhartha Xavier, Amishi Kothari and Corporate Guarantee of Krish Impex LLP.

**8 Trade payables**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Creditors</b>		
-for raw material and others	156.04	89.73
-for expenses	124.32	2.68
	<b>280.36</b>	<b>92.42</b>

Trade Payable ageing schedule as at 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	-	22.55	-	-	-	22.55
(iii) Others	-	246.57	4.74	-	6.49	257.81
(iv) Disputed dues – MSME	-	-	-	-	-	-
(vi) Disputed dues - Others	-	-	-	-	-	-
<b>TOTAL</b>	<b>-</b>	<b>269.12</b>	<b>4.74</b>	<b>-</b>	<b>6.49</b>	<b>280.36</b>

## Trade Payable ageing schedule as at 31st March, 2021

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	5.35	-	-			5.35
(iii) Others	16.22	64.49	6.36	-	-	87.07
(iv) Disputed dues – MSME						
(vi) Disputed dues - Others						
<b>TOTAL</b>	21.57	64.49	6.36	-	-	92.42

Micro, Small and Medium enterprises have been identified by the company on the basis of the information available.

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Dues remaining unpaid	-	-
a) Principal	22.55	5.35
Interest on the above	-	-
b) Interest paid in terms of Section 16 of the act along with amount of payment made to the 'supplier beyond the appointed paid during the year	-	-
Principal paid beyond the appointed date	-	-
Interest paid in terms of Section 16 of the act	-	-
c) Amount of interest due and payable for the period of delay on payments made beyond the 'appointed day during the year	-	-
d) Further interest due and payable even in the succeeding years, until such date when the 'interest due as above are actually paid to the small enterprises	-	-
e) Amount of interest accrued and remaining unpaid as at 31st March	-	-

**9 Other current liabilities**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Statutory dues payable	16.38	1.76
Salary payables	19.24	15.36
Advance from customers	-	10.58
Other current liabilities	0.35	-
Unearned Revenue (refer note 16 and 21)	514.80	
	<b>550.78</b>	<b>27.70</b>

**10 Short-term provisions**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Provision for gratuity (refer note 32)	0.43	0.10
Provision for Income tax	28.50	7.40
	<b>28.93</b>	<b>7.50</b>

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of standalone financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**11 Property, plant and equipment and Intangible Assets**

**11 A Tangible assets**

Particulars	Computers	Office equipment	Motot Car	Total
<b><u>Gross block</u></b>				
<b>At April 1, 2020</b>	5.56	-	-	5.56
Additions	-	0.27	-	0.27
Disposals	-	-	-	-
<b>At March 31, 2021</b>	<b>5.56</b>	<b>0.27</b>	<b>-</b>	<b>5.83</b>
Additions	7.00	2.60	84.28	93.88
Disposals	-	-	-	-
<b>At March 31, 2022</b>	<b>12.56</b>	<b>2.86</b>	<b>84.28</b>	<b>99.71</b>
<b><u>Depreciation</u></b>				
<b>At April 1, 2020</b>	2.06	-	-	2.06
Charge for the year	1.76	0.03	-	1.79
Disposals	-	-	-	-
<b>At March 31, 2021</b>	<b>3.82</b>	<b>0.03</b>	<b>-</b>	<b>3.85</b>
Charge for the year	1.08	0.25	4.09	5.42
Disposals	-	-	-	-
<b>At March 31, 2022</b>	<b>4.90</b>	<b>0.28</b>	<b>4.09</b>	<b>9.27</b>
<b><u>Net block</u></b>				
At March 31, 2021	1.74	0.24	-	1.98
At March 31, 2022	7.66	2.59	80.19	90.44

**11 B Intangible assets**

Particulars	Technology	Product proto-type	Total
<b><u>Cost</u></b>			
<b>At April 1, 2020</b>	29.96	7.51	37.47
Additions from ITA under develop	81.98	17.70	99.68
Other additions	-	10.36	10.36
Disposals	-	-	-
<b>At March 31, 2021</b>	<b>111.95</b>	<b>35.56</b>	<b>147.51</b>
Additions from ITA under develop	87.66	684.22	771.88
Other direct additions	-	240.32	240.32
Disposals	-	-	-
<b>At March 31, 2022</b>	<b>199.61</b>	<b>960.11</b>	<b>1,159.71</b>
<b><u>Amortisation</u></b>			
<b>At April 1, 2020</b>	4.99	2.50	7.49
Charge for the year	8.41	8.69	17.10
Disposals	-	-	-
<b>At March 31, 2021</b>	<b>13.40</b>	<b>11.19</b>	<b>24.59</b>
Charge for the year	32.64	84.92	117.55
Disposals	-	-	-
<b>At March 31, 2022</b>	<b>46.04</b>	<b>96.11</b>	<b>142.15</b>
<b><u>Net block</u></b>			
At March 31, 2021	98.54	24.37	122.91
At March 31, 2022	153.57	864.00	1,017.57



**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of standalone financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**11 C Capital work in progress**

Particulars	Leashold improvements
<b>Cost</b>	
<b>At April 1, 2020</b>	-
Additions	-
Transfer to FA	
Disposals	-
<b>At March 31, 2021</b>	-
Additions	3.25
Transfer to FA	-
Disposals	-
<b>At March 31, 2022</b>	<b>3.25</b>

Capital work in progress ageing schedule

Capital work in progress	Amount in CWIP for a period of				
	< 1year	1-2 years	2-3 year	More than 3 years	Total
Projects in progress	3.25				3.25
Projects temporarily suspended					

**11 D Intangible under development**

Particulars	Technology	Product proto-type	Total
<b>Cost</b>			
<b>At April 1, 2020</b>	97.18	4.46	101.64
Additions	72.46	48.59	121.05
Transfer to ITA	(81.98)	(17.70)	(99.68)
<b>At March 31, 2021</b>	<b>87.66</b>	<b>35.35</b>	<b>123.01</b>
Additions	-	785.33	785.33
Transfer to ITA	(87.66)	(684.22)	(771.88)
Amortised	-	(4.92)	(4.92)
<b>At March 31, 2022</b>	<b>-</b>	<b>131.54</b>	<b>131.54</b>

Intangible assets under development ageing schedule

Intangible assets under development	Amount in Intangible under development for a period of				
	< 1year	1-2 years	2-3 year	More than 3 years	Total
Projects in progress	128.32	3.22	-	-	131.54
Projects temporarily suspended	-	-	-	-	-

**CWD Limited****(Formerly known as CWD Innovation Limited)****Notes forming part of standalone financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

**12 Non- current investments**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
<b><u>Investments in Subsidiaries</u></b>		
9,998 Share of CWD Manufacturing Pvt Ltd, (PY 9,998 Shares) per Share of Rs. 10 each	1.00	1.00
10,000 Shares of CWD Innovation HK Ltd, (PY 10,000 Shares) per Share HKD 1 each	0.92	0.92
9,998 Share of SDG Global Pvt Ltd, (PY Nil Shares) per Share of Rs. 10 each	1.00	-
	<b>2.92</b>	<b>1.92</b>

**13 Deferred tax asset / (liability)**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Depreciation	(15.30)	(1.91)
Disallowance of expenses	5.69	0.51
Business loss	-	61.85
	<b>(9.60)</b>	<b>60.45</b>

**14 Long-term loans and advances**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
MAT credit entitlement	-	7.40
	<b>-</b>	<b>7.40</b>

**15 Other non current Assets**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Security Deposit	240.07	7.18
	<b>240.07</b>	<b>7.18</b>

**16 Inventories**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Finished goods	169.65	55.85
Raw material	543.30	189.57
	<b>712.95</b>	<b>245.42</b>

**17 Trade receivables**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Secured, Considered Good	-	-
Unsecured, Considered Good	135.85	57.12
Doubtful	-	-
Less: Provision for doubtful debts	-	-
	<b>135.85</b>	<b>57.12</b>

**Ageing of Trade Receivables as at 31st March 2022**

Particulars	Outstanding for following periods from due date of payment		
	Less than 6 months	More than 6 months	Total
(i) Undisputed Trade receivables – considered good	135.85	-	135.85
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-

**Ageing of Trade Receivables as at 31st March 2021**

Particulars	Outstanding for following periods from due date of payment		
	Less than 6 months	More than 6 months	Total
(i) Undisputed Trade receivables – considered good	57.12	-	57.12
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-

**18 Cash and cash equivalents**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Cash on hand	3.38	2.51
Balance with banks	483.81	0.48
	<b>487.19</b>	<b>2.99</b>

**19 Short-term loans and advances**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
		-
Balance with govt. authorities	100.33	13.93
Advance to creditors	36.97	29.23
Advance recoverable in Cash or kind	50.00	0.03
Inter Corporate Deposit	76.28	
	<b>263.59</b>	<b>43.19</b>

**20 Other current assets**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Prepaid expenses	3.04	-
	<b>3.04</b>	<b>-</b>

**21 Revenue from operations**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
<b>Sale of services</b>		
<u>Development charges and Professional fees</u>		
Local Sales	36.79	17.82
Export Sales	76.00	59.08
<b>Sale of products</b>		-
Local Sales	287.48	167.95
Export Sales	1,598	-
Less: Unearned Revenue	(515)	-
	<b>1,483.34</b>	<b>244.84</b>

