



Certificate on Translated version of material subsidiary audited financial statements

Date: 25th March, 2025

To,
The Board of Directors
ESDS Software Solution Limited
Plot No. B-24/25, Nice industrial Area,
Satpur MIDC, Nashik-422007

ESDS Cloud FZ LLC
Premises No.: 315, Floor 3,
Building 10,
Dubai Internet City,
Dubai - United Arab Emirates.

Re: Proposed initial public offering of equity shares (the "Equity Shares") of ESDS Software Solution Limited (the "Company" and such offering, the "Offer")

Dear Sirs,

We have verified the translated version of the audited standalone financial statements of **ESDS Cloud FZ LLC**. (the "Company") for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 ("Financial Years"). These financial statements have been translated by the Company in Indian Rupee (in millions) in accordance with Ind AS 21, 'The Effect of Changes in Foreign Currency Rates'. The work carried out by us is in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information" issued by the Institute of Chartered Accountants of India As required under Schedule VI Part A item no.(11)(1)(A)(ii)(b) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), we have verified the translated financial information contained in the Annexure attached to this certificate which is proposed to be uploaded on the website of **ESDS Software Solution Limited** in connection with its proposed initial public offering of equity shares of Rs. 1/- each (the "Offer").

We did not audit the standalone financial statements of **ESDS Cloud FZ LLC ("Material Subsidiary")**. These financial statements have been audited by other audit firms, whose reports have been furnished to us by the Company.

These translated financials should not in any way be construed as a reissuance or re-dating of any of the previous audit reports, nor should these be construed as a new opinion on any of the audited standalone financial statements referred to herein.

These translated financials are intended solely for use of the management for uploading on website of **ESDS Software Solution Limited** in connection with its Offer.

Based on our examination, we confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

Restriction on use

This certificate has been provided by R P D & Associates ., Chartered Accountants, a Peer Reviewed Chartered Accountants Firm, at the request of ESDS Software Solution Limited and solely for the information of book running lead managers DAM Capital Advisors Limited and Systematix Corporate Services Limited appointed by ESDS Software Solution Limited (collectively referred to as the "Book Running Lead Managers" or the "**BRLMs**") to assist them



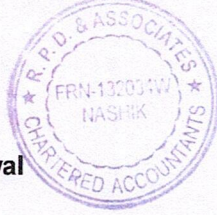
in conducting their due-diligence and documenting their investigations of the affairs of ESDS Software Solution Limited in connection with the proposed Offer. This certificate may be relied on by the BRLMs, their affiliates and legal counsel in relation to the Offer.

This certificate is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior consent in writing, other than for the purpose stated above. We, however, hereby give consent for inclusion of our name and this information (in full or in part) in the Red Herring Prospectus and Prospectus proposed to be filed by ESDS Software Solution Limited with the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges where the Equity Shares of ESDS Software Solution Limited are proposed to be listed (the "**Stock Exchanges**") and the Registrar of Companies, Maharashtra at Pune ("**RoC**") and any other material used in connection with the Offer and submission of this certificate to SEBI, Stock Exchanges, or RoC in connection with the proposed Offer, as the case may be. Additionally, we hereby give our consent for the submission of this certificate to any other regulatory authority as may be required under applicable law in connection with the proposed Offer, as the case may be.

Yours Sincerely,
For

R P D & Associates
Chartered Accountants

ICAI Firm Registration No: 132034W



CA Rahul P. Dungarwal
Proprietor

Membership No. 138033
UDIN: 25138033BMIEUC3738



CC:

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

DLF Cyber Park, Tower C, 1st Floor
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Legal Counsel to the Company as to Indian Law

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Mumbai 400 013
Maharashtra, India

