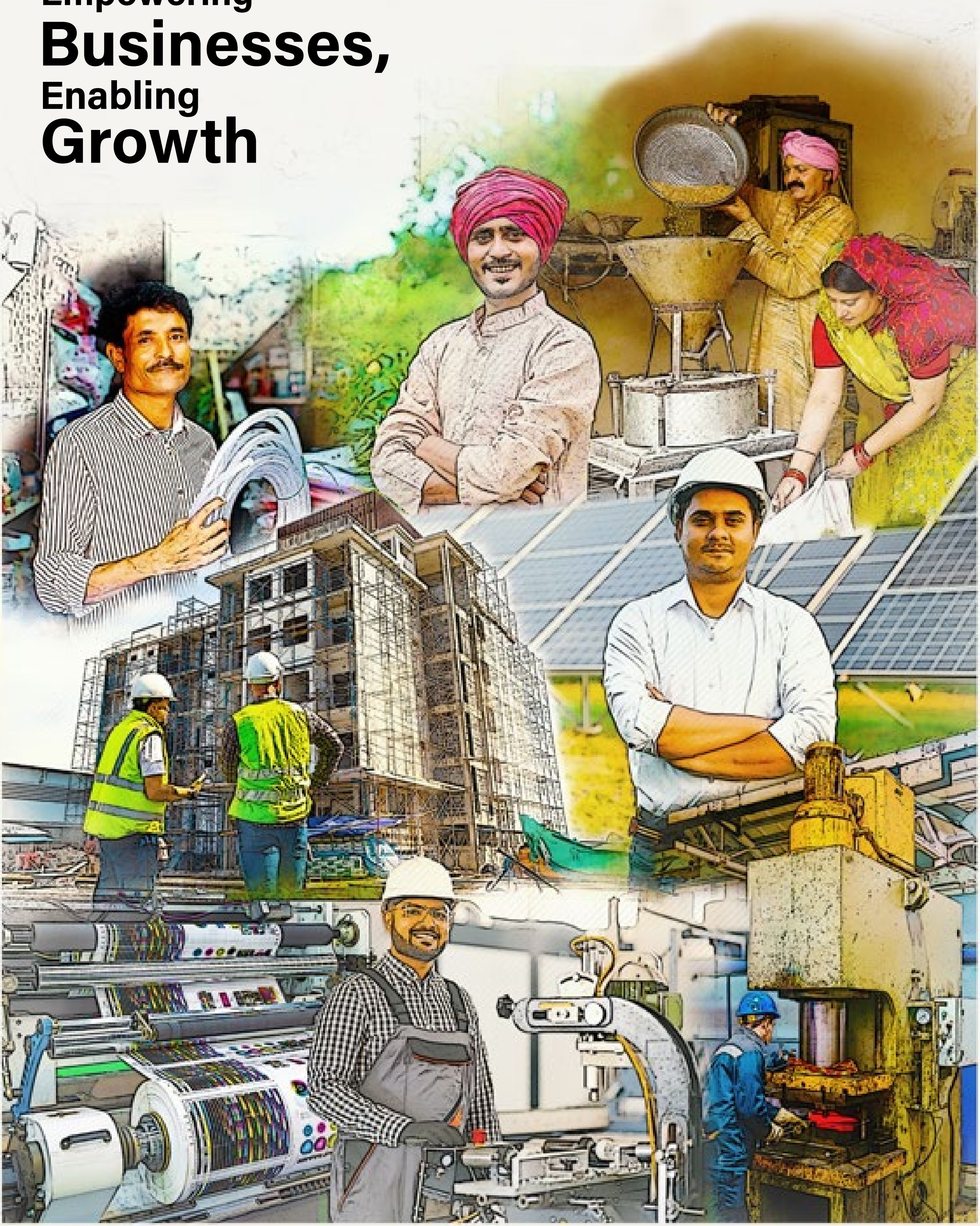
IndiaMART InterMESH Limited
Annual Report 2024-25

Empowering Businesses, Enabling Growth



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BUSY INFOTECH

ANNUAL REPORT 2025

Busy® BUSINESS ACCOUNTING SOFTWARE
an indiamart company

BOARD'S REPORT

Dear Members,

Your Directors take pleasure in presenting the Eleventh (11th) Board's Report on the Business and Operations of the Company together with the Audited Financial Statement and Auditor's Report for the financial year ended March 31, 2025 ('FY 2025').

FINANCIAL HIGHLIGHTS

A summary of financial performance of the Company in the FY 2025 is as follows:

(Amount in INR Mns)

Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	658.36	541.57
Other Income	103.36	79.47
Total Income	**761.72**	**621.04**
Employee Benefit Expenses	389.22	309.01
Depreciation and Amortisation expense	10.90	5.88
Financial Cost	58.41	77.91
Other Expenses	222.35	163.88
Total Expenses	**680.88**	**556.68**
Loss before tax	80.84	64.36
Total Tax Expenses	(34.62)	34.00
Profit/Loss for the year	**115.46**	**30.36**
Other Comprehensive Income (OCI) for the year, net of tax	0.13	0.19
Total Comprehensive expenses for the financial year	**115.59**	**30.55**
Earnings per Equity Share (INR) – Face value of Rs. 10/- each	7.41	4.34

Note: The above figures are consolidated, reflecting the amalgamation amongst Busy Infotech Pvt. Ltd., Hello Trade Online Pvt. Ltd., and Tolexo Online Pvt. Ltd. under a Scheme of Amalgamation pursuant to Sections 230–232 of the Companies Act, 2013, for the purpose of which the appointed date was April 1, 2023.

REVIEW OF OPERATIONS

During the financial year under review, your Company has achieved total revenue from operations amounting to Rs. 658.36 million as compared to Rs. 541.57 million in the previous financial year. The Company has incurred a profit of Rs. 115.59 million as compared to 30.55 million profit in the previous financial year.

CHANGE IN NATURE OF BUSINESS

A change in the nature of the Company's business occurred during the year pursuant to the Scheme of Amalgamation involving Busy Infotech Private Limited and Tolexo Online Private Limited, as sanctioned by the Hon'ble National Company Law Tribunal (NCLT) on January 17, 2025. The certified true copy of the order was received on February 12, 2025.

Pursuant to the said amalgamation, the business activities previously carried on by Busy Infotech Private Limited are now being undertaken by the Company, and the same have been duly included in the main objects of the Company.

AMALGAMATION AMONGST BUSY INFOTECH PRIVATE LIMITED, HELLO TRADE ONLINE PRIVATE LIMITED AND TOLEXO ONLINE PRIVATE LIMITED

A Scheme of Amalgamation ('Scheme') amongst Busy Infotech Private Limited, Hello Trade Online Private Limited and Tolexo Online Private Limited, was approved by the Board of Directors of the Company in their meeting held on March 28, 2024, subject to requisite approvals. During the year, the Scheme has been filed with National Company Law Tribunal, Chandigarh Bench on March 29, 2024 and the same has been approved on January 17,2025.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

During FY 2025, there is a change in the Authorised Share Capital of the Company. As on March 31, 2025, the Authorised Capital of the Company is 810,600,000 (Rupees Eighty One Crore and Six Lakh Only) divided into 56,060,000 (Five Crore Sixty Lakh Sixty Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten) each and 25,000,000 (Two Crore Fifty Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each.

The movement of the issued, subscribed and paid-up share capital of the Company during the financial year is as follows

Issued, Subscribed and Paid-up Equity Share Capital	Equity Share Capital
At the beginning of the year i.e., as on April 01, 2024 (7,001,800 equity shares of Rs. 10/- each)	70,018,000
Changes during the year a. Allotment of Equity Shares upon conversion of OCCRPS into Equity Shares	224,763,250
b. Allotment of Equity Shares upon approval of order of Amalgamation	1,050,000
At the end of the year i.e., as on March 31, 2025 (295,831,25 equity shares of Rs. 10/- each)	295,831,250

Issued, Subscribed and Paid-up Share Preference Capital	Preference Share Capital
At the beginning of the year i.e., as on April 01, 2024 (22,476,325 preference shares of Rs. 10/- each)	224,763,250
Changes during the year: a. Conversion of Preference Shares into Equity Shares	224,763,250
At the end of the year i.e., as on March 31, 2025 (Nil Preference shares of Rs. 10/- each)	Nil

DIVIDEND

Considering the financial position of the Company, the Directors have not recommended any dividend for FY 2025.

TRANSFER TO RESERVES

During FY 2025, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2024-25.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During FY 2025, the Company has not given any loan or provided any guarantees or made any investments pursuant to Section 186 of the Act.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Section 134(3)(h) of the Act, all the contracts, arrangements and transactions with the related parties as entered by the Company during the financial year under review were on arm's length basis and in the ordinary course of business. Further, during the reporting period, the Company has not entered into any arrangement/ transaction with related parties which could be considered material, accordingly the disclosure of related party transactions in Form AOC-2 is not applicable. The disclosure of Related Party Transactions under Section 188(1) of the Act forms part of financial statements. The statement showing the disclosure of Related Party Transactions have been disclosed in Note No. 20 to the Financial Statement forming an integral part of this Annual Report.

PARTICULARS OF EMPLOYEES

Disclosure pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The statement containing the particulars of employees, as required under Section 197 of the Act, read with Rule 5(2) and Rule 5(3) of the Rules, is provided in a separate annexure forming part of this Board's Report. However, in terms of the provisions of Section 136 of the Act, the Annual Report is being sent to the members of the Company, excluding the said annexure. The said annexure is available for inspection by the members at the Registered Office of the Company during working hours of the Company i.e. on Monday to Friday between 11:00 a.m. to 5:00 p.m.(IST). Any member interested in obtaining a copy of the said annexure may write to the Company Secretary of the Company or send an email at cs@tolexo.com.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Resignation and Appointment of Company Secretary

During FY 2025, Ms. Shivani Mathur who was appointed as the Company Secretary of the company on January 16, 2024 resigned from the said post with effect from the close of business hours of July 08, 2024.

Accordingly, in order to fill the vacancy of the Company Secretary, Ms. Nupur Singh was appointed as the Company Secretary of the Company with effect from January 06, 2025.

B. Resignation and Appointment of Directors/KMP

During FY 2025, Mr. Manoj Bhargava resigned from the Post of Non-Executive Director of the Company and Mr. Prateek Chandra resigned from the post of Chief Financial Officer of the Company w.e.f. February 17, 2025.

Further, Mr. Brijesh Kumar Agrawal was appointed as Managing Director and Mr. Mekin Maheshwari and Mr. Rajiv Deepak Talreja were appointed as Independent Director(s) of the Company w.e.f. February 17, 2025.

C. Director liable to Retire By Rotation

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Brijesh Kumar Agrawal (DIN: 00191760), is liable to retire by rotation at the ensuing AGM and being eligible to offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommends his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

MEETINGS OF BOARD OF DIRECTORS

During FY 2025, Eight (8) Board Meetings were held on April 26, 2024, July 25, 2024, September 26, 2024, October 16, 2024, November 13,2024, January 06, 2025, January 11, 2025 and February 17,2025.

The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

The Composition of the Board along with number of meetings and attendance details are as follows:

Sl. No.	Name of the Director	Designation	No. of Meetings held during the year	No. of Meetings attended during the year
1.	Mr. Brijesh Kumar Agrawal	Managing Director & CEO	8	8
2.	Mr. Prateek Chandra	Director	8	8
3.	Mr. Manoj Bhargava*	Director	8	8
4.	Mr. Mekin Maheshwari*	Independent Director	8	1
5.	Mr. Rajiv Deepak Talreja*	Independent Director	8	1

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elect the Chairperson of the Meeting.

- * *Mr. Brijesh Kumar Agrawal was appointed as Managing Director w.e.f. February 17,2025*
- * *Mr. Manoj Bhargava resigned from the Post of Non-Executive Director w.e.f. February 17,2025*
- * *Mr. Mekin Maheshwari was appointed as Independent Director w.e.f. February 17,2025*
- * *Mr. Rajiv Deepak Talreja was appointed as Independent Director w.e.f. February 17,2025*

COMMITTEES OF THE BOARD

Allotment Committee

The Allotment Committee ('Committee') was constituted by the Board of Directors in its meeting held on January 27, 2016 for the purpose of allotment of securities of the Company.

The composition of the Committee on March 31, 2025 is as follows:

S. No.	Name of the Committee Members	Category
1	Mr. Brijesh Kumar Agrawal	Member
2	Mr. Prateek Chandra	Member

During FY 2025, no meetings of the Committee were held.

Corporate Social Responsibility Committee

The Company has constituted the Corporate Social Responsibility ('CSR') Committee of the Company in accordance with the provisions of the Act, comprising of four (4) members for the purpose of recommending and monitoring CSR Activities of the Company.

The Company has also in place Corporate Social Responsibility Policy ('Policy') which outlines the Company's philosophy and responsibility and lays down the guidelines and mechanism for undertaking CSR Activities as per the terms of CSR Policy

The composition of the Committee on March 31, 2025 is as follows:

S. No.	Name of the Committee Members	Category
1	Mr. Brijesh Kumar Agrawal	Member
2	Mr. Prateek Chandra	Member
3	Mr. Mekin Maheshwari	Member
4	Mr. Rajiv Deepak Talreja	Member

BOARD EVALUATION

As the provisions of Section 178 of the Act read with rules made thereunder are not applicable to the Company, Board evaluation process is not required to be carried out.

WHISTLE-BLOWER POLICY/VIGIL MECHANISM

As the provisions of Section 177 of the Act read with rules made thereunder are not applicable to the Company, Vigil Mechanism is not required to be implemented by the Company.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

a) in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;

b) your Directors 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 and of the profit and loss of the Company for that period;

c) your Directors 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 prevention and detection of fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

PREVENTION OF SEXUAL HARRASEMENT

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. An Internal Complaints Committee ('ICC') under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') has been constituted on February 17,2025 to redress the complaints received regarding sexual harassment and it presently comprises of five (5) members out of which three (3) members are women as on the date of this report.

The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace. Periodic sessions were also conducted to apprise employees and build awareness on the subject matter. The details of sexual harassment complaints received and disposed-off during period under review are as follows:

No. of Complaints received	:	Nil
No. of complaints disposed-off	:	Nil
No. of cases pending for more than 90 days	:	Nil
No. of workshops or awareness programmes	:	04
Nature of action taken by the Company	:	NA

Mr. Puneet Chhabra, was appointed as 'Employer' under the POSH Act for ensuring proper Compliance of the Act.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to Appointment & Remuneration of Directors are not applicable to the Company.

AUDITORS

Statutory Auditors

M/s Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) were appointed as the Statutory Auditors of the Company by the members in their meeting held on June 20,2022, for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company have resigned from the post of Statutory Auditors of the Company w.e.f. February 17,2025.

Consequent to the resignation of M/s Pankaj Priti & Associates, Chartered Accountants as Statutory Auditors of the Company, M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the previous auditors till the ensuing Annual General Meeting.

Further, consequent to the provision of Section 139(6) of the Companies Act, 2013, they were proposed to hold the office till the conclusion of the ensuing Annual General Meeting of the Company.

The report of the Statutory Auditor forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer. The Statutory Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

The Board of Directors has recommended the appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company pursuant to Section 139(8) of the Companies Act, 2013 for an initial term of five (5) consecutive years from the ensuing Annual General Meeting of the Company till the 16th Annual General Meeting of the Company.

The Company has received the consent of M/s B S R & Co. LLP for their proposed appointment as Statutory Auditors of the Company from the conclusion of the ensuing AGM of the Company.

They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the act, and that they are not disqualified for appointment.

Accordingly, a resolution, proposing appointment of M/s B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of 11th AGM until the 16th AGM of the Company without any further requirement of ratification at every intervening AGM, forms part of the Notice of the 11th AGM of the Company.

Internal Auditor

The Board of Directors in its meeting held on February 17, 2025 appointed M/s Nangia & Co. LLP, as an Internal Auditors of the Company for FY 2024-25, who have conducted the internal audits periodically and shared their reports and findings with the Board including significant observations, if any, and follow-up actions thereon from time to time. The Board reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening the Company's risk management policies and systems.

Secretarial Auditor

During FY 2025, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

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

CORPORATE SOCIAL RESPONSIBILITY

During FY 2025, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During FY 2025, no orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have an impact on the going concern status and the Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption.

The Foreign Exchange earned in terms of actual inflows and outflows, during the financial year are as follows:

(Amount in INR Mns)

Details	FY 2024-25	FY 2023-24
Inflows	15.97	9.76
Outflows	-	-

APPLICATION/ PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2025, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose 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 is not applicable.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME STELLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their sincere appreciation to the contributions and valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believes in and always uphold the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focuses on sustainable and profitable growth of the Company.

On behalf of the Board
For Busy Infotech Private Limited
(Erstwhile known as Tolexo Online Private Limited)

Brijesh Kumar Agrawal
Managing Director & Chief Executive Officer
DIN: 00191760

Prateek Chandra
Director
DIN: 08267536

Place: Noida
Date: April 25, 2025

Independent Auditor's Report

To the Members of Busy Infotech Private Limited (Formerly known as Tolexo Online Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Busy Infotech Private Limited (Formerly known as Tolexo Online Private Limited) (the "Company") which comprise the balance sheet as at 31 March 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

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 SAs are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's directors' report, but does not include the financial statements and auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

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

2 A. 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 except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 01 April 2025 to 18 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. 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:

a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its financial statements - Refer Note 37 to the financial statements.

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

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 34 to the financial statements, 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 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.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 34 to the financial statements, 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) 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 (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:– the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining its books of account.– the feature of recording audit trail (edit log) facility was not enabled for the period 1 April 2024 to 09 April 2024 in relation to certain master data records of such accounting software.– the accounting software relating to revenue did not have the feature of audit trail (edit log) facility.

Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with. Additionally, where audit trail (edit log) facility was enabled in previous year, the audit trail has been preserved by the company as per the statutory requirements for record retention.

Annexure A to the Independent Auditor's Report on the Financial Statements of Busy Infotech Private Limited (Formerly known as Tolexo Online Private Limited) for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) 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 a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) 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 revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company is a service company, primarily rendering services related to sale of accounting software and allied services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) 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 sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) 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 provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year.

The Company has made investments in companies and other parties during the year. The Company has not made any investments in firms or limited liability partnership.

(a) A. The Company does not have any subsidiary, associate or joint venture. Accordingly, clause 3(iii)(a) A of the Order is not applicable.

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity during the year.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the investments made and the terms and conditions of the grant of loans in the nature of intercorporate deposits are not prejudicial to the interest of the company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given in the nature of intercorporate deposits, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) 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 granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of records, the Company has not given any loans or provided guarantees or securities as specified under section 185 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made. The Company has not provided security or guarantee as specified under section 186 of the Companies Act, 2013.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products and services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (INR Million)*	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Demand raised for receipts of securities premium against share allotment to IndiaMart Intermesh Ltd.	59.68	FY 2015-16	Commissioner of Income Tax Appeals	-
Income Tax Act, 1961	Demand raised for receipts of securities premium against share allotment to IndiaMart Intermesh Ltd.	242.99	FY 2016-17	Commissioner of Income Tax Appeals	-

*The amount represents amount demanded in demand orders and excludes interest and penalty and credit disallowance as may be applicable thereon.

(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) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) 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.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) Based on the information and explanations provided to us, the Company does not have a vigil mechanism and is not required to have a vigil mechanism as per the Act or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) The Company is a private limited company and accordingly the requirements as stipulated by the provisions of Section 177 of the Act are not applicable to the Company. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been resignation of the statutory auditors during the year and we have duly taken into consideration the issues, objections or concerns raised by the outgoing auditors.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation 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 causes 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) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Prince Sharma
Partner
Membership No.: 521307
ICAI UDIN:25521307BMNPJT5021

Place: Gurugram
Date: 25 April 2025

Annexure B to the Independent Auditor's Report on the financial statements of Busy Infotech Private Limited (Formerly known as Tolexo Online Private Limited) for the year ended 31 March 2025

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

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Busy Infotech Private Limited (Formerly known as Tolexo Online Private Limited) ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Prince Sharma
Partner
Membership No.: 521307
ICAI UDIN:25521307BMNPJT5021

Place: Gurugram
Date: 25 April 2025

Balance Sheet

as at 31 March 2025
(Amounts in INR "Millions", unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	4	5.73	6.26
Other Intangible assets	5	42.62	0.07
Intangible assets under development	4A	4.69	-
Financial assets			
(i) Loans	6 (ii)	-	64.30
(ii) Other financial assets	6 (iii)	-	0.08
Deferred Tax Assets	25	37.31	-
Non-current tax assets (net)	17	18.80	8.59
Other non-current assets	7	15.77	14.14
Total non-current assets		**124.92**	**93.44**
Current assets			
Financial assets			
(i) Investments	6 (i)	1,352.78	1,073.72
(ii) Trade receivables	9	22.74	34.37
(iii) Cash and cash equivalents	8	12.88	19.73
(iv) Bank balances other than above (iii)	8	18.63	19.71
(v) Loans	6 (ii)	68.48	-
(vi) Other financial assets	6 (iii)	37.13	15.09
Other current assets	7	81.78	2.08
Total current assets		**1,594.42**	**1,164.70**
Total assets		**1,719.34**	**1,258.14**
Equity and liabilities			
Equity			
Equity share capital	10	295.83	70.02
Other equity	11	595.41	143.09
Total equity		**891.24**	**213.11**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	12	-	498.22
Contract Liabilities	16 (a)	288.73	173.21
Provisions	15	10.00	10.25
Deferred tax liabilities (Net)	25	-	0.51
Total non-current liabilities		**298.73**	**682.19**
Current liabilities			
Financial liabilities			
(i) Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises	13	8.54	0.55
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	13	9.12	15.56
(ii) Other financial liabilities	14	31.69	47.16
Contract Liabilities	16 (a)	434.04	264.75
Other current liabilities	16 (b)	28.44	15.81
Provisions	15	17.54	19.01
Total Current Liabilities		**529.37**	**362.84**
Total Liabilities		**828.10**	**1,045.03**
Total Equity and Liabilities		**1,719.34**	**1,258.14**
Material accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date
For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 101248W/ W-100022

For and on behalf of the Board of Directors of
Busy Infotech Private Limited *(Formerly Tolexo Online Private Limited)*
CIN : U72200HR2014PTC120179

Prince Sharma
Partner
Membership No.: 521307
Place : Gurugram
Date : 25 April 2025

Brijesh Kumar Agrawal
Managing Director
DIN: 00191760
Place: New Delhi
Date : 25 April 2025

Prateek Chandra
Director
DIN: 00356853
Place : New Delhi
Date : 25 April 2025

Nupur Singh
(Company Secretary)
Membership No. A36306
Place : Noida
Date : 25 April 2025

Statement of Profit and Loss

for the year ended 31 March 2025

(Amounts in INR "Millions", unless otherwise stated)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income:			
Revenue from operations	18	658.36	541.57
Other income	19	103.36	79.47
Total Income		**761.72**	**621.04**
Expenses:			
Employee benefits expense	20	389.22	309.01
Finance costs	21	58.41	77.91
Depreciation and amortization expenses	22	10.90	5.88
Other expenses	23	222.35	163.88
Total Expenses		**680.88**	**556.68**
Profit before tax		**80.84**	**64.36**
Income tax expense			
Current tax	25	3.25	11.78
Deferred tax	25	(37.87)	22.22
Total tax expense		(34.62)	34.00
Profit for the year		**115.46**	**30.36**
Other comprehensive income/(loss) (OCI)			
Items that will not be reclassified to profit or loss in subsequent year			
Re-measurement gain (losses) on defined benefit plans		0.18	0.23
Income tax effect		(0.05)	(0.04)
		0.13	0.19
Other comprehensive income/(loss) for the year (net of tax)		**0.13**	**0.19**
Total comprehensive income for the year		**115.59**	**30.55**
Earnings per equity share	24		
Basic earnings per equity share (INR) - face value of INR 10 each		7.41	4.34
Diluted earnings per equity share (INR) - face value of INR 10 each		5.90	3.67
Material accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date
For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 101248W/ W-100022

For and on behalf of the Board of Directors of
Busy Infotech Private Limited *(Formerly Tolexo Online Private Limited)*
CIN : U72200HR2014PTC120179

Prince Sharma
Partner
Membership No.: 521307
Place : Gurugram
Date : 25 April 2025

Brijesh Kumar Agrawal
Managing Director
DIN: 00191760
Place: New Delhi
Date : 25 April 2025

Prateek Chandra
Director
DIN: 00356853
Place : New Delhi
Date : 25 April 2025

Nupur Singh
(Company Secretary)
Membership No. A36306
Place : Noida
Date : 25 April 2025

Statement of changes in equity

for the year ended 31 March 2025
(Amounts in INR "Millions", unless otherwise stated)

(a) Equity share capital (refer note 10)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 01 April 2023	**70.02**
As at 31 March 2024	**70.02**
As at 31 March 2025	**295.83**

(b) Other equity (Refer Note no 11)

Particulars	Equity portion of OCCRPS (refer note 12)*	Retained earnings	General Reserve	Share Suspense Account	Secruities Premium reserve	Deemed Capital Contribution by Parent Company	Total other equity
Balance as at 1 April 2023	**93.95**	**(385.63)**	**403.17**	**1.05**	**-**	**-**	**112.54**
Profit for the year	**-**	**30.36**	**-**	-	-	-	**30.36**
Other comprehensive income for the year	-	0.19	-	-	-	-	0.19
Total comprehensive income	-	30.55	-	-	-	-	30.55
Balance as at 31 March 2024	**93.95**	**(355.08)**	**403.17**	**1.05**	-	-	**143.09**
Profit for the year	-	115.46	-	-	-	-	115.46
Other comprehensive gain for the year	-	0.13	-	-	-	-	0.13
Total comprehensive income	**-**	**115.59**	**-**	-	-	-	**115.59**
Conversion of OCCRPS to equity during the year (refer note 12)	**(42.15)**	**-**	**-**	-	**374.02**	-	**331.87**
Share based payment reserve - Capital contribution by Parent Company	**-**	**-**	**-**	-	-	**5.91**	5.91
Issue of Shares pursuant to merger (refer note 36)	**-**	**-**	**-**	**(1.05)**	-	-	(1.05)
Balance as at 31 March 2025	**51.80**	**(239.49)**	**403.17**	-	**374.02**	**5.91**	**595.41**

Other comprehensive income/(loss) on remeasurement of defined employee benefit plans of INR 0.13 (net of tax) and INR 0.19 (net of tax) is recognised as a part of retained earnings
for the year ended 31 March 2025 and 31 March 2024 respectively.

The accompanying notes are an integral part of the financial statements

As per our report of even date
For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 101248W/ W-100022

For and on behalf of the Board of Directors of
Busy Infotech Private Limited *(Formerly Tolexo Online Private Limited)*
CIN : U72200HR2014PTC120179

Prince Sharma
Partner
Membership No.: 521307
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Place: New Delhi
Date : 25 April 2025

Prateek Chandra
Director
DIN: 00356853
Place : New Delhi
Date : 25 April 2025

Nupur Singh
(Company Secretary)
Membership No. A36306
Place : Noida
Date : 25 April 2025

Statement of Cash Flows

for the year ended 31 March 2025

(Amounts in INR "Millions", unless otherwise stated)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before tax for the year		**80.84**	**64.36**
Adjustments for :			
Depreciation and amortisation expense	21	10.90	5.88
Interest income under the effective interest method			
- on bank deposits	19	(1.22)	(1.23)
- on corporate deposits and loans	19	(5.01)	(8.77)
- on Bonds	19	(14.18)	(11.63)
Gain on sale of Investments (net)	19	(3.73)	(10.24)
Gain on de-recognition of Right-of-use assets	19		-
Fair value gain/(loss) on financial assets measured at FVTPL			
-Mandatorily measured at FVTPL-others		(78.72)	(45.19)
Net loss on disposal of property, plant and equipment	19	0.01	0.39
Interest expense on financial liability measured at amortised cost		58.41	77.91
Equity settled share based payment transactions		5.91	-
Provisions and liabilities no longer required written back		-	(0.47)
		53.21	**71.01**
Net changes in:			
Trade receivables		11.63	20.36
Other financial assets		(22.04)	(13.09)
Other assets		(81.33)	2.91
Trade payables & Other financial liabilities		(13.91)	(6.06)
Contract liabilities		284.81	160.18
Provisions and other liabilities		11.09	7.70
Cash generated from operations		**243.46**	**243.01**
Income tax paid (net)		(13.47)	(1.90)
Net cash generated from operating activities		**229.99**	**241.11**
Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		0.01	0.08
Purchase of property, plant and equipment, other Intangible assets and Intangible assets under development		(57.65)	(4.31)
Proceeds from sale of Investments		460.24	1,007.98
Acquisition of other investments		(656.79)	(1,271.44)
Acquisition of Inter corporate deposits placed with financial institutions		-	(160.00)
Redemption of Inter-corporate deposits placed with financial institutions		-	156.58
Investment in bank deposits		(21.28)	(24.76)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Proceeds from maturity of bank deposits		22.38	5.26
Interest received on Inter corporate deposit		0.85	
Interest received on bank deposits		1.22	0.97
Interest received on bonds		14.18	11.63
Net cash used in investing activities		**(236.84)**	**(278.01)**
Net decrease in cash and cash equivalents		**(6.85)**	**(36.90)**
Cash and cash equivalents at the beginning of the year		19.73	56.63
Cash and cash equivalents at the end of the year		**12.88**	**19.73**
Material accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date
For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 101248W/ W-100022

For and on behalf of the Board of Directors of
Busy Infotech Private Limited *(Formerly Tolexo Online Private Limited)*
CIN : U72200HR2014PTC120179

Prince Sharma
Partner
Membership No.: 521307
Place : Gurugram
Date : 25 April 2025

Brijesh Kumar Agrawal
Managing Director
DIN: 00191760
Place: New Delhi
Date : 25 April 2025

Prateek Chandra
Director
DIN: 00356853
Place : New Delhi
Date : 25 April 2025

Nupur Singh
(Company Secretary)
Membership No. A36306
Place : Noida
Date : 25 April 2025

Notes to the Financial Statements

for the year enAded 31 March 2025
(Amount in INR millions,unless otherwise stated)

1 Corporate information

Busy Infotech Pvt Ltd (formerly known as Tolexo Online Private Limited) ("the Company") is a private limited company domiciled in India and was incorporated on May 28, 2014 under the provisions of the Companies Act applicable in India. The Company is a developer of accounting software 'Busy', an integrated business accounting and management software for Micro, Small & Medium Enterprises.. The registered office of the Company is located at Plot No - 60, Ground Floor, Sector-18, Opposite Police Station, Industrial Complex Dundahera, Gurgaon- 122016, Haryana, India.

2 Material Accounting Policies

2.1 Statement of Compliance

The financial statements for the year ended 31 March 2025 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 ('Act'). The financial statements are approved for issue by the Company's Board of Directors on 25 April 2025.

Details of the Company's accounting policies, including changes thereto, are included in Note 2,3

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis as explained in the accounting policies below, except for the following:

-certain financial assets and liabilities measured at fair value where Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments);

-net defined benefit (asset)/liability - Fair value of plan assets less present value of defined benefit obligations.

The preparation of these financial statements requires the use of accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates have the most significant effect on the amounts recognised in the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

2.3 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded to the nearest millions, unless otherwise indicated.

2.4 Material accounting policies

a) Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash-equivalents, the company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liablities in the balance sheet.

b) Fair value measurement

The Company measures financial instruments, such as investment in mutual funds, equity instruments, bonds, debentures & market linked debentures at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.. All assets and liabilities for which fair value is measured or disclosed in the Financial Statement are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re assessing categorisation (based on the lowest level input that is significant to the fair value

Notes to the Financial Statements

for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

measurement as a whole) at the end of each reporting period.

c) **Revenue from contract with customers**

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a good or service to a customer.

The Company primarily earns revenue from the sale of software license products and subscription services. The Company also provides support and maintenance services, upgrades and add-ons services to its customers.