**22 Other Income**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Forex gain	80.78	2.30
Interest	1.58	-
Shipping, freight, loading and unloading charges	0.68	-
Sundry balances written back	0.00	0.29
	<b>83.04</b>	<b>2.60</b>

**23 Cost of material consumed**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Opening Raw Material Stock	189.57	131.57
Add: Purchase of raw materials		
Electronic Components	831.23	124.26
Others including consumables and packing material	66.74	44.59
Less: Closing Stock of raw material	(543.30)	(189.57)
	<b>544.25</b>	<b>110.84</b>

**24 Changes in inventories of finished goods**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
<u>Inventories at the end of the year</u>		
Finished Goods	(169.65)	(55.85)
<u>Inventories at the beginning of the year</u>		
Finished Goods	55.85	8.94
	<b>(113.81)</b>	<b>(46.90)</b>

**25 Employee benefits expenses**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Salary	250.39	135.55
Less : Capitalised	(71.72)	(103.40)
Staff welfare	1.09	0.04
Gratuity	22.61	1.95
Employer's contribution towards PF and ESIC	2.06	-
	<b>204.43</b>	<b>34.15</b>

**26 Financial cost**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Interest Expenses	34.0	48.2
Less : Capitalised	-	(13.97)
Bank Charges	7.7	3.3
	<b>41.7</b>	<b>37.5</b>

**27 Other expenses**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Audit Fees (refer note 27 (a))	4.80	1.30
Business promotion expense	253.96	5.77
Computer expense	2.35	0.15
Courier and freight charges	1.57	1.90
Custom Duty	1.83	-
Electricity expense	1.30	1.07
Insurance expense	0.85	0.78
Job work charges	34.95	-
Legal & professional fees	12.49	16.27
Misc expense	1.80	1.52
Office expense	2.08	0.53
Petrol expense	0.07	0.01
Printing & stationary	1.11	0.40
Rent, rates & taxes	18.30	7.70
Repairs & maintainance	2.80	0.59
Sundry Balance written off	0.71	-
Transportation expenses	8.66	0.60
Travelling expense	11.96	0.84
	<b>361.57</b>	<b>39.43</b>

**27(a) Payment to auditors**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Audit fee	4.50	1.00
Tax audit Fees	0.30	0.30
	<b>4.80</b>	<b>1.30</b>

**28 Earnings per share (EPS)**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Profit/ ( Loss) After Tax</b>	293.47	108.46
Weighted average number of equity shares in calculating basic EPS		
Equivalent Weighted Avg number of Equity Shares at the end of the year	31.66	27.48
Diluted Weighted Avg number of Equity Shares at the end of the year / period	31.66	27.48
<b>Earnings Per Share</b>		
Basic EPS	9.27	3.95
Diluted	9.27	3.95

**29 Related party disclosures:**

**a. Names of related parties and related party relationship**

Name of the Party	Description of Relationship
<b><u>Key managerial personnel</u></b>	
Tejas Ramniklal Kothari	Jt. Managing Director & CFO
Siddhartha Xavier	Jt. Managing Director & CTO
Aditya Xavier	Director
Amishi Tejas Kothari	Director
<b><u>Subsidiaries</u></b>	
CWD Innovation HK Ltd	100 % Subsidiary
CWD Manufacturing Pvt Ltd	99.98 % Subsidiary
SDG Global Pvt Ltd	99.98 % Subsidiary
<b><u>Enterprise over which directors have significant influence.</u></b>	
Krrish Tejas Kothari	Relative of KMP
Falguni Dedhia	Relative of KMP
Krish Impex LLP	LLP in which Tejas Kothari is a designated partner

**b. Related party transactions**

Name of the Party	Nature of Transactions	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Tejas Ramniklal Kothari	Loan taken	115.96	171.32
Tejas Ramniklal Kothari	Loan repaid	221.73	418.00
Tejas Ramniklal Kothari	Share allotment	-	244.48
Tejas Ramniklal Kothari	Interest on loan	1.43	11.26
Tejas Ramniklal Kothari	Deposit for office	200.00	-
Siddhartha Xavier	Loan taken	2.92	1.00
Siddhartha Xavier	Loan repaid	12.94	2.00
Siddhartha Xavier	Interest on loan	0.48	1.18
Amishi Tejas Kothari	Loan taken	12.78	-
Amishi Tejas Kothari	Loan repaid	49.77	-
Amishi Tejas Kothari	Interest on loan	1.96	4.01
Krrish Kothari	Reimbursement	-	0.11
Krish Impex LLP	Loan taken	3.94	3.00
Krish Impex LLP	Loan repaid	4.04	3.00
Krish Impex LLP	Reimbursement	0.03	-

Krish Impex LLP	Interest on loan	-	0.20
Krish Impex LLP	Corporate Guarantee	-	200.00
Falguni Dedhia	Rent	-	1.16

Name of the Party	Nature of Transactions	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
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**Remmuneration to KMP**

Tejas Ramniklal Kothari		66.66	24
Siddhartha Xavier		66.66	24
Aditya Xavier		31.56	25.2

**b. Outstanding balances**

Name of the Party		March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Tejas Ramniklal Kothari	Deposit given	200.0	-
Tejas Ramniklal Kothari	Unsecured loan	2.8	107.1
Siddhartha Xavier	Unsecured loan	1.0	10.5
Amishi Tejas Kothari	Unsecured loan	1.9	36.9
Krish Impex LLP	Payable	-	0.1
CWD Innovation HK Ltd	Payable	87.8	2.1
CWD Manufacturing Pvt Ltd	Payable	-	0.2
CWD Innovation HK Ltd	Investment	0.9	0.9
CWD Manufacturing Pvt Ltd	Investment	1.0	1.0
SDG Global Pvt Ltd	Investment	1.0	-

**30 Information regarding Foreign Exchange earnings and expenditure :**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Earning in foreign exchange	1,159.07	59.08
<u>Expenditure in foreign exchange</u>		-
Imports	791.59	105.68
Travelling	10.24	-

**31 Foreign Currency Balance:**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Advance for raw material	15.86	60.64
Trade payables	162.24	22.74
Trade receivables	11.98	-

	March 31, 2022 Amount in USD	March 31, 2021 Amount in USD
Advance for raw material	0.21	0.83
Trade payables	2.14	0.31
Trade receivables	0.16	-

**32 Contingent Liabilities:**

(To the extent not provided for)

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Disputed TDS demand	1.02	0.79
	<b>1.02</b>	<b>0.79</b>

**33 Employee Benefit Expenses**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>a) Reconciliation of defined benefit obligation:</b>		
Present value of DBO at start of year	7.24	-
Current Service Cost	3.70	1.77
Interest cost	0.49	-
Benefits paid	(0.10)	-
Past service cost	-	3.51
Acturial Gain /(Loss) gain	11.29	-
Present value cost	<b>22.61</b>	<b>5.28</b>
<b>b) Expenses recognised in Profit &amp; Loss Account</b>		
Current Service Cost	3.70	1.77
Interest cost	0.49	-
Benefits paid	(0.10)	-
Past service cost	-	-
Acturial Gain /(Loss) gain	11.29	-
Present value cost	<b>15.38</b>	<b>1.77</b>
<b>c) Net liability /(assets) recognised in Balance Sheet</b>		
Present value of DBO	29.42	5.28
Fair value of Plan Assets	-	-
Net Liability/ (Assets)	0.00	5.28
Less: Unrecognised Past Service Cost	-	-
Liability /(assets) recognised in Balance Sheet	0.00	5.28
Of Which Short Term Provision	<b>0.43</b>	<b>0.03</b>

**34 Reconciliation of Current Assets**

Period	Particulars of Security provided	Amount as per books	Amount as per Stock statement	Difference	Reasons
April-21 to June-21	Inventories	269.72	269.72	-	NA
April-21 to June-21	Trade Receivables	12.80	12.80	-	NA
July-21 to Sept-21	Inventories	396.78	396.78	-	NA
July-21 to Sept-21	Trade Receivables	42.95	42.98	0.03	Difference due to valuation of debtors in foreign currency
Oct-21 to Dec-21	Inventories	773.91	773.89	(0.02)	Some item was skipped to be submitted
Oct-21 to Dec-21	Trade Receivables	39.13	38.97	(0.16)	Reimbursements receivable from debtors not included in stock statement
Jan-22 to March-22	Inventories	712.95	712.95	-	NA
Jan-22 to March-22	Trade Receivables	135.85	135.67	(0.18)	Reimbursements receivable from debtors not included in stock statement



**35 Ratios and basis of ratios**

Sr. No.	Ratio	Numerator	Denominator	Current Year	Previous Year	% variance	Reason for Variance
1	Current Ratio	Total current assets	Total current liabilities	1.51	0.98	54.22%	Current assets have significantly improved causing betterment of ratio
2	Debt-Equity Ratio	Debt consists of Short Term as well as Long Term Borrowings	Total equity	0.15	1.92	-91.99%	Equity infusion and accumulated reserves increase has led to improvement in the ratio
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Depreciation and Amortisation + Finance Cost	Debt service = Interest Paid + Principal repayments	2.09	0.37	466.87%	Improved earnings has led to improvement in the ratio
4	Return on Equity Ratio	Net Profit After Tax	Total equity	15.47%	101.83%	-84.81%	Increase in capital base has caused decrease in the ratio
5	Inventory turnover ratio	Revenue from operations	Average Inventory	3.10	1.27	143.96%	Average inventory has increased causing increase in the ratio
6	Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	15.37	4.03	281.49%	Average trade receivables has increased causing increase in the ratio
7	Trade payables turnover ratio	Net Purchases	Average trade payables	4.82	2.51	91.94%	Average trade payables has increased causing increase in the ratio
8	Net capital turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	2.72	(51.87)	-105.25%	Increase in average working capital has led to increase in the ratio

9	Net profit ratio	Net Profit After Tax	Revenue from operations	19.78%	44.30%	-55.34%	Company has been able to achieve about 500% jump in turnover for which significant spending has been done on marketing and employee cost
10	Return on Capital employed	Profit before tax and finance costs	Capital employed = Total Equity - Intangible Assets + Non Current Borrowings + Current Borrowings + Deferred Tax Liability	58.52%	58.31%	0.42%	N/A
11	Return on investment	Dividend	Average Value of Investments in Equity Instruments	0.00%	0.00%	0.00%	N/A

**36 Transactions with Strike Off Companies:**

The Company did not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year.

