R K KHANNA & CO.
CHARTERED ACCOUNTANTS

D-41, SOUTH EXTENSION PART II,
NEW DELHI, INDIA - 110 049
TEL: 011 2625 3522
E-MAIL: org@rkkhannaandco.com

Independent Auditor's Report

To the Members of Samvardhana Motherson Health Solution Limited

Report on the Ind AS financial statements

1. Opinion

We have audited the accompanying Ind AS financial statements of Samvardhana Motherson Health Solution Limited("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 Indian Accounting Standards prescribed under section 133 of the Act with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its loss (including Other Comprehensive Income), its Cash Flows and Changes in Equity for the period ended on that date.

2. Basis for Opinion

We conducted our audit of the Ind AS financial statements 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 Ind AS 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 Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

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3. Emphasis of Matter

Attention is invited to Note 40 of the Financial Statements, which states that "The company is considering merger with its holding company in order to enhance the operational efficiency of the business and this was discussed at the board meeting held on 23rd March 2022." Our opinion is not modified in this respect.

4. Responsibility of Management for Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 their irregularities; selection and application of appropriate accounting policies; making judgements 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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.

5. Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks,

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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 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

6. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order 2020, ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure A" a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

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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 our knowledge and belief were necessary for the purpose of our audit

b) In our opinion, proper books of account as required by the law have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by the report are in agreement with the books of account.

d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards referred to in section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of written representations received from the directors as on 31st March 2022 and taken on record by Board of Directors, none of the directors is disqualified as on 31st March 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"

g) As per information and explanations given to us and on verification of records produced, the Company has not paid any managerial remuneration to any director covered under the provisions of section 197 read with Schedule V 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. As per information and explanations furnished to us and on examination of the records produced, there are no Contingent liabilities to be reported as at 31st March, 2022;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. There were no amounts which were requited 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, 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

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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, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whetherrecorded 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 the 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 under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid dividend during the year, hence there is no requirement to report compliance with section 123 of the Companies Act, 2013.

For R K Khanna & Co.
Chartered Accountants
FRN:000033N

R K KHANNA & CO. NEW DELHI Chartered Accountants

Vipin Bali
Partner
M.No. 083436
UDIN: 22083436AINMUF7227

Place: New Delhi
Date: 6th May, 2022.

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D-41, SOUTH EXTENSION PART II,
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"Annexure A" to the Independent Auditor's report of even date on the Ind AS financial statements as at and for the period ended 31st March 2022 of Samvardhana Motherson Health Solution Limited

1. a). The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plants and Equipment, right of use assets and Intangible assets.

   b). The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once in a year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification

   c). There is no immovable property held by the company, hence no comment is required under paragraph 3(1)(c) of the Order.

   d). The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

   e). No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2022 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.

2. a). The company is providing services in the area of software development for healthcare industries and occasionally requires certain IT related hardware/accessories to be supplied as part of the project assignments; these are purchased/developed and supplied as required and as at year end the company did not have any such items in stock. The company undertook trading activities during the year and the entire stock was sold hence no further comment is required regarding physical verification of inventory as at year end.

   b). There are no sanctioned working capital limits hence no comment is required under paragraph 3(2)(b) of the Order.

3. During the year the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties. Hence, no comment is required under paragraph 3(iii)of the Order.

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4. As per information and explanations given to us, during the year the Company has not given any guarantee, loan, security or made any investment which falls under the provisions of section 185 and 186 of the Act, hence no comment is required under paragraph 3(iv) of the Order.

5. According to the information and explanations given to us and the records of the Company examined by us, the Company has not accepted any deposits or deemed deposits that are covered by paragraph 3 (v) of the Order.

6. The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under paragraph 3 (vi) of the Order is not applicable to the Company.

7. a). According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues, including provident fund, employees' state insurance, income-tax, goods and services tax, custom duty, cess and other material statutory dues as applicable.

   b). According to the information and explanations given to us and the records of the Company examined by us, there are no amounts that have been deposited on account of any disputes The company has no pending dispute in respect of income tax, goods and services tax, custom duty and other material statutory dues. mentioned at (a) above.