International Legal Counsel to the Company

Duane Morris & Selvam LLP

16 Collyer Quay
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Singapore 049 318

ESDS CLOUD FZ-LLC


DUBAI- U.A.E

TRANSLATED STATEMENT OF FINANCIAL POSITION

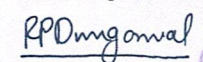
Particulars	In AED			In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021	31st December, 2023	31st December, 2022	31st December, 2021
Assets						
Non-Current Assets:						
Fixed Assets-Net	6,801	-	-	0.14	-	-
Intangible Assets	9,04,207	18,83,540	40,58,046	31.44	59.12	88.62
Other Intangible Assets	3,98,391	7,96,782	-	-	-	-
Total Non-Current Assets	13,09,399	26,80,322	40,58,046	31.58	59.12	88.62
Current Assets:						
Accounts Receivable	5,95,438	8,66,868	4,77,425	12.08	19.53	10.81
Other Accounts Receivable	4,39,216	1,93,413	63,593	8.91	4.36	1.44
Other Current Assets	-	2,223	49,375	-	0.05	1.12
Cash and Cash Equivalent	99,570	91,120	7,78,024	2.02	2.05	17.62
Total Current Assets	11,34,224	11,53,624	13,68,417	23.01	25.99	31.00
Total Assets	24,43,623	38,33,946	54,26,463	54.59	85.11	119.61
Equity & Liabilities						
Equity:						
Share Capital	10,000	10,000	10,000	0.20	0.20	0.20
Retained Earnings	-1,21,98,929	-87,91,126	-61,25,596	(252.25)	(183.94)	(126.88)
Foreign Currency Translation reserve	-	-	-	9.81	(15.33)	(15.17)
Total Equity	-1,21,88,929	-87,81,126	-61,15,596	(242.24)	(199.07)	(141.84)
Non-Current Liabilities:						
Provision for End Service Benefits	62,508	-	-	1.27	-	-
Total Non-Current Liabilities:	62,508	-	-	1.27	-	-
Current Liabilities:						
Accounts and Other Payables	2,37,823	4,06,069	4,27,039	4.82	9.15	9.67
Other Payables	-	-	-	-	-	-
Due to Related Party	72,145	72,145	69,569	1.46	1.63	1.58
Loan Payable	1,42,60,076	1,21,36,858	1,10,45,451	289.28	273.40	250.21
Total Current Liabilities	1,45,70,044	1,26,15,072	1,15,42,059	295.57	284.18	261.46
Total Liabilities	1,46,32,552	1,26,15,072	1,15,42,059	296.83	284.18	261.46
Total Equity & Liabilities	24,43,623	38,33,946	54,26,463	54.59	85.11	119.61

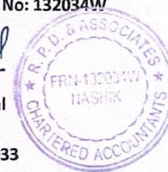
The accompanying notes forms part an integral part of these financial statements.

 Accepted and confirmed
 For ESDS Cloud FZ LLLC


 Piyush Somani
 Date: 25-03-2025

 For R P D & Associates
 Chartered Accountants
 ICAI Firm Registration No: 132034W



 CA Rahul P. Dugarwal
 Proprietor
 Membership No. 138033
 Date: 25-03-2025


ESDS CLOUD FZ-LLC

DUBAI - U.A.E

TRANSLATED STATEMENT OF PROFIT AND LOSS

Notes	In AED		
	31st December, 2023	31st December, 2022	31st December, 2021
Sales	25,67,108	25,54,914	4,77,425
Less: Cost of Sales	-	-	-
Gross Profit	25,67,108	25,54,914	4,77,425
Less: General and Administrative Expenses	-59,71,245	-52,40,444	-28,76,742
Less: Depreciation Expenses	3,672	-	-
Add: Other Income	2,006	20,000	-
Net Profit/(Loss) for the Year/Period	-33,98,459	-26,65,530	-23,99,317

In INR (in million)		
31st December, 2023	31st December, 2022	31st December, 2021
51.57	54.69	10.78
-	-	-
51.57	54.69	10.78
(119.96)	(112.18)	(64.98)
0.07	-	-
0.04	0.43	-
(68.27)	(57.06)	(54.20)


Translated Statement of Retained Earnings

Notes	In AED		
	31st December, 2023	31st December, 2022	31st December, 2021
Opening Balance	-87,91,126	-61,25,596	-37,26,279
Net Profit/(Loss) for the Year/Period	-33,98,459	-26,65,530	-23,99,317
Transfer (to)/from Shareholder's C/A	-2,000	-	-
Total Retained Earnings	-1,21,91,585	-87,91,126	-61,25,596

In INR (in million)		
31st December, 2023	31st December, 2022	31st December, 2021
(183.94)	(126.88)	(72.68)
(68.27)	(57.06)	(54.20)
(0.04)	-	-
(252.25)	(183.94)	(126.88)

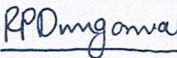
The accompanying notes forms part an integral part of these financial statements.

Accepted and confirmed
For ESDS Cloud FZ LLLC


Piyush Somani
Date: 25-03-2025



For R P D & Associates
Chartered Accountants
ICAI Firm Registration No: 132034W



CA Rahul P. Dugarwal
Proprietor
Membership No. 138033
Date: 25-03-2025



ESDS CLOUD FZ-LLC
DUBAI - U.A.E
NOTES TO THE FINANCIAL STATEMENTS

1 Legal status and business activities

- 1.1 M/s. ESDS Cloud FZ-LLC, Dubai - United Arab Emirates was registered in Dubai - U.A.E. as a Free Zone Limited Liability Company, operates under Commercial License No. 96100, issued by Dubai Development Authority - Dubai, U.A.E., issued on May 29, 2019.
- 1.2 The company is primarily engaged in the business of providing IT services including consultancy, developer, customer service, support service provider, solution provider.
- 1.3 The registered address of the Entity is Premises No.: 315, Floor 3, Building 10, Dubai Internet City, Dubai - United Arab Emirates.
- 1.4 The management and control are vested with Mr. Piyush Prakashchandra Somani.
- 1.5 These financial statements incorporate the operating results of the Commercial License No. 96100

2 Significant accounting policies

2.1 Statement of compliance

The financial statements have been prepared under accrual basis of accounting and on the basis that the entity will continue as a going concern in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and applicable requirements of the Free Zone & U.A.E. Law.