- 37** (i) The Company completed initial public offer ("IPO") of 10,00,800 equity shares of Rs. 10/- each at a price of Rs. 180/- consisting of fresh issue of 8,50,800 equity shares and offer for sale of 1,50,000 equity shares. The equity shares of the company got listed on BSE Startup Segment under SME platform of BSE Limited on October 13, 2021.

(ii) The company has issued and allotted 8,50,800 equity shares Of Rs. 10 Each at price of Rs. 180 Per Share through Initial Public Offer Aggregating To Rs. 1,531.44 Lakhs. The Net issue proceedings excluding expenses are 1,483.44 Lakhs. The details of utilization of the net IPO proceeds is mentioned Below:

Particulars	Amount (Rs. In Lacs)
Security Deposit towards acquisition of Registered Office on a long term lease basis	200.00
Funding Working Capital requirements	929.70
General Corporate Purpose	353.74
<b>Total</b>	<b>1,483.44</b>

**Notes forming part of standalone financial statements**

**38 Information :**

- (i) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (ii) The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.  
period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds (other than disclosed in Financials) to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received (other than disclosed in Financials) any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not 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.
- (viii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

**39 Previous Year Figures :**

Previous year figures have been regrouped to comply with current year groupings.

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

As per our report of even date

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 0128920W**

**For and on behalf of the Board of Directors of**  
**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**

**Sd/-**

**Sd/-**

**Sd/-**

**Yashesh Shroff**  
**Partner**  
**Membership No. 103277**

**Tejas R. Kothari**  
**Jt. Managing Director & CFO**  
**DIN: 01308288**

**Siddhartha Xavier**  
**Jt. Managing Director & CTO**  
**DIN: 03166884**

**Place: Mumbai**  
**Date: 26-Aug-2022**

**Place: Mumbai**  
**Date: 26-Aug-2022**

## INDEPENDENT AUDITORS' REPORT

To,

**The Members of CWD Limited (Formerly known as CWD Innovation Limited)**

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

### Opinion

We have audited the accompanying Consolidated financial statements of **CWD Limited (Formerly known as CWD Innovation Limited) (hereinafter referred to as the "Holding Company")** (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at **31/03/2022**, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow for the year then ended, and Notes to the Consolidated Financial Statements, including a summary of the significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated 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 consolidated state of affairs of the Group, its subsidiaries as at **31/03/2022**, its consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its subsidiaries in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matters paragraph below, other than the unaudited financial statements/ financial information as certified by the management and referred to in paragraph 17, is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, for the year ended 31st March 2022 and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The result of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key Audit Matters	How our audit addressed the key audit matters
<b>Capitalization of development costs</b> <p>The company's ability to generate revenue is linked to capitalized development costs in respect of ingredients for the company's products. These are included in the Balance sheet as intangible assets &amp; ITA under development (collectively referred to as "ITA"). The company conducts significant level of development activities and has to apply judgement in identifying projects meeting the criteria for capitalization under the requirement of accounting standards and to capture accurate time and cost information for those projects.</p> <p>The total carrying value of ITA at 31<sup>st</sup> March, 2022 is Rs. <u>1017.57</u> lacs as shown in the Balance Sheet at Note <u>11B</u>, of which Rs. <u>153.57</u> lacs relate to base technology and Rs. <u>864.00</u> lacs relate to product development.</p> <p>The carrying value of ITA is particularly judgmental given its dependency on forecasts of revenue growth, contribution margins and required rate of return.</p> <p>We included capitalization of development costs as a key audit matter because if the company is unable to generate revenue and produce sustainable operating cashflows, this affects the carrying values of its key ITA.</p>	<p>Our procedures in relation to capitalization of development costs included: -</p> <ul style="list-style-type: none"> <li>• Evaluating the appropriators of the revenue forecasts, operating cash flows submitted by the company to its bankers;</li> <li>• Performing sensitivity analysis on revenue growth assumptions to assess the impact on forecasted cash flows;</li> <li>• Testing managements controls over capitalization of development costs;</li> <li>• Evaluating the nature of the type of the expenses incurred that are capitalized into intangible assets;</li> <li>• Assessing the reasonableness of the capitalization based on our knowledge of the business and industry; and</li> <li>• Evaluating the appropriators of expenses capitalized, on a sample basis, by agreeing the material costs, overheads and man-hours incurred to external invoices and internal time sheets and payroll records.</li> </ul>

## Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding company's annual accounts but does not include the Consolidated financial statements and our auditor's report thereon.

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 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.

If, based on the work we have performed and the reports of the other auditors as furnished to us, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its subsidiaries in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the Companies included in the Group and of its subsidiaries are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its subsidiaries are responsible for assessing the ability of the Group and of its subsidiaries to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated 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 Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its subsidiaries to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its subsidiaries to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its subsidiaries to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements/special purpose financial information of all three subsidiaries whose financial statements/special purpose financial information reflect total assets of ₹ 89.77 lakhs as at March 31, 2022, total revenue of ₹ 87.53 lakhs, total net profit after tax of ₹ 16.92 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The consolidated financial statements also include the Group's share of net loss of ₹ 16.92 lakhs in respect of all three subsidiaries whose financial statements/special purpose financial information have not been audited by us. These financial statements/special purpose financial information have been audited by other auditor/independent firm of accountants whose reports have been furnished to us by the other auditors/Management, and our opinion on the Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries is based solely on the report of the other auditors/independent firm of accountants (as the case may be).

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 reports of other auditors, the financial statements/ financial information certified by the Management and the non-availability of financial information.

Our opinion on the consolidated financial statements is not modified in respect of the above matter.

### **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 in terms of Section 143(11) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies incorporated in India, there are no matters which require reporting as specified in paragraph 3(xxi) of the Order. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
  - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
  - (j) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (k) 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 relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.



- (l) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (m) On the basis of the written representations received from the directors of the Holding Company as on **31/03/2022** taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, its subsidiary Company incorporated in India is disqualified as on **31/03/2022** from being appointed as a director in terms of Section 164 (2) of the Act.
  - (n) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**".
  - (o) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - (p) 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:
    - vi. The Consolidated Financial Statements disclosed the impact on the consolidated financial position of the Group and its subsidiaries to the Consolidated financial statements – refer note no 31 to the consolidated financial statement.
    - vii. The Group, its subsidiaries did not have any long-term contracts including derivative contracts as on March 31, 2022 for which there were any material foreseeable losses as required under the applicable law or accounting standards
    - viii. There are no amounts which are required to be transferred to the investor education and protection fund by the holding company to its subsidiary incorporated in India during the year March 31, 2022.
    - ix. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.
  - x. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.
19. In our opinion and according to the information and explanations given to us and based on the report of the statutory auditor of the subsidiary company incorporated in India and which is not audited by us,





the remuneration paid by the Holding company and its subsidiary companies to its directors is in accordance with the provisions of section 197 of the Act.

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**Firm Registration Number.: 0128920W**

**Sd/-**

**Yashesh Shroff**  
**Partner**  
**Membership Number: 103277**  
**UDIN: 22103277AQUYSV7594**

**Place: Mumbai**  
**Date: 26<sup>th</sup> August, 2022**

**“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of CWD Limited (Formerly Known as CWD Innovation Limited).**

**Report on the Internal Financial Controls 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 CWD Limited (Formerly Known as CWD Innovation Limited) (hereinafter referred to as “the Holding company”) as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated financial statements of Holding company and such companies incorporated in India under Companies Act 2013, which are subsidiary companies as on that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such financial controls were operating effectively as on March 31, 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essentials components of such internal controls 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”).

**Management’s Responsibility for Internal Financial Controls**

The respective Company’s management the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components 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 respective 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India (ICAI). Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to consolidated financial statements.

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

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements

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

#### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

#### **Other Matters**

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 in so far as it relates to one subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India. Our opinion is not qualified in respect of this matter.