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

9. a). According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowing or in the payment of interest thereon to any lender. The Company has not issued any debentures.

   b). According to the information and explanations given to us and the records of the Company examined by us, the company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

   c). According to the information and explanations given to us and the records of the Company examined by us, the company has utilized funds raised through term loans during the year for the purpose they were applied for.

   d). On an overall examination of the financial statements of the company funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

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e). The Company does not have any subsidiaries, associates or joint ventures; hence no comment is required under paragraph 3(ix)(e) of the Order.

f). The Company does not have any subsidiaries, associates or joint ventures; hence no comment is required under paragraph 3(ix)(f) of the Order.

10. a). As per information and explanations given to us and as per verification of the records produced before us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments), hence no comment is required under paragraph 3 (x)(a) of the Order.

b). As per information and explanations furnished to us and on verification of the records produced, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, hence, no comment is required under paragraph 3 (x) (b) of the Order.

11. a). No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b). 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 up to the date of this report.

c) According to the information and explanation given to us no whistle-blower complaint has been received by the company during the year.

12. The Company is not a Nidhi Company; hence, no comment is required under paragraph 3 (xii) of the Order.

13. As per information and explanations furnished to us and on examination of the records produced, the transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the Ind AS financial statements as required by the applicable Indian Accounting Standards.

14. As per information provided and based on our examination, the Company does not have an internal audit system and the Company is not required to have an internal audit as mandated by the section 138 of the Companies Act, 2013. Hence, no comment is required under paragraph 3(xiv) of the Order.

15. As per information and explanations furnished to us and on verification of the records produced, the Company has not entered into any non-cash transactions referred to in section 192 of the Act with directors or person connected with him during the year. Hence, no comment is required under paragraph 3(xv) of the Order.

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16. a). As per information and explanations furnished to us and on verification of the records produced, we are of the opinion that the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, no comment is required under paragraph 3(xvi)(a) of the Order.

b). In accordance with information and explanations furnished to us, in our opinion the group did not have more than one Core Investment Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) during the year and as at Balance Sheet date the group does not have any Core Investment Company; accordingly, reporting under paragraph 3(xvi)(d) of the Order is not applicable.

17. The company has incurred cash losses of INR 61,417 thousand in the financial year and INR 47,693 thousand in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors during the year thus no comment is required under paragraph 3(xviii) of the Order.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 causes us to believe that any material uncertainty exists as on the date of the audit report indicating that 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.

20. As per information and explanations furnished to us and on verification of the records produced for the year ended 31st March, 2022, the Company does not have any obligation to incur Corporate Social Responsibility (CSR) expenditure in accordance with Section 135 of the Companies Act, 2013.

For R K Khanna & Co.
Chartered Accountants
FRN: 000033N

R K KHANNA & CO. NEW DELHI Chartered Accountants

Vipin Bali
Partner
M.No. 083436
UDIN:22083436AINMUF7227

Place: New Delhi
Date: 06th May, 2022

**D-41, SOUTH EXTENSION PART II,
NEW DELHI, INDIA - 110 049
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"Annexure B" to the Independent Auditor's report of even date on the Ind AS Financial Statements as at and for the period ended 31st March 2022 of Samvardhana Motherson Health Solution Limited

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

We have audited the internal financial controls over financial reporting of Samvardhana Motherson Health Solution Limited ("the Company") as of 31st March, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the period 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical 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 about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our

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audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that the receipts and expenditure of the company as recorded in the financial statements are made in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the 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, to the best of our information and according to the explanations given to us, the Company has generally in most aspects an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating

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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 issued by the Institute of Chartered Accountants of India.

For R K Khanna & Co.
Chartered Accountants
FRN: 000033N

Vipin Bali
Partner
M.No. 083436
UDIN: 22083436AINMUF7227

Place: New Delhi
Date: 6th May, 2022.