Sale of license

In arrangements for sale of software license and related services, the Company has applied the guidance of Ind AS 115, 'Revenue from Contract with Customers' by applying the revenue recognition criteria for each separately identifiable component of a single transaction. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some sales taxes). The transaction price is allocated between the different performance obligations based on the fair value, i.e. the stand-alone price of such services applicable at the time of sale of new license.

Revenue from license where the customer obtains a "right to use" the license is recognised at the time the license is made available to the customer. The performance obligation of the Company is satisfied at the point in time when the license is delivered and activated by the customer at which point the revenue is recognised. The arrangement to deliver the software license has an element of BLS where the customer obtains the "right to access" and as such the revenue is recognised over the access period.

Sale of credits

Revenue from sale of credits is recognised as and when such credits are utilised by the customer. Upgrades provided to the customer are recognised as revenue on the date of activation of such upgrade as there are no unfulfilled performance obligation which remains after utilisation such credits for upgrades provided to the customer

Sale of subscription services

The performance obligation of the Company towards sale of subscription is evenly satisfied over the subscription period and the customers simultaneously receive and consume the benefits of these subscription during the underlying contract period.Consequently, revenue from sale of subscription is recognised rateably over the period of the respective subscription

Sale of services - Others

Revenue from sale of services other than AMC are recognised as and when such services are provided to the customer.

Support services

Support services include installation, training, and AMC services, provided by the Company as a principal, either directly or through authorised third parties. For perpetual licenses, installation and training services are expensed at the time of licence activations, while other services are expensed over time. For fixed-period subscription products, stipulated services are expensed systematically over the service period.

Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is received.

The Company recognizes an onerous contract provision when the expected unavoidable costs of meeting the future obligations exceed the expected economic benefits to be received under a contract. Such provision, if any, is recorded in the period in which such losses become probable.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

Revenue towards satisfaction of a performance obligation is measured at the transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Volume discounts, or any other form of variable consideration is estimated using either the sum of probability weighted amounts in a range of possible consideration amounts (expected value), or the single most likely amount in a range of possible consideration amounts (most likely amount), depending on which method better predicts the amount of consideration realizable. Transaction price includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable

Notes to the Financial Statements
for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price may involve judgment and are based largely on an assessment of our anticipated performance and all information that is reasonably available to us.

d) Recognition of Interest income

For all financial assets measured at amortised cost,interest income is recorded using the effective interestrate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

e) Property Plant and Equipments

i. Recognition and Measurement

Property, plant and equipment, capital work in progress are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing parts of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Capital work in progress includes cost of property, plant and equipment under development as at the balance sheet date.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date, are disclosed under capital work- in- progress.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

ii. Subsequent expenditure

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

iii. Depreciation

Depreciation is calculated on a written down value basis using the rates arrived at based on the useful lives prescribed under Schedule II to Companies Act, 2013. The Company has used the following rates to provide depreciation on its Property, plant and equipment:

Asset	Management's estimate of useful life	Useful life as per Schedule II
Computers	3 years	3 years
Furniture and fittings	10 years	10 years
Office equipment	5 years	5 years
Motor Vehicles	8 years	8 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property, plant and equipment individually costing ` 5,000 or less are depreciated at 100% in the year in which such assets are ready to use.

f) Other Intangible Assets

i. Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition,

Notes to the Financial Statements

for the year ended 31 March 2025

(Amount in INR millions,unless otherwise stated)

intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses (if any). Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Advances paid towards the acquisition of intangible assets outstanding at each balance sheet date are classified as capital advances and cost of assets not ready for use at the balance sheet date, are disclosed under intangible assets under development.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

iii. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in depreciation and amortisation in Statement of profit and loss.

The estimated useful life is as follows:

- Softwares	3 years

g) Leases

The company's lease asset classes primarily consist of lease of buildings. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets.

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Company recognises the lease payments associated with these leases as an expense in profit or loss on a straight-line basis over the lease term.

h) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. For impairment testing, assets are grouped together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

i) Taxes

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it related to items recognised in other comprehensive income

Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items

Notes to the Financial Statements

for the year ended 31 March 2025
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recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (loss) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (loss) or in equity), Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

j) Provisions, Contingent Liabilities & Contingent Assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Where the company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Notes to the Financial Statements

for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

Contingent Assets

Contingent asset is not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

k) Retirement & Other Employee Benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured on undiscounted basis at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current financial liabilities in the balance sheet.

Post-employment obligations

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan for its employees i.e. gratuity. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- net interest Expense or income

Other long-term employee benefit obligations

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting period-end. Actuarial gain/loss are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

Share-based payment arrangements

Indiamart Intermesh Limited ('IIL' or the 'Holding Company') offers certain employees of the Company, share based payments in the form of "Share appreciation rights" (SARs) which is equity-settled share based payment arrangement. The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefit expense over the vesting period of the SARs. "Share based payment expense" represents reimbursement of cost to the Holding Company. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Notes to the Financial Statements

for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

l) Financial Instruments

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial Recognition and measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

On initial recognition, a financial asset is measured at:

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated
- e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest For the purposes of this assessment,

Notes to the Financial Statements

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'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities – Classification,subsequent measurement and gains and losses Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Convertible preference shares

Convertible preference shares are separated into liability and equity components (if any) based on the terms of the contract.On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent periods. In the absence of fixed to fixed relationship, the conversion option is also analysed for classification as embedded derivative financial liability component and is recognised at fair value at each balance sheet date if not closely related to

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the host financial liability instrument.Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Derecognition

Financial assets

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
- substantially all of the risks and rewards of ownership of the financial asset are transferred; or
- the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment of Non-derivative financial asset Financial instruments and contract assets

The Company recognises loss allowances for Expected Credit Loss (ECLs) on:

- financial assets measured at amortised cost;
- debt investments measured at FVOCI; and
- contract assets.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables (including lease receivables) and contract assets are always measured at an amount equal to lifetime ECLs. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment, that includes forward-looking information. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 180 days past due.

Measurement of ECLs

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable or contract assets

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each

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reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly,12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses':

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as accumulated impairment amount in OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

m) Foreign currency transactions and translations

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition, Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

n) Earnings Per Share

Basic earnings per equity share are arrived at based on net profit or loss attributable to equity holders of the Company divided by the weighted average number of equity shares outstanding during the period .

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings

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

o) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

p) Segment reporting

Identification of assets

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Company is engaged in the business of development and sale of accounting and business management software license "Busy'. Accordingly, the Company's business activity primarily falls within a single operating segment which has been identified as the reportable segment. The analysis of geographical segments is based on the areas in which customers are based.

Segment policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

q) Share Capital

Equity shares are classified as equity. Incremental costs directly attributable to the issuance of newshares or options are shown in equity as a deduction, net of tax, from the proceeds.

r) Borrowings

Borrowings represent a certain portion of optionally convertible redeemable preference shares (OCRPS) issued to the shareholders. The preference shareholders are entitled for interest at the rate of 0.01% per annum on cumulative basis on the face value of the OCRPS. Due to conversion option available to the shareholders and ratio being fixed at 1:1, the said OCRPS are classified as compound financial instrument. Accordingly, the redemption amount of the OCRPS are bifurcated into financial liability and equity component.

3 Accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities and accompanying notes, at the end of the reporting period. Although these estimates are based on the 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 amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur

a) Defined benefit plans (gratuity benefit) (Note 15 and 2.4 (k))

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed annually or six months.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate are current best estimates of the expected mortality rates of plan members, both during and after employment. Future salary increases and gratuity increases are based on expected future inflation rates, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

b) Useful life of assets of Property, Plant and Equipment (Note 4 and 2.4 (e)

The charge in respect of periodic depreciation is derived after determining an estimate

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of an asset's expected life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at each financial year end.

c) **Leases – Estimating the incremental borrowing rate (Note 2.4 (g)**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of asset leased.

d) **Fair value measurement of financial instruments (Note 2.4 (l)**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e) **Taxes (Note 25 and 2.4 (i)**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has recognised deferred tax assets on the deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans & budgets.

f) **Impairment of Non Financial assets (Note 2.4 (h)**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use

The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model or other fair value valuation models. In DCF model, the cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes

g) **Determination of Transaction Price (Note 2.4 (c) and 18)**

As per Ind AS 115, Transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. Basis Company's terms of the contract and its customary business practices with intermediaries and the end customer, the company applies judgement

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in determining the transaction price. The Company has determined that the consideration to which it is entitled, using all relevant facts and circumstances available, is sale price at which the license is sold to the channel partner net off the incentive given to the channel partners.

h) Provisions & Contigencies (Note 2.4 (j)

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

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4 Property, plant and equipment

	Computers	Office equipments	Total
Gross carrying amount			
As at 1 April 2023	16.39	0.99	17.38
Additions for the year	4.24	0.07	4.31
Disposal for the year	(0.24)	-	(0.24)
As at 31 March 2024	**20.39**	**1.06**	**21.45**
Additions for the period	5.63	-	5.63
Disposal for the period	(1.21)	-	(1.21)
As at 31 March 2025	**24.81**	**1.06**	**25.87**
Accumulated depreciation			
As at 1 April 2023	8.65	0.92	9.57
Charge/impairment for the year	5.74	0.03	5.77
Disposals during the year	(0.15)	-	(0.15)
As at 31 March 2024	**14.24**	**0.95**	**15.19**
Charge/impairment for the period	6.07	0.05	6.12
Disposals during the period	(1.17)	-	(1.17)
As at 31 March 2025	**19.14**	**1.00**	**20.14**
Net book value			
As at 01 April 2023	**7.74**	**0.07**	**7.81**
As at 31 March 2024	**6.15**	**0.11**	**6.26**
As at 31 March 2025	**5.67**	**0.06**	**5.73**

4A Intangible assets under development

	Software under development	Total
Gross carrying amount		
Additions for the year	50.92	**50.92**
Capitalised during the year	(46.23)	**(46.23)**
As at 31 March 2025	**4.69**	**4.69**
Accumulated Amortisation		
Amortisation for the year	-	-
Disposals for the year	-	-
As at 31 March 2025	-	-
Net book value		
As at 31 March 2025	**4.69**	**4.69**

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Ageing of Capital work- in- progress

As at 31 March 2025	Amount of CWIP for a period of				
	Less than one year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Projects in progress	4.69	-	-	-	4.69
(ii) Projects temprorily suspended	-	-	-	-	-
Total	**4.69**	**-**	**-**	**-**	**4.69**

Research and development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate all the following:

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

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized on a straight-line basis over the period of expected future benefit from the related project. Amortization is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

5 Other Intangible assets

	Unique Telphone No.	Technology	Softwares	Total
Gross carrying amount				
As at 1 April 2023	-	-	2.22	**2.22**
Additions for the year	-	-	-	**-**
Disposals for the year	-	-	(0.51)	(0.51)
As at 31 March 2024	**-**	**-**	**1.71**	**1.71**
Additions for the period	1.10	46.23	-	**47.33**
Disposals for the period	-	-	(0.02)	**(0.02)**
As at 31 March 2025	**1.10**	**46.23**	**1.69**	**49.02**
Accumulated depreciation				
As at 1 April 2023	-	-	1.66	1.66
Charge for the year	-	-	0.10	0.10
Disposals during the year	-	-	(0.12)	(0.12)
As at 31 March 2024	**-**	**-**	**1.64**	**1.64**
Charge for the period	0.11	4.65	0.02	**4.78**
Disposals during the period	-	-	(0.02)	**(0.02)**
As at 31 March 2025	**0.11**	**4.65**	**1.64**	**6.40**

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Net Book Value				
As at 1 April 2023	**-**	**-**	**0.56**	**0.56**
As at 31 March 2024	**-**	**-**	**0.07**	**0.07**
As at 31 March 2025	**0.99**	**41.58**	**0.05**	**42.62**

6 Financial assets

i) Investments

	As at 31 March 2025	As at 31 March 2024
Current		
Investment in mutual funds at FVTPL	866.50	713.33
Investment in bonds and debentures at FVTPL	486.28	360.39
	1,352.78	**1,073.72**

	No. of shares/units	Amount	No. of shares/units	Amount
Current investments				
Investment in mutual funds - Quoted (mandatorily at Fair value through profit and Loss)				
ICICI Prudential Corporate Bond	-	-	664,640.69	17.91
SBI Corporate Bond Fund	4,542,600.50	70.89	4,542,600.50	65.18
ABSL Corporate Bond Fund	718,126.98	80.75	718,126.98	74.14
Kotak Equity Arbitrage Fund	2,769,940.45	109.00	2,769,940.45	100.79
Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund	4,954,460.62	60.21	4,954,460.62	55.60
Kotak Nifty SDL APR 2027 top 12 Equal Weight Index Fund	4,954,908.31	59.66	4,954,908.31	55.02
Kotak Corporate Bond	20,417.45	78.57	20,417.45	72.18
Invesco India Arbitrage Fund	5,350,103.90	181.43	5,350,103.90	167.84
Bajaj Finserve Liquid Fund- Direct growth	31,633.09	35.81	10,005.29	10.54
Nippon India Nivesh Lakshya Fund	1,804,224.68	32.64	674,832.86	11.11
SBI Arbitrage Opportunities Fund	-	-	663,688.89	21.73
Edelweiss Arbitrage Fund - Direct Plan Growth	2,234,980.57	45.69	1760,675.32	33.30
Edelweiss CRISIL IBX 50:50 Gilt Plus SDL April 2037	2,307,292.83	29.27	-	-
Edelweiss Nifty Midcap 150 Momentum 50	472,795.02	7.77	-	-
ICICI Prudential Liquid Fund Direct Plan Growth	28,596.25	10.98		
ICICI Alpha Low Volatility 30 ETF	771,922.00	19.95	-	-
SBI Nifty 200 Quality	115,881.00	23.85	-	-
ICICI Prudential Saving Fund	37,118.55	20.03	-	-
SBI ETF Nifty 50 Open Ended	-	-	67,665.00	15.80
SBI Mutual Fund ETF Sensex Open Ended	-	-	15,342.00	12.19
Total		**866.50**		**713.33**
Investment in bonds and debentures- Quoted (mandatorily at Fair value through profit and Loss)				
7.75% SBI Sept 2027	15.00	155.58	15.00	153.51
M&M Finance ZCB 21 May 2025	50.00	49.47	50.00	45.68
8.29% Axis Finance Aug 27	500.00	53.01	-	-

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8.36% HDB Financial Jul 2027	500.00	53.56	-	-
Bajaj Finance ZCB 18 Feb 26	100.00	120.31	100.00	110.76
HDB Fin - NCD Ser 06-Apr-27 - 8.25%	500.00	54.35	500.00	50.44
		486.28		**360.39**
		1,352.78		**1,073.72**
Aggregate book value of quoted investments		**1,352.78**		**1,073.72**
Aggregate market value of quoted investments		**1,352.78**		**1,073.72**
Aggregate carrying value of unquoted investments		**-**		**-**

ii) Loans (measured at amortised cost)

	As at 31 March 2025	As at 31 March 2024
Non-current		
Considered good- Unsecured		
Inter-corporate deposits*		
- Bajaj Finance Limited	-	64.30
	-	**64.30**
Current		
Considered good- Unsecured		
Inter-corporate deposits*		
- Bajaj Finance Limited	68.48	-
	68.48	**-**

Notes:

* Inter-corporate deposits yield fixed interest rate and are placed with financial institutions and other parties, who are authorized to accept and use such inter-corporate deposits as per regulations applicable to them. Inter-corporate deposits are repayable as per the stipulated terms of the arrangement which usually ranges from 12 months to 24 months.

iii) Other financial assets

Non-current (unsecured, considered good unless stated otherwise)

	As at 31 March 2025	As at 31 March 2024
Deposits with bank (Deposits with maturity for more than 12 months)	-	0.08
Total other financial assets	**-**	**0.08**

	As at 31 March 2025	As at 31 March 2024
Current (unsecured, considered good unless stated otherwise)		
Other financial assets		
Security deposits	2.97	2.19
Amount recoverable from payment gateway	34.16	12.90
Total other financial assets	**37.13**	**15.09**

7 Other assets

	As at 31 March 2025	As at 31 March 2024
Non-current (Unsecured, considered good unless otherwise stated)		
Indirect taxes recoverable	13.79	14.10

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Prepaid expenses	1.98	0.04
	15.77	**14.14**
Current (Unsecured, considered good unless otherwise stated)		
Advance to government Authority	0.03	0.03
Advances to vendors	0.99	0.21
Advances to employees	1.18	1.05
Prepaid expenses	79.58	0.79
Total	**81.78**	**2.08**

8 Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
a) Balance with bank		
- On current accounts	12.88	19.73
Total	**12.88**	**19.73**

Note:
Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above

b) Bank balances other than cash & cash equivalent

Deposits with banks		
Remaining maturity less than 12 months	18.63	19.71
Total	**18.63**	**19.71**

9 Trade Receivables

	As at 31 March 2025	As at 31 March 2024
Trade receivables- Billed (unsecured) consist of the following		
Trade receivables - Billed	22.74	34.37
Less: Loss allowance for doubtful trade receivables - Billed	-	-
Net Trade receivables	-	-
Total	**22.74**	**34.37**

Note

a) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person.

b) Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days.

Ageing of trade receivable - billed - outstanding as at 31 March 2025 is as follows:

Particulars	Unbilled	Not Due	Outstanding for the following periods from thedue date of payment					Total
			Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed Trade Receivables -considered good	-	22.72	-	-	0.02	-	-	**22.74**
Undisputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-	-	-	-	-

Notes to the Financial Statements

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Disputed Trade Receivables -which have significant increase in credit risk		-	-	-	-	-	-	-
Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-	-

As at 31 March 2024

Particulars	Unbilled	Not Due	Outstanding for the following periods from thedue date of payment					
			Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	-	34.14	0.22	0.01	-	-	-	**34.37**
Undisputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables -which have significant increase in credit risk		-	-	-	-	-	-	-
Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-	-

Above balances of trade receivables- billed doesn't include balances with related parties

10 Share Capital

Authorised equity share capital	Number of shares	Amount
As at 01 April 2023	**10,000,000**	**100.00**
At 31 March 2024	**10,000,000**	**100.00**
Changes during the year	46,060,000	460.60
As at 31 March 2025	**56,060,000**	**560.60**

Issued equity share capital (subscribed and fully paid up)	Number of shares	Amount
As at 01 April 2023	**7,001,800**	**70.02**
Issued during the year	**-**	**-**
At 31 March 2024	**7,001,800**	**70.02**
Issued during the year		
-Conversion of all OCCRPS into equity shares (refer note 12)	**22,476,325**	**224.76**
-Issue of Shares pursuant to the Scheme of merger (refer note 36)	**105,000**	**1.05**
As at 31 March 2025	**29,583,125**	**295.83**

a) Terms/ rights attached to equity shares:

1) The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity is entitled to one vote per share.

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

Notes to the Financial Statements
for the year ended 31 March 2025
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b) Shares held by holding company

	As at 31 March 2025		As at 31 March 2024	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited (one shares each held by Brijesh Kumar Agarwal & Dinesh Chandra Agarwal as Nominee of Indiamart InterMESH Limited)	29,583,125	100%	7,001,800	100%
Preference shares of INR 10 each fully paid				

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

	As at 31 March 2025		As at 31 March 2024	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited (one shares each held by Brijesh Kumar Agarwal & Dinesh Chandra Agarwal as Nominee of Indiamart InterMESH Limited)	29,583,125	100%	7,001,800	100%

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

Details of shareholding of promoters

Promoter Names	Number	As at 31 March 2025		As at 31 March 2024	
		% Holding	Change	Number	% Holding
Indiamart Intermesh Limited	29,583,125	100.00%	0.00%	7,001,798	100.00%
Dinesh Chandra Agarwal (Nominee of Indiamart Intermesh Limited)	1	0%	0.00%	1	0%
Brijesh Kumar Agrawal (Nominee of Indiamart Intermesh Limited)	1	0%	0.00%	1	0%
	29,583,125	**100%**	0.00%	**7,001,800**	**100%**

11 Other equity

	As at 31 March 2025	As at 31 March 2024
General Reserve		
At the commencement of the year	403.17	403.17
At the end of the year	**403.17**	**403.17**
Retained earnings		
At the commencement of the year	(355.08)	(385.63)
Add: Profit for the year	115.46	30.36
Add: Other Comprehensive Income for the year	0.13	0.19
At the end of the year	**(239.49)**	**(355.08)**

Notes to the Financial Statements

for the year ended 31 March 2025
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Equity portion of OCCRPS (refer note 12)		
At the commencement of the year	93.95	93.95
Conversion of OCCRPS to equity during the year	(42.15)	-
At the end of the year	**51.80**	**93.95**
Securities Premium Reserve	374.02	-
Share Suspense account	-	1.05
Deemed capital contribution by parent company	5.91	-
Total other equity	**595.41**	**143.09**

Nature and purpose of reserve and surplus:-

a) General reserve: The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes, as the same is created by transfer from one component of equity to another.

b) Retained earnings: Retained earnings represent the amount of accumulated earnings of the Company, and re-measurement gains/losses on defined benefit plans.

c) Equity portion of OCCRPS : Equity portion represents the amount of equity contribution arising from OCCRPS

d) Securities premium : Securities premium represents the amount arising from conversion of OCCRPS into equity shares

e) Deemed capital contribution : Deemed capital contribution represents the non rechargebale amount related to share appreciation rights grant by parent company to employe of the Company.

12 Borrowings

Measured at amortised cost	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Amount	No. of shares	Amount
Non-current				
Optionally convertible cumulative redeemable preference shares (unsecured)	-	-	22,476,325	498.22
Total	**-**	**-**	**22,476,325**	**498.22**

Notes:

The Company had issued certain Optionally convertible cummuliative redeemable preference shares (OCCRPS). These OCCRPS will be optionally convertible into equity shares of the Company at issued price including premium or at fair market value at the time of conversion at the option of holder. The OCRPS will be redeemable (in whole or in part) either at the option of the Company or at the option of the holder of the OCCRPS after the expiry of 5 years from the date of allotment but before any time within 20 years from the date of allotment of OCCRPS at par/premium. Based on these terms, the OCCRPS have been bifurcated into a host non-derivative financial liability component and a separable embedded derivative component (i.e. holders option to convert the OCCRPS either at issue price or fair market value at the time of conversion). The non-derivative financial liability component is measured at amortised cost using effective interest rate (EIR) method. The EIR represents the discount rate used to compute the fair value of the non-derivative financial liability component. The separable embedded derivative financial liability is measured at fair value on intial recognition with subsequent changes in fair value recognised through Statement of Profit and Loss and is disclosed under “Net (gain)/loss on derivative financial liability measured at amortised cost”.

With effect from 22 February 2019, the Company had changed its terms of OCCRPS to Optionally convertible cumulative redeemable preference shares (OCCRPS) to fix the tenure to 31 December 2025 and amount of redemption of preference shares to Rs. 30 per share including Rs 20 per share for premium on redemption and conversion ratio is fixed for 1:1 per OCCRPS to equity share. Accordingly, the OCCRPS have been classified as compound financial instrument and the fair value of the OCCRPS based on the revised terms has been considered for split accounting between financial liability (present value of amount to be paid upon redemption and mandatory dividend coupon) and equity component (for conversion option). Such equity component is presented separately as a part of ‘Other Equity’ under “Equity portion of OCCRPS” as per schedule III to Companies Act 2013.

Notes to the Financial Statements

for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

Authorised preference share capital	Number of shares	Amount
As at 31 March 2024	**70,000,000**	**700**
Changes during the year	(45,000,000)	(450)
As at 31 March 2025	**25,000,000**	**250**

Issued preference share capital (subscribed and fully paid up)	Number of shares	Amount
As at 31 March 2024	**22,476,325**	**225**
Conversion of all OCCRPS into Equity Shares Capital Structure after Conversion	**(22,476,325)**	**-225**
As at 31 March 2025	**-**	**-**

a) **Shares held by holding company**

	As at 31 March 2025		As at 31 March 2024	
	Number	Percentage	Number	Percentage
0.01% Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid				
Indiamart Intermesh Limited	-	0%	22,476,325	100%

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

0.01% Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid

Indiamart Intermesh Limited	-	0%	22,476,325	100%

c) **Terms/rights attached to 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS)**

The Company has issued only one class of preference shares i.e 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS).The OCCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up; the OCCRPS shall be participating in the surplus funds; the OCCRPS shall be participating in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid; (The OCCRPS will be entitled to dividend, if declared by the Board of Directors, on cumulative basis). The OCCRPS holders have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act 2013.

The OCCRPS will be optionally convertible into one is to one equity share of the Company at the option of the holder of the OCCRPS or redeemable at a price of Rs 30 per share including premium of Rs 20 per share on or before 31 December 2024. These OCCRPS converted into equity shares of Rs 10 each on 13 November 2024 into one is to one equity shares of the company.

13 Trade payables

	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises	8.54	0.55
Total outstanding dues of creditors other than micro enterprises and small enterprises		
-Outstanding dues to others	2.32	0.41
-Unbilled and accruals	6.80	15.15
Total	**17.66**	**16.11**

Notes to the Financial Statements

for the year ended 31 March 2025

(Amount in INR millions,unless otherwise stated)

Trade payables are non-interest bearing and are normally settled on 30-day terms.

Dues to micro and small enterprises - As per Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED' Act)

	As at 31 March 2025	As at 31 March 2024
This information has been determined to the extent such parties have been identified on the basis of information available with the Company		
(a) Principal amount remaining unpaid to any supplier as at the end of the year.	8.54	0.55
Interest due thereon remaining unpaid to any supplier as at the end of the year.	-	-
(b) Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
(c) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year	-	-
(e) The amount of further interest remaining due and payable even in succeding year, until such date when the interest dues as above are actualy paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	-	-
	8.54	**0.55**

Particulars	Unbilled Dues	Trade Payables which are not due	Outstanding for following periods from due dates of payments as at 31 March 2025				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
31 March 2025							
(i) MSME*	-	8.54	-	-		-	**8.54**
(ii) Others	-	2.32	-	-		-	**2.32**
Accrued expenses	6.80	-	-	-		-	**6.80**
(iii) Disputed -MSME*	-	-	-	-	-	-	**-**
(iv) Disputed -Others	-	-	-	-	-	-	**-**

Particulars	Unbilled Dues	Trade Payables which are not due	Outstanding for following periods from due dates of payments as at 31 March 2024				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
31 March 2024							
(i) MSME*	-	0.55	-	-		-	**0.55**
(ii) Others	-	0.41	-	-		-	**0.41**
Accrued expenses	15.15	-	-	-		-	**15.15**
(iii) Disputed -MSME*	-	-	-	-	-	-	**-**
(iv) Disputed -Others	-	-	-	-	-	-	**-**

Notes to the Financial Statements

for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

14 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024
Current		
Payable to employees	25.81	21.68
Payable to holding company (refer note no.29)	0.01	7.42
Payable to dealers	5.87	18.06
	31.69	**47.16**

15 Provisions

Non-current

	As at 31 March 2025	As at 31 March 2024
Provision for employees benefits*		
Provision for gratuity	10.00	10.17
Provision for leave encashment	-	0.08
	10.00	**10.25**
Current		
Provision for employees benefits*		
Provision for gratuity	5.73	3.68
Provision for leave encashment	11.81	15.33
Total	**17.54**	**19.01**

*Refer Note 26

16 Contract and other liabilities

	As at 31 March 2025	As at 31 March 2024
(a) Contract Liabilities*		
Non-current		
Deferred revenue	288.73	173.21
	288.73	**173.21**
Current		
Deferred revenue	428.31	244.74
Advances from customers	5.73	20.01
	434.04	**264.75**
Total	**722.77**	**437.96**
(b) Other liabilities		
Statutory dues		
Tax deducted at source payable	5.86	3.83
GST & PF & PT payable	15.42	9.09
Other advances	7.16	2.89
Total	**28.44**	**15.81**

* Contract liabilities includes consideration received in advance to render services in future period.

Notes to the Financial Statements

for the year ended 31 March 2025
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17 Tax assets and liabilities

	As at 31 March 2025	As at 31 March 2024
Non-Current tax assets (net of provisions)		
Current		
Income tax assets	34.14	20.37
Less: Provision for income tax	(15.34)	(11.78)
Total	**18.80**	**8.59**

18 Revenue from operations

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of services		
Income from services	658.36	541.57
Total	**658.36**	**541.57**

Reconciliation of Revenue from accouting software and allied services with the contracted price:

	For the year ended 31 March 2025	For the year ended 31 March 2025
Contracted price for accouting software and allied services	778.27	653.61
Less: Trade discounts	(119.91)	(112.04)
Revenue from sale of accouting software and allied services	**658.36**	**541.57**

Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligation that are unsatisfied (or partially unsatisfied) at the reporting date:

	As At 31 March 2025		As At 31 March 2024	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Income from services	434.04	288.73	264.75	173.21
	434.04	**288.73**	**264.75**	**173.21**

19 Other income

	For the year ended 31 March 2025	For the year ended 31 March 2024
Net gain on disposal of current investments	3.73	10.24
Fair value gain/(loss) on financial assets measured at FVTPL		
- Investment in mutual funds	56.83	38.86
- Investment in ETF	(3.87)	3.08
- Investment in debt instruments	25.76	3.25
Interest income under the effective interest method		
- on bank deposits	1.22	1.23
- on corporate deposits and loans	5.01	8.77
- Interest Income on Bonds	14.18	11.63

Notes to the Financial Statements
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Miscellaneous income	0.50	2.41
Total	**103.36**	**79.47**

20 Employee benefits expense

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	350.52	284.96
Gratuity expense	7.25	5.73
Contribution to provident and other funds	10.89	7.84
Employee share based payment expense	14.16	7.42
Staff welfare expenses	6.40	3.06
Total	**389.22**	**309.01**

21 Finance costs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on financial liability measured at amortised cost	58.41	77.91
	58.41	**77.91**

22 Depreciation and amortization expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 4)	6.12	5.78
Amortisation of other intangible assets (refer note 5)	4.78	0.10
Total	**10.90**	**5.88**

23 Other expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Internet and other online expenses	0.22	0.55
Rent	16.17	13.81
Power & fuel	-	0.04
Communication costs	2.36	1.57
Advertisement expenses	18.43	3.10
Repair and maintenance:	0.41	1.29
Travelling and conveyance	12.06	10.73
Legal and professional fees	20.20	25.63
Directors' sitting fees	1.10	0.57
Auditor's remuneration*	3.16	2.30
Sales promotion expenses	8.07	16.51
Customer Support Expenses	75.97	50.89
Corporate social responsibility activities expenses	-	3.00
Support Services	20.60	-
Software expenses	11.98	6.54
Sales commission	18.65	21.01

Notes to the Financial Statements
for the year ended 31 March 2025
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Miscellaneous expenses	12.97	6.34
Total	**222.35**	**163.88**

***Payment to Auditors (exclusive of GST)**	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**
As auditor:		
- Audit fee	1.93	1.88
- Special purpose financials	1.01	
In other capacity:	-	-
Other services	-	0.16
Reimbursement of expenses	0.22	0.26
	3.16	**2.30**

24 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the earnings for the period attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS are calculated by dividing the earnings for the period attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended 31 March 2025	**For the year ended 31 March 2024**
Basic		
Profit attributable to equity shareholders (A)	115.46	30.36
Weighted average number of equity shares used in calculating basic EPS (B)	15,573,647	7,001,800
Basic earnings per equity share (A/B)	7.41	4.34
Diluted		
Profit attributable to equity shareholders(A)	173.87	108.27
Weighted average number of equity shares used in calculating basic EPS	15,573,647	7,001,800
Potential equity shares	13,916,848	22,476,325
Total no. of shares outstanding (including dilution) (C)*	29,490,495	29,478,125
Diluted earnings per equity share (A/C)	5.90	3.67

* Equity suspense account was considered for the purpose of computing EPS.