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**Firm Registration Number.: 0128920W**

**Sd/-**

**Yashesh Shroff**  
**Partner**  
**Membership Number: 103277**  
**UDIN: 22103277AQUYSV7594**

**Place: Mumbai**  
**Date: 26<sup>th</sup> August, 2022**

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**Consolidated Balance Sheet as at 31st March 2022**

Particulars	Note No	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' funds</b>			
(a) Share capital	3	361.14	276.06
(b) Reserves and surplus	4	1,608.39	(115.39)
(c) Foreign Translation Reserve			
(d) Minority interest (refer note no. 35)		0.00	0.00
(2) <b>Non- current liabilities</b>			
(a) Long-term borrowings	5	102.40	205.23
(b) Deferred tax liability	12	9.61	-
(c) Long-term provisions	6	29.42	7.14
(3) <b>Current liabilities</b>			
(a) Short-term borrowings	7	197.80	227.38
(b) Trade payables:-	8		
(A) total outstanding dues of micro enterprises and small enterprises; and		22.55	5.35
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		171.70	125.00
(c) Other current liabilities	9	551.00	29.04
(d) Short-term provisions	10	33.45	15.04
<b>TOTAL</b>		<b>3,087.46</b>	<b>774.86</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) Property, Plant and Equipment	11		
(i) Tangible assets	11A	90.44	1.98
(ii) Intangible assets	11B	1,017.57	122.91
(iii) Capital work in progress	11C	3.25	
(iv) Intangible under development	11D	131.54	123.01
(b) Deferred tax asset	12	-	60.45
(c) Long-term loans and advances	13	-	7.40
(d) Other non current assets	14	240.07	7.18
(2) <b>Current assets</b>			
(a) Inventories	15	712.95	308.13
(b) Trade receivables	16	135.85	66.30
(c) Cash and cash equivalents	17	489.15	4.07
(d) Short-term loans and advances	18	263.60	73.42
(e) Other current assets	19	3.04	-
<b>TOTAL</b>		<b>3,087.46</b>	<b>774.85</b>
Statement of significant accounting policies	2		

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

As per our report of even date

**For Shah Shroff & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 0128920W**

**For and on behalf of the Board of Directors of**  
**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**

Sd/-

Sd/-

Sd/-

**Yashesh Shroff**  
**Partner**  
**Membership No. 103277**

**Tejas R. Kothari**  
**Jt. Managing Director & CFO**  
**DIN: 01308288**

**Siddhartha Xavier**  
**Jt. Managing Director & CTO**  
**DIN: 03166884**

**Place: Mumbai**  
**Date: 26-Aug-2022**

**Place: Mumbai**  
**Date: 26-Aug-2022**

**CWD Limited****(Formerly known as CWD Innovation Limited)**

(Amount ₹ in lakhs, unless otherwise mentioned)

**Consolidated Profit and loss statement for the year ended 31st March 2022**

Particulars	Note No	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
I. Revenue from operations	20	1,501.80	338.63
II. Other Income	21	83.11	2.58
III. <b>Total Revenue (I + II)</b>		<b>1,584.91</b>	<b>341.21</b>
IV. <b>Expenses</b>			
Cost of material consumed	22	538.64	232.52
Changes in inventories of finished goods	23	(113.81)	(109.31)
Employee benefits expenses	24	204.43	34.15
Depreciation and amortization expense	11	127.89	18.89
Financial cost	25	43.47	38.49
Other expenses	26	365.74	41.87
<b>Total expenses</b>		<b>1,166.36</b>	<b>256.60</b>
<b>Profit before exceptional items and tax (III - IV)</b>		<b>418.54</b>	<b>84.62</b>
VI. <b>Exceptional items</b>			
Prior period income / (expenses)		-	(6.48)
VII. <b>Profit before tax (V - VI)</b>		<b>418.54</b>	<b>78.14</b>
VIII. <b>Tax expenses</b>			
(1) Current tax		(30.08)	(10.00)
(2) Deferred tax		(70.05)	61.03
(3) Earlier years		(8.31)	-
(3) MAT credit entitlement		-	7.40
IX. <b>Profit / (Loss)</b>		<b>310.10</b>	<b>136.56</b>
X. <b>Earnings per equity share</b>			
(1) Basic (Face value per share Rs.10/-)		9.79	4.98
(2) Diluted		9.79	4.98
Statement of significant accounting policies	2		

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

As per our report of even date

**For Shah Shroff & Associates****Chartered Accountants****Firm Registration Number: 0128920W****For and on behalf of the Board of Directors of****CWD Limited****(Formerly known as CWD Innovation Limited)****Sd/-****Sd/-****Sd/-****Yashesh Shroff****Partner****Membership No. 103277****Tejas R. Kothari****Jt. Managing Director & CFO****DIN: 01308288****Siddhartha Xavier****Jt. Managing Director & CT****DIN: 03166884****Place: Mumbai****Date: 26-Aug-2022****Place: Mumbai****Date: 26-Aug-2022**

**CWD Limited****(Formerly known as CWD Innovation Limited)**

(Amount ₹ in lakhs, unless otherwise mentioned)

**Consolidated Cash Flow statement for the year ended 31st March 2022**

Particulars	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b><u>Cash flow from operating activities</u></b>		
<b>Profit before tax and exceptional items</b>	<b>418.54</b>	<b>84.62</b>
Profit before tax from dis-continuing operations	-	-
<b>Profit before tax</b>	<b>418.54</b>	<b>84.62</b>
<b><u>Non-cash adjustment to reconcile profit before tax to net cash flows</u></b>		
Depreciation/ amortization on continuing operation	127.89	18.89
Unrealized foreign exchange loss/ (gain)	12.80	0.05
Prior Period Expenses		(6.48)
Interest expense	34.12	38.49
Interest income	(1.65)	(0.01)
<b>Operating profit before working capital changes</b>	<b>591.70</b>	<b>135.55</b>
<b>Movements in working capital :</b>		
Increase/ (decrease) in trade payables	63.52	81.81
Increase / (decrease) in long-term provisions	22.28	7.14
Increase / (decrease) in short-term provisions	18.40	12.57
Increase/ (decrease) in other current liabilities	521.96	12.43
Increase/ (decrease) in other long-term liabilities		-
Increase/ (decrease) in Translation Reserve	1.74	-
Decrease/(Increase) in other current assets	(3.04)	0.67
Decrease / (increase) in trade receivables	(70.25)	(1.80)
Decrease / (increase) in inventories	(404.82)	(167.32)
Decrease / (increase) in long-term loans and advances	7.40	(0.15)
Decrease / (increase) in Deferred Tax		(61.03)
Decrease / (increase) in other non-current assets	(232.89)	(7.18)
Decrease / (increase) in short-term loans and advances	(201.89)	(32.42)
<b>Cash generated from / (used in) operations</b>	<b>314.11</b>	<b>(19.72)</b>
Direct taxes paid (net of refunds)	(38.39)	58.43
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>275.73</b>	<b>38.70</b>
<b><u>Cash flows from investing activities</u></b>		
Purchase of fixed assets, including CWIP and capital advances	(1,122.78)	(131.68)
Interest received	1.65	0.01
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(1,121.13)</b>	<b>(131.67)</b>

**Cash flows from financing activities**

Repayment of share application money		
Proceeds from issuance of share capital	1,531.44	244.48
Proceeds from long-term borrowings	-	28.45
Proceeds from current maturity of Long Term Borrowing	(102.83)	24.96
Repayment of long-term borrowings	-	(210.48)
Repayment of Short-term borrowings	(29.58)	-
Proceeds from short-term borrowings	-	18.97
Share Issue Expenses	(34.43)	-
Interest paid	(34.12)	(38.49)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>1,330.48</b>	<b>67.89</b>

**Net increase/(decrease) in cash and cash equivalents (A + B + C)**

Effect of exchange differences on cash & cash equivalents held in foreign currency		
Cash and cash equivalents at the beginning of the year	4.07	29.16
<b>Cash and cash equivalents at the end of the year</b>	<b>489.15</b>	<b>4.08</b>

**Components of cash and cash equivalents**

Cash on hand	4.39	3.58
With banks- on current account	484.76	0.50
<b>Total cash and bank balances</b>	<b>489.15</b>	<b>4.08</b>
Less: Fixed Deposits (under lien)	-	-
<b>Cash &amp; Cash Equivalents in Cash Flow Statement:</b>	<b>489.15</b>	<b>4.08</b>

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

As per our report of even date

**For Shah Shroff & Associates**

**Chartered Accountants**

**Firm Registration Number: 0128920W**

Sd/-

**Yashesh Shroff**

**Partner**

**Membership No. 103277**

**Place: Mumbai**

**Date: 26-Aug-2022**

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

**CWD Innovation Limited**

**(Formerly known as CWD Innovation Private Limited)**

Sd/-

**Tejas R. Kothari**

**Jt. Managing Director & CFO**

**DIN: 01308288**

**Place: Mumbai**

**Date: 26-Aug-2022**

Sd/-

**Siddhartha Xavier**

**Jt. Managing Director & CTO**

**DIN: 03166884**

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**

**Notes forming part of consolidated financial statements**

**I. Corporate Information**

CWD Limited ('the Company'), having its registered office in Mumbai, Maharashtra was incorporated on May 30, 2016. CWD stands for Connected Wireless Devices. Our Company is Information and Communication Technology (ICT) based company that designs, develops and sells integrated solutions combining the power of software and electronics. Our Company is registered as a start-up with MSME/DIPP bearing certificate No. DIPP1963. Our company got listed on the BSE-SME exchange , startup platform on 13<sup>th</sup> October 2021.