2.2 Basis of preparation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets or goods or services.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Entity's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed after significant accounting policies.

2.3 Current/ Non-current classification

The Entity presents assets and liabilities in statement of financial position based on current/non-current classification. An asset is current when it is:

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

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

It is expected to be settled in normal operating cycle or it is held primarily for the purpose of trading or it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Entity classifies all other liabilities as non-current.

ESDS CLOUD FZ-LLC
DUBAI - U.A.E
NOTES TO THE FINANCIAL STATEMENTS

2.4 Foreign currency

In preparing the financial statements of the Entity, transactions in currencies other than the Entity's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise:

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analyzed between translation differences resulting from changes in the amortized cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortized cost are recognized in profit or loss, and other changes in carrying amount are recognized in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2.5 Financial instruments

Financial assets and financial liabilities are recognized when the Entity becomes a party to the contractual provisions of the instrument.

2.6 Financial assets

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'.

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in the current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Entity's loans and receivables comprise "trade and other receivables", "cash and cash equivalents", "due from related parties", "shareholders' loan" and "loan from related parties" in the statement of financial position. Loans and receivables are measured at amortized cost using the effective interest method, less any impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

ESDS CLOUD FZ-LLC
DUBAI - U.A.E
NOTES TO THE FINANCIAL STATEMENTS

Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Trade and other receivables are initially recognized at fair value and subsequently measured at amortized cost reduced by appropriate allowance for estimated doubtful debts.

2.7 Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trades payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and other payables are recognized initially at fair value and subsequently are measured at amortized cost using effective interest method.

2.8 Provisions

Provisions are recognized when the Entity has a present obligation (legal or constructive) as a result of a past event, it is probable that the Entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

2.9 Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the establishment and the revenue can be reliably measured. Revenue is reduced for estimated returns, rebate and other similar allowances. Revenue is from services are recognized in the accounting period in which the services are rendered.

2.10 Foreign currency translation

Monetary Assets and liabilities of the Company have been translated to the Indian currency using exchange rates prevailing on the balance sheet date. Statement of profit and loss has been translated using average exchange rates. Share capital and long-term Investments are translated into Indian currency at exchange rate prevalent on the date of transaction Translation adjustments have been reported as foreign currency translation reserve in the other comprehensive income which is presented within equity.

ESDS CLOUD FZ-LLC
DUBAI- U.A.E
NOTES TO THE FINANCIAL STATEMENTS

Other Accounts Receivable

Particulars	In AED			In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021	31st December, 2023	31st December, 2022	31st December, 2021
Prepayments, deposits & advances	67,079.00	90,726.00	63,593.00	1.36	2.04	1.44
Advances paid to suppliers	4,303.00	-	-	0.09	-	-
VAT receivables	970.00	-	-	0.02	-	-
Unbilled Revenue	3,66,864.00	1,02,687.00	-	7.44	2.31	-
Total Other Accounts Receivable	4,39,216.00	1,93,413.00	63,593.00	8.91	4.36	1.44

Other Current Assets

Particulars	In AED			In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021	31st December, 2023	31st December, 2022	31st December, 2021
Bank Guarantees	-	-	49,375.00	-	-	1.12
Non Current Assets	-	2,223.00	-	-	0.05	-
Total Other Current assets	-	2,223.00	49,375.00	-	0.05	1.12

Cash and Cash Equivalent

Particulars	In AED			In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021	31st December, 2023	31st December, 2022	31st December, 2021
Cash on hand and at bank	99,570.00	91,120.00	7,78,024.00	2.02	2.05	17.62
Total Cash and Cash Equivalent	99,570.00	91,120.00	7,78,024.00	2.02	2.05	17.62

Share Capital

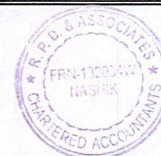
Particulars	In AED			In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021	31st December, 2023	31st December, 2022	31st December, 2021
Issued, Subscribed and Paid-up Capital 10 shares of 1,000 AED each						
ESDS Software Solutions Pvt. Ltd.(100%)	10000	10000	10000	0.20	0.20	0.20
Total Share Capital	10000	10000	10000	0.20	0.20	0.20