25 Income Tax

a) Income tax expense recognised in Statement of profit and loss

Particulars	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**
Current tax expense		
Current tax for the year	6.60	11.78
Changes in estimates related to prior years	(3.35)	-
	3.25	**11.78**
Deferred tax expense		
Relating to origination and reversal of temporary differences	(37.87)	22.22
	(37.87)	**22.22**
Total income tax expense	**(34.62)**	**34.00**

Notes to the Financial Statements
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b) Income tax recognised in other comprehensive income/(loss) (OCI)

Deferred tax related to items recognised in OCI during the Year

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Net gain (loss) on remeasurements of defined benefit plans	(0.05)	(0.04)
	(0.05)	**(0.04)**

c) Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before tax	80.84	64.36
Accounting profit before income tax	**80.84**	**64.36**
Tax expense at the statutory income tax rate @25.17%	20.35	16.20
Adjustments in respect of differences taxed at lower tax rates	(5.65)	(2.74)
Other non-deductible expenses and non-taxable income	14.70	1.23
Non recognition of deferred tax assets on losses	-	19.31
Recognition of deferred tax assets on losses (refer note 36)	(64.02)	-
	(34.62)	**34.00**

The Effective Tax Rate (ETR) for the year ended 31 March 2025 is (42.82%) and for year ended 31 March 2024 is 52.83 % . ETR during the year ended 31 March 2025 is lower primarily on account of recognition of deferred tax assets on unused credits of Tolexo Online Private Limited and Hello Trade Private Limited, post the merger.

d) Breakup of deferred tax recognised in the Balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax asset		
Property, plant and equipment and other intangible assets	-	0.98
Provision for gratuity and compensated absences	7.88	8.15
Deferred revenue and advance from customers/dealers	0.18	3.12
Unused tax credits (net) (refer note 36)	55.84	-
Others	0.43	0.43
Investment in equity oriented mutual funds, bonds, debentures measured at fair value-Short term	0.66	-
Total deferred tax assets(A)	**64.99**	**12.68**
Deferred tax liabilities		
Property, plant and equipment and other intangible assets	(0.23)	-
Investment in debt oriented mutual funds, bonds, debentures measured at fair value - Short term	(23.13)	(12.88)
Investment in equity oriented mutual funds, bonds, debentures measured at fair value-Short term	-	(0.17)
Investment in debt oriented mutual funds, bonds, debentures measured at fair value-Long term	(4.32)	(0.14)
Total deferred tax liabilities(B)	**(27.68)**	**(13.19)**
Net deferred tax assets (C) = (A) - (B)	**37.31**	**(0.51)**

Notes to the Financial Statements

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Movement in deferred tax balances

31-Mar-25	Net Balance at 1 April 2024	Recognised in profit or loss	Recognised in OCI	Net	Deferred Tax Assets	Deferred Tax Liablities
Property, plant and equipment and other intangible assets	0.98	(1.21)	-	(0.23)	-	(0.23)
Provision for gratuity and compensated absences	8.15	(0.22)	(0.05)	7.88	7.88	-
Deferred revenue and advance from customers/dealers	3.12	(2.94)	-	0.18	0.18	-
Unused tax credits (net)		55.84	-	55.84	55.84	-
Investment in mutual funds, bonds, debentures measured at fair value	(12.88)	(10.25)	-	(23.13)	-	(23.13)
Investment in mutual funds, bonds, debentures measured at fair value- Short Term	(0.17)	0.83		0.66	0.66	
Investment in mutual funds, bonds, debentures measured at fair value-Long term	(0.14)	(4.18)	-	(4.32)	-	(4.32)
Others	0.43	-	-	0.43	0.43	-
Total	**(0.51)**	**37.87**	**(0.05)**	**37.31**	**64.99**	**(27.68)**

31-Mar-24	Net Balance at 1 April 2023	Recognised in profit or loss	Recognised in OCI	Net	Deferred Tax Assets	Deferred Tax Liablities
Property, plant and equipment and other intangible assets	0.31	0.67	-	0.98	0.98	-
Provision for gratuity and compensated absences	6.10	2.08	(0.04)	8.15	8.15	-
Deferred revenue and advance from customers/dealers	11.45	(8.32)	-	3.12	3.12	-
Unused tax credits	9.15	(9.15)	-	-	-	-
Investment in mutual funds, bonds, debentures measured at fair value	(5.44)	(7.44)	-	(12.88)	-	(12.88)
Investment in mutual funds, bonds, debentures measured at fair value- Short Term		(0.17)		(0.17)		(0.17)
Investment in mutual funds, bonds, debentures measured at fair value-Long term	(0.25)	0.11	-	(0.14)	-	(0.14)
Others	0.43	-	-	0.43	0.43	-
Total	**21.75**	**(22.22)**	**(0.04)**	**(0.51)**	**12.68**	**(13.19)**

e) Breakup of deferred tax expense/(income) recognised in Statement of profit and loss and OCI

Particulars	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**
Property, plant and equipment and other intangible assets	(1.21)	0.67
Provision for gratuity and compensated absences	(0.22)	2.04
Deferred revenue and advance from customers/dealers	(2.94)	(8.32)
Unused tax credits	55.84	(9.15)
Investment in mutual funds, bonds, debentures measured at fair value	(10.25)	(7.44)
Investment in mutual funds, bonds, debentures measured at fair value- Short Term	0.83	(0.17)

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Investment in mutual funds, bonds, debentures measured at fair value-Long term	(4.18)	0.11
Deferred tax expense	**37.87**	**(22.26)**
Income tax relating to items that will not be reclassified to Profit & Loss	**(0.05)**	**(0.04)**
	37.82	**(22.22)**

Note: As of 31 March 2025, the Company has carried forward losses amounting to INR 221.96 million. The Company has recognized the deferred tax assets of INR 55.87 million on account of these balances. (refer note 36)

Tax losses carried forward

Tax losses and unutilised tax credits for which no deferred tax assets was recognised till March 2024 will expire as follows:

	As at 31 March 2024	Expiry Date
Unabosrbed Depreciation	9.98	Unlimited
Business Losses	77.78	AY 2025-26
Business Losses	29.72	AY 2026-27
Business Losses	29.88	AY 2027-28
Business Losses	48.33	AY 2028-29
Business Losses	39.48	AY 2029-30
Business Losses	42.50	AY 2030-31
Business Losses	6.41	AY 2031-32
Business Losses	0.06	AY 2032-33

26 Defined benefit plan and other long-term employee benefit plan

The company has a defined benefit gratuity plan. Every employee who has completed statutory defined period of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with insurance company in form of qualifying insurance policy. This defined benefit plans exposes the Company to actuarial risks, such as longevity risk, interest rate risk and salary risk.

The amount included in the balance sheet arising from the Company obligation in respect of its gratuity plan is as follows:

Gratuity - defined benefit plan	As at 31 March 2025	As at 31 March 2024
Present value of defined benefit obligation	33.05	26.16
Fair value of plan assets	(17.32)	(12.31)
Net liability arising from defined benefit obligation	**15.73**	**13.85**

Leave encashment - other employee benefit plan

	As at 31 March 2025	As at 31 March 2024
Present value of other empoyee benefit	11.81	15.41
Net liability arising from other empoyee benefit	**11.81**	**15.41**

a) Reconciliation of the net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and other other long term employee benefit plan and its components.

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for the year ended 31 March 2025
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Reconciliation of present value of defined benefit obligation for Gratuity:

	Gratuity 31 March 2025	Gratuity 31 March 2024
Balance at the beginning of the year	26.16	20.02
Benefits paid	(1.46)	(0.55)
Current service cost	6.27	4.73
Interest cost	1.87	1.53
Actuarial (gains)/losses	-	-
- changes in demographic assumptions	(1.39)	-
- changes in financial assumptions	2.01	0.87
- experience adjustments	(0.41)	(1.10)
Transfer in/out	-	0.65
Balance at the end of the year	**33.05**	**26.16**

Movement in fair value of plan assets

	31 March 2025	31 March 2024
Opening fair value of plan assets	12.31	7.11
Interest income	0.88	0.53
Actuarial gains/(losses)	0.40	0.02
Contributions from the employer	5.00	5.20
Benefits paid	(1.27)	(0.55)
Closing fair value of plan assets	**17.32**	**12.31**

The major categories of plan assets as a percentage of the fair value of the total plan assets are as follows:

	As at 31 March 2025	As at 31 March 2024
Funds managed by insurer	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

b) Expense recognised in profit or loss

	Gratuity	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	6.27	4.73
Net interest expense	0.99	1.00
Components of defined benefit costs recognised in profit or loss	**7.26**	**5.73**
Remeasurement of the net defined benefit liability:		
Actuarial gain/(loss) on plan assets	-	-
Actuarial gain/(loss) on defined benefit obligation	0.18	0.23
Components of defined benefit costs recognised in other comprehensive Income	**0.18**	**0.23**

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c) Actuarial assumptions

Principal actuarial assumptions as at reporting date (expressed as weighted averages):

	Gratuity	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Discount rate	6.50%	7.1% - 7.15%
Salary growth rate	12% for first 2 years and 9% thereafter	12% for first 2 years and 9% thereafter
Attrition rate	20%	15% - 17%
Weighted average duration (based on discounted cashflows)	5 Years	6 Years
Mortality table	India Assured Life Morality (2012-14)	India Assured Life Morality (2012-14)

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

d) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions
constant, would have affected the defined benefit obligation by the amounts shown below:

Gratuity

As at 31 March 2025	Decrease	Increase
Impact of change in discount rate by 0.5%	6.98	6.80
Impact of change in salary by 0.5%	6.81	6.97
Impact of attrition rate by 50% of attrition rates	8.76	6.02
Impact of mortality rate by 10% of mortality rates	6.89	6.89

As at 31 March 2024	Decrease	Increase
Impact of change in discount rate by 0.5%	6.45	6.10
Impact of change in salary by 0.5%	6.12	6.42
Impact of attrition rate by 50% of attrition rates	7.07	5.78
Impact of mortality rate by 10% of mortality rates	6.27	6.27

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

e) The table below summarises the maturity profile and duration of the gratuity liability:

Particulars	As at 31 March 2025	As at 31 March 2024
Within one year	5.55	3.65
Within two - five years	14.91	10.67
Within six years	8.67	2.20
Above six years	3.92	9.64
Total	**33.05**	**26.16**
f) Expected Contribution during the next annual reporting period	22.12	18.68

Notes to the Financial Statements

for the year ended 31 March 2025
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27 Fair values Measurements

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the company's financial instruments are as follows:

	Level	As at 31 March 2025	As at 31 March 2024
Financial assets			
a) Measured at fair value through profit or loss (FVTPL)			
- Investment in mutual funds (refer note b(iii) below)	Level 1	866.50	713.33
- Investment in bonds & debentures	Level 2	486.28	360.39
		1,352.78	**1,073.72**
b) Measured at amortised cost (Refer Note b(i) and (ii) below)			
-Trade receivables		22.74	34.37
-Cash and cash equivalents		12.88	19.73
-Other Bank balances		18.63	19.71
-Loans		68.48	64.30
-Others financial assets		37.13	15.17
		159.86	**153.28**
Total (a+b)		**1,512.64**	**1,227.00**
Financial liabilities			
Measured at amortised cost (Refer Note b(i) and (ii) below)			
Borrowings		-	498.22
Trade payables		17.66	16.11
Other financial liabilities		31.69	47.16
Total		**49.35**	**561.49**

b) The following methods / assumptions were used to estimate the fair values:

i) The carrying value of Deposits with Banks, Inter-corporate deposits with Financial institutions, trade receivables, cash and cash equivalents, loans to employees, trade payables, security deposits and other financial assets, borrowings and other financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments. These have been assessed basis counterparty credit risk.

ii) Fair value of quoted mutual funds is based on quoted market prices at the reporting date. We do not expect material volatility in these financial assets.

iii) Fair value of the quoted bonds and debentures is determined using observable market's inputs and is classified as Level 2.

iv) The fair value of borrowings are determined by discounting future cash flows using current rates of instruments with similar terms and credit risk. The current rates used do not reflect significant changes from the discount rates used initially. Therefore, the carrying value of these instruments measured at amortised cost approximate their fair value.

v) The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred. The company has not made any transfers between levels of the fair level hierarchy during the current year and previous year.

28 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Board is assisted in its oversight role by internal audit. Internal audit undertakes regular reviews of risk management controls and procedures, the results of which are reported to the Board.

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The Company manages its capital to ensure that the company will be able to continue as a going concern while maximising the returns to stakeholders through the optimisation of the debt and equity balance. The capital structure of the company consists of no debts and only equity of the company. The Company is not subject to any externally imposed capital requirements.The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity. The funding requirement have been generally met through operating cash flows generated.

i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and bank balances, trade receivables, investments in mutual fund, bonds, debentures, Market linked debentures, loans and security deposits.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

The company maintains its cash and cash equivalents, bank deposits, inter-corporate deposits, investment in mutual funds, bonds, debentures and market linked debentures with reputed banks and financial institutions. The credit risk on these instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

Expected Credit Loss

The allowance for lifetime expected credit loss on customer balances is Nil as on 31 March 2025 and 31 March 2024

Security deposits and Loans

The Company monitors the credit rating of the counterparties on regular basis. These instruments carry very minimal credit risk based on the financial position of parties and Company's historical experience of dealing with the parties.

ii) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Companys's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities, and continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Further, the Company also has financial support from its Holding Company.

Maturities of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Contractual maturities of financial liabilities

31-03-2025	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	17.66	-	17.66
Other financial liabilities	31.69	-	31.69
	49.35	**-**	**49.35**

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31-03-2024	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	16.11	-	16.11
Other financial liabilities (Including borrowings from Holding Co.)	47.16	498.22	545.38
	63.27	**498.22**	**561.49**

iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include foreign currency receivables, deposits, investments in mutual funds, bonds, debentures and Market linked debentures.

a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency). Currency risks related to the principal amounts of the company's US dollar trade receivables and the impact is not material.

b) Interest rate risk

Investment of short-term surplus funds of the company in liquid schemes of mutual funds, bonds, debentures & Market linked debentures provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

Sensitivity	Impact on profit/equity before tax	
	For the year ended 31 March 2025	For the year ended 31 March 2024
+5% change in NAV of mutual funds, bonds, debentures & Market linked debentures.	67.64	53.69
- 5% change in NAV of mutual funds, bonds, debentures & Market linked debentures	(67.64)	(53.69)

The Company has only fixed rate financial assets (refer note 6) as at 31 March 2025 and 31 March 2024.There are no variable rate instruments held by the Company.

29 Related party transactions

i) Names of related parties and related party relationship

a) Holding Company	IndiaMART InterMESH Limited
b) Fellow Subsidiary Company	Paywith Indiamart Private Limited
c) Key Management Personnel (KMP)	
Director & CEO	Brijesh Kumar Agrawal till 17th Feb 2025
Managing Director	Brijesh Kumar Agrawal w.e.f 17th Feb 2025
Director & CFO	Prateek Chandra. Resigned as CFO effecitve from the end of the day of Feb 17, 2025
Director	Mekin Maheshwari w.e.f 17th Feb 2025
Director	Rajiv Deepak Talreaj w.e.f 17th Feb 2025
Director	Manoj Bhargava - resigned effecitve from the end of the day of Feb 17, 2025
Company Secretary	Shivani Mathur (resigned w.e.f. 8th July 2024)
Company Secretary	Nupur Singh appointed w.e.f 6th January 2025

Notes to the Financial Statements

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

Particulars	For the year ended	
	31 March 2025	31 March 2024
Holding company		
Finance cost on Optionally convertible cumulative redeemable preference share (OCCRPS)	58.41	77.91
Share based payment to employees	14.16	7.42
Sales Promotion Expenses	1.44	0.19
Cost of Unique Telephone Number	12.98	-
Professional & Technical Services	0.15	-
Rent Expenses	0.23	-
Conversion of Optionally convertible cumulative redeemable preference share (OCCRPS)	556.63	-
Fellow subsidiary		
Pay with Indiamart Private Limited		
Payment gateway Transaction charges	-	0.04
Key management personnel		
Sitting fees		
Mekin Maheshwari	0.55	0.37
Rajeev Deepak Talreja	0.55	0.20

iii) Balance as at year ended:

Particulars	As at 31 March 2025	As at 31 March 2024
IndiaMart InterMesh Limited		
Balance of Optionally convertible cumulative redeemable preference share (OCCRPS)	-	498.22
Share based payment to employees	-	7.42
Sales Promotion Expenses	-	0.05
Rent Expenses	0.23	
Paywith Indiamart Private Limited		
Payment gateway Transaction charges	-	0.04

Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

30 - Additional Regulatory Information

a) Ratios

Ratio	Numerator	Denominator	Current Year	Previous year	% Variance*
Current Ratio (in times)	Current Assets	Current liabilities	3.01	3.21	-6.17%

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Debt-Equity Ratio (in times)	Total debt (Refer Note 1 below)	Shareholder's equity	0.00%	2.34	-100.00%
Debt service coverage ratio (in times)	Earning available for debt service (Refer Note 2 below)	Debt Service (Refer Note 3 below)	3.16	1.47	115.92%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	20.91%	15.35%	36.25%
Trade Receivables turnover ratio (in times)	Net Credit sales during the year	Average trade receivable	23.05	12.16	89.64%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	13.17	10.70	23.00%
Net capital turnover ratio (in times)	Revenue from operations	Working capital (Current Assets-Current liabilities)	0.62	0.68	-8.47%
Net profit ratio (in %)	Net profit after tax	Revenue from operations	17.54%	5.61%	212.83%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 4 below)	17.37%	21.64%	-19.74%
Return on investment (ROI) (in %)	Income generated from invested funds (Refer Note 5 below)	Average invested funds in treasury investments (Refer Note 6 below)	7.92%	7.66%	3.43%

Notes

1. Total debt represents Borrowings from Holding company and lease liablities
2. Earning available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and amortizations + Interest + other adjustments like(gain)/ loss on sale of Fixed assets/ROU.
3. Debt service = Finance cost
4. Capital Employed = Tangible net worth + Deferred tax liabilities+ total debt
5. Income generated from invested funds = FVTPL gain on mutual funds, bonds, debentures and units of alternative investment funds + Interest income from Bank deposits + Interest income on inter corporate deposits+ Gain on sale of investments
6. Average invested funds in treasury investments = Average of opening treasury investments and closing treasury investments #)

   # Treasury Investments = Mutual funds, bonds, debentures, units of alternative investment funds and investment trust + Inter - corporate deposits + Bank deposits
7. Average is calculating based on simple average of opening and closing balances.

<u>Explanation where variance in ratio is more than 25%</u>

Debt-Equity Ratio and Debt service coverage ratio

Due to conversion of OCCRPS, Debt levels are reduced to zero and hence not applicable for FY 25 and increase in profitability has lead to higher debt service coverage ratio.

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Return on Equity ratio

The improvement in ROE ratio is due to increase in other income and recognition of DTA on carried forward losses.

Trade Receivables turnover ratio

The increase in trade receivables turnover ratio is on account of improved collection from customers.

Net profit ratio

The improvement is due to increase in other income and recognition of DTA on carried forward losses.

31 Corporate Social Responsibility (CSR) expenditure

	As at 31 March 2025	As at 31 March 2024
a) Amount required to be spent by the company during the year,	-	-
b) Amount approved by the Board to be spent during the year	-	-
c) Amount spent during the year:		
(i) construction/acquisition of any asset	-	-
(ii) on purpose other than (i) above	-	-
c) (Shortfall) /excess at the end of year #	-	-
d) Total previous year (Shortfall) /excess		
e) Reason for shortfall		-
f) Nature of CSR Activities		*
g) Details of related party tranaction in relation to CSR expenditure		Nil
h) Where a provision is made with respect to a libility incurrecd by entering into a contractual obligation, the movements in the previous year shall be shown seperately.		

* Education and skill development, healthcare, socio-economic development and any activity covered under schedule VII of Companies Act 2013

32 Share based payment plans

Stock appreciation rights (SAR)

The company's holding company has granted stock appreciation rights to employee of the company. The Holding company's scheme details are as follows:

	SAR 2022	SAR 2023	SAR 2024
Number of units approved for employee of the Company	1,470	2,620	6,920
Method of Settlement	Equity	Equity	Equity
Vesting period (in months)	0 to 48 Months	0 to 48 Months	0 to 48 Months

The details of activity have been summarized below:

SAR 2022	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Number of SAR units	Weighted Average Exercise Price (INR)	Number of SAR units	Weighted Average Exercise Price (INR)
Outstanding at the beginning of the year	1,029	10	1,323	10
Exercised during the year	441	10	294	10
Outstanding at the end of the year	588	10	1,029	10
Exercisable at the end of the year	-	-	-	-

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SAR 2023	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Number of SAR units	Weighted Average Exercise Price (INR)	Number of SAR units	Weighted Average Exercise Price (INR)
Outstanding at the beginning of the year	2,620	10	-	-
Units with employees transferred during the year from holding company	-	-	2,620	10
Lapsed during the year	-	-	-	-
Exercised during the year	262	10	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	2,358	10	2,620	10
Exercisable at the end of the year	-	-	-	-

SAR 2024	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Number of SAR units	Weighted Average Exercise Price (INR)	Number of SAR units	Weighted Average Exercise Price (INR)
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	6,920	10	-	-
Units with employees transferred during the year from holding company	-	-	-	-
Lapsed during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	6,920	10	-	-
Exercisable at the end of the year	-	-	-	-

For the year ended 31 March 2025

	SAR 2022	SAR 2023	SAR 2024
Range of exercise prices	10	10	10
Number of units outstanding	588	2,358	6,920
Weighted average remaining contractual life of units (in years)	0.67	1.30	2.13
Weighted average exercise price	10	10	10

For the year ended 31 March 2024

	SAR 2022	SAR 2023	SAR 2024
Range of exercise prices	10	10	N.A
Number of units outstanding	1,029	2,620	N.A
Weighted average remaining contractual life of units (in years)	2	3	N.A
Weighted average exercise price	10	10	N.A

The key inputs used in the measurement of the grant date fair valuation of equity settled plans are given in the table below:

	SAR 2022	SAR 2023	SAR 2024
Weighted average share price	6,662	5,230	2,538.50
Exercise Price	10	10	10
Life of the options granted (Vesting and exercise year) in years	4	4	4

* The stock price as on the day prior to the grant date has been considered as the fair value.

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Effect of the employee share-based payment plans on the statement of profit & loss:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Total Employee Compensation Cost pertaining to share-based payment plans	14.16	7.42

33 Disclosure under Ind AS 115 " Revenue from Contracts with Customers"

a. Trade receivables and contract liabilities balances

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Trade Receivables	22.74	34.37
Deferred revenue (contract liability)	722.77	437.96
Current	434.04	264.75
Non Current	288.73	173.21
	722.77	**437.96**

b. Performance obligation and remaining performance obligation which primarily includes license fee which is recognised over time propotionate basis.

Particulars	As at 31 March 2025	As at 31 March 2024
Disclosure of the entity's remaining performance obligations:		
(a) the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting year; and	722.77	437.96
(b) When the entity expects to recognise as revenue		
- Within one year	434.04	264.75
- After one year	288.73	173.21

c. Changes in contract liabilities

The following table shows how much of the revenue recognised in the current reporting year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior year

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Contract liabilities		
Opening balances	437.96	277.79
Additions during the year	943.17	701.74
Revenue recognised from amount received/ billed during the year	(362.82)	(328.92)
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the year	(295.54)	(212.65)
Closing Balance	**722.77**	**437.96**

34 Following below are the statutory information as per the requirements of Schedule III amendment

- The company do not have any Benami property, where any proceedings has been initiated or pending against the company for holding any Benami property.
- The company do not have any charge or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The company have not traded or invested in Crypto currency or Virtual currency during the financial year.
- There are no funds which 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the

Notes to the Financial Statements

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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 on behalf of the Ultimate Beneficiaries.

- The company have not received any fund from any person(s) or entity(ies), 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,

- The company have 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
- The Company is not declared a willful defaulter by any bank or financial institution or any other lender.
- The company has complied with the number of layers prescribed under section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- The company (as per the provision of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC
- The Company has not revalued its property, plant and equipment (including right-of-use assets) or other intangible assets or both during the current or previous year.

34 A Transactions with Struck off companies

During the year, the Company had no material transactions with companies struck off under section 248 of the Companies Act, 2013, except as disclosed below:

Name of the Sturck off Companies	Nature of transaction with struck off companies	Balance Outstanding	Relationship with the struck off company
Augur Computers Private Limited	Sales & Service	0.02	Debtors

35 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one operating segment which is accounting software services, which acts as a single operating segment based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems. Hence the company falls within a single operating segment ""Accounting software services.

Revenue from External Customers	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**
India	636.38	523.99
Others	21.98	17.58
Total	**658.36**	**541.57**

Information about geographical areas

Geographical non- current assets are allocated based on the location of the assets. The details are as follows:

Non Current Assets*	**As at 31 March 2025**	**As at 31 March 2024**
India	55.01	6.37
Others	-	-

* Non- current assets exclude financial instruments, tax assets and deferred tax assets.

Notes to the Financial Statements

for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

36 Note on Merger

Pursuant to order of National Company Law Tribunal (NCLT) dated 17 January 2025, Busy Infotech Private Limited and Hello Trade Online Private Limite (transferor company) has been merged with Tolexo Online Private Limited (Transferee Company) with effect from 1 April 2023, appointed date as per scheme and a certified copy has been filed by the Company with the Registrar of Companies, on 14 February 2025. Following this merger, Tolexo Online Private Limited was renamed to Busy Infotech Private Limited as per the scheme of merger.

The Transferor Companies and Transferee Company are commonly controlled by IndiaMART InterMESH Limited. The merger is treated as a common control transaction basis the contractual arrangement and court order and accordingly the transaction has been accounted using 'Pooling of Interest Method' as described in Appendix "C" of Indian Accounting Standards 103 ("Ind AS 103"), Business Combinations.

Upon the Scheme becoming effective, all assets and Liabilities, including reserves of the Transferor Companies has been recorded in the books of the Transferee Company at their existing carrying values as on appointed date and in the same form as per 'Pooling of Interest Method' as described in Appendix "C" of Indian Accounting Standards 103 ("Ind AS 103"), Business Combinations, which provides guidance on accounting for Business Combinations of Entities under "Common Control" issued by the Institute of Chartered accountants of India.

The identity of the reserves of the Transferor Companies has been preserved and appears in the financial statements of the Transferee Company in the same form and manner in which they appeared in the financial statements of the Transferor Company, prior to this Scheme being made effective.

These financial statements includes the effect of the scheme of amalgamation approved by the regulatory authorities. Further, the comparative numbers have been restated to give effect of the Scheme.

To the extent there are inter-corporate balances between the Transferor Company and the Transferee Companies, the obligations in respect thereof comes to an end and corresponding effect has given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

There were no inconsistencies noted in the accounting policies of both the companies.

As per the scheme, Transferee Company issued to the shareholders of the transferor companies, 1,05,000 Equity shares of face value of Rs. 10/- each.

The impact of the merger on the financial statements of the transferee company is as follows:

Particulars	Amount	Amount
Net assets and liabilities a/c Dr*	474.09	
Retained Earnings a/c Cr		70.17
To General Reserve a/c		403.17
To Share suspense account		0.75

***Net assets and liabilities comprise of:**

Particulars	Amount
Net working capital including cash of INR 45.43	363.65
Property, Plant & Equipment	8.65
Right-of-use Assets	2.71
Other Intangible Assets	0.77
Other financial assets	88.62
Income tax assets (net)	9.97
Other non-current assets	54.97
Other non current liabilties	(55.25)
Net assets and liabilities transferred pursuant to merger	**474.09**

During the financial year 2022-23 Hello Trade Online Private Limited has issued 30,000 shares amounting Rs 0.30, which has also been considered in share suspense account.

Notes to the Financial Statements
for the year ended 31 March 2025
(Amount in INR millions,unless otherwise stated)

37 Contingent liabilities , capital and other commitments

The company has following contingent liabilities as on 31st March 2025

Particulars	As at 31 March 2025	As at 31 March 2024
In respect of Assessment year 2016-17, demand was raised for addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited and accordingly the losses to be carried forward by the Company are demanded to be reduced from INR 719.22 to INR 482.07. The matter is pending with CIT(Appeals). The Company is contesting the demand and the management believe that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the financial statements for tax demand raised.	59.69	59.69
In respect of Assessment year 2017-18, demand of INR 242.99 was raised on Company due to addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited . The Company is contesting the demand and the management believe that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the financial statements for tax demand raised.	242.99	242.99

The company has nil capital commitments and other commitments as on 31st March 2025 (31March 2024: Nil)

38 Events after the reporting year

The Company has evaluated all the subsequent events through 25 April 2025 which is the date on which these financial statements were issued,and no events have occurred from the balance sheet date through that date.

The accompanying notes are an integral part of the financial statements

As per our report of even date
For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 101248W/ W-100022

Prince Sharma
Partner
Membership No.: 521307
Place : Gurugram
Date : 25 April 2025

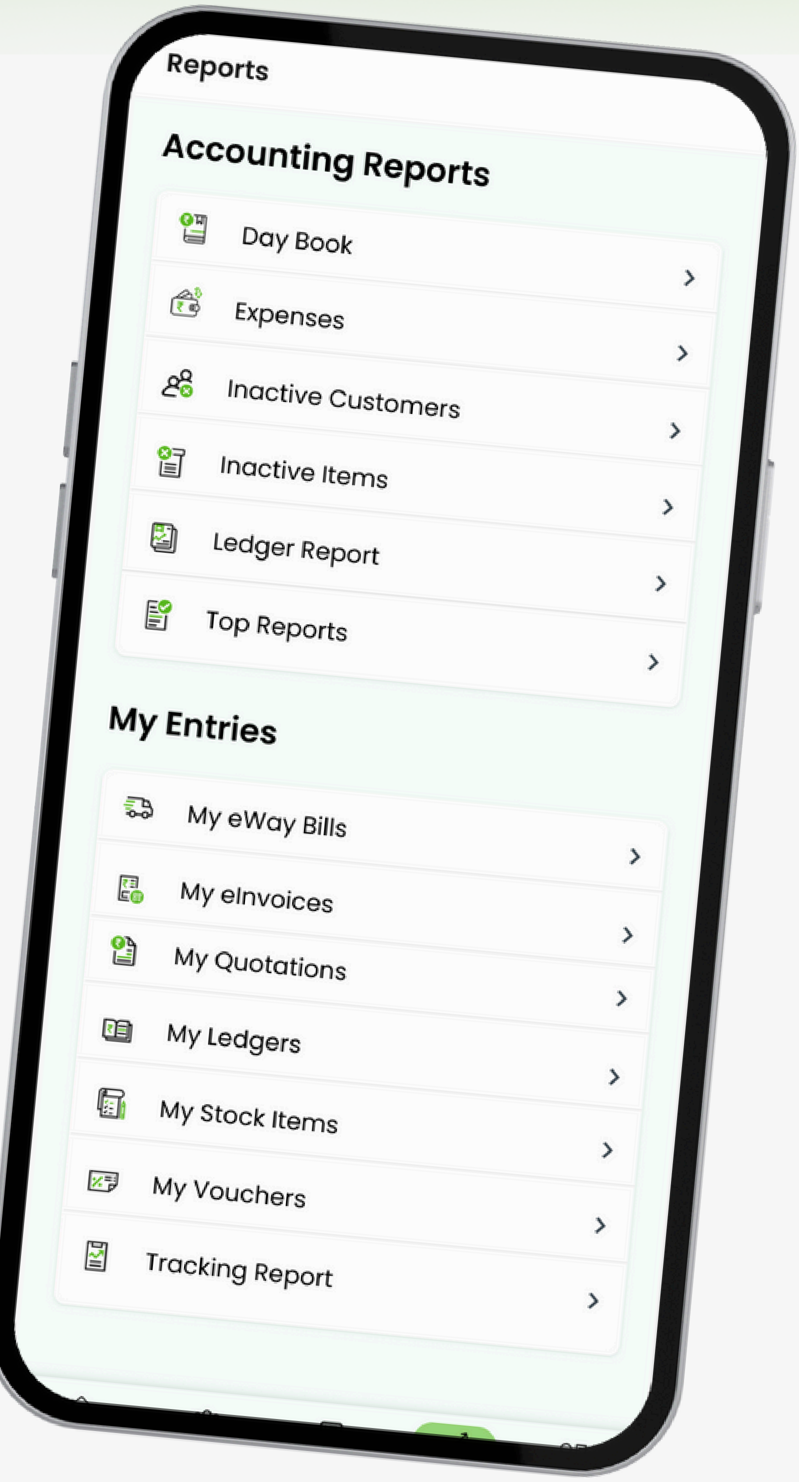
For and on behalf of the Board of Directors of
Busy Infotech Private Limited *(Formerly Tolexo Online Private Limited)*
CIN : U72200HR2014PTC120179

Brijesh Kumar Agrawal
Managing Director
DIN: 00191760
Place: New Delhi
Date : 25 April 2025

Prateek Chandra
Director
DIN: 00356853
Place : New Delhi
Date : 25 April 2025

Nupur Singh
(Company Secretary)
Membership No. A36306
Place : Noida
Date : 25 April 2025

Annual Report 2025



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BOARDS' REPORT

Dear Members,

Your Directors take pleasure in presenting the Eleventh (11th) Boards' Report on the Business and Operations of Livekeeping Technologies Private Limited, ('Company') together with the Audited Financial Statement and Auditor's Report for the financial year ended March 31, 2025 ('FY 2025').