**II. Significant Accounting Policies**

**1. Basis of Consolidation**

The Company consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company and its subsidiaries ("the Group"). Control exists when the Parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- a) the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- b) potential voting rights held by the Company, other vote holders or other parties;
- c) rights arising from other contractual arrangements; and
- d) Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meeting.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Profit or Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Whenever necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Details of subsidiary companies considered in the consolidated accounts:

Particulars	Extent of ownership/ control	
	As at March 31, 2022	As at March 31, 2021
CWD Manufacturing Pvt. Ltd. ("CMPL")	99.80%	99.80%
SDG Global Pvt. Ltd. ("SDG")	99.80%	99.80%
CWD Innovations HK Limited ("CIHKL")	100.00%	100.00%



## **Basis of preparation of Consolidated Financial Statements**

The financial statements have been prepared on the basis of a going concern assumption, on historical cost convention and on accrual method of accounting in accordance with the generally accepted accounting principles in India, Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable and the provisions of the Companies Act, 2013 as adopted consistently by the Company. Accounting policies adopted in the preparation of consolidated accounts: The consolidated accounts related to CWD Innovation Limited (Holding Company) and its subsidiaries namely (1) CWD Manufacturing Pvt. Ltd. ("CMPL") and (2) CWD Innovations HK Limited ("CIHKL") (hereinafter collectively referred as "Subsidiary Companies"), have been prepared in accordance with AS - 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

The Consolidated Financial Statements have been prepared based on line-by-line consolidation by adding together the book values of each & every item like Assets, Liabilities, Income and Expenses as per the accounts of the Holding Company and its Subsidiary Company and intra group balances/ intra group transactions have been eliminated.

The difference between the cost of Investment in the subsidiaries over the Net Assets at the time of acquisition of shares in the Subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be. The Consolidated Financial Statements have been prepared using uniform policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the holding company's individual accounts.

## **Current events and actions, actual results could differ from these estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### **2. Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although, these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets & liabilities in future period.

### **3. Property Plant and Equipment:**

#### **i. Tangible Assets**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Office equipments	5 years
Computers	3 years
Car	5 years

#### **i. Intangible Assets (including Intangible under development)**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis,

from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. Research costs are expensed as incurred.

#### Internally-generated intangible assets

An internally-generated intangible asset arising from development is recognized if, and only if, all the followings have been demonstrated:

- The technical feasibility of completing the intangible assets so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset and
- The ability to measure reliably the expenditure attributable to the intangible asset during the development.

Internally generated intangible assets comprise of Core Technology and Product Designs and Development.

The amount initially recognized for Core Technology is the sum of expenditure incurred towards salaries of the concerned employees connected towards development of the said Core Technology and have been attributed to respective Core Technology based upon management judgements from the date when the intangible asset first meets the recognition criteria listed above.

The amount initially recognized for Product Designs and Development is the sum of expenditure incurred towards salaries of the concerned employees connected towards development of the said Product Designs and development attributed to respective Product Designs and Development based upon management judgements, amount of direct expenditure incurred towards development of the components of the designs by the vendors and other expenses incurred from the date when the intangible asset first meets the recognition criteria listed above.

The estimated useful lives of intangible assets are as follows:

Core technology	6 Years
Product designs and development	3 Years

#### **4. Inventories:**

Items of inventories are valued at lower of cost, computed on first in first out basis and net realizable value. Such costs include material cost and other costs incurred in bringing the goods to their present location and condition. Goods in transit are valued at cost, which represents the costs incurred up to the stage at which the goods are in transit.

#### **5. Foreign Currency Transactions**

##### **i. Initial recognition:**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the standard exchange rate determined at the transaction date.

##### **ii. Conversion:**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a

foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences:

The Company accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as below:

- Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

**6. Revenue Recognition:**

- i. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and it can be reliably measured.
- ii. Revenue for fixed-price contracts is recognised using percentage-of-completion method. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine degree of completion of the performance obligation.

Unearned revenue represents billings in excess of revenues. Costs incurred in relation to unearned revenue are considered as an part of inventory.

- iii. Revenue from domestic sales is recognized on dispatch, which coincides with transfer of significant risks and rewards to customers and stated net of taxes and returns, as applicable. Revenue from exports is recognized when the significant risks and rewards of ownership of goods have been passed to customers.
- iv. Income from other services rendered is recognized on due dates of the relevant contracts and is exclusive of tax, wherever recovered.

**7. Employee Benefits**

1. The company accounts for salaries on accrual basis. There are no other obligations for the company to the contribution payable as provident funds. But the company provides HRA as per guidelines under prescribed rules.
2. The Company have provided for its Gratuity obligation from current year. The present value of the obligation of gratuity is determined based on an actuarial valuation conducted by an independent actuary, using the projected unit credit method. Actuarial gains and losses on such valuation are recognized immediately in the Statement of Profit and Loss.

**8. Research and development:**

All Research cost are expenditure for the year incurred. However, research and development costs are capitalized once the “asset” being developed has met requirements of technical and commercial feasibility to signal that the intangible Development likely to either be brought to market or sold.

**9. Earnings per Share:**

The basic earnings per share is computed by dividing the net profit or loss attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) and the weighted average number of equity shares outstanding during the year are adjusted for effects of all dilutive potential equity shares, except where the results are anti-dilutive. The number of shares and potentially dilutive equity shares are adjusted for share splits and bonus shares issued including for changes effected prior to the approval of the financial statements by the Board of Directors.

## **10. Accounting for Taxes:**

### Current Tax:

Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

### Deferred Tax:

Deferred tax liabilities are recognized for all taxable temporary difference

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that that taxable profit will be available against which the deductible temporary differences, and carry forward of unused tax credit and unused tax losses can be utilized.

## **11. Provisions, Contingent Liabilities & Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the Notes to the Financial Statements. Contingent assets are neither recognized nor disclosed in the Financial Statements.

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of consolidated financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**3 Share capital**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Authorized Share Capital</b>		
50,00,000 equity shares of Rs.10 each	500.00	500.00
<b>Issued, subscribed and fully paid-up shares</b>		
36,11,400 equity shares (PY: 27,60,600 ) of Rs.10	361.14	276.06
	<b>361.14</b>	<b>276.06</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	March 31, 2022		March 31, 2021	
	Nos	Amount	Nos	Amount
At the beginning of the period	2,760,600	276.06	327,500	32.75
Add: Issued during the period				-
Initial Public Offer	850,800	85.08	-	-
Rights issued to shareholders	-	-	317,500	31.75
Bonus issued to shareholders	-	-	2,115,600	211.56
Outstanding at the end of the period	3,611,400	361.14	2,760,600	276.06

**(b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Details of shareholders holding more than 5% shares in the company**

	March 31, 2022		#REF!	
Name of the shareholder	Nos	% holding in the class	Nos	% holding in the class
Tejas R. Kothari	1,305,270	36.14%	1,380,300	50.00%
Siddhartha Xavier	1,305,270	36.14%	1,380,300	50.00%

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.

**(d) Aggregate number of bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

Particulars	Bonus shares	Shares issued for consideration other than cash	Shares bought back
2020-21	21.156	-	-
2019-20	-	-	-
2018-19	-	-	-

2017-18	-	-	-
2016-17	-	-	-

Disclosure of Shares held by promoters at the end of the current year

Promoter Name	Sahres held by promoter				
	March 31,2022		March 31,2021		% change during the year
	No of shares	% of total shares	No of shares	% of total shares	
Tejas R. Kothari	1,305,270	36.14%	1,380,300	50.00%	-13.86%
Siddhartha Xavier	1,305,270	36.14%	1,380,300	50.00%	-13.86%

#### 4 Reserves and surplus

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
(i) <b>Securities premium account</b>		
Opening balance	1.17	-
Add: Premium on issue of equity shares	1,446.36	212.73
Less: Amounts utilized toward issue of fully paid bonus shares	-	(211.56)
Less: Amounts utilized toward share issue expenses	(34.43)	
<b>Closing Balance</b>	<b>1,413.10</b>	<b>1.16</b>
(ii) <b>Foriegn Translation Reserve</b>		
Opening balance	0.71	1.12
Add/(Less): Adjustment for the year	1.74	(0.41)
<b>Closing Balance</b>	<b>2.46</b>	<b>0.71</b>
(iii) <b>Surplus/ (deficit) in the statement of profit and loss</b>		
Opening balance	(117.26)	(253.83)
Add: Profit for the year	310.10	136.56
<b>Net surplus in the statement of profit and loss</b>	<b>192.84</b>	<b>(117.26)</b>
<b>Total</b>	<b>1,608.39</b>	<b>(115.39)</b>

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of consolidated financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**5 Long-term borrowings**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b><u>A. Secured</u></b>		
Term loans from bank	95.67	45.97
Less: Current maturities of long term debt	(6.79)	(20.45)
(Amount disclosed under the head 'short term borrowings' refer note no. 7)		
<b>A.....</b>	<b>88.88</b>	<b>25.52</b>