Accounts and Other Payables

Particulars	In AED			In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021	31st December, 2023	31st December, 2022	31st December, 2021
Trade Creditors	203204	311650	371639	4.12	7.02	8.42
Advances received from customers	3158	3158	-	0.06	0.07	-
Accrued expenses	6000	6523	-	0.12	0.15	-
Incentive Payable	9901	39000	-	0.20	0.88	-
Other payables	15560	45738	55400	0.32	1.03	1.25
Total Accounts and Other Payables	237823	406069	427039	4.82	9.15	9.67

Related Party Transactions

Particulars	In AED			In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021	31st December, 2023	31st December, 2022	31st December, 2021
The entity in normal course of business enters into transactions with other business entities which fall within the definition of related party as mentioned in the International Accounting standard - 24. Related parties are the entities under common ownership and/or common management control, parent shareholder company and key management personnel.						
Due to Related Party						
Loan payable - ESDS Global Software Solutions Inc	72,145.00	72,145.00	69,569.00	1.46	1.63	1.58
Total Loan Payable	72,145.00	72,145.00	69,569.00	1.46	1.63	1.58



Loan Payable

Particulars	In AED		
	31st December, 2023	31st December, 2022	31st December, 2021
South Asia Growth Fund II Holdings	1,42,60,076.00	1,21,36,858.00	1,10,45,451.00
Total Loan Payable	1,42,60,076.00	1,21,36,858.00	1,10,45,451.00

In INR (In million)		
31st December, 2023	31st December, 2022	31st December, 2021
289.28	273.40	250.21
289.28	273.40	250.21

General and Administrative Expenses

Particulars	In AED		
	31st December, 2023	31st December, 2022	31st December, 2021
Salaries & benefits	7,97,490.00	25,31,985.00	11,83,816.00
Rent & related expenses	31,439.00	65,485.00	41,249.00
Legal, licenses, prof. & visa fees	14,06,001.00	8,01,639.00	6,13,145.00
Communications & utilities	10,792.00	8,547.00	5,810.00
Insurance expenses	1,298.00	31,698.00	17,593.00
Financial & bank charges	21,45,436.00	9,01,532.00	7,47,604.00
Travelling & conveyance	1,32,854.00	61,453.00	34,290.00
Ammortization and depreciation expenses	13,77,724.00	635.00	75,127.00
Balances written off	91.00	1,36,987.00	1,24,213.00
Commission expense	-	6,39,874.00	-
Office expenses	(5,089.00)	51,423.00	29,477.00
Foreign exchange loss	9,818.00	19.00	3,977.00
Withholding tax	53,479.00	-	-
Miscellaneous expenses	9,912.00	9,167.00	441.00
Total General and Administrative Expenses	59,71,245.00	52,40,444.00	28,76,742.00

In INR (In million)		
31st December, 2023	31st December, 2022	31st December, 2021
16.02	54.20	26.74
0.63	1.40	0.93
28.25	17.16	13.85
0.22	0.18	0.13
0.03	0.68	0.40
43.10	19.30	16.89
2.67	1.32	0.77
27.68	0.01	1.70
0.00	2.93	2.81
-	13.70	-
(0.10)	1.10	0.67
0.20	0.00	0.09
1.07	-	-
0.20	0.20	0.01
119.96	112.18	64.98

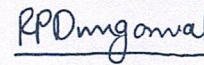
Accepted and confirmed
For ESDS Cloud FZ LLLC



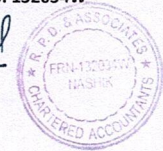
Piyush Somani
Date: 25-03-2025



For R P D & Associates
Chartered Accountants
ICAI Firm Registration No: 132034W



CA Rahul P. Dugarwal
Proprietor
Membership No. 138033
Date: 25-03-2025



ESDS CLOUD FZ-LLC
DUBAI- U.A.E
NOTES TO THE FINANCIAL STATEMENTS

Intangible assets	In AED		
	31st December, 2023	31st December, 2022	31st December, 2021
Opening Balance	26,80,322.00	40,58,046.00	11,95,173.00
Add: Addition in Intangible assets			29,38,000.00
Less: Disposal during the period			
Less: Depreciation	13,77,724.00	13,77,724.00	75,127.00
Total Intangible Assets	13,02,598.00	26,80,322.00	40,58,046.00

Intangible assets	In INR (In million)		
	31st December, 2023	31st December, 2022	31st December, 2021
Opening Balance	59.12	88.62	23.76
Add: Addition in Intangible assets			66.55
Less: Disposal during the period			
Less: Depreciation	27.68	29.49	1.70
Total Intangible Assets	31.44	59.12	88.62

Accepted and confirmed
For ESDS Cloud FZ LLC


Piyush Somani
Date: 25-03-2025



For R P D & Associates
Chartered Accountants
ICAI Firm Registration No: 132034W


CA Rahul P. Dugarwal
Proprietor
Membership No. 138033
Date: 25-03-2025