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company in FY 2025 is as follows:

(Amount in INR thousand)

Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	23,552	4,472
Other Income	13,030	20,751
Total Income	**36,582**	**25,223**
Employee Benefit Expenses	92,769	57,273
Depreciation and amortisation expense	1,968	1,635
Other Expenses	96,717	54,115
Total Expenses	**191,454**	**113,023**
Loss before exceptional items and tax	(154,872)	(87,830)
Exceptional items	92	79
Loss tax	**(154,964)**	**(87,909)**
Total Tax Expenses	-	-
Loss for the year	**(154,964)**	**(87,909)**
Other Comprehensive loss for the financial year	(1,341)	(814)
Total Comprehensive income for the financial year	**(156,305)**	**(88,723)**
Basic and Diluted Earnings per Equity Share (INR) –Face value of Rs. 10/- each	(15,496)	(8,791)

REVIEW OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the year under review, your Company achieved revenue from operations of Rs 23,552 thousand as compared to Rs. 4,472 thousand during the previous year. Net loss after taxation stood at Rs. 154,964 thousand as compared to previous year's loss of Rs. 87,909 thousand.

CHANGE IN NATURE OF BUSINESS

During FY 2025, there was no change in nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS

During FY 2025, there have been no material changes and commitments affecting the financial performance of your Company that occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Share Capital

During FY 2025, there is no change in the Authorised Share Capital of the Company. As on March 31, 2025, the Authorised Share Capital of the Company is Rs. 197,430/- divided into 12,900 equity shares having face value of Rs. 10/- each and 6,843 cumulative convertible preference shares having face value of Rs. 10/- each.

Issued, Subscribed and Paid-Up Equity Share Capital

During FY 2025, there is no change in the Issued, Subscribed and paid-up Equity Share Capital of the Company. As on March 31, 2025, the issued, subscribed and paid-up equity share capital of the Company is Rs. 100,000/- divided into 10,000 equity shares having face value of Rs. 10/- each.

Issued, Subscribed and Paid-Up Preference Share Capital

During FY 2025, there is no change in the Issued, Subscribed and paid-up Preference Share Capital of the Company. As on March 31, 2025, the issued, subscribed and paid-up preference share capital of the Company is Rs. 68,430/- divided into 6,843 preference shares having face value of Rs. 10/- each.

DIVIDEND

Your directors did not recommend any dividend for FY 2025.

TRANSFER TO RESERVES

During FY 2025, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2024-25.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on March 31, 2025, the Company does not have any subsidiary, associate, or joint venture company.

Livekeeping Private Limited (Wholly Owned Subsidiary) of the Company

Livekeeping Private Limited ("Livekeeping") was incorporated on July 29, 2021. The company was engaged in providing mobile-based solutions for managing Tally, enabling users to view, create, share, and analyze business entries through a mobile application. The application aimed to help businesses optimize time and resources by offering convenient access to essential financial information on the go.

During the period under review, the company made an investment in Livekeeping Private Limited by subscribing to 7,500 equity shares of face value of Rs 10 each on a rights basis.

Further Livekeeping Private Limited was in the process of being struck off, and it was officially struck off from the register of companies on October 29,2024.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of Loan/Investments made during the financial year under the provisions of Section 186 of the Companies Act, 2013, have been disclosed in Note No. 05 & 06 of the Financial Statements forming an integral part of the Annual Report.

During FY 2025, the Company has not provided any guarantees pursuant to Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transaction that was entered into during the financial year were on an arm's basis and were in the ordinary course of business. The Company had not entered into any contract / arrangement / transaction with related parties which requires disclosure in Form AOC-2.

PARTICULARS OF EMPLOYEES

During FY 2025, none of the employee has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Ritesh Praveenkumar Kothari (DIN: 06998225), is liable to retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommends his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

MEETING OF BOARD OF DIRECTORS

During FY 2025, four (4) Board Meetings were held on April 25, 2024, July 26, 2024, October 16, 2024 and January 17, 2025. The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

The Composition of the Board along with number of meetings and attendance details are as follows:

S. No.	Name of the Director	Designation	No. of Meetings held during the tenure	No. of Meeting attended during the year
1	Mr. Ritesh Praveenkumar Kothari	Managing Director & CEO	4	4
3	Mr. Manoj Bhargava	Director	4	4
4	Mr. Prateek Chandra	Director	4	4

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elects the Chairperson of the Meeting.

COMMITTEES OF THE BOARD

As the provisions of Section 177 & 178 of the Act read with rules made thereunder are not applicable to the Company, no committee of the Board is constituted in terms thereof.

INTERNAL COMPLAINTS COMMITTEE

An Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013 ('Act') was constituted on May 23, 2022 i.e., for the purpose of prevention and redressal of sexual harassment cases and other acts of gender based violence in the Company. As on the date of report, the Internal Complaints Committee comprises of four (4) members out of which two (2) are women members. Further, Mr. Ritesh Praveenkumar Kothari, Managing Director and CEO of the Company, is designated as 'Employer' for ensuring the proper compliance of the Act from time to time.

The Company has adopted the policy for Prevention of Sexual Harassment of Women at Workplace for supporting the above-mentioned cause in a more efficient and organized manner.

The details of sexual harassment complaints received and disposed off during period under review are as follows:

No. of Complaints received	:	00
No. of Complaints disposed-off	:	00
No. of Cases pending for more than 90 days	:	00
No. of Workshops or Awareness Programmes	:	04

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to Appointment & Remuneration of Directors are not applicable to the Company.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

a) in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;

b) your Directors 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 and of the profit and loss of the Company for that period;

c) your Directors 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 prevention and detecting of fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

AUDITORS

Statutory Auditors

M/s JC Bhalla & Co., Chartered Accountants (Firm Registration No. 016461N) were appointed as Statutory Auditors of the Company at the Annual General Meeting of the Company held on June 30, 2022, for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of 8th Annual General meeting till the conclusion of 13th Annual General Meeting of the Company.

The report of the Statutory Auditors for the financial year ending March 31, 2025 forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer. The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

Internal Auditor

During FY 2025, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2025, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the statutory auditors of the Company on the inefficiency or inadequacy of such controls.

ANNUAL RETURN

Pursuant to Section 92(3) and 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company has uploaded the Annual Return as on March 31, 2025 on its website, which may be viewed at https://www.livekeeping.com/.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2025, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During FY 2025, no orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have impact on the going concern status and the Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption.

The Foreign Exchange earned in terms of actual inflows and outflows, during the financial year are as follows:

(Amount in INR)

Details	FY 2024-25	FY 2023-24
Inflows	-	-
Outflows	2,51,839	9,30,219

Employees Stock Options

Your Company has always believed in motivating employees and rewarding them for their continuous hard work, dedication and support, which has led the Company on the growth path.

Accordingly, the Company has in place the following Scheme:

The Company pursuant to approval of the shareholders at the Extra-Ordinary General Meeting of the Company held on May 07, 2022, adopted Finlite Employee Stock Option Scheme created an Employee Stock Option Plan Pool of 753 (Seven Hundred Fifty Three) Equity Shares.

Further, pursuant to the resolution passed by the Board on May 23, 2022 and Shareholders resolution on May 26, 2022, the Company adopted Finlite Employee Stock Option Scheme.

However, no grants have been made under this scheme till the date of signing of this report.

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2025, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose 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 is not applicable.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME STELLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

OTHER STATUTORY DISCLOSURES

The Board of Directors of the Company states that no disclosure or reporting is required in respect of the following items as there were no transactions/disclosure required on these items during the period under review:

a) The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

b) The Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme.

c) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

d) Details of application or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 is not applicable to the Company.

e) The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believes in and always upholds the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focuses on sustainable and profitable growth of the Company.

On behalf of the Board
For Livekeeping Technologies Private Limited

Place: Noida	**Ritesh Praveenkumar Kothari**	**Prateek Chandra**
Date: April 21, 2025	**Managing Director & CEO**	**Director**
	DIN: 06998225	**DIN: 00356853**

INDEPENDENT AUDITOR'S REPORT

To the Members of Livekeeping Technologies Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of Livekeeping Technologies Private Limited ("the Company"), which comprise the balance sheet as at March 31, 2025, and the statement of Profit and Loss (including other comprehensive income), and the statement of changes in equity, and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including IND AS, of the state of affairs of the Company as at March 31, 2025, and its loss and total comprehensive income and its cash flows and Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules 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 Financial Statements.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation and presentation of its report (herein after called as "Board Report") which comprises various information required under section 134(3) of the Companies Act 2013 but does not include the financial statements and our auditor's report thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement in this Board Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in Equity 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. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls 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 with reference to Financial Statement 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements 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 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order, 2020") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure I, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by the 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, and the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2014.
   (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequate of the internal financial controls with reference to the financial statement of the company and the operating effectiveness of such controls, refers to our separate Report in "Annexure II". Our report express an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to financial statement.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations that would impact its financial position in its financial statement.

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

(iii) There were no amounts which were required to be transferred to 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 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, 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 the audit procedures performed 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) contain any material mis-statement.

v. The Company has not declared or paid dividend during the year. Therefore our reporting under rule 11(f) of Companies (Audit & Auditor) Rule 2014 is not applicable.

vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility, during the course of our audit we did not come across any instance of the audit trail feature being tempered with.

As per Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail, the statutory requirements for record retention has been complied with for the financial year ended March 31, 2025.

3. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act:

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

For J. C. Bhalla & Co.
Chartered Accountants
Firm Regn. No: 001111N

(Akhil Bhalla)
Partner
Membership No. 505002
UDIN : 25505002BMILEX7804
Place : Noida
Dated: 21 April 2025

Annexure I to the Independent Auditor's Report referred to in paragraph 1 under the heading "Report on other Legal and Regulatory requirements" of our report of even date on the Financial Statements of Livekeeping Technologies Private Limited

(i) (a)(A) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (PPE).

(a)(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanation given to us, the Company has a regular program of physical verification of its Property, Plant and Equipment under which Property, Plant and Equipment are verified once in every three years, which in our opinion is reasonable having regard to the size of the Company and nature of its Property, Plant and Equipment.

(c) As per information provided to us and to the best of our knowledge and belief, Company does not own any immovable property and hence the requirements of para 3 (i) (c) of the Order are not applicable to the Company.

(d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipments or Intangible assets during the year ended 31 March, 2025.

(e) As per information provided to us and to the best of our knowledge and belief, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) As per information and explanation provided to us and based on our examination of the records of the Company, the Company is a service company and accordingly, it does not hold any physical inventories and hence the requirements of clause 3 (ii) (a) of the Order is not applicable to the Company.

(b) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not been sanctioned working capital from banks or financial institutions on the basis of security of current assets at any point of time during the year.

(iii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided any loans or advances in the nature of loans or guarantee, or provided security to companies, firms, limited liability partnerships, or any other parties during the year, and hence reporting under clause 3 (iii) (a) of the Order is not applicable.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided loan or advances in nature of loans, made investments or provided any guarantee or given any security to companies, firms, limited liability partnerships or any other parties during the year and hence reporting under clause 3 (iii) (b) of the Order is not applicable.

(c) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not granted loans and advances in the nature of loans and hence the requirements of para 3 (iii) (c) of the Order are not applicable to the Company.

(d) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not granted loans and advances in the nature of loans and hence the requirements of para 3 (iii) (d) of the Order are not applicable to the Company.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no loans granted by the Company which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties and hence the requirements of clause 3 (iii) (e) of the Order is not applicable to the Company.

(f) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans and hence the requirements of para 3 (iii) (f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us, the Company has not granted any loans, investment, guarantees, and security under the provisions of section 185 and 186 of the Act. Accordingly, paragraph 3 (iv) of the Order is not applicable.

(v) As per the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to Section 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under during the year. Accordingly, clause (v) of paragraph 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order, 2020 is not applicable to the Company.

(vii) (a) According to the information provided and explanation given to us and based on our examination of the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including income tax. There are no outstanding statutory dues existing as on the last day of financial year which is outstanding for more than six months from the day these becomes payable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and based on our examination of the records of the Company, no unrecorded transactions have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not have any loans or borrowings from any financial institutions, banks, government, debenture holders or other lenders. Accordingly, clause 3 (ix) (a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not obtained any term loan during the year. Accordingly, paragraph 3 (ix) (c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company, no funds were raised on short-term basis by the company. Accordingly, reporting under clause 3 (ix) (d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the company, we report that the Company has not taken any fund from any entity or person on account of or to meet the obligations of its subsidiaries as defined in the Act. Further, the Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March, 2025.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Further, the Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March, 2025. Hence reporting under Clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) In our opinion and according to the information and explanation given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, clause (x) (a) of paragraph 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

(b) The company has not raised funds by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, paragraph 3 (x) (b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books of accounts and records carried out in accordance with the generally accepted auditing practices and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the Companies (Auditors Report) Order, 2020 is not applicable to the Company.

(xiii) The provisions of section 177 of the Act are not applicable to the Company. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 188 of the Act, where applicable, and the details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination the records of the Company, the internal audit is not applicable to the Company. Accordingly, clause 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any the directors or persons connected with him.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, hence the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Accordingly, clause 3 (xvi)(a) and clause 3(xvi)(b) of the Order are not applicable to the Company.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.

(c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.

(xvii) The company has incurred cash loss of Rs. 1,48,499 thousand and Rs. 84,381 thousand during the current and preceding financial year respectively.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and 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, 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 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.

(xx) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to spend any amount on account of Corporate Social Responsibility. Accordingly, clause 3 (xx) of the Order is not applicable to the Company.

For J. C. Bhalla & Co.
Chartered Accountants
Firm's Regn. No. 001111N

(Akhil Bhalla)
Partner
Membership No. 505002
UDIN : 25505002BMILEX7804

Place : Noida
Dated: 21 April 2025

Annexure II to the Independent Auditor's Report referred to in paragraph 3(g) under the heading "Report on other Legal and Regulatory requirements" of our report of even date on the Financial Statements of Livekeeping Technologies Private 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 with reference to the Financial Statements of **Livekeeping Technologies Private Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by The Institute of Chartered Accountants of India ("ICAI"). 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 with reference to the 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 with reference to the Financial Statements, and both issued by 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 over financial reporting with reference to the 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 over financial reporting with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to the Financial Statements included obtaining an understanding of such 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 judgment, 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 systems over financial reporting with reference to the Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to the Financial Statements

A company's internal financial control over financial reporting with reference to the 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 over financial reporting with reference to the 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 over Financial Reporting with reference to the Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to the 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 over financial reporting with reference to the Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to the 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 Company has, in all material respects, an adequate internal financial controls with reference to the Financial Statements and such internal financial controls were operating effectively as at March 31, 2025, based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J. C. Bhalla & Co.
Chartered Accountants
Firm's Regn. No. 001111N

(Akhil Bhalla)
Partner
Membership No. 505002
UDIN : 25505002BMILEX7804

Place : Noida
Dated: 21 April 2025

Balance Sheet

as at 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, Plant and Equipment	4A	2,916	2,389
Intangible assets	4B	1,000	36
Investment in subsidiaries	5	-	17
Non Current tax assets (net)	8	1,300	1,089
Other non-current assets	9	23	65
Total non-current assets		**5,239**	**3,596**
Current assets			
Financial assets			
i. Cash and cash equivalents	7	25,730	740
ii. Bank balances other than cash and cash equivalents	7	49,686	139,048
iii. Loans	6	55,623	104,535
iv. Other financial assets	6	1,717	572
Other current assets	9	15,414	9,065
Total current assets		**148,170**	**253,960**
Total assets		**153,409**	**257,556**
EQUITY AND LIABILITIES			
Equity			
Share capital	10	100	100
Instruments entirely equity in nature	10	68	68
Other equity	11	76,977	2,31,100
Total equity		**77,145**	**2,31,268**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Contract Liabilities	13	17,896	6,583
Provisions	12	7,531	4,249
Total non-current liabilities		**25,427**	**10,832**
Current liabilities			
Financial liabilities			
i. Trade payables			
- total outstanding dues of micro enterprises and small enterprises	14	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		11,194	3,957
ii. Other financial liabilities	15	4,246	1,819
Contract Liabilities	13	32,908	8,252
Other liabilities	16	1,496	1,033
Provisions	12	993	395
Total current liabilities		**50,837**	**15,456**
Total liabilities		**76,264**	**26,288**
Total equity and liabilities		**153,409**	**257,556**
Material accounting policies	**2**		

The accompanying notes from 1-36 are an integral part of the financial statements.

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
FRN No. 001111N

For and on behalf of the Board of Directors of
Livekeeping Technologies Private Limited
(Formerly known as Finlite Technologies Private Limited)
CIN: U72900DL2015PTC408182

Akhil Bhalla
(Partner)
Membership No. 524288

Place: Noida
Date: 21 April 2025

Ritesh Praveenkumar Kothari
Managing Director
DIN: 06998225

Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853

Place: Noida
Date: 21 April 2025

Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from operations	17	23,552	4,472
Other income	18	13,030	20,751
Total income		**36,582**	**25,223**
Expenses			
Employee benefits expense	19	92,769	57,273
Depreciation and amortisation expense	20	1,968	1,635
Other expenses	21	96,717	54,145
Total expenses		**191,454**	**113,053**
Loss before exceptional items and tax		**(154,872)**	**(87,830)**
Exceptional items			
Investment in subsidiaries written off	5	92	79
Loss before tax		**(154,964)**	**(87,909)**
Tax expense:			
- Current tax		-	-
- Deferred tax		-	-
Total tax expense		**-**	**-**
Net Loss for the year		**(154,964)**	**(87,909)**
Other comprehensive Profit/(Loss)			
Items that will not be reclassified to profit or loss			
a) Remeasurements of the defined benefit plans	22	(1,341)	(814)
Other comprehensive loss for the year, net of Tax		**(1,341)**	**(814)**
Total comprehensive loss for the year		**(156,305)**	**(88,723)**
Earnings per equity share of ₹ 10 each			
Basic earnings per share (in INR)	24	(15,496.40)	(8,790.90)
Diluted earnings per share (in INR)	24	(15,496.40)	(8,790.90)
Material accounting policies	**2**		

The accompanying notes from 1-36 are an integral part of the financial statements.

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
FRN No. 001111N

For and on behalf of the Board of Directors of
Livekeeping Technologies Private Limited
(Formerly known as Finlite Technologies Private Limited)
CIN: U72900DL2015PTC408182

Akhil Bhalla
(Partner)
Membership No. 524288
Place: Noida
Date: 21 April 2025

Ritesh Praveenkumar Kothari
Managing Director
DIN: 06998225
Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853
Place: Noida
Date: 21 April 2025

SOCE

for the year ended 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

A. Equity share capital

Equity shares of ₹ 10 each issued, subscribed and fully paid up

Particulars	Amount
As at 1 April 2023	**100**
Changes in equity share capital during the year	-
As at 31 March 2024	**100**
As at 1 April 2024	**100**
Changes in equity share capital during the year	**-**
As at 31 March 2025	**100**

B. Instruments entirely equity in nature

0.01% Compulsorily convertible preference shares of ₹ 10 each issued, subscribed and fully paid up (Refer Note 10)

Particulars	Amount
As at 1 April 2023	**68**
Changes in equity share capital during the year	-
As at 31 March 2024	**68**
As at 1 April 2024	**68**
Changes in equity share capital during the year	**-**
As at 31 March 2025	**68**

C. Other equity

Particulars	Deemed capital contribution by holding company	Reserves and surplus		Total other equity
		Securities Premium	Retained earnings	
Balance as at 1 April 2023	**-**	**349,937**	**(30,114)**	**319,823**
Loss for the period	-	-	(87,909)	**(87,909)**
Other comprehensive Loss for the year (OCI)	**-**	**-**	(814)	**(814)**
Total comprehensive Income/(Loss)	**-**	**-**	**(88,723)**	**(88,723)**
As at 31 March 2024	**-**	**349,937**	**(118,837)**	**231,100**
Balance as at 1 April 2024	**-**	**349,937**	**(118,837)**	**231,100**
Loss for the period	**-**	**-**	(154,964)	**(154,964)**
Other comprehensive Loss for the year (OCI)	**-**	**-**	(1,341)	**(1,341)**
Total comprehensive Income/(Loss)	-	-	(156,305)	**(156,305)**
Share based payment expense from holding company	2,182	-	-	**2,182**
As at 31 March 2025	**2,182**	**349,937**	**(275,142)**	**76,977**

Material accounting policies **2**

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
FRN No. 001111N

For and on behalf of the Board of Directors of
Livekeeping Technologies Private Limited
(Formerly known as Finlite Technologies Private Limited)
CIN: U72900DL2015PTC408182

Akhil Bhalla
(Partner)
Membership No. 524288
Place: Noida
Date: 21 April 2025

Ritesh Praveenkumar Kothari
Managing Director
DIN: 06998225
Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853
Place: Noida
Date: 21 April 2025

Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

Particulars		For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flows from operating activities			
Loss before tax		(154,964)	(87,909)
Adjustments for:			
Depreciation and amortisation expense		1,968	1,635
Provision for Impairment of Investment in Subsidiary		92	79
Net fair value losses/(gains) on investments		-	(9,865)
Employee share based payment expense		4,405	-
Interest income		(13,030)	(10,879)
Operating Loss before working capital changes		**(161,529)**	**(106,939)**
Net changes in:			
Loans		151	(510)
Other financial assets		(1,145)	(210)
Other assets		(6,307)	(5,716)
Trade payables		7,237	1,769
Other financial liabilities		204	1,781
Other liabilities		463	346
Provisions		2,539	1,859
Contract Liabilities		35,969	11,991
Cash generated from operations		**(122,418)**	**(95,629)**
Income tax paid (net of refunds)		(167)	(888)
Net cash used in operating activities		**(122,585)**	**(96,517)**
Cash flows from investing activities			
Purchase of property, plant and equipment		(3,459)	(1,805)
Redemption in bank deposits		272,562	-
Investment in intercorporate deposits		(55,000)	(99,552)
Redemption in intercorporate deposits		100,000	-
Investment in bank deposits		(183,100)	(139,048)
Proceeds from sale of investments		-	329,433
Investment in subsidiaries		(75)	(25)
Interest received		16,647	6,406
Net cash generated from investing activities		**147,575**	**95,409**
Cash flows from financing activities		-	-
Net cash generated from financing activities		**-**	**-**
Net increase/(decrease) in cash and cash equivalents		24,990	(1,108)
Cash and cash equivalents at the beginning of the year (refer note 7)		740	1,848
Cash and cash equivalents at the end of the year (refer note 7)		**25,730**	**740**
Material accounting policies	**2**		

The accompanying notes from 1-36 are an integral part of the financial statements.

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
FRN No. 001111N

Akhil Bhalla
(Partner)
Membership No. 524288

Place: Noida
Date: 21 April 2025

For and on behalf of the Board of Directors of
Livekeeping Technologies Private Limited
(Formerly known as Finlite Technologies Private Limited)
CIN: U72900DL2015PTC408182

Ritesh Praveenkumar Kothari
Managing Director
DIN: 06998225

Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853

Place: Noida
Date: 21 April 2025

Notes to the Financial Statements

for the year enAded 31 March 2025

(Amount in INR millions,unless otherwise stated)

1. Corporate Information

Livekeeping Technologies Private Limited (Fomerly known as Finlite Technologies Private Limited) ("the Company") is a private company domiciled in India and was incorporated on 28 January 2015 under the provisions of the Companies Act applicable in India. The Company provides subscription of license to use the software (subscription services). The registered office of the Company is located at Plot No.22, 11th floor, Tower 2, Assotech Business Cresterra, Sector 135, Noida, Uttar Pradesh- 201305.

These financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 21 April 2025.

2. Material accounting policies

2.1 Statement of Compliance

The financial statements for the year ended 31 March 2025 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Companies Act 2013 ("the Act") (as amended from time to time).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR thousand as per the requirement of Schedule III, unless otherwise stated.

2.2 Basis of preparation

The financial statements have been prepared on the historical cost basis as explained in the accounting policies below, except for the following:

- certain financial assets and liabilities measured at fair value where the Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments);
- net defined benefit (asset)/liability – Fair value of plan assets less present value of defined benefit obligations.

The preparation of these financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

2.1 Summary of material accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the period presented in these financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy.

a) Current versus non-current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification. An asset is classified as current when it is:

(i) Expected to be realised or intended to be sold or consumed in normal operating cycle

(ii) Held primarily for the purpose of trading

(iii) Expected to be realised within twelve months after the reporting period, or

(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to be settled within twelve months after the reporting period, or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Fair value measurement

The Company measures financial instruments, such as separable embedded derivative financial liability component of optionally convertible cumulative redeemable preference shares (OCCRPS), investment in mutual funds at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

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A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

(iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company's assumptions about pricing by market participants

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for significant estimates and assumptions (Note 3)

c) Revenue from contracts with customers and other income

Revenue from contracts with customers

The company is primarily engaged in providing accounting software services. . Revenue is measured at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services and excluding taxes or duties collected on behalf of the government.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3.

The specific recognition criteria described below must also be met before revenue is recognised. Rendering of services

Revenue from accounting software services is recognised based on the output method i.e. pro-rata over the period of contract as and when the company satisfies performance obligations by transferring the promised services to its customers.

Contract balances

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised. The Company recognises contract liability for consideration received in respect of unsatisfied performance obligations and reports these amounts as deferred revenue and advances from customers in the balance sheet. The unaccrued amounts are not recognised as revenue till all related performance obligations are fulfilled. The Company generally receives transaction price in advance for contracts with customers that run up for more than one year. The transaction price received in advance does not have any significant financing component as the difference between the promised consideration and the cash selling price of the service arises for reasons other than the provision of finance.

Other Income

Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

d) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing parts of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates then separately based on their specific useful lives.

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The Company has adopted component accounting as required under Schedule II to the Companies Act, 2013. The Company identifies the components separately, if it has useful life different from the respective property, plant and equipment.

Based on the analysis, Company believes that it does not have any asset having useful life of its major components different from the property, plant and equipment, hence Company believes that there is no material impact on the financial statement of the Company due to component accounting.

Depreciation is calculated on a written down value basis using the rates arrived at based on the useful lives prescribed under Schedule II to Companies Act, 2013. The Company has used the following rates to provide depreciation on its Property, plant and equipment:

Asset	Annual rates
Computers	63.16%
Furniture and fittings	25.89%
Office equipment	45.07%
Vehicles	31.23%

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial period end and adjusted prospectively, if appropriate.

e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses (if any). Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Intangibles being Software's acquired by the Company are amortised on a written down value at 40% annually.

f) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five periods. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth period. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent periods, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI.

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For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

g) Taxes

Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a

business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Goods and service tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

h) Provisions and contingent liabilities

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be

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made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

i) Retirement and other employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented under current financial liabilities in the balance sheet.

Post-employment obligations

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan for its employees i.e. gratuity. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Other long-term employee benefit obligations

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the period-end. Actuarial gain/ loss are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

j) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised 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.

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Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans to employees, trade and other receivables.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass- through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies

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expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

<u>Initial recognition and measurement</u>

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include, non-derivative financial liability and separable embedded derivative financial liability component of convertible preference shares (refer policy below), trade and other payables.

<u>Subsequent measurement</u>

The measurement of financial liabilities depends on their classification, as described below: <u>Financial liabilities at fair value through Profit or Loss:</u>

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated

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as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has designated convertible preference shares issued with share buyback obligation, to be measured at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Convertible preference shares

Convertible preference shares are separated into liability and equity components (if any) based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent periods.

In the absence of fixed to fixed relationship, the conversion option is also analysed for classification as embedded derivative financial liability component and is recognised at fair value at each balance sheet date if not closely related to the host financial liability instrument.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

k) Foreign currency transactions

The Company's financial statements are presented in INR which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Notes to the Financial Statements

for the year enAded 31 March 2025

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Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

l) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

n) Share capital

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

o) Investment in subsidiaries

The Company records the investment in equity instruments of subsidiaries at cost less impairment loss, if any.

On disposal of investment in subsidiaries, the difference between net disposal proceeds and the carrying amount is recognised in the Statement of profit and loss.

p) Adoption of new accounting principles

Onerous contracts – cost of fulfilling a contract (amendment to Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets)

The amendment clarified that the 'costs of fulfilling a contract' comprise both the incremental costs and allocation of other direct costs. The Company has adopted this amendment effective 1 April 2022 and the adoption did not have any material impact on its financial statements.

3. Significant accounting estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the 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 amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial Period, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Defined benefit plans (gratuity benefit)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for

Notes to the Financial Statements

for the year enAded 31 March 2025
(Amount in INR millions,unless otherwise stated)

plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Further details about gratuity obligations are given in Note 22.

b) Fair value measurement of financial instruments

When the fair values of financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model and Binomial Option Pricing model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 25 for further disclosures.

c) Useful life of assets considered for depreciation of Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at each financial Period end.

d) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has recognised deferred tax assets on the deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

e) Impairment of Non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model or other fair value valuation models. In DCF model, the cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

4A Property, Plant and Equipment

Particulars	Office equipment	Computers	Vehicles	Furniture	Total Property, plant and equipment
Gross carrying amount					
As at 1 April 2023	355	2,518	82	119	3,075
Additions	46	1,758	-	-	1,804
As at 31 March 2024	401	4,276	82	119	4,879
Additions *	20	2,339	-	-	2,359
As at 31 March 2025	421	6,615	82	119	7,238
Accumulated Depreciation					
As at 1 April 2023	186	611	37	54	888
Charge for the year	65	1,512	10	15	1,602
As at 31 March 2024	250	2,123	47	69	2,490
Charge for the year	50	1,762	8	12	1,832
As at 31 March 2025	300	3,885	55	81	4,322
-					
Net carrying amount					
As at 1 April 2023	169	1,907	45	65	2,187
As at 31 March 2024	151	2,154	35	50	2,389
As at 31 March 2025	121	2,730	27	38	2,916

4B Intangible assets

Particulars	Softwares	Unique Telephone no.	Total Intangible assets
Gross Carrying Amount			
As at 1 April 2023	130	-	130
Additions	-	-	-
As at 31 March 2024	130	-	130
Additions*	-	1,100	1,100
As at 31 March 2025	130	1,100	1,230
			-
Accumulated Amortisation			-
As at 1 April 2023	61	-	61
Charge for the year	33	-	33
As at 31 March 2024	94	-	94
Charge for the year	17	119	136
As at 31 March 2025	111	119	230
-			
Net carrying amount			
As at 1 April 2023	69	-	69
As at 31 March 2024	36	-	36
As at 31 March 2025	19	981	1,000

***Refer note 31 for the transactions with related party**

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

5 Investment in subsidiaries

	As at 31 March 2025	As at 31 March 2024
Investment in Livekeeping Private Limited		
Opening Balance	17	71
Add: Investment during the period	75	25
Less: Investments written off *	(92)	(79)
Aggregate carrying value of unquoted investments	**-**	**17**

* Livekeeping Private Limited has been struck off with effect from 29 October 2024

6 Financial Assets

		As at 31 March 2025	As at 31 March 2024
i.	**Loans (measured at amortised cost)**		
	Current		
	Intercorporate deposits *		
	PNB Housing Finance Ltd.	-	1,04,025
	Bajaj Finance Ltd.	55,264	-
	Loan to employees**	359	510
	Total	**55,623**	**104,535**

* Represents inter corporate deposits placed with the financial institutions at fixed interest rate.