**Details of Secured Loans**

Particulars	Union Emergency credit line from Union Bank of India	Car loan from Diamler Financial Services Private Limited
Purpose	Business	Business
Loan amount	31.00	68.00
Tenure	48 months	48 months
Repayment schedule - Number of EMI's / Monthly instalments	36	18
Amount of EMI/Monthly instalments	86,111	111,111
Interest rate	7.50%	8.00%

**Security for Union Bank of India:**

Primary:

Hypothecation of stocks and book debts

Collateral:

- Gala no F-34, First Floor, Top Class Enclave Industrial Estate, Vasai East, Palghar, Maharashtra
- Assignment of LIC policies of Tejas Kothari
- Partly covered under CGTSME Hybrid Security Model

Guarantee:

Personal Guarantee of Tejas Kothari, Sidhartha Xavier, Amishi Kothari and Corporate Guarantee of Krish Impex LLP

**Security for Diamler Financial Services**

Underlying asset i.e. Mercedes Car

**B. Unsecured**

Term loans from bank and financial institutions	0.00	29.45
Less: Current maturities of long term debt	-	(4.51)
(Amount disclosed under the head 'other current liabilities' refer note no. 9)	-	-
Directors and relatives	13.52	154.76

**B.....** **13.52** **179.70**

**Unsecured term loans taken from Bank and financial institutions :**

Particulars	Bajaj Finance Ltd
Purpose	Business
Loan amount	15.24
Tenure	60 months
Repayment schedule - Number of equated monthly installments	60
Amount of equated monthly installment	22,857
Interest rate	18.00%
<b>Total Long-term borrowings (A + B) .....</b>	<b>102.40</b> <b>205.23</b>

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of consolidated financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**6 Long-term provisions**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Provision for gratuity (refer note 32)	29.42	7.14
	<b>29.42</b>	<b>7.14</b>

**7 Short-term borrowings**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Secured</b>		
Cash credit facility from bank	191.01	202.42
Current maturities of long term debts (Refer note 5)	6.79	24.96
	<b>197.80</b>	<b>227.38</b>

The above cash credit facility from Union Bank of India is secured by following securities:

Primary:

Hypothecation of stocks and book debts

Collateral:

- Gala no F-34, First Floor, Top Class Enclave Industrial Estate, Vasai East, Palghar, Maharashtra
- Assignment of LIC policies of Tejas Kothari
- Partly covered under CGTSME Hybrid Security Model

Guarantee:

Personel Guarantee of Tejas Kothari, Sidhartha Xavier, Amishi Kothari and Corporate Guarantee of Krish Impex LLP.

**8 Trade payables**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Creditors</b>		
-for raw material and others	68.25	123.74
-for expenses	126.00	6.60
	<b>194.25</b>	<b>130.35</b>

Trade Payable ageing schedule as at 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	22.55	-	-	-	-	22.55
(ii) Others	158.79	4.74	1.67	6.49	-	171.70
(iii) Disputed dues – MSME						
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>TOTAL</b>	<b>181.35</b>	<b>4.74</b>	<b>1.67</b>	<b>6.49</b>	<b>-</b>	<b>194.25</b>



Trade Payable ageing schedule as at 31st March, 2021

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	5.35	-	-	-	-	5.35
(ii) Others	16.22	102.42	6.36	-	-	125.00
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>TOTAL</b>	<b>21.57</b>	<b>102.42</b>	<b>6.36</b>	<b>-</b>	<b>-</b>	<b>130.35</b>

Micro, Small and Medium enterprises have been identified by the company on the basis of the information available.

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Dues remaining unpaid	-	-
a) Principal	22.55	5.35
Interest on the above	-	-
b) Interest paid in terms of Section 16 of the act along with amount of payment made to the supplier beyond the appointed paid during the year	-	-
Principal paid beyond the appointed date	-	-
Interest paid in terms of Section 16 of the act	-	-
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
d) Further interest due and payable even in the succeeding years, until such date when the 'interest due as above are actually paid to the small enterprises	-	-
e) Amount of interest accrued and remaining unpaid as at 31st March	-	-

**9 Other current liabilities**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Statutory dues payable	16.38	1.76
Salary payables	19.24	15.36
Advance from customers	-	11.93
Other current liabilities	0.58	-
Unearned Revenue	514.80	-
	<b>551.00</b>	<b>29.04</b>

**10 Short-term provisions**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Provision for gratuity	0.43	0.10
Provision for Income tax	33.02	14.94
	<b>33</b>	<b>15</b>

**CWD Limited****(Formerly known as CWD Innovation Limited)****Notes forming part of consolidated financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

**11 Property, plant and equipment****11 A Tangible assets**

Particulars	Computers	Office equipment	Motor car	Total
<b><u>Gross block</u></b>				
At April 1, 2020	5.56	-	-	5.56
Additions	-	0.27	-	0.27
Disposals	-	-	-	-
At March 31, 2021	5.56	0.27	-	5.83
Additions	7.00	2.60	84.28	93.88
Disposals	-	-	-	-
At March 31, 2022	12.56	2.86	84.28	99.71
<b><u>Depreciation</u></b>				
At April 1, 2020	2.06	-	-	2.06
Charge for the year	1.76	0.03	-	1.79
Disposals	-	-	-	-
At March 31, 2021	3.82	0.03	-	3.85
Charge for the year	1.08	0.25	4.09	5.42
Disposals	-	-	-	-
At March 31, 2022	4.90	0.28	4.09	9.27
<b><u>Net block</u></b>				
At March 31, 2021	1.74	0.24	-	1.98
At March 31, 2022	7.66	2.59	80.19	90.44

**11 B Intangible assets**

Particulars	Technology	Product proto-type	Total
<b><u>Cost</u></b>			
At April 1, 2020	29.96	7.51	37.47
Additions from ITA under develop	81.98	17.70	99.68
Other additions	-	10.36	10.36
Disposals	-	-	-
At March 31, 2021	111.95	35.56	147.51
Additions from ITA under develop	87.66	684.22	771.88
Other direct additions	-	240.32	240.32
Disposals	-	-	-
At March 31, 2022	199.61	960.11	1,159.71
<b><u>Amortisation</u></b>			
At April 1, 2020	4.99	2.50	7.49
Charge for the year	8.41	8.69	17.10
Disposals	-	-	-
At March 31, 2021	13.40	11.19	24.59
Charge for the year	32.64	84.92	117.55
Disposals	-	-	-
At March 31, 2022	46.04	96.11	142.15
<b><u>Net block</u></b>			
At March 31, 2021	98.54	24.37	122.91
At March 31, 2022	153.57	864.00	1,017.57

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of consolidated financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**11 C Capital Work in Progress**

Particulars	Leasehold Improvement
<b>Cost</b>	
At April 1, 2020	-
Additions	-
Transfer to ITA	-
At March 31, 2021	-
Additions	-
Transfer to ITA	3.25
Disposals	-
At March 31, 2022	<b>3.25</b>

Capital work in progress ageing schedule

Capital work in progress	Amount in CWIP for a period of			
	< 1year	1-2 years	> 3 years	Total
Projects in progress	3.25	-	-	3.25
Projects temporarily suspended				

**11 C Intangible under development**

Particulars	Technology	Product proto-type	Total
<b>Cost</b>			
At April 1, 2020	97.18	4.46	101.64
Additions	72.46	48.59	121.05
Transfer to ITA	(81.98)	(17.70)	(99.68)
At March 31, 2021	<b>87.66</b>	<b>35.35</b>	<b>123.01</b>
Additions	-	785.33	785.33
Transfer to ITA	(87.66)	(684.22)	(771.88)
Amortised	-	(4.92)	(4.92)
At March 31, 2022	<b>-</b>	<b>131.54</b>	<b>131.54</b>

Intangible assets under development aging schedule

Intangible assets under developme	Amount in Intangible under development for a period of			
	< 1year	1-2 years	> 3 years	Total
Projects in progress	126.55	4.99	-	131.54
Projects temporarily suspended				

**12 Deferred tax asset / (liability)**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Depreciation	(15.30)	(1.91)
Disallowance of expenses	5.69	0.51
Business loss	-	61.85
	<b>(9.61)</b>	<b>60.45</b>

**CWD Limited****(Formerly known as CWD Innovation Limited)****Notes forming part of consolidated financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

**13 Long-term loans and advances**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
MAT credit entitlement	-	7.40
	-	7.40

**14 Other non current assets**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Security Deposit	240.07	7.18
	240.07	7.18

**15 Inventories**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Finished Goods	169.65	118.55
Raw material	543.30	189.57
	712.95	308.13

**16 Trade receivables**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Secured, Considered Good	-	-
Unsecured, Considered Good	135.85	66.30
Doubtful	-	-
<b>Less: Provision for doubtful debts</b>		
	<b>135.85</b>	<b>66.30</b>

**Ageing of Trade Receivables as at 31st March 2022**

Particulars	Outstanding for following periods from due date of payment		
	Less than 6 months	More than 6 months	Total
(i) Undisputed Trade receivables – considered good	135.85	-	135.85
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-