**Represents interest free loan to employees, which is recoverable within 12 monthly installments.

Other financial assets (measured at amortised cost)	As at 31 March 2025	As at 31 March 2024
Current (unsecured, considered good unless stated otherwise)		
Security deposits	240	240
Recoverable from payment gateway	1,477	332
Total	**1,717**	**572**

7 Cash and cash equivalents

		As at 31 March 2025	As at 31 March 2024
a.	**At amortised cost**		
	Balances with banks		
	- On current accounts	1,664	740
	- deposits with original maturity of less than three months*	24,066	-
	Total cash and cash equivalents	**25,730**	**740**

*includes accrued interest.

Note:

Cash and cash equivalents for the purpose of cash flow statement comprises cash and cash equivalents as shown above.

b. **Bank balances other than cash and cash equivalents**

Deposits with banks -

Remaining maturity less than 12 months	49,686	139,048
Total	**49,686**	**139,048**

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

8 Income tax assets (net)

	As at 31 March 2025	As at 31 March 2024
Income tax assets (net of provisions)		
Non Current		
Tax assets (net of provision)	1,300	1,089
Total	**1,300**	**1,089**

9 Other assets

	As at 31 March 2025	As at 31 March 2024
Non-current (unsecured, considered good unless stated otherwise)		
Prepaid expenses*	23	65
Total	23	65
Current (unsecured, considered good unless stated otherwise)		
Advances recoverable	58	167
Balance with Government Authorities	13,348	8,004
Prepaid expenses*	2,008	894
Total	**15,414**	**9,065**

*Refer Note 31 for the balances pertaining to related party

10 Share capital

a) Equity Share Capital

	Number of shares	Amount
Authorised equity share capital (INR 10 per share)		
As at 1 April 2023	12,900	129
As at 31 March 2024	12,900	129
As at 31 March 2025	**12,900**	**129**

Issued equity share capital (Subscribed and fully paid up) (INR 10 per share)		
As at 1 April 2023	10,000	100
As at 31 March 2024	10,000	100
As at 31 March 2025	**10,000**	**100**

i. Terms/ rights attached to equity shares:

1) The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity is entitled to one vote per share.

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

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for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

ii. Shares held by holding company

	As at 31 March 2025			As at 31 March 2024	
	Number of shares held	% holding in the shares	% change during the year	Number of shares held	% holding in the shares
Equity shares of INR 10 each fully paid					
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	4,765	47.65%	19.12%	2,853	28.53%

iii. Details of shareholders holding more than 5% equity shares in the Company

	As at 31 March 2025			As at 31 March 2024	
	Number of shares held	% holding in the shares	% change during the year	Number of shares held	% holding in the shares
Equity shares of INR 10 each fully paid					
Ritesh Praveen Kumar Kothari	5,000	50.00%	-	5,000	50.00%
Praveen Kumar Jasraj Kothari	235	2.35%	-26.18%	2,853	28.53%
IndiaMART InterMESH Limited	4,765	47.65%	26.18%	2,147	21.47%

iv. Details of shareholding of promoters

Promoters	As at 31 March 2025			As at 31 March 2024	
	Number of shares held	% holding	% change during the year	Number of shares held	% holding
Mr. Ritesh Praveen Kumar Kothari	5,000	50.00%	-	5,000	50.00%
Mr. Praveen Kumar Jasraj Kothari	235	2.35%	-26.18%	2,853	28.53%

b) **Instruments entirely equity in nature**

Authorised cumulative convertible preference share capital (INR 10 per share)

As at 1 April 2023	6,843	68
As at 31 March 2024	6,843	68
As at 31 March 2025	**6,843**	**68**
Issued cumulative convertible preference share capital (Subscribed and fully paid up) (INR 10 per share)		
As at 1 April 2023	6,843	68
As at 31 March 2024	6,843	68
As at 31 March 2025	**6,843**	**68**

i.) Terms/ rights attached to cumulative convertible preference shares:

1) During the year ended March 31, 2023, the Company issued 6,843 cumulative convertible preference shares, of INR 10 each fully paid-up. Cumulative convertible preference shares carry a preferential cumulative dividend of the higher of (i) 0.01% (zero point zero one per cent) per annum; OR (ii) pro rata dividend declared and paid on the Equity Shares on a Fully Diluted Basis.

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for the year ended 31 March 2025
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2) Each holder of cumulative convertible preference shares are entitled to convert the cumulative convertible preference shares into ordinary shares at any time at the option of the holder of cumulative convertible preference shares or subject to the compliance of applicable laws each cumulative convertible preference shares automatically be converted into ordinary shares, upon earlier of (i) the day preceding the 20th anniversary from the date of issue of the cumulative convertible preference shares;or (ii) the day which is 7 (seven) Business Days prior to the filing of the draft red herring prospectus with the SEBI/ concerned authority in connection with any initial public offering conducted.

3) The assets available for distribution pursuant to a Liquidation Event or Deemed Liquidation shall be distributed in the manner provided in the Articles of Association of the company.

4) The cumulative convertible preference shares will be convertible into equity shares at a conversion ratio of 1:1 (the "Conversion Ratio") without being required to pay any amount for such conversion. In other words, one cumulative convertible preference shares shall convert to one Equity Share.

ii.) Shares held by holding company

	As at 31 March 2025			As at 31 March 2024	
	Number of shares held	% holding	% change during the year	Number of shares held	% holding
0.001% Compulsory Convertible Preference Share Capital 10 each fully paid					
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	6,843	100%	-	6,843	100%

	As at 31 March 2025			As at 31 March 2024	
	Number of shares held	% holding	% change during the year	Number of shares held	% holding
iii.) Details of shareholders holding more than 5% CCPS					
Indiamart Intermesh Limited	6,843	100%	-	6,843	100%

11 Other equity

	As at 31 March 2025	As at 31 March 2024
Securities Premium	349,937	349,937
Retained earnings	(275,142)	(118,837)
Deemed capital contribution by holding company	2,182	-
Total	**76,977**	**231,100**

<u>**Nature and purpose of reserves and surplus**</u>

a. **Securities Premium:** The Securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

b. **Retained Earnings:** It represents the amount of accumulated earnings of the company and re- measurement gains/ losses on defined benefit plans.

c. **Deemed capital contribution:** It represents the cost of stock options granted to employees by holding company.

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for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

12 Provisions

	As at 31 March 2025	As at 31 March 2024
Non-current		
Provision for employee benefits (Refer note 22)		
Provision for gratuity	6,562	3,731
Provision for leave encashment	969	518
Total	**7,531**	**4,249**
Current		
Provision for employee benefits (Refer note 22)		
Provision for gratuity	815	296
Provision for leave encashment	178	99
Total provisions	**993**	**395**

13 Contract Liabilities*

	As at 31 March 2025	As at 31 March 2024
Non-current		
Deferred Revenue**	17,896	6,583
	17,896	**6,583**
Current		
Deferred Revenue**	32,441	7,778
Advance From Partner	403	466
Advance From Customers	64	8
Total	**32,908**	**8,252**

*Contract liabilities include consideration received in advance to render accounting software services in future periods.

** Refer Note 31 for the balances pertaining to related party.

14 Trade payables

	As at 31 March 2025	As at 31 March 2024
At amortised cost		
Payable to micro, small and medium enterprises	-	-
Other trade payables		
-Outstanding dues to others*	29	11
-Accrued Expenses	11,165	3,946
Total	**11,194**	3,957

* Refer Note 31 for the balances pertaining to related party.

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

Outstanding for following years from due date of payment / transaction	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025						
(i) MSME* - undisputed	-	-	-	-	-	**-**
(ii) Others - undisputed	29	-	-	-	-	**29**
Accrued expenses	11,165	-	-	-	-	**11,165**
As at 31 March 2024						
(i) MSME* - undisputed	-	-	-	-	-	**-**
(ii) Others - undisputed	11	-	-	-	-	**11**
Accrued expenses	3,946	-	-	-	-	**3,946**

* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

15 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024
Current		
Payable to employees	4,246	-
Others*	-	1,819
Total	**4,246**	1,819

*Refer Note 31 for the balances pertaining to related party.

16 Other liabilities

Current	As at 31 March 2025	As at 31 March 2024
Statutory dues		
-Tax deducted at source payable	1,190	890
-GST payable	18	12
-Others	288	131
Total	**1,496**	1,033

17 Revenue from operations

Set out below is the disaggregation of the company's revenue from contracts with the customers:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of Services		
Income from Subscription Services	23,552	4,472
Total	**23,552**	**4,472**

No single customer represents 10% or more of the Company's total revenue for the period ended 31 March 2025 and 31 March 2024.

Significant changes in the contract liability balances during the year are as follows:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance at the beginning of the year	14,835	2,844

Notes to Financial Statements

for the year ended 31 March 2025
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Less: Revenue recognised from contract liability balance at the beginning of the year	(7,776)	(1,198)
Add: Amount received from customers during the year	59,521	16,463
Less: Revenue recognised from amount received during the year	(15,776)	(3,274)
Closing balance at the end of year	**50,804**	**14,835**

18 Other income

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on Financial Assets measured at amortised cost		
Interest from bank deposits	5,109	6,406
Interest on intercorporate deposits	7,877	4,473
Other Interest Income	44	7
Fair value gain on measurement and income from sale of financial assets		
Fair Value Gain (net) on measurement, interest and income from sale of mutual funds	-	9,865
Total	**13,030**	**20,751**

19 Employee Benefit Expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, allowance and bonus	81,905	50,801
Gratuity expenses (Refer to note no.22)	2,104	1,454
Leave Encashment expenses (Refer to note no.22)	595	424
Contribution to provident and other funds	1,391	706
Employee share based payment expense (Refer to note no.23)	4,405	1,819
Staff welfare expenses	2,369	2,069
Total	**92,769**	**57,273**

20 Depreciation and amortisation expense

	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 4)	1,832	1,602
Amortisation of intangible assets (refer note 4)	136	33
Total	**1,968**	**1,635**

21 Other expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Power & Fuel	502	284
Rent	6,238	4,870
Internet and other online expenses	8,885	8,412
Repairs and maintenance	248	155
Insurance	1,018	775
Rates and taxes	55	29
Communication	566	178
Travelling and conveyance	1,714	785

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for the year ended 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

Advertisement Expenses	637	358
Outsourced Support Cost	273	2,928
Outsourced Sales Cost	74,398	33,266
Legal and professional fees	1,685	1,460
Auditor's remuneration	153	140
Recruitment and training expenses	53	119
Development cost	99	-
Miscellaneous expenses	193	386
Total	**96,717**	**54,145**

Payment to Auditors* (exclusive of GST)		
As auditor:		
- Audit fee	150	140
- Reimbursement of Expenses to auditor	3	-

22 Defined benefit plan and other long-term employee benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed statutory defined period of service gets a gratuity on departure in accordance with Payment of Gratuity Act, 1972. The scheme is funded with insurance company in form of qualifying insurance policy. This defined benefit plan exposes the Company to actuarial risks, such as longevity risk, interest rate.

The amount included in the balance sheet arising from the Company's obligation in respect of its gratuity plan and leave encashment is as follows:

Gratuity - defined benefit plan

	As at 31 March 2025	As at 31 March 2024
Present value of defined benefit obligation	8,443	4,233
Fair value of plan assets	(1,066)	(206)
Net liability arising from defined benefit obligation	**7,377**	**4,027**

Leave encashment - other long-term employee benefit plan

	As at 31 March 2025	As at 31 March 2024
Present value of other long-term empoyee benefit plan	1,147	617
	1,147	**617**

a) Reconciliation of the net defined benefit (asset)/liability and other long term employee benefit plan

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/liability and other long term employee benefit plan and its components.

Reconciliation of present value of defined benefit obligation for Gratuity and Leave encashment

	Gratuity	
	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	4,233	1,759
Benefits paid	(413)	-
Current service cost	1,816	1,325
Interest cost	303	129
Past service cost		
Actuarial (gains)/losses		
- changes in demographic assumptions	-	-
- changes in financial assumptions	381	52
- experience adjustments	960	762
Transfer In / (Out)	1,163	206
Balance at the end of the year	**8,443**	**4,233**

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for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

	Leave encashment	
	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	617	212
Employee benefit obligation pursuant to the disposal group held for sale		
Benefits paid	(65)	(18)
Current service cost	479	380
Interest cost	44	16
Actuarial (gains)/losses		
- changes in financial assumptions	42	5
- experience adjustments	30	23
Balance at the end of the year	**1,147**	**617**

Movement in fair value of plan assets	Gratuity	
	As at 31 March 2025	As at 31 March 2024
Opening fair value of plan assets	206	-
Investment Income	15	-
Acturial gains/(losses)	-	-
Contributions from the employer	95	-
Benefits paid	(413)	-
Transfer In / (Out)	1,163	206
Closing fair value of plan assets	**1,066**	**206**

The major categories of plan assets as a percentage of the fair value of the total plan assets are as follows:

	As at 31 March 2025	As at 31 March 2024
Funds managed by insurer	**100%**	**100%**

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

22 Defined benefit plan and other long-term employee benefit plan- (Cont'd)

b) Expense recognised in profit or loss

	Gratuity	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	1,816	1,325
Past service cost		
Net interest expense	288	129
Actuarial/(gain) loss on other long term employee benefit plan		
Components of defined benefit costs recognised in profit or loss	**2,104**	**1,454**
Remeasurement of the net defined benefit liability		
Actuarial (gain)/loss on defined benefit obligation	1,341	814
Components of defined benefit costs recognised in other comprehensive loss	**1,341**	**814**

Notes to Financial Statements

for the year ended 31 March 2025

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	Leave encashment	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	479	380
Net interest expense	44	16
Actuarial/(gain) loss on other long term employee enefit plan	72	28
Components of other long term employee benefit costs recognised in profit or loss	**595**	**424**

c) **Actuarial assumptions**

Principal actuarial assumptions as at reporting date (expressed as weighted averages):

	As at 31 March 2025	As at 31 March 2024
Discount rate	6.55%	7.15%
Attrition rate	15.00%	15.00%
Future salary growth	12.00%	12.00%
Mortality table	India Assured Life Mortality (2012-14)	India Assured Life Mortality (2012-14)

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

d) **Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Gratuity

As at 31 March 2025	Increase	Decrease
Impact of change in discount rate by 0.50%	(319)	345
Impact of change in salary by 0.50%	267	(255)

As at 31 March 2024	Increase	Decrease
Impact of change in discount rate by 0.50%	(169)	181
Impact of change in salary by 0.50%	151	(147)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

e) **The table below summarises the maturity profile and duration of the gratuity liability:**

Particular	As at 31 March 2025	As at 31 March 2024
Within one year	815	296
Within one - three years	1,396	670
Within three - five years	1,394	699
Above five years	4,840	2,568
Total	**8,445**	**4,234**

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

23 Share based payment plans

Stock appreciation rights (SAR)

The Company's holding company has granted stock appreciation rights to employee of the Company. The Holding company's scheme details are as follows:

Number of units approved for employee of the Company	1,142
Method of Settlement	Equity
Vesting period (in months)	0 to 48 Months

The details of activity have been summarized below:

	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Number of SAR units	Weighted Average Exercise Price (INR)	Number of SAR units	Weighted Average Exercise Price (INR)
Outstanding at the beginning of the year	1,142	10	-	-
Granted during the year	3,070	10	-	-
Units with employees transferred during the year from holding company	221	10	1,142	10
Lapsed during the year	77	10	-	-
Exercised during the year	174	10	-	-
Outstanding at the end of the year	4,684	10	1,142	10
Exercisable at the end of the year	-	-	-	-

Scheme details are as follows:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Range of exercise prices (Rs)	10	10
Number of units outstanding	4,684	1,142
Weighted average remaining contractual life of units (in years)	1.5	2.2
Weighted average exercise price	10	10

SAR units granted

The key inputs used in the measurement of the grant date fair valuation of equity settled plans are given in the table below:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Range of share price (Rs.)	2499-6662	5224-6662
Exercise Price (Rs.)	10	10
Life of the options granted (Vesting and exercise year) in years	4	4

* The stock price as on the day prior to the grant date has been considered as the fair value.

Effect of the employee share-based payment plans on the statement of profit & loss:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Total Employee Compensation Cost pertaining to share-based payment plans	4,405	1,819

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

24 Earnings per share

Basic EPS amounts are calculated by dividing the profit/(loss) for the period attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS are calculated by dividing the profit/(loss) for the period attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

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

	For the year ended 31 March 2025	For the year ended 31 March 2024
Basic EPS		
Loss for the period attributable to owners of the Company [A]	(154,964)	(87,909)
Weighted average number of equity shares for the purposes of basic EPS [B]	10,000	10,000
Basic earning per share (face value of ₹10 per share) [A/B]	(15,496.40)	(8,790.90)
Diluted EPS		
Loss for the period attributable to owners of the Company [A]	(154,964)	(87,909)
Weighted average number of equity shares for the purposes of basic EPS [B]	10,000	10,000
Potential equity shares in the form of convertible preference shares[C]	6,843	6,843
Total no. of shares outstanding (inluding dilution) D= [B+C]	16,843	16,843
Diluted earning per share (face value of ₹ 10 per share) [A/D] *	(15,496.40)	(8,790.90)

* The impact of potential equity shares on diluted earning per share is anti-dilutive, hence the potential shares are ignored in the calculation of diluted loss per share and the diluted loss per share is the same as basic loss per share.

25 Fair value measurements

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

Financial assets	As at 31 March 2025	As at 31 March 2024
Measured at amortised cost (Refer note 1 below)		
Cash and cash equivalents	25,730	740
Deposits with Banks (other than corporate deposits)	49,686	1,39,048
Intercorporate deposits	55,264	1,04,025
Loan to employees	359	510
Other financial assets	1,717	572
Total financial assets	**132,756**	**244,895**
Financial liabilities		
(a) Measured at Amortised cost		
Trade payables	11,194	3,957
Other financial liabilities	4,246	1,819
Total financial liabilities	**15,440**	**5,776**

Notes to Financial Statements
for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

b) The following methods / assumptions were used to estimate the fair values:

1. The carrying value of cash and cash equivalents, trade receivables, loans, other financial assets and trade payables measured at amortised cost approximate their fair value due to the short-term maturities of these instruments. These have been assessed basis counterparty credit risk.

26 Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the returns to stakeholders through the optimisation of the borrowings and equity balance.

The capital structure of the Company consists of no borrowings and only equity of the Company.

The Company is not subject to any externally imposed capital requirements.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

27 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one business segment which is accounting software services. Hence the Company falls within a single operating segment "Accounting software services".

28 Income tax

a) Income tax expense/(income) recognised in Statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax expense		
Current tax for the year	-	-
	-	-
Deferred tax expense/(benefit)		
Relating to origination and reversal of temporary differences	-	-
	-	-
Total income tax expense	**-**	**-**

b) Income tax recognised in other comprehensive income/(loss) (OCI)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Deferred tax related to items recognised in OCI during the year	-	-
Net gain/ (loss) on remeasurements of defined benefit plans	-	-

c) Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss before tax	(154,964)	(87,909)
Accounting profit before income tax	**(154,964)**	**(87,909)**
Tax expense at the statutory income tax rate @25.17%	(39,004)	(22,127)
Adjustments in respect of unrecognised deferred tax assets of tax business loss	39,004	22,127
Tax expense at the effective income tax rate	**-**	**-**

d) Detail of deductible temporary differences and unused tax losses for which no deferred tax asset is recognised in the balance sheet:

Particulars	As at 31 March 2025	As at 31 March 2024
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:		
- tax business losses	2,64,029	1,14,639
- unabsorbed depreciation	3,805	2,288

Notes to Financial Statements

for the year ended 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

- other deductible temporary differences	8,524	4,644
	276,358	**121,571**

No deferred tax has been created on temporary differences and unused tax losses including unabsorbed depreciation due to lack of reasonable certainty of future taxable profits against which such deferred tax assets can be realized.

29 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Board is assisted in its oversight role by internal audit. Internal audit undertakes regular reviews of risk management controls and procedures, the results of which are reported to the audit committee.

i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's Cash and cash equivalents, bank deposits and investments in mutual funds, bonds, exchange traded funds, debentures, units of alternative investment funds and units of investment trust.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

Security deposits and Loans

The Company monitors the credit rating of the counterparties on regular basis. These instruments carry very minimal credit risk based on the financial position of parties and Company's historical experience of dealing with the parties.

ii) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, who has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The table below summarises the maturity profile of the Company's undiscounted financial liabilities based on contractual payments:

Contractual maturities of financial liabilities

31 March 2025	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	11,194	-	11,194
Other financial liabilities	4,246	-	4,246
	15,440	**-**	**15,440**

Notes to Financial Statements
for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

31 March 2024	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	3,957	-	3,957
Other financial liabilities	1,819	-	1,819
	5,776	**-**	**5,776**

iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include foreign currency receivables, deposits, investments in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds, units of investment trust and investment in other entities.

a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency). The company's exposure to unhedged foreign currency risk as at 31 March 2025 and 31 March 2024 is nil. Currency risks related to the principal amounts of the company's US dollar trade receivables.

b) Interest rate risk

Investment of short-term surplus funds of the Company in liquid schemes of mutual funds, bonds, debentures, units of alternative investment fund and investment trust provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

30 Additional Regulatory Information

a) - Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance *
Current Ratio (in times)	Current Assets	Current liabilities	2.91	16.43	-82%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	-100.49%	-31.89%	215%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	12.77	17.62	-28%
Net capital turnover ratio (in times)	Revenue from operations	Working capital (Current Assets- Current liabilities)	0.24	0.02	1191%
Net profit ratio (in %)	Net profit after tax (Refer Note 1 below)	Revenue from operations	-6.58%	-19.66%	-67%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 2 below)	-2.01%	-0.38%	428%
Return on investment (ROI) (in %)	Income generated from invested funds (Refer Note 3 below)	Average invested funds in treasury investments (Refer Note 4 below)	7.08%	7.26%	-2%

Notes

1) "Net Profit after tax" means reported amount of "Profit for the period" and it does not include items of other comprehensive income.
2) Capital Employed = Total shareholder's equity

Notes to Financial Statements
for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

3) Income generated from invested funds = FVTPL gain on mutual funds+ Interest income from Bank deposits + Interest income on inter corporate deposits
4) Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)
   # Treasury Investments = Mutual funds+ Inter - corporate deposits + Bank deposits
5) Average is calculating based on simple average of opening and closing balances.

Explanation where variance in ratio is +/- 25%

Current ratio

Decrease primarily on account of increasing contract liabilities and trade payables on account of increased operations.

Return on equity ratio

Loss after tax increased due to increased expenses during the year leading to higher negative ratio.

Trade payable turnover ratio

Decreased due to increased trade payables and expenses on account of increase operations in the current year

Net capital turnover ratio

On account of increase in the loss for the year resulting in decrease in the net working capital.

Net profit ratio

Decrease due to increase in expenses on account of increase in operations during the current year.

Return on Capital employed (ROCE)

Increase in loss after tax leading to higher negative ratio in the current year.

b) Relationship with Struck off companies

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

31 Related party transactions

i) Names of related parties and related party relationship

a) Entity's holding Company	Indiamart Intermesh Limited
b) Entity's subsidiary	Livekeeping Private Limited (strike off wef 29 October 2024)
c) Entity's fellow subsidiary*	Pay With Indiamart Private Limited

*The fellow subsidiaries with whom the company had transaction during the reporting period have been mentioned here.

d) Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them Significant Influence over the Company and Key Management Personnel (KMP)

(i) Ritesh Praveenkumar Kothari	Managing Director
(ii) Prateek Chandra	Director
(iii) Manoj Bhargava	Director
(iv) Chanda Praveen Kothari	Relatives of KMP
(v) Madhuri Ritesh Kothari	Relatives of KMP

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

ii) Related Party Transactions

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

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Holding Company		
Rent	5,156	3,894
Advertisement and Marketing Expenses	321	190
Outsourced Support Cost	108	2,928
Legal & Professional Fees	125	-
Payable towards share based incentive	4,425	1,819
Purchase of fixed assets	2,579	-
Fellow subsidiary		
Pay with Indiamart pvt ltd.		
Service fees paid	-	**
Revenue from License subscription	9	3
Subsidiary Company		
Livekeeping Pvt Ltd.		
Advance paid for share allotment		
Investment in shares	75	25
Key management personnel Compensation		
(i) Ritesh Praveenkumar Kothari		
-Salary Paid	10,000	10,000
Relatives of Key management personnel		
(i) Madhuri Ritesh Kothari		
-Office Rent Paid	541	488
(ii) Chanda Praveen Kothari		
-Office Rent Paid	541	488

iii) The following table discloses amounts due to or due from related parties at the relevant year end

Particulars	As at 31 March 2025	As at 31 March 2024
Indiamart Intermesh Limited		
Prepaid expense	126	126
Other payables	-	1,819
Trade Payable	32	-
Livekeeping Private Limited		
Investment in equity shares#	-	96
Pay With Indiamart Private Limited		
Deferred revenue	7	2

Livekeeping Private Limited is struck off with effect from 29 October 2024

Notes to Financial Statements

for the year ended 31 March 2025
(All amounts are in thousands (₹) unless otherwise stated)

***Terms and conditions of transactions with related parties**

The transactions with related parties are entered on terms equivalent to those that prevailing arm's length transactions. Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

32 Contingent liabilities, capital and other commitments

As at 31 March 2025 and as at 31 March 2024, the Company has no contingent liability and Nil Capital and other commitments.

33 Figures for the previous year have been regrouped/reclassified to conform to the classification of the current year.

34 Details of dues to micro and small enterprises as defined under MSMED Act 2006:

	As at 31 March 2025	As at 31 March 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	-	-
- Interest due on above	-	-
	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

35 The **Code on Social Security 2020 (Code)**, which received the Presidential Assent on September 28, 2020, subsumes nine laws relating to social security, retirement and employee benefits, including the Employee Provident Fund and Miscellaneous Provisions Act, 1952 and the Payment of Gratuity Act, 1972. The effective date of the Code is yet to be notified. The Company will assess the impact of the Code when it comes into effect and will record related impact thereon.

36 Events after the reporting year

The Company has evaluated all the subsequent events through 21 April 2025 which is the date on which these financial statements were issued, and no events have occurred from the balance sheet date through that date.

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
FRN No. 001111N

For and on behalf of the Board of Directors of
Livekeeping Technologies Private Limited
(Formerly known as Finlite Technologies Private Limited)
CIN: U72900DL2015PTC408182

Akhil Bhalla
(Partner)
Membership No. 524288
Place: Noida
Date: 21 April 2025

Ritesh Praveenkumar Kothari
Managing Director
DIN: 06998225
Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853
Place: Noida
Date: 21 April 2025

BOARDS' REPORT

Dear Members,

Your Directors' take pleasure in presenting the Twentieth (20th) Board's Report on the business and operations of the Company together with the Audited Financial Statements and the Auditor's Report for the financial year ended March 31, 2025 ('FY 2025').

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company in FY 2025 is as follows:

(Amount in INR Thousand)

Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	-	-
Other Income	121,839	362,354
Total Income	**121,839**	**362,354**
Financial Cost	19,981	16,453
Other Expenses	588	124
Total Expenses	**20,569**	**16,577**
Profit before exceptional item and tax	101,270	345,777
Exceptional Item	(49,280)	(51,000)
Profit before tax	51,990	294,777
Current tax	36,266	560
Deferred Tax	(80,209)	73,004
Total Tax Expenses	(43,943)	73,564
Profit for the year	**95,933**	**221,213**
Other Comprehensive loss for the financial year	-	-
Total Comprehensive income for the financial year	**95,933**	**221,213**
Basic Earnings per Equity Share (INR) – Face value of Rs. 10/- each	872.12	2011.03
Diluted Earnings per Equity Share (INR) – Face value of Rs. 10/- each	1.15	2.35

REVIEW OF OPERATIONS

No business activities were carried out by the Company during the year under review.

CHANGE IN NATURE OF BUSINESS

During FY 2025, there was no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Share Capital

During FY 2025, there is no change in the Authorised Share Capital of the Company. As on March 31, 2025, the Authorised Capital of the Company is Rs. 100,000,000/- divided into 500,000 Equity Shares having a face value of Rs. 10/- each and 9,500,000 preference shares having a face value of Rs. 10/- each.

Issued, Subscribed and Paid-Up Share Capital

(a) Equity Share Capital

During FY 2025, there is no change in the Issued, Subscribed and Paid-Up Equity Share Capital of the Company. As on March 31, 2025, the issued, subscribed and paid-up equity share capital of the Company is Rs. 1,100,000 divided into 110,000 equity shares having a face value of Rs. 10/- each.

(b) Preference Share Capital

During FY 2025, there is no change in the Issued, Subscribed and Paid-Up Preference Share Capital of the Company. As on March 31, 2025, the issued, subscribed and paid-up preference share capital of the Company is Company is Rs. 78,700,000 divided into 78,70,000 preference shares having a face value Rs. 10/- each.

DEBENTURES

During FY 2025, there are no debentures issued by the Company. As on March 31, 2025, 932,500,000, 0.0001% Compulsory Convertible Debentures of the Company are held by (IndiaMART InterMESH Limited) holding company of the Company.

DIVIDEND

During the FY 2025, the Board of Directors in their meeting held on January 17,2025 declared an interim dividend of ₹ 2,800 per equity share, representing 2,800% of the face value each amounting to ₹ 308,000,000, to the shareholder of the Company.

Further, considering the overall financial position of the Company, the Board of Directors has not recommended any final dividend for FY 2025.

TRANSFER TO RESERVES

During FY 2025, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2024-25.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on March 31, 2025, the Company does not have any Subsidiary Company and Joint Ventures. Further, the Company has four (4) Associate Companies. The details are as follows:

1. Truckhall Private Limited ('SuperProcure')
2. Agillos E-Commerce Private Limited ('Aerchain')
3. Edgewise Technologies Private Limited ('EasyEcom')
4. Adansa Solutions Private Limited ('Realbooks')

Development/Performance and Financial Position of each Associate Company is presented below:

1. **Truckhall Private Limited ('SuperProcure')** incorporated on August 18, 2016. It is engaged in the business of software development for logistics and transportation management under the brand name 'SuperProcure'. SuperProcure is a SaaS based end to end Transport Management Solution that digitizes the entire freight sourcing, dispatch monitoring and freight settlement process of the logistics department of manufacturing and construction enterprises. It allows logistics departments to find the best possible rates through a transparent bidding and auction structure, thus saving costs. SuperProcure has become our Associate company on June 05, 2021.

   During FY 2025, the Company made an investment in SuperProcure by subscribing to 6,565 Compulsorily Convertible Preference Shares amounting to Rs. 10 crores. Further, during the year, 30,000, 0.0001% Compulsorily Convertible Debentures ('CCD's) already subscribed by the Company in SuperProcure, in one or more tranches, were converted to 1969, 0.001% Compulsorily Convertible Preference Shares of face value of Rs. 10 each of the Company.

   Consequent to the said above transactions/ acquisition, the aggregate shareholding of the company in SuperProcure increased from 27.42% to 35.04% of its paid-up share capital on fully diluted basis in SuperProcure.

   As on March 31, 2025, the Company holds 35.04% of the share capital of SuperProcure on fully converted and diluted basis. During FY 2023-24, its total Income was Rs. 118.42 million and the net loss after taxation was Rs. (104.02) million.

2. **Agillos E-Commerce Private Limited ('Aerchain'),** was incorporated on May 05, 2016. It is engaged in the business of offering SaaS based solutions for businesses to automate their procurement operations under its brand name 'Aerchain'. Aerchain seamlessly connects relevant stakeholders, brings visibility, improves efficiency and spreads intelligence across the entire Source to Pay lifecycle of enterprises. Further, through their AI and ML based sourcing engine, they help procurement teams by identifying, analysing and recommending suppliers to drive cost benefits. Aerchain has become our Associate company on August 16, 2021.

   As on March 31, 2025, the Company holds 26.23% share capital of Aerchain on fully converted and diluted basis. During FY 2023-24, its total Income was Rs. 54.11 million and the net loss after taxation was Rs. (78.82) million.

3. **Edgewise Technologies Private Limited ('EasyEcom'),** was incorporated on January 22, 2015. It offers SaaSbased online commerce enablement solutions to the merchants under the brand name EasyEcom. It's flagship inventory and warehouse management solutions allow merchants to allocate, track, and reconcile inventory across various online and offline sales channels. It also offers additional modules which automate other back office functions of merchants, such as shipping related payments reconciliation and returns reconciliation. EasyEcom has become our Associate company on January 03, 2022.

   During FY 2025, the Company made an investment in EasyEcom by subscribing to 50,000 0.0001% Compulsorily Convertible Debentures ('CCDs') amounting to Rs. 5 crores.

   As on March 31, 2025, the Company holds 26.01% share capital of EasyEcom on fully converted and diluted basis. During FY 2023-24, its total Income was Rs. 111.01 million and the net loss after taxation was Rs. (91.77) million.

4. **Adansa Solutions Private Limited ('Realbooks')** was incorporated on May 22, 1973. It is engaged in a business of offering a cloud-based accounting software product for businesses. Furthermore, it enables businesses to create customized invoices, attach files to vouchers, and manage their inventory. It also enables businesses to manage their different business units at multiple locations from a single dashboard. Realbooks has become our Associate Company on April 06, 2022.

   As on March 31, 2025, the Company holds 26.01% of its paid-up share capital on fully diluted basis in RealBooks. During FY 2023-24, its total Income was Rs. 49.71 million and the net loss after taxation was Rs. (47.97) million.

Other Significant Changes in Investee Companies

The Company held 26% share capital of Shipway on fully converted and diluted basis. Shipway Technology Private Limited ('Shipway') ceased to be an Associate company as the Company has disinvested its entire shareholding, i.e. 26% of Share Capital by way of sale of 4,088 Compulsorily Convertible Preference Shares ('CCPS') and 100 Equity shares.

Further, apart from the above, no other Company have become or ceased to be subsidiary, joint venture or associate of the Company during the financial year.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186 of the Act, the details of Loans and Investments made during the financial year are given in Note no. 4 & 5 of notes to the Financial Statements forming part of the Annual Report. Further, investment made by the Company are mentioned under the head 'Particulars of Subsidiaries, Joint Ventures and Associate Companies' in this report.

During the financial year, the Company has not provided any guarantees pursuant to Section 186 of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During FY 2025, the Company has not entered into any related party transactions referred to in Section 188(1) of the Act.

PARTICULARS OF EMPLOYEES

During FY 2025, none of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Manoj Bhargava Gupta (DIN: 08267536), is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommends his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

None of the Director or Key Managerial Personnel was appointed/resigned during the financial year ended March 31, 2025.

MEETING OF BOARD OF DIRECTORS

During FY 2025, Seven (07) Board Meetings were held on April 25, 2024, July 26, 2024, October 16, 2024, October 28, 2024, October 29, 2024, November 11, 2024 and January 17, 2025. The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

The Composition of the Board along with number of meetings and attendance details are as follows:

S. No.	Name of the Director	Designation	No. of Meetings held during the year	No. of Meetings attended during the year
1	Mr. Praveen Kumar Goel	Director	07	07
2	Mr. Manoj Bhargava	Director	07	07
3	Mr. Sudhir Gupta	Director	07	07

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elect the Chairperson of the Meeting.

COMMITTEES OF THE BOARD

As the provisions of Section 177 & 178 of the Act read with rules made thereunder are not applicable to the Company, no committee of the Board is constituted in terms thereof.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

a) in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;

b) your Directors 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 and of the profit and loss of the Company for that period;

c) your Directors 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 prevention and detecting of fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to appointment & remuneration of Directors are not applicable to the Company.

AUDITORS

Statutory Auditors

M/s Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) were re-appointed as Statutory Auditors of the Company at the Annual General Meeting ('AGM') of the Company held on August 28, 2020, for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 15th AGM till the conclusion of the 20th AGM of the Company.

The report of the Statutory Auditors forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer. The Statutory Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

In accordance with Section 139 of the Companies Act, 2013, an audit firm cannot be appointed as statutory auditors for more than two consecutive terms. Accordingly, M/s Pankaj Priti & Associates will complete their second and final term at the conclusion of the 20th AGM and are not eligible for further reappointment.

The Board of Directors has recommended the appointment of M/s JC Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) as the Statutory Auditors of the Company for a term of five (5) consecutive years, commencing from the conclusion of the 20th AGM.

The Company has received the consent of M/s JC Bhalla & Co. for their proposed appointment as Statutory Auditors of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointment.

Internal Auditor

During FY 2025, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2025, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the statutory auditors of the Company on the inefficiency or inadequacy of such controls.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2025, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During FY 2025, no orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have impact on the going concern status and the Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption and foreign exchange inflow or outflow.

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2025, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose 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 is not applicable.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME STELLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believe in and always uphold the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focuses on sustainable and profitable growth of the Company.

On behalf of the Board
For Tradezeal Online Private Limited

Place: Noida	**Praveen Kumar Goel**	**Sudhir Gupta**
Date: April 28, 2025	**Director**	**Director**
	DIN: 03604600	**DIN: 08267484**

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of **Tradezeal Online Private Limited**

Opinion

We have audited the accompanying Ind AS financial statements of **Tradezeal Online Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31,2025 and the Statement of Profit and Loss, including other comprehensive income, Cash Flow Statement 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.

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 a true and fair view in conformity with the accounting principle specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31,2025.

(b) in the case of the Statement of Profit and Loss including other comprehensive income, of the profit for the period ended on that date;

(c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date; and

(d) In the case of the Statement of Changes in Equity, of the changes in equity for the period ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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 opinion on the Ind AS financial statements.

Key Audit Matters

There is no Key Audit Matter identified by us during the Year.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors are also responsible for 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; the 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 control 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 financial statements, Board of

Directors are responsible for assessing the ability of the Company's 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 Ind AS financial statements for the financial period ended at March 31, 2025 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

1. (A) As required by Section 143(3) of the Act, based on our audit 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 as it appears from our examination of those books.

   c) The Balance Sheet, the Statement

of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

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

e) On the basis of the written representations received from the directors as on March 31, 2025 takenon record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial

g) Based on our examination test check, the company has used accounting software for maintaining its books of accounts which has a feature of recording Audit Trail (edit log) facility, the Audit Trail was enabled for data changes performed by user having privileged access for accounting software for which audit trail feature is enabled, the Audit Trail facility has been operating throughout the Year for all relevant transections recorded in the software and we did not come across any instance of audit trail feature being tempered with during the course of our Audit.

(B) 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, as amended in our opinion and to the best of our information and according to the explanations given to us :

a) The Company has no pending litigations as at 31 March 2025 that can affect its financial position in its financial statements.

b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

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

▪ provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

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

▪ provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as 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 (d)(i) and (d)(ii) contain any material mis-statement.

e) During the year, the company declared and paid interim dividend in compliance with Section 123 of the Act.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

2. 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 B" a statement on the Matters specified in paragraphs 3 and 4 of the order.

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain (Partner)
Membership No. 095412

Place: Delhi
Date: 28 April 2025
UDIN: 25095412BMLIJS6117

Annexure A to the Independent Auditor's Report to the Members of Tradezeal Online Private Limited

Report on the Internal Financial Controls under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting **Tradezeal Online Private Limited** ("the Company") as of at March 31,2025 in conjunction with our audit of the Ind AS 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 (ICAI)". 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 Act, 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 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 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 judgment, 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:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) 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 thecompany; and

c) 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 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, 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 (ICAI).

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain (Partner)
Membership No. 095412

UDIN: 25095412BMLIJS6117

Place: Delhi
Date: 28 April 2025

Annexure B to the Independent Auditor's Report to the Members of Tradezeal Online Private Limited

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order') issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section.

i. The Company has no Fixed Assets, hence clause 3(i)(a) to (e) of the order is not applicable to the company.

ii. (a) In our opinion and according to the information and explanations given to us, the Company is not having any physical inventory. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) 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 sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

iii. (a) The company has not granted any loans, or provided advances in the nature of loans, or stood Guarantee, or provided security to any other entity.

(b) The Investments made, guarantees provided, security given and the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) 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 granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

vii. a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable

b) There are no dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.

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. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) 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 willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates (as defined under the Companies Act, 2013)

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Companies Act, 2013 ("the Act"))

x. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised any money way of initial public offer / further public offer and Company has not raised any term loans. Accordingly, provisions of clause 3(x)(a) of the Order are not applicable on the Company.

(b) 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xi. (a) In our opinion, and according to the information and explanations given to us, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year that causes the Ind AS financial statements materially misstated.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

xii. The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii)(a) to (c) of the Order are not applicable to the Company.

xiii. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 177 and section 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian Accounting Standards.

xiv. In our opinion, and according to the information and explanations given to us, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the companies act 2013.

xv. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.

xvi. (a) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The company is not a Core Investment company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. The company has not incurred any cash losses in current financial year and immediately preceding financial year.

xviii. There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(viii) of the Order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation 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 causes 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. In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act as company is not required to comply with the provisions of section 135 of companies act 2013.

xxi. Tradezeal Online Private Limited is a subsidiary company of IndiaMart Intermesh limited and it does not have any subsidiary under it. It is not required to prepare consolidated financial statement. Hence, provisions of this clause are not applicable.

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain (Partner)

Membership No. 095412
UDIN: 25095412BMLIJS6117

Place: Delhi
Date: 28 April 2025

Balance Sheet

as at 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Investment in associates	4	745,771	847,047
Financial assets			
(i) Investments	5	835,872	934,567
(ii) Other bank balance	5	14,751	-
Non-Current tax assets (net)	8	138	55
Total non-current assets		**1,596,532**	**1,781,669**
Current assets			
Financial assets			
(i) Investments	5	-	86,507
(ii) Cash and cash equivalents	6	272	181
(iii) Bank balances other than cash & cash equivalent	6	-	903
Other current assets	7	279	230
Total current assets		**551**	**87,821**
Total assets		**1,597,083**	**1,869,490**
Equity and liabilities			
Equity			
Equity share capital	12	1,100	1,100
Other equity	12	1,342,242	1,554,309
Total equity		**1,343,342**	**1,555,409**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	9	151,117	131,136
Deferred tax liabilities (Net)	17	102,597	182,806
Total non-current liabilities		**253,714**	**313,942**
Current liabilities			
Financial liabilities			
(i) Trade payables	10		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		19	132
Other current liabilities	11	8	7
Total current liabilities		**27**	**139**
Total liabilities		**253,741**	**314,081**
Total equity and liabilities		**1,597,083**	**1,869,490**
Material accounting policies	2		

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 28 April 2025

Praveen Kumar Goel
(Director)
DIN: 03604600

Place: Noida
Date: 28 April 2025

Statement of Profit and Loss

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income:			
Other income	13	121,839	362,354
Total income		**121,839**	**362,354**
Expense:			
Finance costs	14	19,981	16,453
Other expenses	15	588	124
Total expenses		**20,569**	**16,577**
Profit before exceptional item and tax		**101,270**	**345,777**
Exceptional item			
Impairment of Investment	4	(49,280)	(51,000)
Profit before tax		**51,990**	**294,777**
Income tax expense			
Current tax	17	36,266	560
Deferred tax	17	(80,209)	73,004
Total tax expense		**(43,943)**	**73,564**
Profit for the year		**95,933**	**221,213**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss in subsequent year		-	-
Other comprehensive income for the year, net of tax		**-**	**-**
Total comprehensive profit for the year		**95,933**	**221,213**
Earnings per equity share:	16		
Basic earnings per equity share (INR)		872.12	2,011.03
Diluted earnings per equity share (INR)		1.15	2.35
Material accounting policies	2		

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 28 April 2025

Praveen Kumar Goel
(Director)
DIN: 03604600

Place: Noida
Date: 28 April 2025

Statement of changes in equity

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

(a) Equity share capital (refer note 13)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 1 April 2023	**1,100**
Changes in equity share capital during the year	-
As at 31 March 2024	**1,100**
As at 1 April 2024	**1,100**
Changes in equity share capital during the year	-
As at 31 March 2025	**1,100**

(b) Other equity (refer note 13)

Particulars		Other equity		Total
	Equity portion of CCD	Equity portion of OCCRPS (refer note 9)	Retained earnings	
As at 1 April 2023	**932,500**	**739**	**399,857**	**1,333,096**
Profit for the year	-	-	221,213	221,213
Total comprehensive profit	**-**	**-**	**221,213**	**221,213**
Balance as at 31 March 2024	**932,500**	**739**	**621,070**	**1,554,309**
As at 1 April 2024	**932,500**	**739**	**621,070**	**1,554,309**
Profit for the year	-	-	95,933	95,933
Interim Dividend paid (INR 2800/- per share for financial year ended 31 March 2025)			(308,000)	(308,000)
Total comprehensive loss	**-**	**-**	**(212,067)**	**(212,067)**
Balance as at 31 March 2025	**932,500**	**739**	**409,003**	**1,342,242**

Material accounting policies 2

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Pankaj Jain
Partner
Membership No.: 095412

Sudhir Gupta
(Director)
DIN: 08267484

Praveen Kumar Goel
(Director)
DIN: 03604600

Place: New Delhi
Date: 28 April 2025

Place: Noida
Date: 28 April 2025

Place: Noida
Date: 28 April 2025

Statement of cash flows

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flow from oprating activities		
Profit before tax	**51,990**	**294,777**
Adjustments for:		
Impairment of Investment	49,280	51,000
Finance costs	19,981	16,453
Fair value gain (net) on measurement, interest and income from sale of mutual funds	(4,232)	(6,644)
Fair value gain on Investment in other entities	118,695	(355,637)
Gain on sale of investment in associates	(234,000)	-
Interest income	(2,302)	(73)
Operating loss before working capital changes	**(588)**	**(124)**
Changes in :		
Other assets	(49)	(7)
Trade and other payables	(112)	53
Cash used from operations	**(749)**	**(78)**
Direct taxes paid (net of refunds)	(36,349)	(582)
Net cash used in operating activities	**(37,098)**	**(660)**
Net cash used in investing activities		
Investment in fixed deposits with banks	(415,030)	-
Investment in associates and other entities	(149,998)	(30,000)
Proceeds from associates and other entities	415,994	-
Proceeds from redemption of current investments	90,739	30,002
Proceed from redemption of fixed deposits with bank	403,300	528
Interest income	184	73
Net cash used in investing activities	**345,189**	**603**
Cash flow from financing activities		
Payment of dividend	(308,000)	-
Cash used in financing activities	**(308,000)**	**-**
Net decrease increase in cash and cash equivalents	**91**	**(57)**
Cash and cash equivalents at the beginning of the year	**181**	**238**
Cash and cash equivalents at the end of the year	**272**	**181**

Material accounting policies 2

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Pankaj Jain
Partner
Membership No.: 095412

Sudhir Gupta
(Director)
DIN: 08267484

Praveen Kumar Goel
(Director)
DIN: 03604600

Place: New Delhi
Date: 28 April 2025

Place: Noida
Date: 28 April 2025

Place: Noida
Date: 28 April 2025

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

1. Corporate Information

Tradezeal Online Private Limited (Formerly known as Tradezeal International Private Limited) ("the Company") is a private company domiciled in India and was incorporated on May 31, 2005 under the provision of the Companies Act applicable in India. The Company is engaged in carrying out the business related to Investment and allied activities. The registered office of the Company is located at 1st Floor, 29-Daryagang, Netaji Subash Marg New Delhi-110002, India.

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 28 April 2025

2. Material accounting policies

2.1 Basis of preparation

The financial statements for the year ended 31 March 2025 have been prepared on the historical cost basis as explained in the accounting policies below, except certain financial assets and liabilities measured at fair value where the Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments).

The preparation of these financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

2.2 Statement of Compliance

The financial statements for the year ended 31 March 2025 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Companies Act 2013 ("the Act") (as amended from time to time).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR thousand as per the requirement of Schedule III, unless otherwise stated.

2.3 Summary of material accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the period presented in these financial statements.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the periods presented in these financial statements.

a) Current versus non-current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification. An asset is classified as current when it is:

(i) Expected to be realised or intended to be sold or consumed in normal operating cycle

(ii) Held primarily for the purpose of trading

(iii) Expected to be realised within twelve months after the reporting period, or

(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

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

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to be settled within twelve months after the reporting period, or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Fair value measurement

The Company measures financial instruments, such as separable embedded derivative financial liability component of optionally convertible cumulative redeemable preference shares (OCCRPS), Investment in equity/preference instrument of other entities and investment in mutual funds at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

(iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company's assumptions about pricing by market participants

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for significant estimates and assumptions (Note 3)
- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 18)

c) Revenue recognition and other income

Revenue from contracts with the customers

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of government.

Other income

Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

d) Taxes

Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Goods and service tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

e) Provisions and contingent liabilities

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability

Notes to Financial Statements

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

that cannot be recognised because it cannot be measured reliably.

f) Investment in associates

The Company records the investment in equity instruments of associate at cost less impairment loss, if any.

On disposal of investment in associate, the difference between net disposal proceeds and the carrying amount is recognised in the Statement of profit and loss

g) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans to employees, trade and other receivables.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

Notes to Financial Statements

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass- through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass- through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

<u>Impairment of financial assets</u>

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected

  life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross

Notes to Financial Statements

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

carrying amount.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.
- For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include, non-derivative financial liability and separable embedded derivative financial liability component of convertible preference shares (refer policy below), trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through Profit or Loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has designated convertible preference shares issued with share buyback obligation, to be measured at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.]

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Notes to Financial Statements

for the year ended 31 March 2025
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De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Convertible preference shares

Convertible preference shares are separated into liability and equity components (if any) based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent periods.

In the absence of fixed to fixed relationship, the conversion option is also analysed for classification as embedded derivative financial liability component and is recognised at fair value at each balance sheet date if not closely related to the host financial liability instrument.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

h) Foreign currency transactions

The Company's financial statements are presented in INR which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

i) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

Notes to Financial Statements

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

j) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

k) Share capital

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

l) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no

such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company

estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

3. Significant accounting estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the 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 amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are described below. The Company based its assumptions and estimates on parameters available when the financial

Notes to Financial Statements

for the year ended 31 March 2025

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statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Fair value measurement of financial instruments

When the fair values of financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model and Binomial Option Pricing model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 18 for further disclosures.

b) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax

credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has recognised deferred tax assets on the deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

c) Impairment of Non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model or other fair value valuation models. In DCF model, the cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

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for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

4 Non Current Investment

Investment in associates- Unquoted

	As at 31 March 2025		As at 31 March 2024	
	No. of units	Amount	No. of units	Amount
(Accounted under equity method)				
Fully paid up - at cost				
Truckhall Private Limited				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 7,467 each)	12,846	96,050	12,846	96,050
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 14,282 each)	5,248	75,000	5,248	75,000
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 15,226 each) (refer note 1 below)	1,969	30,000	-	-
Equity shares of INR 10 each (at premium of INR 7,467 each)	1,879	14,049	1,879	14,049
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 15,232 each) (refer note 1 below)	2,626	39,999	-	-
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 15,232 each) (refer note 1 below)	3,939	59,999	-	-
Shipway Technology Private Limited				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 43,446 each) (refer note 2 below)	-	-	4,088	1,77,648
Equity shares of INR 10 each (at premium of INR 43,446 each) (refer note 2 below	-	-	100	4,346
Agillos E-Commerce Pvt. Ltd.				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 60,311 each)	2,694	162,505	2,694	162,505
Equity shares of INR 10 each (at premium of INR 43,497 each)	2,241	97,499	2,241	97,499
Less: Impairment allowance (Refer note 3 below)	-	(100,280)	-	(51,000)
Edgewise Technologies Pvt Ltd				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 27,314 each)	4,784	130,718	4,784	130,718
Equity shares of INR 10 each (at premium of INR 27,314 each)	100	2,732	100	2,732
Adansa Solutions Pvt. Ltd				
0.01% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 14,696 each)	7,950	116,912	7,950	116,912
Equity shares of INR 10 each (at premium of INR 1,028,412 each)	20	20,588	20	20,588
		745,771		**847,047**
Aggregate carrying value of unquoted investment		**745,771**		**847,047**
Aggregate impairment in value of investments		**(100,280)**		**(51,000)**

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

Notes:

1. During the year ended 31 March 2025, 0.0001% Compulsorily convertible debentures in Truckhall Private Limited amounting to INR 30,000 has been converted into 1,969 0.001% Compulsorily Convertible Preference shares of the face value of INR 10 each. Further the Company has invested INR 99,998 in 0.001% Compulsorily convertible Preference Shares of INR 10 each. This has resulted in increase of its equity ownership on fully converted and diluted basis to 35.00% from 31.20%.

2. During the year 31 March 2025, the Company has sold it's entire stake in Shipway Technologies Private Limited comprising of 100 equity shares of the face value INR 10 each and 0.001% 4,088 Compulsory Convertible Preference Shares of INR 10 for INR 415,994 resulting in gain of INR 234,000 Subsequent to these transactions, the equity ownership on fully converted and diluted basis in Shipway technology Private Limited stands at Nil.

3. During the year ended 31 March 2025, Impairment loss amounting to INR 49,280 has been recorded for "Agillos E-Commerce Pvt. Ltd" based on impairment testing performed due to actual performance being lower than projected performance, updated business forecasts and changes in the factors such as market multiple and discount rate.

5 Financial assets

i Investments

	As at 31 March 2025	As at 31 March 2024
Non-current		
a) Investment in other entities at FVTPL	785,872	904,567
b) Investment in debt instruments of associates at FVTPL	50,000	30,000
	835,872	**934,567**
Current		
a) Investmcnt in mutual fund at FVTPL	-	86,507
	-	**86,507**

a.) Investment in other entities

Unquoted (measured at FVTPL)	As at 31 March 2025		As at 31 March 2024	
	No. of units	Amount	No. of units	Amount
Instant Procurement Services Private Limited				
0.001% Compulsory Convertible Preference Shares of Rs. 10 each	16,200	13,500	16,200	13,500
Equity shares of Rs. 10 each	10	0.10	10	0.10
Fair value gain recognised through profit and loss (refer note 4 below)				
Legistify Services Private Limited				
0.001% Compulsory convertible preference shares of INR 10 each (at premium of INR 58,120.00 each)	1,290	75,000	1,290	75,000
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 5,132.68 each)	1,146	5,894	1,146	5,894
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 4,104.14 each)	1,580	6,500	1,580	6,500
Equity shares of INR 10 each (at premium of INR 5,132.68 each)	100	514	100	514
Fair value gain/(loss) recognised through profit and loss (refer note 3 below)				
Total		**785,872**		**904,567**

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

b.) Investment in debt instruments of associates (measured at FVTPL)

Truckhall Private Limited

0.0001% Compulsory Convertible Debentures INR 1,000 each

Opening Balance	30,000	30,000	75,000	75,000
Add: Additions during the year	-	-	30,000	30,000
Less: Conversion during the year (refer note 1 below)	(30,000)	(30,000)	(75,000)	(75,000)
		-		**30,000**
Edgewise Technologies Private Ltd				
0.0001% Compulsory Convertible Debentures INR 1,000 each				
Opening Balance	**-**	**-**		
Add: Additions during the year (refer note 2 below)	50,000	50,000		-
		50,000		**-**
Total non-current investments (a+b)		**835,872**		**934,567**

Note:

1. Refer Note 4 for details related to conversion.
2. During the year ended 31 March 2025, the Company has invested INR 50,000 in Compulsory Convertible Debentures (CCD) of Edgewise Technologies Private Ltd. Such CCD's shall be convertible into Compulsorily Convertible Preference Shares within a stipulated period as per terms of investment.
3 During the year ended 31 March 2025, fair value loss amounting to INR 33,009 has been recorded for "Legistify Services Private Limited" based on actual performance being lower than projected performance.
4 During the year ended 31 March 2025, fair value loss amounting to INR 85,686 has been recorded for "Instant Procurement Services Private Limited" based on actual performance being lower than projected performance.

Current Investments

	As at 31 March 2025		As at 31 March 2024	
	No. of units	Amount	No. of units	Amount
a) **Investment in mutual fund and exchange traded funds -Quoted (Measured at FVTPL)**				
ABSL Arbitrage Fund- Growth-Direct	-	-	1,217,740	31,699
ABSL Corporate Fund- Growth-Direct	-	-	530,849	54,808
		-		**86,507**
Aggregate book value of quoted investments		**-**		**86,507**
Aggregate market value of quoted investments		**-**		**86,507**
Aggregate carrying value of unquoted investments		**835,872**		**934,567**

ii Other financial assets

	As at 31 March 2025	As at 31 March 2024
Non-current (unsecured, considered good unless stated otherwise)		
Deposits with bank	14,751	-
Total	**14,751**	**-**

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

6 Cash and cash equivalents

		As at 31 March 2025	As at 31 March 2024
a)	**At amortised cost**		
	Balance with bank		
	- On current accounts	272	181
	Total Cash and cash equivalents	**272**	**181**

Notes:

(i) Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

b)	**Bank balances other than cash & cash equivalent**		
	Deposits with bank		
	- Remaining maturity less than 12 months	-	903
	- Remaining maturity more than 12 months	14,751	-
	Total	**14,751**	**903**
	Less: Amount disclosed under other financial assets- Non current (Refer Note 5(ii))		
	Total	**-**	**903**

7 Other assets

	As at 31 March 2025	As at 31 March 2024
Current (Unsecured, considered good unless otherwise stated)		
Balances with government authorities	276	228
Prepaid expenses	3	2
Total	**279**	**230**

8 Tax assets and liabilities

	As at 31 March 2025	As at 31 March 2024
Non-Current/Current		
Income tax assets	67,161	30,812
Provision for income tax	(67,023)	(30,757)
	138	**55**

9 Borrowings

	As at 31 March 2025	As at 31 March 2024
Measured at amortised cost		
Non-current		
Liability component of compound financial instrument		
Optionally convertible cumulative redeemable preference shares (unsecured)	151,117	131,136
Total non-current borrowings	**151,117**	**131,136**

Notes to Financial Statements

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Terms of conversion/ redemption of 0.01% Optionally convertible Cumulative redeemable preference share (OCCRPS)

With effect from 22 February 2019, the Company has converted its series Redeemable Preference Share and Optionally Convertible Redeemable Preference Shares into Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS). And also changed terms of all OCCRPS to fix the tenure to 30 April, 2026 and amount of redemption of preference shares to Rs. 30 per share including Rs 20 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

During the year ended March 31,2021,the Company issued and allotted 20,00,000 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 10/- each at par aggregating to INR 20,000 to holding Company. The OCCRPS be convertible/redeemable (in whole or in part) at the option of the holder on April 30, 2026 and amount of redemption of preference shares to Rs. 20 per share including Rs 10 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

During the period ended March 31,2022,the Company issued and allotted 40,00,000 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 10/- each at par aggregating to ₹ 40,000 to holding Company. The OCCRPS be convertible/redeemable (in whole or in part) at the option of the holder on April 30, 2026 and amount of redemption of preference shares to Rs. 20 per share including Rs 10 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

	Optionally Convertible Cumulative Redeemable Preference Shares (Face value INR 10 per share)	
Authorised preference share capital	**Number of shares**	**Amount**
At 1 April 2023	**9,500,000**	**95,000**
Changes during the year	-	-
At 31 March 2024	**9,500,000**	**95,000**
Changes during the year	-	-
At 31 March 2025	**9,500,000**	**95,000**

	Optionally Convertible Cumulative Redeemable Preference Shares (Face value INR 10 per share)	
Issued preference share capital (subscribed and fully paid up)	**Number of shares**	**Amount**
At 1 April 2023	**7,870,000**	**78,700**
Changes during the year	-	-
At 31 March 2024	**7,870,000**	**78,700**
Changes during the year	-	-
At 31 March 2025	**7,870,000**	**78,700**

a) **Shares held by holding company**

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Percentage	Number of shares	Percentage
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid				
Indiamart Intermesh Limited	7,870,000	100%	7,870,000	100%

Notes to Financial Statements
for the year ended 31 March 2025
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b) **Details of shareholders holding more than 5% preference shares in the Company**

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Percentage	Number of shares	Percentage
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid				
Indiamart Intermesh Limited	7,870,000	100%	7,870,000	100%

10 Trade payables

	As at 31 March 2025	As at 31 March 2024
Current		
Dues to micro enterprises and small enterprises *	-	-
Other trade payables		
- Due to other than MSME	-	-
- Accrued expenses	19	132
Total	**19**	**132**

*MSME as per Micro, Small and Medium Enterprises Development Act, 2006

Outstanding for following periods from due date of payment / transaction

	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2025						
(i) MSME* - undisputed		-	-	-	-	-
(ii) Others - undisputed	19	-	-	-	-	**19**
Accrued expenses						
	Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
31 March 2024						
(i) MSME* - undisputed		-	-	-	-	-
(ii) Others - undisputed		-	-	-		-
Accrued expenses	132	-	-	-	-	**132**

* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

11 Other current liabilities

	As at 31 March 2025	As at 31 March 2024
Statutory dues		
Tax deducted at source payable	8	7
Total	**8**	**7**

Notes to Financial Statements

for the year ended 31 March 2025
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12 Share capital

Equity share capital

Authorised equity share capital	Number of shares	Amount
At 1 April 2023	**500,000**	**5,000**
Changes during the year	-	-
At 31 March 2024	**500,000**	**5,000**
Changes during the year	-	-
At 31 March 2025	**500,000**	**5,000**

Issued equity share capital (subscribed and fully paid up)		
At 1 April 2023	**110,000**	**1,100**
Changes during the year	-	-
At 31 March 2024	**110,000**	**1,100**
Changes during the year	-	-
At 31 March 2025	**110,000**	**1,100**

a) **Terms/ rights attached to equity shares:**

1) The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity is entitled to one vote per share.

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

b) Shares held by holding company

	As at 31 March 2025		As at 31 March 2024	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited (including Nominee shares held on behalf of IndiaMART InterMESH Limited)	110,000	100%	110,000	100%

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

	As at 31 March 2025		As at 31 March 2024	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited (including Nominee shares held on behalf of IndiaMART InterMESH Limited)	110,000	100%	110,000	100%

Details of shareholding of promoters

	As at 31 March 2025			As at 31 March 2024	
Name of promoter	**Number**	**% Holding**	**% Change during the year**	**Number**	**% Holding**
Indiamart Intermesh Limited	109,900	99.91%	-	109,900	99.91%
Brijesh Kumar Agrawal (Nominee of Indiamart Intermesh Limited)	100	0.09%	-	100	0.09%
	110,000	**100%**	-	**110,000**	**100%**

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

b) Other equity	As at 31 March 2025	As at 31 March 2024
Retained earnings	409,003	621,070
Equity portion of Optionally convertible cumulative redeemable preference shares	739	739
Equity portion of compulsory convertible debentures	932,500	932,500
Total other equity	**1,342,242**	**1,554,309**

Nature and purpose of reserve and surplus:-

i) **Retained earnings:** Retained earnings represent the amount of accumulated earnings of the Company.