**Ageing of Trade Receivables as at 31st March 2021**

Particulars	Outstanding for following periods from due date of payment		
	Less than 6 months	More than 6 months	Total
(i) Undisputed Trade receivables – considered good	66.30	-	66.30
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-

**17 Cash and cash equivalents**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Cash on hand	4.39	3.58
Balance with banks	484.76	0.50
	<b>489.15</b>	<b>4.07</b>

**18 Short-term loans and advances**

	March 31, 2022 Amount in INR	March 31, 2022 Amount in INR
Balance with govt. authorities	100.35	18.65
Advance to creditors	36.97	54.74
Advance recoverable in Cash or kind	50.00	0.03
Inter Corporate Deposit	76.28	-
	<b>263.60</b>	<b>73.42</b>

**19 Other current assets**

	March 31, 2022 Amount in INR	March 31, 2022 Amount in INR
Prepaid expenses	3.04	-
	<b>3.04</b>	<b>-</b>

**CWD Limited****(Formerly known as CWD Innovation Limited)****Notes forming part of consolidated financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

**20 Revenue from operations**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Sale of services</b>		
<u>Development charges and Professional fees</u>		-
Local Sales	36.79	17.82
Export Sales	76.00	59.08
<b>Sale of products</b>	-	-
Local Sales	305.95	93.79
Export Sales	1,597.87	167.95
Less: Unearned Revenue	(514.80)	-
	<b>1,501.80</b>	<b>338.63</b>

**21 Other Income**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Forex gain	80.78	2.30
Interest	1.65	0.01
Sundry balances written back	0.00	0.27
Shipping, freight, loading and unloading charges	0.68	-
	<b>83.11</b>	<b>2.58</b>

**22 Cost of material consumed**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Opening Raw Material Stock	254.25	131.57
Add: Purchase of raw materials	-	-
Electronic Componenets	831.23	242.66
Others including consumables and packing material	66.74	47.86
Less: Closing Stock of raw material	(613.58)	(189.57)
	<b>538.64</b>	<b>232.52</b>

**23 Changes in inventories of finished goods**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<u>Inventories at the end of the year</u>		
Finished Goods	(169.65)	(118.55)
<u>Inventories at the beginning of the year</u>	-	-
Finished Goods	55.85	9.25
	<b>(113.81)</b>	<b>(109.31)</b>

**CWD Limited****(Formerly known as CWD Innovation Limited)****Notes forming part of consolidated financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

**24 Employee benefits expenses**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Salary	250.39	135.55
Less : Capitalised	(71.72)	(103.40)
Staff welfare	1.09	0.04
Gratuity	22.61	1.95
Employer contribution towards PF and ESIC	2.06	-
	<b>204.43</b>	<b>34.15</b>

**25 Financial cost**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Interest Expenses	34.12	48.26
Less : Capitalised	-	(13.97)
Bank Charges	9.35	4.20
	<b>43.47</b>	<b>38.49</b>

**26 Other expenses**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Audit Fees (refer note 26 (a))	4.95	1.38
Business promotion expense	253.96	5.77
Computer expense	2.35	0.15
Courier and freight charges	1.62	2.06
Custom Duty	1.83	-
Designing & testing charges	-	2.11
Electricity expense	1.30	1.07
Insurance expense	0.85	0.78
Internet expense	-	0.40
Job Work charges	34.95	-
Legal & professional fees	14.96	16.69
Licencing fees	-	0.33
Misc expense	3.22	0.46
Office expense	2.15	0.53
Petrol expense	0.07	0.01
Printing & stationary	1.11	0.40
Rent, rates & taxes	18.30	7.70
Repairs & maintainance	2.80	0.59
Sundry Balance written off	0.71	-
Transportation expenses	8.66	0.60
Travelling expense	11.96	0.84
	<b>365.74</b>	<b>41.87</b>

**26 (a) Payment to auditors**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
Audit fee	4.65	1.08
Tax audit Fees	0.30	0.30
	<b>4.95</b>	<b>1.38</b>

**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of consolidated financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

**27 Earnings per share (EPS)**

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
<b>Profit/ ( Loss) After Tax</b>	310	137
Weighted average number of equity shares in calculating basic EPS		
Equivalent Weighted Avg number of Equity Shares at the end of the year	3,166,187	2,744,436
Diluted Weighted Avg number of Equity Shares at the end of the year / period	3,166,187	2,744,436
<b>Earnings Per Share</b>		
Basic EPS	9.79	4.98
Diluted	9.79	4.98

**28 Related party disclosures:**

**a. Names of related parties and related party relationship**

Name of the Party	Description of Relationship
<b>Key managerial personnel</b>	
Tejas Ramniklal Kothari	Jt. Managing Director & CFO
Siddhartha Xavier	Jt. Managing Director & CTO
Aditya Xavier	Director
Amishi Tejas Kothari	Director
Krrish Tejas Kothari	Relative of KMP
Falguni Dedhia	Relative of KMP
Krish Impex LLP	Enterprise over which directors have significant influence.

**b. Related party transactions**

Name of the Party	Nature of Transactions	March 31, 2022	March 31, 2021
		Amount in INR	Amount in INR
Tejas Ramniklal Kothari	Loan taken	123.35	171.62
Tejas Ramniklal Kothari	Loan repaid	221.73	418.00
Tejas Ramniklal Kothari	Share allotment	1.43	244.48
Tejas Ramniklal Kothari	Interest on loan	2.92	11.26
Tejas Ramniklal Kothari		-	-
Siddhartha Xavier	Loan taken	12.94	1.00
Siddhartha Xavier	Loan repaid	-	2.00
Siddhartha Xavier	Share allotment	0.48	-
Siddhartha Xavier	Interest on loan	12.78	1.18
Amishi Tejas Kothari	Loan taken	49.77	-
Amishi Tejas Kothari	Interest on loan	1.96	4.01
Krrish Kothari	Reimbursement	-	0.11
Krish Impex LLP	Loan taken	3.94	3.00
Krish Impex LLP	Loan repaid	4.04	3.00
Krish Impex LLP	Reimbursement	0.03	-
Krish Impex LLP	Interest on loan	-	0.20
Krish Impex LLP	Corporate Guarantee	-	200.00
Falguni Dedhia	Rent	-	1.16



**CWD Limited**  
**(Formerly known as CWD Innovation Limited)**  
**Notes forming part of consolidated financial statements**  
(Amount ₹ in lakhs, unless otherwise mentioned)

Name of the Party	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>Remmuneration to KMP</b>		
Tejas Ramniklal Kothari	66.66	24.00
Siddhartha Xavier	66.66	24.00
Aditya Xavier	31.56	25.20

**b. Outstanding balances**

Name of the Party	Nature of Transactions	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Tejas Ramniklal Kothari	Unsecured loan	10.15	107.39
Siddhartha Xavier	Unsecured loan	0.96	10.49
Amishi Tejas Kothari	Unsecured loan	1.91	36.88
Krish Impex LLP	Payable	-	0.10

**29 Information regarding Foreign Exchange earnings and expenditure :**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Earning in foreign exchange	1,852.78	171.49
<u>Expenditure in foreign exchange</u>	-	-
Imports	792.69	245.77
Travelling	10.24	-
Others	5.28	6.24

**30 Foreign Currency Balance:**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Advance for raw material	15.86	86.15
Trade payables	163.93	62.86
Trade receivables	11.98	-
	March 31, 2022 Amount in USD	March 31, 2021 Amount in USD
Advance for raw material	0.21	1.17
Trade payables	2.16	0.86
Trade receivables	0.16	-

**31 Contingent Liabilities:**

(To the extent not provided for)

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
Disputed TDS demand	1.02	0.79
	<b>1.02</b>	<b>0.79</b>

**CWD Limited**

(Formerly known as CWD Innovation Limited)

**Notes forming part of consolidated financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

**32 Employee Benefit Expenses**

	March 31, 2022 Amount in INR	March 31, 2021 Amount in INR
<b>a) Reconciliation of defined benefit obligation:</b>		
Present value of DBO at start of year	7.24	-
Current Service Cost	3.70	1.77
Interest cost	0.49	-
Benefits paid	(0.10)	-
Past service cost	-	3.51
Actuarial Gain /(Loss) gain	11.29	-
Present value cost	<b>22.61</b>	<b>5.28</b>
<b>b) Expenses recognised in Profit &amp; Loss Account</b>		
Current Service Cost	3.70	1.77
Interest cost	0.49	-
Benefits paid	(0.10)	-
Past service cost	-	-
Actuarial Gain /(Loss) gain	11.29	-
Present value cost	<b>15.38</b>	<b>1.77</b>
<b>c) Net liability /(assets) recognised in Balance Sheet</b>		
Present value of DBO	29.42	5.28
Fair value of Plan Assets	-	-
Net Liability/ (Assets)	29.42	5.28
Less: Unrecognised Past Service Cost	-	-
Liability /(assets) recognised in Balance Sheet	29.42	5.28
Of Which Short Term Provision	<b>42,855.00</b>	<b>3,386.00</b>

**33 Additional information as required under Schedule III to the Companies Act, 2013 of Enterprise Consolidated as Subsidiary and Associates**