13 Other income

	For the year ended 31 March 2025	For the year ended 31 March 2024
Gain on sale of investment in Associates	234,000	-
Fair value gain on measurement and income from sale of financial assets		
- Fair value gain (net) on measurement, interest and income from sale of mutual funds	4,232	6,644
- Fair value gain on Investment in other entities	(118,695)	355,637
Interest Income from Financial assets measured at amortised cost		
- on fixed deposit with banks	2,302	73
Total	**121,839**	**362,354**

14 Finance costs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on Optionally cumulative convertible redeemable preference shares (OCCRPS)	19,981	16,453
Total	**19,981**	**16,453**

15 Other expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Legal and professional fees	131	53
Rates and taxes	395	4
Auditor's remuneration	55	60
Bank Charges	1	2
Miscellaneous Expenses	6	5
Total	**588**	**124**

	For the year ended 31 March 2025	For the year ended 31 March 2024
As auditor:		
- Audit fee	55	60
	55	**60**

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

16 Earnings per share

Basic EPS amounts are calculated by dividing the loss for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.
Diluted EPS are calculated by dividing the loss for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares. The following the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit for the year	95,933	2,21,213
Weighted average number of equity shares in calculating basic EPS	110,000	110,000
Basic earnings per share (INR)	**872.12**	**2,011.03**
Diluted		
Profit for the year	95,933	221,213
Adjustments for Diluted EPS (Finance Cost on OCRPS)	19,981	16,453
Adjusted Profit for the year	**115,914**	**237,666**
Weighted average number of equity shares in calculating basic EPS	110,000	110,000
Potential equity shares in the form of convertible preference shares	7,870,000	7,870,000
Potential equity shares in the form of Compulsory Convertible Debentures (classified as equity)	93,250,000	93,250,000
Total no. of shares outstanding (including dilution)	**101,230,000**	**101,230,000**
Diluted earnings per share (INR)	**1.15**	**2.35**

17 Income tax expense/(income) for the year

a) Income tax expense recognised in Statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current income tax for the year	36,266	560
	36,266	560
Deferred tax		
Relating to origination and reversal of temporary differences	(80,209)	73,004
	(80,209)	73,004
Total income tax expense	(43,943)	73,564

The effective tax rate for the year ended 31 March 2025 is (84.5%) and for the year ended 31 March 2024 is 25% and decrease is primarily due to change in tax rates in the current year.

b) Income tax recognised in other comprehensive income (OCI)

Deferred tax related to items recognised in OCI during the year

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
	-	-

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

c) **Reconciliation of tax expense and the accounting loss multiplied by statutory income tax rate.**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before tax	51,990	294,777
Accounting profit before income tax	**51,990**	**294,777**
Tax expense at the statutory income tax rate @25.17%	13,086	74,195
Non-deductible expenses for tax purposes:		
Adjustments in respect of differences taxed at lower tax rates	(16,805)	(2,950)
Adjustment in respect of change in carrying amount of investments	20,708	(2,465)
Impact of change in tax rate	(65,961)	-
Other non-deductible expenses and non-taxable income	5,029	4,784
Tax expense at the effective income tax rate	**(43,943)**	**73,564**

(d) **Breakup of deferred tax recognised in the Balance sheet**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Deferred tax asset		
Total deferred tax assets (A)	**-**	**-**
Deferred tax liabilities		
Investment in other entities measured at fair value	102,597	182,806
Total deferred tax liabilities (B)	**102,597**	**182,806**
Net deferred tax liabilities (C) = (A) - (B)	**102,597**	**182,806**

e) **Breakup of deferred tax expense/(income) recognised in Statement of profit and loss and OCI**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Deferred tax expense/(income) relates to the following:		
Investment in other entities measured at fair value	(80,209)	73,004
Deferred tax expense/(benefit)	**(80,209)**	**73,004**

f) **Reconciliation of Deferred tax liabilities (Net):**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance	182,806	109,802
Tax expense/(income) during the year recognised in Statement of profit and loss	(80,209)	73,004
Closing balance at the end of the year	**102,597**	**182,806**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Notes to Financial Statements
for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

18 Financial instruments

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

	Level	As at 31 March 2025	As at 31 March 2024
Financial assets			
a) Measured at fair value through profit or loss (FVTPL)			
Investment in Mutual Funds	Level 1	-	86,507
Investment in equity/preference instruments of other entities (Refer Note b(iii) below)	Level 3	785,872	904,567
Investment in Compulsory Convertible Debentures of associate	Level 3	50,000	30,000
b) Measured at Amortised cost			
- Cash and cash equivalents		272	181
- Deposit with bank		14,751	903
Total financial assets		**850,895**	**1,022,158**
Financial liabilities			
a) Measured at Amortised cost			
- Borrowings		151,117	131,136
- Trade Payables		19	132
Total financial liabilities		**151,136**	**131,268**

b) The following methods / assumptions were used to estimate the fair values:

i) The carrying value of cash and cash equivalents and trade payables measured at amortised cost approximate their fair value.

ii) The fair value of non current borrowings are based on discounted cash flow using a current borrowing rate. They are classified as level 3 fair value in the fair value hierarchy due to the use of unobservable input, including own credit risk

iii) Fair value of equity/preference instruments of other entities is estimated based on discounted cash flows valuation technique using the cash flow projections, discount rate and credit risk.

iv) During the year ended 31 March 2025 and 31 March 2024, there were no transfers due to re-classification into and out of Level 3 fair value measurements.

c) Following table describes the valuation techniques used and key inputs thereto for the level 3 financial assets as of 31 March 2025 and 31 March 2024 :

Financial assets	Valuation technique(s)	Significant Unobservable input	Significant Unobservable input range		Inter-relationship between significant unobservable input and fair value measurement
Investment in debt instruments, equity/preference instruments of other entities			**For the year ended 31 March 2025**	**For the year ended 31 March 2024**	

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

Instant Procurement Services Private Limited and Legistify Services Private Limited	Market multiple and iscounted cashflow approach	i) Discount rate ii) Revenue growth rate iii) Market multiples Comparable Companies)	i) 21.7% - 22.0% ii) Budgeted and forecasted revenue iii) 3.6x-8.4x	i) 22.6% - 25.0% ii) Budgeted and forecasted revenue iii) 3.2x	The estimated fair value of Investment in Other entities will Increase/(decrease) if the Revenue growth rate and Market multiple is higher/(lower). The estimated fair value of Investment in Other entities will Increase/(decrease) if the Discount rate is (lower)/higher.

Sensitivity

For the fair value of investment in other entities, reasonably possible changes in significant unobservable inputs at the reporting date would have the following effect:

		For the year ended 31 March 2025	For the year ended 31 March 2024
a)	Discount Rate:		
	+1% change	(32,707)	(1,960)
	-1% change	36,755	2,170
b)	Revenue Growth Rate:		
	+1% change	27,418	1,192
	-1% change	(27,160)	(1,166)
c)	Market Multiple:		
	+2.5% change	10,359	563
	-2.5% change	(10,378)	(564)

d) **Reconciliation of level 3 fair value measurements**

	Investment in equity/preference instruments of other entities and investment in debt instruments of associates	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance	934,567	623,930
Additions	50,000	30,000
Investment sold / converted during the period	(30,000)	(75,000)
Gain/(loss) recognised in profit or loss	(118,695)	355,637
Closing balance	**835,872**	**934,567**

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR “Thousands” , unless otherwise stated)

19 Capital management

For the purpose of the Company’s capital management, capital includes issued equity capital,Optionally convertible cumulative redeemable preference shares, and all other equity reserves attributable to the equity shareholder of the Company. The Company manages its capital to ensure that the company will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company is neither subject to externally imposed capital requirements nor exposed to external borrowings. For the purpose of the capital management, the management considers the share buy back obligation pertaining to Optionally convertible cumulative redeemable preference shares as part of the Capital.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

20 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company’s board of directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Company’s risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company’s activities.

The Company’s Board oversees how management monitors compliance with the Company’s risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company’s Cash and cash equivalents, bank deposits and investments in mutual funds, bonds, exchange traded funds, debentures, units of alternative investment funds and units of investment trust.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

ii) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, who has established an appropriate liquidity risk management framework for the management of the Company’s short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR “Thousands” , unless otherwise stated)

Maturities of financial liabilities

The table below summarises the maturity profile of the Company’s financial liabilities based on contractual undiscounted payments:

Contractual maturities of financial liabilities

31 March 2025	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	19	-	**19**
Borrowings*	-	151,117	**151,117**

31 March 2024	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	132	-	**132**
Borrowings*	-	131,136	**131,136**

*Reperesents Optionally convertible cumulative redeemable preference shares -liability component

iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include investments in mutual funds.

a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

b) Interest rate risk

Investment of short-term surplus funds of the Company in liquid schemes of mutual funds, bonds, debentures, units of alternative investment fund and investment trust provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as ‘low risk’ product from liquidity and interest rate risk perspectives.

Sensitivity	Impact on Profit before Tax	
	For the year ended 31 March 2025	For the year ended 31 March 2024
+ 5% change in NAV of mutual fund	-	4,325
- 5% change in NAV of mutual fund	-	(4,325)

21 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one business segment which is to hold investments in group companies and other entities. Hence the Company falls within a single operating segment and accordingly no reportable segments in accordance with Ind AS 108 - ‘Operating segments’.

22 Details of dues to micro and small enterprises as defined under MSMED Act 2006:

	As at 31 March 2025	As at 31 March 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal Amount due to micro and small enterprises	-	-

Notes to Financial Statements

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

- Interest due on above	-	-
	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

23 Additional Regulatory Information

a) - Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance *
Current Ratio (in times)	Current Assets	Current liabilities	20.41	631.81	-97%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	7%	15%	-57%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	7.79	1.14	585%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 1 below)	4.98%	17.91%	-72%
Return on investment (ROI) (in %)	Income generated from invested funds (Refer Note 2 below)	Average invested funds in treasury investments (Refer Note 3 below)	7.89%	7.62%	4%

Notes

1. Capital Employed = Total shareholder's equity + Deferred tax liability
2. Income generated from invested funds = Interest Income on Fixed Deposits
3. Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)

Treasury Investments = Fixed Deposits

4. Average is calculating based on simple average of opening and closing balances.

* Explanation where variance in ratio is more than +/-25%

- **Current ratio**

  Current investment have decreased in current year due to investments made and dividend declared resulting in decreased ratio.

- **Return on Equity ratio**

  Ratio declined due to reduction in other income leading to reduced profit after tax

- **Trade payables turnover ratio (in times)**

  Increased ratio due to increase in other expenses and decrease in trade payables during the year.

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

- **Return on Capital employed (ROCE)**

  Due to reduction in other income and capital employed due to distribution of dividend during the year.

b) **- Relationship with Struck 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 Companies Act, 1956 during the financial year.

24 **Contingent liabilities**

- As at 31 March 2025, the Company has NIL capital commitment (31 March 2024: NIL).

25 **Capital and other commitments**

- As at 31 March 2025, the Company has NIL capital commitment (31 March 2024: NIL).

26 **Related party transactions**

a) Names of related parties and related party relationship

(i) Holding Company	Indiamart Intermesh Limited
(ii) Key management personnel	Mr. Sudhir Gupta, Director Mr. Praveen Kumar Goel, Director Mr. Manoj Bhargava , Director
(iii) Other related parties	Truckhall Private Limited (Associate) Shipway Technology Private Limited (Associate) Agillos E-Commerce Private Limited (Associate) Edgewise Technologies Private Limited (Associate) Adansa Solutions Private Limited (Associate)

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

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Indiamart Intermesh Limited		
Finance cost on Optionally convertible cumulative redeemable preference shares -liability component	19,981	16,453
Dividend Paid	308,000	-
Investment in Associates		
Truckhall Private Limited		
Investment in Compulsory Convertible Debentures (CCD)	-	30,000
Investment in Compulsory Compulsory Convertible Preference Shares (CCPS)	99,998	-
Edgewise Technologies Private Limited		
Investment in Compulsory Convertible Debentures (CCD)	50,000	-

The following table discloses amounts due to or due from related parties at the relevant year end :

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

Balance Outstanding at the year end	As at 31 March 2025	As at 31 March 2024
0.0001% Compulsory Convertible Debentures (CCD) (classified as Equity)		
Indiamart Intermesh Limited	932,500	932,500
Optionally convertible cumulative redeemable preference shares -liability component (also refer note 9)		
Indiamart Intermesh Limited	151,117	131,136
Investment in associates		
Truckhall Private Limited	315,097	215,099
Shipway Technology Private Limited	-	181,994
Agillos E-Commerce Private Limited	260,004	260,004
Edgewise Technologies Private Limited	183,450	133,450
Adansa Solutions Private Limited	137,500	137,500

Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Events after the reporting year

The Company has evaluated all the subsequent events through 28 April 2025 which is the date on which these financial statements were issued, and no events have occurred from the balance sheet date through that date.

Figures for the previous year have been regrouped/reclassified to conform to the classification of the current year.

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 28 April 2025

Praveen Kumar Goel
(Director)
DIN: 03604600

Place: Noida
Date: 28 April 2025

BOARDS' REPORT

Dear Members,

Your Directors take pleasure in presenting the Ninth (9th) Board's Report on the business and operations of the Company together with the Audited Financial Statement and Auditor's Report for the financial year ended March 31, 2025('FY 2025).

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company in FY 2025 is as follows:

(Amount in INR thousands)

Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	3,810	42,137
Other Income	3,504	1,187
Total Income	**7,314**	**43,324**
Financial Cost	4,007	6,195
Other Expenses	4,864	37,501
Total Expenses	**8,871**	**43,696**
Loss before tax	(1,557)	(372)
Total Tax Expenses	-	-
Loss for the year	(1,557)	(372)
Total Comprehensive (loss) for the financial year	**(1,557)**	**(372)**
Earnings per Equity Share (Rs.) – Face value of Rs. 10/- each	(15.57)	(3.72)

REVIEW OF OPERATIONS AND THE STATE OF COMPANY AFFAIRS

During the financial year under review, your Company achieved total revenue from operations amounting to Rs. 3,810 thousand as compared to Rs. 42,137 thousand in the previous year. The Company has incurred a loss of Rs. 1,557 thousand as compared to loss of Rs. 372 thousand in the previous year.

CHANGE IN NATURE OF BUSINESS

During FY 2025, there was no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Share Capital

During FY 2025, there is no change in the Authorised Share Capital of the Company. As on March 31, 2025, the Authorised Capital of the Company is Rs. 51,000,000/- divided into 250,000 equity shares having a face value of Rs. 10/- each and 4,850,000 preference shares having a face value of Rs. 10/- each.

Issued, Subscribed and Paid Up Share Capital

(a) Equity Share Capital

During FY 2025, there is no change in the Issued, Subscribed and Paid Up Equity Share Capital of the Company. As on March 31, 2025, the issued, subscribed and paid up equity share capital of the company is Rs. 1,000,000/- divided into 100,000 equity shares having a face value of Rs. 10/- each.

(b) Preference Share Capital

During FY 2025, there is no change in the Issued, Subscribed and Paid-Up Preference Share Capital of the Company. As on March 31, 2025, the issued, subscribed and paid-up preference share capital of the company is Rs. 27,750,000/- divided into 2,775,000 preference shares having a face value of Rs. 10/- each.

DIVIDEND

Considering the financial position of the Company, the Directors have not recommended dividend for FY 2025.

TRANSFER TO RESERVES

During FY 2025, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2024-25.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year, the Company has not given any loan, guarantee and provided any guarantees pursuant to Section 186 of the Act.

PARTICULARIES OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Section 134(3)(h) of the Act, all the contracts, arrangements and transactions with the related parties as entered by the Company during the financial year under review were on arm's length basis and in the ordinary course of business. Further, during the reporting period, the Company has not entered into any arrangement/ transaction with related parties which could be considered material, accordingly the disclosure of related party transactions in Form AOC-2 is not applicable. The disclosure of Related Party Transactions under Section 188(1) of the Act forms part of financial statements. The statement showing the disclosure of Related Party Transactions have been disclosed in Note No. 20 to the Financial Statement forming an integral part of this Annual Report.

PARTICULARS OF EMPLOYEES

During FY 2025, none of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Amit Jain(DIN: 03618294) is liable to retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommend his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

None of the Director or Key Managerial Personnel was appointed/resigned during the financial year ended March 31, 2025.

MEETING OF BOARD OF DIRECTORS

During FY 2025, four (4) Board Meetings were held on April 25, 2024, July 26, 2024, October 16, 2024, and January 17, 2025. The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

The Composition of the Board along with number of meetings and attendance details are as follows:

Sl. No.	Name of the Director	Designation	No. of Meetings held during the year	No. of Meeting attended during the year
1	Mr. Shrawan Kumar Sharma	Director	4	4
2	Mr. Praveen Kumar Goel	Director	4	4
3	Mr. Amit Jain	Director	4	4

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elect the Chairperson of the Meeting.

COMMITTEES OF THE BOARD

As the provisions of Section 177 & 178 of the Act read with rules made thereunder are not applicable to the Company, no committee of the Board is constituted in terms thereof.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

a) in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;

b) your Directors 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 and of the profit and loss of the Company for that period;

c) your Directors 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 prevention and detecting of fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to Appointment & Remuneration of Directors are not applicable to the

Company.

AUDITOR'S

Statutory Auditors

M/s Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N), were re-appointed as the Statutory Auditors of the Company at the 6th Annual General Meeting held on April 26, 2022, for a second term of five (5) consecutive years, to hold office from the conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company.

The Statutory Auditor's Report on the financial statements forms an integral part of this Annual Report. The report is self-explanatory and does not contain any qualifications, reservations, adverse remarks, or disclaimers.

Further, during the year under review, the Statutory Auditors have not reported any instances of fraud committed against the Company by its officers or employees under Section 143(12) of the Companies Act, 2013.

However, M/s Pankaj Priti & Associates have tendered their resignation as Statutory Auditors of the Company due to unavoidable circumstances, resulting in a casual vacancy in the office of the auditors.

The Board of Directors has recommended the appointment of M/s JC Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) as the Statutory Auditors of the Company till the ensuing Annual General Meeting of the Company to fill the casual vacancy of the company. Further pursuant to Section 139(8) of the Companies Act, 2013 the Board of Directors has recommended the appointment of M/s JC Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) for an initial term of five (5) consecutive years from the ensuing Annual General Meeting of the Company till the 14th Annual General Meeting of the Company.

The Company has received the consent of M/s JC Bhalla & Co. for their proposed appointment as Statutory Auditors of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointments.

Internal Auditor

During FY 2025, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2025 the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the statutory auditors of the Company on the inefficiency or inadequacy of such controls.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2025, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

No orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have impact on the going concern status and the Company's operation in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption, foreign exchange earning and outgo in the Company.

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2025, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose 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 is not applicable.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME STELLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their sincere appreciation to the contributions and valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believes in and always uphold the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focuses on sustainable and profitable growth of the Company.

On behalf of the Board
For Pay With Indiamart Private Limited

Place: Noida
Date: April 28, 2025

Praveen Kumar Goel
Director
DIN: 03604600

Shrawan Kumar Sharma
Director
DIN: 07043379

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of **Pay with Indiamart Private Limited**

Opinion

We have audited the accompanying Ind AS financial statements of **Pay With Indiamart Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss, including other comprehensive income, Cash Flow Statement 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.

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 a true and fair view in conformity with the accounting principle specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March31, 2025.

(b) in the case of the Statement of Profit and Loss including other comprehensive income, of the profit for the period ended on that date;

(c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date; and

(d) In the case of the Statement of Changes in Equity, of the changes in equity for the period ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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 opinion on the Ind AS 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 Ind AS financial statements for the financial period ended at March 31, 2025. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, 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. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS 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 Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in Note 2.2(d) and Note 14 of the Ind AS financialstatements)	
Total turnover for the period ended at March 31, 2025 amounted to Rs.3810 thousands. The Company generates revenue primarily from web services and follows a prepaid model for its business. Revenue from web services are recognized based on output method i.e. pro-rata over the period of the contract as and when the company satisfies performance obligations by transferring the promised services to its customers. The service are delivered using IT system which manages very high volume on daily basis and generates reports from which Company recognizes revenue, and hence there is inherent risk around the completeness and accuracy of the revenue recognition.	Our audit procedures included the following: · We read the Company's revenue recognition accounting policies and assessed compliance of policies with applicablefinancial reporting standards. · We obtained an understanding of the revenue recognition process and tested controls around revenue recognition. · We selected a sample of transactions and performed tests of details including reading the contract, identifying performance obligation etc., and assessed whether the criteria for revenue recognition is met. · We also obtained and tested overall reconciliation of revenue and collection as generated from IT systems with accounting system.

Given the involvement of high volume, IT systems and inherent risk involved as described above, we determined the revenue recognition as key audit matter of the audit. The Company's disclosures are included in Note 2.2(d) and Note 14 to the financial statement, which outlines the accounting policy for revenue and details of revenue.	

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors are also responsible for 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; the 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 control 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 financial statements, Board of Directors are responsible for assessing the ability of the Company's 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the

Company's.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 Ind AS financial statements for the financial period ended at March 31,2025 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

1. (A) As required by Section 143(3) of the Act, based on our audit 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 as it appears from our examination of those books.

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

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

   e) On the basis of the written representations received from the directors as on March 31, 2025 takenon record by the Board of Directors, none of the directors is disqualified as on March 31,2025 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial

   g) Based on our examination test check, the company has used accounting software for maintaining its books of accounts which has a feature of recording Audit Trail (edit log) facility, the Audit Trail was enabled for data changes performed by user having privileged access for accounting software for which audit trail feature is enabled, the Audit Trail facility has been operating throughout the Year for all relevant transactions recorded in the software and we did not come across any instance of audit trail feature being tempered with during the course of our Audit

(B) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has no pending litigations as at 31 March 2025 that can affect its financial position in its financial statements.

b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf ofthe Ultimate Beneficiaries.

(iii) Based on such audit procedures as 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 (d)(i) and (d)(ii) contain any material mis-statement.

(e) During the year, the company did not declared or paid any dividend.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

2. 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 B" a statement on the Matters specified in paragraphs 3 and 4 of the order.

For Pankaj Priti & Associates
Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain (Partner) Membership No. 095412

Place: Delhi
Date: 28 April 2025
UDIN: 25095412BMLIJR7058

Annexure A to the Independent Auditor's Report to the Members of Pay With Indiamart PrivateLimited

Report on the Internal Financial Controls under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting **Pay With Indiamart Private Limited** ("the Company") as of at March 31,2025 in conjunction with our audit of the Ind AS 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 (ICAI)". 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 Act, 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 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 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 judgment, 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:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) 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 thecompany; and

c) 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 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, 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 (ICAI).

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain (Partner)
Membership No. 095412

UDIN: 25095412BMLIJR7058

Place: Delhi
Date: 28 April 2025

Annexure B to the Independent Auditor's Report to the Members of Pay With Indiamart Private Limited Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order') issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section.

i. The Company has no Fixed Assets, hence clause 3(i)(a) to (e) of the order is not applicable to the company.

ii. (a) In our opinion and according to the information and explanations given to us, the Company is not having any physical inventory. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) 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 sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

iii. (a) The company has not granted any loans, or provided advances in the nature of loans, or stood Guarantee, or provided security to any other entity.

(b) The Investments made, guarantees provided, security given and the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) 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 granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

vii. a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable

b) There are no dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.

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. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) 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 willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates (as defined under the Companies Act, 2013)

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Companies Act, 2013 ("the Act"))

x. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised any money way of initial public offer / further public offer and Company has not raised any term loans. Accordingly, provisions of clause 3(x)(a) of the Order are not applicable on the Company.

(b) 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xi. (a) In our opinion, and according to the information and explanations given to us, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year that causes the Ind AS financial statements materially misstated.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

xii. The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii)(a) to (c) of the Order are not applicable to the Company.

xiii. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 177 and section 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian Accounting Standards.

xiv. In our opinion, and according to the information and explanations given to us, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the companies act 2013.

xv. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.

xvi. (a) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The company is not a Core Investment company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. The company has not incurred any cash losses in current financial year and immediately preceding financial year.

xviii. There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(viii) of the Order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation 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 causes 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. In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act as company is not required to comply with the provisions of section 135 of companies act 2013.

xxi. Pay with Indiamart private limited is a subsidiary company of IndiaMart Intermesh limited and it does not have any subsidiary under it. It is not required to prepare consolidated financial statement. Hence, provisions of this clause are not applicable.

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain (Partner)
Membership No. 095412

UDIN: 25095412BMLIJR7058

Place: Delhi
Date: 28 April 2025

Balance Sheet

as at 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Non-current tax assets (net)	13	249	99
Total non-current assets		**249**	**99**
Current assets			
Financial assets			
(i) Investments	4	16,687	15,448
(ii) Cash and cash equivalents	5	1,070	17,975
(iii) Bank balances other than cash and cash equivalents	5	39,891	-
(iv) Other financial assets	6	-	23,209
Other current assets	7	287	4
Total current assets		**57,935**	**56,636**
Total assets		**58,184**	**56,735**
Equity and liabilities			
Equity			
Equity share capital	8	1,000	1,000
Other equity	8	(26,109)	4,657
Total equity		**(25,109)**	**5,657**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	9	-	50,254
Total non-current liabilities		**-**	**50,254**
Current liabilities			
Financial liabilities			
(i) Borrowings	9	83,250	-
(ii) Trade payables	10		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		25	145
(iii) Other financial liabilities	11	-	458
Other current liabilities	12	18	221
Total current liabilities		**83,293**	**824**
Total liabilities		**83,293**	**51,078**
Total equity and liabilities		**58,184**	**56,735**
Material accounting policies	2		

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Praveen Kumar Goel
(Director)
DIN- 03604600

Place: Noida
Date: 28 April 2025

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 28 April 2025

Statement of Profit and Loss

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income:			
Revenue from operations	14	3,810	42,137
Other income	15	3,504	1,187
Total income		**7,314**	**43,324**
Expenses:			
Finance costs	16	4,007	6,195
Other expenses	17	4,864	37,501
Total expenses		**8,871**	**43,696**
Loss before tax		**(1,557)**	**(372)**
Income tax expense			
Current tax	19	-	-
Deferred tax	19	-	-
Total tax expense		-	-
Loss for the year		**(1,557)**	**(372)**
Other comprehensive Income net of tax		-	-
Total comprehensive loss for the year		**(1,557)**	**(372)**
Earnings per equity share :	18		
Basic loss per equity share (INR)		(15.57)	(3.72)
Diluted loss per equity share (INR)		(15.57)	(3.72)
Material accounting policies	2		

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Praveen Kumar Goel
(Director)
DIN- 03604600

Place: Noida
Date: 28 April 2025

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 28 April 2025

Statement of changes in equity

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

(a) Equity share capital (refer note 8)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 01 April 2023	**1,000**
Changes in equity share capital during the year	-
As at 31 March 2024	**1,000**
As at 1 April 2024	**1,000**
Changes in equity share capital during the year	-
As at 31 March 2025	**1,000**

(b) Other equity (refer note 8)

Particulars	Equity portion of OCCRPS (refer note 9)	Retained Earning	Total
As at 01 April 2023	**29,209**	**(24,180)**	**5,029**
Loss for the year	-	(372)	(372)
Total comprehensive income	**-**	**(372)**	**(372)**
As at 31 March 2024	**29,209**	**(24,552)**	**4,657**
Conversion of OCCRPS to equity during the year (refer note 9)	**(29,209)**	**-**	**(29,209)**
Loss for the year	-	(1,557)	(1,557)
Total comprehensive income	**-**	**(1,557)**	**(1,557)**
As at 31 March 2025	**-**	**(26,109)**	**(26,109)**
Material accounting policies	2		

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Praveen Kumar Goel
(Director)
DIN- 03604600

Place: Noida
Date: 28 April 2025

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 28 April 2025

Statement of cash flows

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

Particulars		For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flow from operating activities			
Loss before tax for the year		**(1,557)**	**(372)**
Adjustments for:			
Interest expense		4,007	6,195
Interest income		(2,002)	-
Fair value gain on Mutual Funds		(1,239)	(1,140)
Gain on modification of terms of financial liability		(221)	-
Operating (Loss)/Profit before working capital changes		**(1,012)**	**4,683**
Net Changes in:			
Other financial assets		23,121	(7,299)
Other current assets		(283)	526
Other liabilities		(203)	162
Other financial liabilities		(458)	122
Trade and other payables		(120)	(31)
Cash generated from operations		**21,045**	**(1,837)**
Direct taxes paid		(150)	(12)
Net cash flow from/(used) from operating activities		**20,895**	**(1,849)**
Cash flow from investing activities			
Investment in fixed deposits with bank		(38,000)	-
Interest income		200	-
Net cash used in investing activities		**(37,800)**	-
Net cash generated from financing activities		-	-
Net decrease in cash and cash equivalents		(16,905)	(1,849)
Cash and cash equivalents at the beginning of the year		**17,975**	**19,824**
Cash and cash equivalents at the end of the year (note 5)		**1,070**	**17,975**
Material accounting policies	2		

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Praveen Kumar Goel
(Director)
DIN- 03604600

Place: Noida
Date: 28 April 2025

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 28 April 2025

Notes to Accounting policies also to be included

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

1. Corporate Information

Pay With IndiaMart Private Limited ("the Company") is a public company domiciled in India and was incorporated on February 07, 2017 under the provisions of the Companies Act applicable in India. The company provides services in relation to facilitation of electronics payment through internet-based solution, financial intermediation, including advisory and consultancy services for internet based payment. The registered office of the Company is located at 1st Floor, 29-Daryagang, Netaji Subash Marg New Delhi-110002, India.

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 28 April 2025.

2. Material accounting policies

2.1 Basis of preparation

The financial statements have been prepared on the historical cost basis as explained in the accounting policies below, except certain financial assets and liabilities measured at fair value where the Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments).

The preparation of these financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

2.2 Statement of Compliance

The financial statements for the year ended 31 March 2025 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Companies Act 2013 ("the Act") (as amended from time to time).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR thousand as per the requirement of Schedule III, unless otherwise stated.

2.3 Summary of material accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the period presented in these financial statements.

a) Current versus non-current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification. An asset is classified as current when it is:

(i) Expected to be realised or intended to be sold or consumed in normal operating cycle

(ii) Held primarily for the purpose of trading

(iii) Expected to be realised within twelve months after the reporting period, or

(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

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

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to be settled within twelve months after the reporting period, or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Fair value measurement

The Company measures financial instruments, such as separable embedded derivative financial liability component of optionally convertible cumulative redeemable preference shares (OCCRPS), investment in mutual funds at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset

Notes to Accounting policies also to be included

for the year ended 31 March 2025

(Amounts in INR “Thousands” , unless otherwise stated)

or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

(iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company’s assumptions about pricing by market participants

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for significant estimates and assumptions (Note 3)
- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 24)

c) Revenue from contracts with customers and other income

Revenue from contracts with customers

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of government.

The specific recognition criteria described below

must also be met before revenue is recognised.

Income from Services

The company provides services of facilitation of electronic payment through internet-based solutions. Revenue is recognised as and when services are rendered to the clients. The Company collects goods and service tax on behalf of Government and therefore it is not an economic benefit therefore excluded from revenue.

Other income

Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

d) Taxes

Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in

Notes to Accounting policies also to be included

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Goods and service tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

e) Provisions and contingent liabilities

<u>Provisions</u>

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

<u>Contingent liabilities</u>

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

f) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and

Notes to Accounting policies also to be included

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans to employees, trade and other receivables.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Notes to Accounting policies also to be included

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass- through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be

Notes to Accounting policies also to be included

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include, non-derivative financial liability and separable embedded derivative financial liability component of convertible preference shares (refer policy below), trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through Profit or Loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has designated convertible preference shares issued with share buyback obligation, to be measured at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis,

Notes to Accounting policies also to be included

for the year ended 31 March 2025

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to realise the assets and settle the liabilities simultaneously.

Convertible preference shares

Convertible preference shares are separated into liability and equity components (if any) based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent periods.