As at and for the year ended March 31, 2022

Name of the entity	As at March 31, 2022		for the year ended March 31, 2022	
	Net Assets, i.e., total assets minus total liabilities		Share in Profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
<b>1. Parent</b>				
CWD Limited	100.82%	544.74	94.64%	293.47
		-		-
<b>2. Subsidiary</b>				
CWD Manufacturing private Limited	0.19%	1.04	-0.03%	(0.09)
SDG Global Private Limited	0.13%	0.71	-0.16%	(0.49)
CWD Innovations HK Limited	-1.15%	(6.20)	5.55%	17.21
<b>Total</b>	<b>100.00%</b>	<b>540.29</b>	<b>100.00%</b>	<b>310.10</b>

**CWD Limited****(Formerly known as CWD Innovation Limited)****Notes forming part of consolidated financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

As at and for the year ended March 31, 2021

Name of the entity	As at March 31, 2021		for the year ended March 31, 2021	
	Net Assets, i.e., total assets minus total liabilities		Share in Profit or loss	
	as % of consolidated net assets	Amount	as % of consolidated net assets	Amount
<b>1. Parent</b>				
CWD Limited	-12.84%	(7.27)	79.42%	108.46
<b>2. Subsidiary</b>				
CWD Manufacturing private Limited	2.01%	1.14	-0.12%	(0.16)
SDG Global Private Limited	0.00%	-	0.00%	-
CWD Innovations HK Limited	110.83%	62.77	20.70%	28.26
<b>Total</b>	<b>100.00%</b>	<b>56.63</b>	<b>100.00%</b>	<b>136.56</b>

- 34 (i) The Holding Company completed initial public offer ("IPO") of 10,00,800 equity shares of Rs. 10/- each at a price of Rs. 180/- consisting of fresh issue of 8,50,800 equity shares and offer for sale of 1,50,000 equity shares. The equity shares of the company got listed on BSE Startup Segment under SME platform of BSE Limited on October 13, 2021.

(ii) The company has issued and allotted 8,50,800 equity shares Of Rs. 10 Each at price of Rs. 180 Per Share through Initial Public Offer Aggregating To Rs. 1,531.44 Lakhs. The Net issue proceedings excluding expenses are 1,483.44 Lakhs. The details of utilization of the net IPO proceeds is mentioned Below:

Particulars	Amount (Rs. In Lacs)
Security Deposit towards acquisition of Registered Office on a long term	200.00
Funding Working Capital requirements	929.70
General Corporate Purpose	353.74
<b>Total</b>	<b>1,483.44</b>

- 35 The minority interest is arrived as under:

	March 31, 2022	March 31, 2021
	Amount in INR	Amount in INR
CWD Manufacturing Pvt Ltd	20	20
SDG Global Private Limited	20	-
	<b>40.00</b>	<b>20.00</b>

In view of the financials required to be rounded off to the nearest "lac" of rupees the said amount is disclosed as "zero" on the face of balance sheet

**CWD Limited****(Formerly known as CWD Innovation Limited)****Notes forming part of consolidated financial statements**

(Amount ₹ in lakhs, unless otherwise mentioned)

**36 Ratios and basis of ratios**

Sr. No.	Ratio	Numerator	Denominator	Current Year	Previous Year	% variance	Reason for Variance
1	Current Ratio	Total current assets	Total current liabilities	1.64	0.89	84.81%	Current assets have significantly improved causing betterment of ratio
2	Debt-Equity Ratio	Debt consists of Short Term as well as Long Term Borrowings	Total equity	0.15	2.69	-94.34%	Equity infusion and accumulated reserves increase has led to improvement in the ratio
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Depreciation and Amortisation + Finance Cost	Debt service = Interest Paid+ Principal repayments	2.89	0.78	271.15%	Improved earnings has led to improvement in the ratio
4	Return on Equity Ratio	Net Profit After Tax	Total equity	0.16	0.85	-81.48%	Increase in capital base has caused decrease in the ratio
5	Inventory turnover ratio	Revenue from operations	Average Inventory	2.94	1.51	94.99%	Average inventory has increased causing increase in the ratio
6	Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	14.86	5.18	186.96%	Average trade receivables has increased causing increase in the ratio
7	Trade payables turnover ratio	Net Purchases	Average trade payables	5.53	3.25	70.01%	Average trade payables has increased causing increase in the ratio
8	Net capital turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	2.39	6.76	-64.62%	Increase in average working capital has led to increase in the ratio
9	Net profit ratio	Net Profit After Tax	Revenue from operations	0.21	0.32	-35.53%	Company has been able to achieve about 500% jump in turnover for which significant spending has been done on marketing and employee cost
10	Return on Capital employed	Profit before tax and finance costs	Capital employed= Total Equity - Intangible Assets + Non Current Borrowings + Current Borrowings + Deferred Tax Liability	0.55	0.58	-5.12%	N/A
11	Return on investment	Dividend	Average Value of Investments in Equity Instruments	-	-	0.00%	N/A

### 37 Transactions with Strike Off Companies:

The Company did not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year.

### 38 Other Statutory Information :

(i) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(ii) The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

(iii) The company do 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 advanced or loaned or invested funds (other than disclosed in Financials) to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received (other than disclosed in Financials) any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company has not 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.

(viii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

### 39 Previous Year Figures :

Previous year figures have been regrouped to comply with current year groupings.

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

As per our report of even date

**For Shah Shroff & Associates**

**Chartered Accountants**

**Firm Registration Number: 0128920W**

**Sd/-**

**Yashesh Shroff**

**Partner**

**Membership No. 103277**

**Place: Mumbai**

**Date: 26-Aug-2022**

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

**CWD Limited**

**(Formerly known as CWD Innovation Limited)**

**Sd/-**

**Tejas R. Kothari**

**Jt. Managing Director & CFO**

**DIN: 01308288**

**Place: Mumbai**

**Date: 26-Aug-2022**

**Sd/-**

**Siddhartha Xavier**

**Jt. Managing Director & CTO**

**DIN: 03166884**



**CWD LIMITED**

**Registered Office:** 101,1st Floor, Plot No. 439, Hasham Premji Building, Kalbadevi Road, Mumbai-400002

**Tel.:** 90290 25141

**CIN:** U31900MH2016PLC281796

**Website:** [www.cwdin.com](http://www.cwdin.com) **Email:** [compliance@cwdin.com](mailto:compliance@cwdin.com)

**PROXY FORM**

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

**6<sup>th</sup> Annual General Meeting – Thursday, September 29, 2022**

Name of the Member(s)	
Registered Address:	
Email-Id:	
Folio No./Client ID:	
DP ID:	

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

1. Name.....Email:.....  
Address:.....  
..... Signature:\_\_\_\_\_

Or failing him/her

2. Name.....Email:.....  
Address:.....  
..... Signature:\_\_\_\_\_ or

Or failing him/her

3. Name.....Email:.....  
Address:.....  
..... Signature:\_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, September 29, 2022 at 3.00 P.M. at Registered Office of the Company at 101,1st Floor, Plot No. 439, Hasham Premji Building, Kalbadevi Road, Mumbai- 400002 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	Adoption of Audited Financial Statements of the company for the year ended March 31, 2022, the reports of the Board of Directors and auditors thereon and the audited consolidated financial statements of the company for the financial year ended March 31, 2022			
2	To Appoint Mr. S. Siddhartha Xavier (DIN: 03166884) as Director, who retires by rotation and being eligible, offers himself for reappointment			



Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
3	To Appoint Mr. Tejas Kothari (DIN: 01308288) as Director, who retires by rotation and being eligible, offers himself for reappointment			
4	To Appoint D G M S & CO., Chartered Accountants (FRN: 0112187W), as Statutory Auditors of the Company to hold office for a period of 5 Years commencing from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Eleventh AGM.			

Signed this..... day of.....2022

.....  
Signature of shareholder(s)

.....  
Signature of Proxy holder(s)

Please  
Affix  
₹.1  
Revenue  
Stamp

.....  
Signature of Proxy holder(s)

.....  
Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



**CWD LIMITED**

**Registered Office:** 101,1st Floor, Plot No. 439, Hasham Premji Building, Kalbadevi Road, Mumbai- 400002

**Tel.:** 90290 25141;

**CIN:** U31900MH2016PLC281796

**Website:** [www.cwdin.com](http://www.cwdin.com) **Email:** [compliance@cwdin.com](mailto:compliance@cwdin.com)

**ATTENDANCE SLIP**

<b>Registered Folio No./DP ID no./Client ID no.:</b>	
<b>DP ID - Client ID</b>	
<b>No. of Shares Held</b>	

I hereby record my presence at the 6<sup>th</sup> Annual General Meeting of the Company on Thursday, September 29, 2022 at 03.00 P.M. at 101,1st Floor, Plot No. 439, Hasham Premji Building, Kalbadevi Road, Mumbai- 400002.

.....	.....
Name of the member/proxy (in BLOCK Letters)	Signature of the member/proxy

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice for reference to the AGM.*





**BOOK POST**

If undelivered please return to:

**CWD Limited**  
101, 1st Floor, Plot No. 439, Hasham  
Premji Building, Kalbadevi Road,  
Mumbai- 400002.

**Tel No: 90290 25141**