In the absence of fixed to fixed relationship, the conversion option is also analysed for classification as embedded derivative financial liability component and is recognised at fair value at each balance sheet date if not closely related to the host financial liability instrument.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

g) Foreign currency transactions

The Company's financial statements are presented in INR which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

h) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

i) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

j) Share capital

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. Significant accounting estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates

Notes to Accounting policies also to be included

for the year ended 31 March 2025

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are based on the 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 amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial Period, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has recognised deferred tax assets on the deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

b) Fair value measurement of financial instruments

When the fair values of financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model and Binomial Option Pricing model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 24 for further disclosures.

c) Impairment of Non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model or other fair value valuation models. In DCF model, the cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Notes to Financial Statements

for the year ended 31 March 2025
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4 Current investments

Investments in mutual funds- quoted (measured at FVTPL)

	As at 31 March 2025		As at 31 March 2024	
	No. of Units	Amount	No. of Units	Amount
ICICI Prudential Saving Fund- Growth	30,924	16,687	30,924	15,448
Total	**30,924**	**16,687**	**30,924**	**15,448**
Aggregate book value of quoted investments		**16,687**		**15,448**
Aggregate market value of quoted investments		**16,687**		**15,448**

5 Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Balance with bank		
- On current accounts	1,070	17,975
Total Cash and cash equivalents	**1,070**	**17,975**

Notes:

Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

Bank balances other than cash and cash equivalents

Deposits with banks		
a. Remaining maturity less than 12 months	39,802	-
b. Earmarked balances with banks*	89	-
Total	39,891	**-**
*** Earmarked balances includes below item :-**		
- Deposit under lien	89	-

6 Other financial assets (measured at amortised cost)

	As at 31 March 2025	As at 31 March 2024
Current (unsecured, considered good unless stated otherwise)		
Amount recoverable from payment gateway	-	23,209
Total	**-**	**23,209**

7 Other current assets

	As at 31 March 2025	As at 31 March 2024
Current (Unsecured, considered good unless otherwise stated)		
Balances with government authorities	277	-
Prepaid expenses*	10	4
Total	**287**	**4**

*Refer Note 20 for the balances pertaining to related parties.

Notes to Financial Statements

for the year ended 31 March 2025
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8 Share capital

Authorised equity share capital (INR 10 per share)

At 1 April 2023	**250,000**	**2,500**
Changes during the year	-	-
At 31 March 2024	**250,000**	**2,500**
Changes during the year	-	-
At 31 March 2025	**250,000**	**2,500**

Issued equity share capital (subscribed and fully paid up) (INR 10 per share)

At 1 April 2023	**100,000**	**1,000**
Changes during the year	-	-
At 31 March 2024	**100,000**	**1,000**
Changes during the year	-	-
At 31 March 2025	**100,000**	**1,000**

a) Terms/ rights attached to equity shares:

1) The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share.
2) In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Shares held by holding company

	As at 31 March 2025		As at 31 March 2024	
	Number	percentage	Number	percentage
Equity shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	100,000	100%	100,000	100%

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

	As at 31 March 2025		As at 31 March 2024	
	Number	percentage	Number	percentage
Equity shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	100,000	100%	100,000	100%

d) Details of shareholding of promoters

	As at 31 March 2025			As at 31 March 2024	
	Number	% Holding	% Change during the year	Number	% Holding
Indiamart Intermesh Limited	99,999	99.99%	-	99,999	99.99%
Shrawan Kumar Sharma (Nominee of Indiamart Intermesh Limited)	1	0.01%	-	1	0.01%
	100,000	**100%**		**100,000**	**100%**

Notes to Financial Statements

for the year ended 31 March 2025
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b) Other equity

	As at 31 March 2025	As at 31 March 2024
Equity portion of optionally convertible cumulative redeemable preference shares (refer note 9)	-	29,209
Retained earnings	(26,109)	(24,552)
Total other equity	**(26,109)**	**4,657**

Nature and purpose of reserve and surplus:-

i) **Retained earnings:** Retained earnings represent the amount of accumulated earnings of the Company.

9 Borrowings

	As at 31 March 2025	As at 31 March 2024
Non Current		
Liability component of compound financial instrument		
Optionally convertible cumulative redeemable preference shares (unsecured)	-	50,254
Total	**-**	**50,254**
Current		
Optionally convertible cumulative redeemable preference shares (unsecured)	83,250	-
Total	**83,250**	**-**

Terms of conversion/ redemption of 0.01% Optionally Convertible Cumulative Redeemable Preference Share (OCCRPS)

The Company has issued only one class of preference shares i.e. 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS). OCCRPS carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up; the OCCRPS shall be participating in the surplus funds; the OCCRPS shall be participating in surplus assets and profits, on winding- up which may remain after the entire capital has been repaid; the OCCRPS will be entitled to dividend, if declared by the Board of Directors, on cumulative basis. With effect from 22 February 2019, the Company has changed its terms of OCCRPS to fix the tenure till 31 January 2028 and amount of redemption of preference shares to Rs. 30 per share including Rs 20 per share for premium on redemption. OCCRPS will be optionally convertible into equity share of the Company at 1:1 ratio at the option of the holder at the expiry of terms on 31 January 2028 at Rs 30 per share including Rs 20 per share for premium on redemption. Consequent to the change in redemption terms with effect from 22 February 2019 the nature is changed from fair value through P&L to measurement through amortised cost.

During the year ended 31 March 2025, the Company has changed the terms of OCCRPS stating “ OCCRPS will be convertible / redeemable (in whole or in part) at the option of holder on or before January, 31 2028”. Consequent to the change in redemption terms with effect from 24 October 2024, the entire OCCRPS have been classified as a liability and have been recognised at the present value of redemption amounting to INR 83,250.

Authorised preference share capital	Number of shares	Amount
-		
At 01 April 2023	**4,850,000**	**48,500**
Changes during the year	-	-
At 31 March 2024	**4,850,000**	**48,500**
Changes during the year	-	-
At 31 March 2025	**4,850,000**	**48,500**

Issued preference share capital (subscribed and fully paid up)	Number of shares	Amount
At 01 April 2023	**2,775,000**	**27,750**
Changes during the year	-	-

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for the year ended 31 March 2025
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At 31 March 2024	**2,775,000**	**27,750**
Changes during the year	-	-
At 31 March 2025	**2,775,000**	**27,750**

a) **Shares held by holding company**

	As at 31 March 2025		As at 31 March 2024	
	Number	percentage	Number	percentage
Optionally Convertible Cumulative Redeemable Prefrence shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited	2,775,000	100%	2,775,000	100%

b) **Details of shareholders holding more than 5% preference shares in the Company**

	As at 31 March 2025		As at 31 March 2024	
	Number	percentage	Number	percentage
Optionally Convertible Cumulative Redeemable Prefrence shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited	2,775,000	100%	2,775,000	100%

10 Trade payables

	As at 31 March 2025	As at 31 March 2024
Current		
Outstanding dues to micro and small enterprises*	-	-
Other trade payables		
- Outstanding dues to others	-	-
Accrued expenses	25	145
Total	**25**	**145**

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Outstanding for following periods from due date of payment / transaction	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025						
i) MSME* - undisputed	-	-	-	-	-	-
ii) Others - undisputed	-	-	-	-	-	-
Accrued expenses	25	-	-	-	-	**25**
As at 31 March 2024						
i) MSME* - undisputed	-	-	-	-	-	-
ii) Others - undisputed	-	-	-	-	-	-
Accrued expenses	145	-	-	-	-	**145**

11 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024
Other payables	-	458
Total	**-**	**458**

Notes to Financial Statements
for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

12 Other current liabilities

	As at 31 March 2025	As at 31 March 2024
Tax deducted at source payable	18	86
GST payable	-	135
Total	**18**	**221**

13 Tax assets and liabilites

	As at 31 March 2025	As at 31 March 2024
Non-current tax assets (net)		
Income tax assets (net)	249	99
Total	**249**	**99**

14 Revenue from operations

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of services		
Income from Services	3,810	42,137
Total	**3,810**	**42,137**

Since the Company does not have any contract liabilities at the reporting date; therefore, the revenue expected to be recognised in the future related to performance obligation is nil.

15 Other income

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income		
- on fixed deposit with banks	2,002	-
- others	2	1
Gain on modification of terms of financial liability (refer note 9)	221	-
Fair value gain on mutual funds recognised through Profit and Loss	1,239	1,140
Miscellaneous Income	40	46
Total	**3,504**	**1,187**

16 Finance costs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on financial liability measured at amortised cost	4,007	6,195
Total	**4,007**	**6,195**

17 Other expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Legal and professional fees	560	625
Referral fees	847	6,527
Rates and taxes	351	48
Auditor's remuneration*	80	80

Notes to Financial Statements

for the year ended 31 March 2025

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Outsourced support cost	111	1,206
Collection charges	2,880	29,012
Miscellaneous expenses	35	3
Total	**4,864**	**37,501**

Payment to Auditors* (exclusive of GST)

	For the year ended 31 March 2025	For the year ended 31 March 2024
As auditor:		
- Audit fee	80	80

18 Earnings per share

Basic Earning per share (EPS) amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the period. Diluted EPS are calculated by dividing the profit/(loss) for the period attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The following is the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss for the year (A)	(1,557)	(372)
Interest expense on convertible preference shares	4,007	6,195
Adjusted profit for the period (B)	2,450	5,823
Weighted average number of equity shares in calculating basic EPS (C)	100,000	100,000
Potential equity shares in the form of convertible preference shares	2,775,000	2,775,000
Total no. of shares outstanding (including dilution) (D)	**2,875,000**	**2,875,000**
Basic loss per equity share (A/C) (INR)	**(15.57)**	**(3.72)**
Diluted loss per equity share (B/D) (INR)*	**(15.57)**	**(3.72)**

*There are potential equity shares which are anti-dilutive for the year ended 31 March 2025 and for the year ended 31 March 2024, hence they are ignored in the calculation of diluted loss per share and accordingly the diluted loss per share is the same as basic loss per share.

19 Income tax

a) Income tax expense/(income) recognised in Statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax expense		
Current tax for the year	-	-
	-	**-**
Deferred tax expense/(benefit)		
Relating to origination and reversal of temporary differences	-	-
	-	**-**
Total income tax expense	**-**	**-**

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b) **Income tax recognised in other comprehensive income/(loss) (OCI)**
Deferred tax related to items recognised in OCI during the year

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Net gain/(loss) on remeasurements of defined benefit plans	-	-

c) **Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss before tax	(1,557)	(372)
Accounting profit before income tax	**(1,557)**	**(372)**
Tax expense at the statutory income tax rate @25.17%	(392)	(94)
Adjustments in respect of unrecognised deferred tax assets of tax business loss and other timing differences	392	94
Tax expense at the effective income tax rate	-	-

d) **Detail of deductible temporary differences and unused tax losses for which no deferred tax asset is recognised in the balance sheet:**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:		
- tax business losses	3,563	5,785
	3,563	**5,785**

No deferred tax has been created on temporary differences and unused tax losses including unabsorbed depreciation due to lack of reasonable certainty of future taxable profits against which such deferred tax assets can be realized.

20 Related party transactions

a) Names of related parties and related party relationship

(i) Holding Company Indiamart Intermesh Limited

(ii) Key Management Personnel Shrawan Kumar Sharma , Director
Praveen Kumar Goel, Director
Amit Jain, Director

(iii) Fellow subsidiaries* Busy Infotech Limited
Livekeeping Technologies Private Limited

*With whom the Company had transaction during the reporting period

b) Related party transactions :

i) The following table provides the total amount of transactions that have been entered into with the related parties during the year :

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Holding Company		
IndiaMart InterMesh Limited		
Finance cost on Optionally convertible cumulative redeemable preference share (OCCRPS)	4,007	6,195
Reimbursement received towards indemnification cases	468	633
Income from services	185	2,704

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Outsourced support cost	111	1,206
Referral fees paid	847	6,527
Fellow subsidiary		
Busy Infotech Limited		
Income from services	-	39
Livekeeping Technologies Private Limited		
Income from services	-	**
Software Expense	9	3

** amount below rounding off norms adopted by the Company.

ii) The following table discloses amounts due to or due from related parties at the relevant year end

Particulars	As at 31 March 2025	As at 31 March 2024
IndiaMart InterMesh Limited		
Optionally convertible cumulative redeemable preference share (OCCRPS)	83,250	50,254
Fellow subsidiary		
Livekeeping Technologies Private Limited		
Prepaid expense	7	2

Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

21 Contingent liabilities

- As at 31 March 2025, the Company has NIL contingent liabilities (31 March 2024: NIL).

22 Capital and other commitments

- As at 31 March 2025, the Company has NIL capital commitment (31 March 2024: NIL).

23 Additional Regulatory Information

a) - Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance*
Current Ratio (in times)	Current Assets	Current liabilities	0.70	68.77	-99%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	16%	-6%	-351%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	57	234	-76%
Net capital turnover ratio (in times)	Revenue from operations	Working capital (Current Assets-Current liabilities)	-0.15	0.75	-120%
Net profit ratio (in %)	Net profit after tax	Revenue from operations	-41%	-1%	4529%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 1 below)	-10%	103%	-109%
Return on investment (ROI) (in %)	Income generated from invested funds (Refer Note 2 below)	Average invested funds in treasury investments (Refer Note 3 below)	8%	8%	1%

Notes to Financial Statements

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Notes

1. Capital Employed = Total shareholder's equity
2. Income generated from invested funds = FVTPL gain on mutual funds
3. Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)

Treasury Investments = Mutual funds

4. Average is calculating based on simple average of opening and closing balances.

Explanation where variance in ratio is more than +/-25%

Current ratio
Ratio decreased due to change in terms of preference shares resulting in increased current liabilities in the current year.
Return on equity ratio
Due to increase in loss after tax and change in terms of preference shares resulting in reduction in shareholder's equity.
Trade Payable turnover ratio
Decreased on account of decrease in trade payables and expenses in the current year.
Net Capital turnover ratio
Ratio decreased on account of decrease in revenue from operations in current year as compared to previous year
Net profit ratio
Ratio decreased on account of decrease in revenue from operations in current year as compared to previous year
Return on Capital employed (ROCE) (in %)
Ratio decreased on account of increased losses in current year and change in terms of preference shares resulting in reduction in shareholder's equity.

b. Relationship with Struck off companies:

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

24 Financial instruments

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

	Level	As at 31 March 2025	As at 31 March 2024
Financial assets			
a) Measured at fair value through profit or loss (FVTPL)			
- Investment in mutual funds	Level 1	16,687	15,448
		16,687	15,448
b) Measured at Amortised cost			
- Cash and cash equivalents		1,070	17,975
- Deposit with bank		39,891	-
- Others financial assets		-	23,209
		40,961	41,184
Total financial assets		**57,648**	**56,632**
Financial liabilities			
Measured at amortised cost			
- Borrowings		83,250	50,254
- Trade payables		25	145
- Other financial liabilities		-	458
Total financial liabilities		**83,275**	**50,857**

Notes to Financial Statements

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b) The following methods / assumptions were used to estimate the fair values:

i) The carrying value of cash and cash equivalents, trade payables, and other financial assets and other financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments. These have been assessed basis counterparty credit risk.

ii) The fair value of non-current borrowings are determined by discounting future cash flows using current rates of instruments with similar terms and credit risk. The current rates used do not reflect significant changes from the discount rates used initially. Therefore, the carrying value of these instruments measured at amortised cost approximate their fair value.

iii) Fair value of quoted mutual funds and alternative investment funds is based on quoted market prices at the reporting date. We do not expect material volatility in these financial assets.

iv) There are no financial instruments measured at Level 3.

25 Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the returns to stakeholders through the optimisation of the borrowings and equity balance.

The Company is not subject to any externally imposed capital requirements.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

26 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities.

The Company's Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's Cash and cash equivalents, bank deposits and investments in mutual funds, bonds, exchange traded funds.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

ii) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, who has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The table below summarises the maturity profile of the Company's undiscounted financial liabilities based on contractual payments:

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

Contractual maturities of financial liabilities

31 March 2025	Within 1 year	Between 1 and 5 years and thereafter	Total
Borrowings	83,250	-	-
Trade payables	25	-	-
Other financial liabilities	-	-	-
	83,275	**-**	**-**

31 March 2024	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	145	-	-
Other financial liabilities	458	-	-
	603	**-**	**-**

iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include investments in mutual funds.

a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

b) Interest rate risk

Investment of short-term surplus funds of the Company in liquid schemes of mutual funds provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

Sensitivity	Impact on Profit befor Tax	
	For the year ended 31 March 2025	For the year ended 31 March 2024
+ 5% change in NAV of mutual fund	834	772
- 5% change in NAV of mutual fund	(834)	(772)

27 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one business segment which is facilitation of electronic payment through internet-based solutions. Hence the Company falls within a single operating segment "facilitation of electronic payment through internet-based solutions".

28 Details of dues to micro and small enterprises as defined under MSMED Act 2006:

	As at 31 March 2025	As at 31 March 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	-	-
- Interest due on above	-	-
	-	-

Notes to Financial Statements

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

28 Events after the reporting period

The Company has evaluated all the subsequent events through 28 April 2025 which is the date on which these financial statements were issued, and no events have occurred from the balance sheet date through that date.

29 Figures for the previous period have been regrouped/reclassified to conform to the classification of the current period.

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

As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date: 28 April 2025

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Praveen Kumar Goel
(Director)
DIN- 03604600

Place: Noida
Date: 28 April 2025

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 28 April 2025

HELLOTRADE
an indiamart company

IIL Digital Private Limited

2025 Annual Report

BOARDS' REPORT

Dear Members,

Your Directors take pleasure in presenting the First (1st) Board's Report on the Business and Operations of IIL Digital Private Limited ('Company') together with the Audited Financial Statement and Auditor's Report for the financial year ended March 31, 2025 ('FY 2024-25').

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company in FY 2024-25 is as follows:

(Amount in INR thousand)

Particulars	FY 2024-25
Revenue from Operations	170
Other Income	35
Total Income	205
Other Expenses	1,030
Total Expenses	**1,030**
Loss before tax	(825)
Total Tax Expenses	
Profit/(Loss) for the period	(825)
Other Comprehensive loss for the financial period	-
Total Comprehensive income/(loss) for the financial period	(825)
Earnings per Equity Share (INR) – Face value of Rs. 10/- each	(14)

REVIEW OF OPERATIONS

During the year under review, your Company has achieved revenue from operations of ₹ 1,70,000. Net loss after taxation stood at ₹ 8,25,000.

CHANGE IN THE NATURE OF BUSINESS

We are in business of providing a digital marketplace for facilitating financial management services to its consumers and help them understand the profile and possible offers in the market. Based on their profile this access to our marketplace will help facilitate the offering and serve its customers. During FY 2024-25, there was no change in nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Capital

During FY 2024-25, there is no change in the Authorised Share Capital of the Company. As on March 31, 2025, the Authorised Capital of the Company is Rs. 1,000,000 divided into 1,000,000 equity shares having a face value of Rs. 10/- each and 9,00,000 preference shares of Rs. 10/- each.

Issued, Subscribed and Paid Up Equity Share Capital

(a) Equity Share Capital

During FY 2024-25, there is no change in the Issued, Subscribed and Paid Up Equity Share Capital of the Company. As on March 31, 2025, the issued, subscribed and paid up equity share capital of the company is Rs. 10,00,000/- divided into 1,00,000 equity shares having a face value of Rs. 10/- each.

(b) Preference Share Capital

During FY 2024-25, the Company issued, subscribed and allotted 7,50,000 Compulsory Convertible Preference Shares having a face value of Rs. 10/- each to IndiaMART InterMESH Limited(its holding company) on Rights Basis.

As on March 31, 2025, the issued, subscribed and paid up preference share capital of the company stood at Rs. 75,00,000/- divided into 7,50,000 Compulsory Convertible Preference Shares having a face value of Rs. 10/- each to IndiaMART InterMESH Limited(its holding company) on Rights Basis.

DIVIDEND

With a view to conserve reserve, your directors do not recommend any dividend for FY 2024-25.

TRANSFER TO RESERVES

During FY 2024-25, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding since the date of its incorporation and till the end of FY 2024-25.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year, the Company has not given any loan, guarantee and provided any guarantees pursuant to Section 186 of the Act.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During FY 2024-25, the Company has not entered into any related party transactions referred to in Section 188(1) of the Act.

PARTICULARS OF EMPLOYEES

During FY 2024-25, none of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

BOARD OF DIRECTORS

At the time of incorporation, the following individuals were appointed as the First Directors of the Company pursuant to the provisions of the Companies Act, 2013:

1. Mr. Prateek Chandra (DIN: 00356853)
2. Mr. Manoj Bhargava (DIN: 08267536)
3. Mr. Nitin Jain (DIN: 10754452)

Further, Mr. Manoj Bhargava, one of the First Directors of the Company, resigned from the Board with effect from April 21, 2025. The Board places on record sincere appreciation for his valuable contribution during his tenure.

Now in terms of the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, the tenure of First Directors is up to the date of the First Annual General Meeting. Accordingly, the Board proposes to regularize the appointment of Mr. Prateek Chandra and Mr. Nitin Jain as Directors of the Company, liable to retire by rotation, subject to the approval of the members at the ensuing Annual General Meeting.

Further, Subsequent to the end of financial year and till the date of this Report, the Board of Directors in its meeting held on Monday, April 21, 2025 has appointed Mr. Abhishek Kothari (DIN: (07823581) and Mr. Samir Amrit Shah (DIN: 00912693) as an Additional Director in the category of Independent Director pursuant to Section 161(1) of the Companies Act, 2013.

The Board recommends their appointment as an Independent Director, not liable to retire by rotation, for a term of 3(three) consecutive years, w.e.f. April 21, 2025 till April 20, 2028, subject to the approval of the shareholders at the ensuing AGM.

Further, Mr. Manoj Bhargava (DIN: 08267536), one of the First Directors of the Company, resigned from the Board with effect from April 21, 2025. The Board places on its record sincere appreciation for his valuable contribution during his tenure.

KEY MANAGERIAL PERSONNEL

The provisions of Section 203 relating to appointment of Key Managerial Personnel are not applicable to the Company.

MEETINGS OF THE BOARD

The Board met three (3) times during the financial year on September 25, 2024, January 17, 2025, and January 31, 2025. The intervening the gap between any two meetings was within the limits prescribed by the Companies Act, 2013 read with Secretarial Standard-1.

The Details regarding Attendance of Directors of the Company in the above Board Meetings are as follows:

S. No	Name of Director	Designation	Meetings held during the year	Meetings attended during the year
1	Mr. Prateek Chandra	Director	3	3
2	Mr. Manoj Bhargava	Director	3	3
3	Mr. Nitin Jain	Director	3	3

Note: The Company does not have a regular Chairperson. Chairperson is elected at each meeting.

COMMITTEES OF THE BOARD

As the provisions of Section 177 & 178 of the Act read with rules made thereunder are not applicable to the Company, no committee of the Board is constituted in terms thereof.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

a) in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;

b) your Directors 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 and of the profit and loss of the Company for that period;

c) your Directors 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 prevention and detecting of fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to Appointment & Remuneration of Directors are not applicable to the Company.

AUDITORS

Statutory Auditors

M/s JC Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) were appointed as first Statutory Auditors of the Company by the board in its meeting held on September 25, 2024.

Further, consequent to the provision of Section 139(6) of The Companies Act, 2013, they were proposed to hold the office till the conclusion of first Annual General Meeting of the Company.

In furtherance to the above, the Board has recommended the appointment of M/s JC Bhalla & Co, Chartered Accountants, (FRN: 001111N) as Statutory Auditors of the Company for a term of 5 years, which shall be subject to the approval of the members in the ensuing AGM of the Company.

The Company has received the consent of M/s JC Bhalla & Co for their proposed appointment as Statutory Auditors of the Company from the conclusion of the ensuing AGM of the Company.

They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointment. The aforesaid Statutory Auditors, if appointed, will hold office from the conclusion of 1st AGM until the 6th AGM of the Company.

The report of the Statutory Auditors for the financial year ending March 31, 2025 forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer.

The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

Internal Auditor

During FY 2024-25, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2024-25, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the statutory auditors of the Company on the inefficiency or inadequacy of such controls.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2024-25, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During FY 2024-25, no orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have impact on the going concern status and the Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption and foreign exchange inflow or outflow.

ANNUAL RETURN

The Annual Return for FY 2024-25 will be available on the Company's website at https://www.hellotrade.com/

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2024-25, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose 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 is not applicable

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME STELLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

OTHER STATUTORY DISCLOSURES

The Board of Directors of the Company state that no disclosure or reporting is required in respect of the following items as there were no transactions/ disclosure required on these items during the period under review:

a) The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

b) The Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme.

c) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their sincere appreciation to the contributions and valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believes in and always upholds the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focuses on sustainable and profitable growth of the Company.

On behalf of the Board
For IIL Digital Private Limited

Place: Noida
Date: April 21, 2025

Nitin Jain	**Prateek Chandra**
Director	**Director**
DIN: 10754452	**DIN: 00356853**

INDEPENDENT AUDITOR'S REPORT

To the Members of IIL Digital Private Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **IIL Digital Private Limited.** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income) for the period 27th August 2024 to 31st March 2025, the Statement for Cash Flow and the Statement of Changes in Equity for the period ended on that date, and a summary of material accounting policies and other explanatory information.

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 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 and other accounting principles generally accepted in India including, of the state of affairs of the Company as at March 31, 2025, loss and total comprehensive loss and its cash flows and Statement of Changes in Equity for the period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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 opinion on the Financial Statements.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation and presentation of its report (herein after called as "Board Report") which comprises various information required under section 134(3) of the Companies Act 2013 but does not include the financial statements and our auditor's report thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement in this Board Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the IND AS specified under Section 133 of the Act, read with relevant rules issued thereunder. 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 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 financial statements, The Management and Board of Directors 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls 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 with reference to Financial Statement 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements 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 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order, 2020") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure I, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by the 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, and the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid IND AS financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2014;
   (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequate of the internal financial controls with reference to the Financial Statement of the company and the operating effectiveness of such controls, refers to our separate Report in "Annexure II". Our report express an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to financial statement.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations that would impact its financial position in its financial statement.

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

(iii) There were no amounts which were required to be transferred to 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 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, 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 the audit procedures performed 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) contain any material mis-statement.

v. The Company has not declared or paid dividend during the period. Therefore our reporting under rule 11(f) of Companies (Audit & Auditor) Rule 2014 is not applicable.

vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the period ended March 31, 2025 which has a feature of recording audit trail (edit log) facility, during the course of our audit we did not come across any instance of the audit trail feature being tempered with.

As per Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail, the statutory requirements for record retention has been complied with for the period ended March 31, 2025.

3. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any managerial remuneration to its directors during the period and accordingly provisions of the Section 197 of the Act are not applicable to the Company.

For J. C. Bhalla & Co.
Chartered Accountants
Firm Regn. No: 001111N

(Akhil Bhalla)
Partner
Membership No. 505002
UDIN: 25505002BMILEW5839

Place : Noida
Dated: 21 April 2025:

Annexure I to the Independent Auditor's Report referred to in paragraph 1 under the heading "Report on other Legal and Regulatory requirements" of our report of even date on the Financial Statements of IIL Digital Private Limited

(i) (a)(A) As per information and explanation provided to us and based on our examination of the records of the Company, the Company does not have any Property, Plant and Equipment and hence the requirements of para 3 (i) (a) (A) of the order are not applicable to the Company.

(a)(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company does not have any Property, Plant and Equipments and hence the requirements of para 3(i) (b) of the Order are not applicable to the Company.

(c) As per information provided to us and to the best of our knowledge and belief, Company does not own any immovable property and hence the requirements of para 3(i) (c) of the Order are not applicable to the Company.

(d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipments or Intangible assets during the period ended 31 March, 2025.

(e) As per information provided to us and to the best of our knowledge and belief, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) As per information and explanation provided to us and based on our examination of the records of the Company, the Company is a service company and accordingly, it does not hold any physical inventories and hence the requirements of clause 3 (ii) (a) of the Order is not applicable to the Company.

(b) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not been sanctioned working capital from banks or financial institutions on the basis of security of current assets at any point of time during the period.

(iii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided any loans or advances in the nature of loans or guarantee, or provided security to companies, firms, limited liability partnerships, or any other parties during the period, and hence reporting under clause 3 (iii) (a) of the Order is not applicable.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not provided loan or advances in nature of loans, made investments or provided any guarantee or given any security to companies, firms, limited liability partnerships or any other parties during the period and hence reporting under clause 3 (iii) (b) of the Order is not applicable.

(c) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not granted loans and advances in the nature of loans and hence the requirements of para 3 (iii) (c) of the Order are not applicable to the Company.

(d) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not granted loans and advances in the nature of loans and hence the requirements of para 3 (iii) (d) of the Order are not applicable to the Company.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no loans granted by the Company which was fallen due during the period, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties and hence the requirements of clause 3 (iii) (e) of the Order is not applicable to the Company.

(f) As per information and explanation provided to us and based on our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans and hence the requirements of para 3 (iii) (f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us, the Company has not granted any loans, investment, guarantees, and security under the provisions of section 185 and 186 of the Act. Accordingly, paragraph 3 (iv) of the Order is not applicable.

(v) As per the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to Section 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under during the period. Accordingly, clause (v) of paragraph 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order, 2020 is not applicable to the Company.

(vii) (a) According to the information provided and explanation given to us and based on our examination of the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including income tax. There are no outstanding statutory dues existing as on the last day of period which is outstanding for more than six months from the day these becomes payable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and based on our examination of the records of the Company, no unrecorded transactions have been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961.

(ix) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not have any loans or borrowings from any financial institutions, banks, government, debenture holders or other lenders. Accordingly, clause 3 (ix) (a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not obtained any term loan during the period. Accordingly, paragraph 3 (ix) (c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company, no funds were raised on short-term basis by the company. Accordingly, reporting under clause 3 (ix) (d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on an overall examination of the Financial Statements of the company, we report that the Company does not have any subsidiary, associate or joint venture entities Accordingly, reporting under clause 3(ix) (e) of the Order is not applicable to the Company.

(f) According to the information and explanations given to us and procedure performed by us, we report that the company does not have any subsidiary associate or joint venture entities. Accordingly, reporting under clause 3 (ix) (f) of the Order is not applicable to the Company.

(x) (a) In our opinion and according to the information and explanation given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the period. Accordingly, clause (x) (a) of paragraph 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the company has not raised any money by of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, paragraph 3(x) (b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books of accounts and records carried out in accordance with the generally accepted auditing practices and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the period.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the Companies (Auditors Report) Order, 2020 is not applicable to the Company.

(xiii) The provisions of section 177 of the Act are not applicable to the Company. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 188 of the Act, where applicable, and the details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination the records of the Company, the internal audit is not applicable to the Company. Accordingly, clause 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any the directors or persons connected with him.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, hence the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Accordingly, clause 3 (xvi)(a) and clause 3(xvi)(b) of the Order are not applicable to the Company.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.

(c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.

(xvii) The company has incurred cash loss of Rs. 825 thousand during the current period.

(xviii) There has been no resignation of the statutory auditors during the period. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and 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, 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 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 period 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 period from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to spend any amount on account of Corporate Social Responsibility. Accordingly, clause 3 (xx) of the Order is not applicable to the Company.

For J. C. Bhalla & Co.
Chartered Accountants
Firm's Regn. No. 001111N

(Akhil Bhalla)
Partner
Membership No. 505002
UDIN: 25505002BMILEW5839

Place : Noida
Dated: 21 April 2025

Annexure II to the Independent Auditor's Report referred to in paragraph 3(g) under the heading "Report on other Legal and Regulatory requirements" of our report of even date on the Financial Statements of IIL Digital Private 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 with reference to the Financial Statements of **IIL Digital Private Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the Financial Statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by The Institute of Chartered Accountants of India ("ICAI"). 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 with reference to the 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 with reference to the Financial Statements, and both issued by 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 over financial reporting with reference to the 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 over financial reporting with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to the Financial Statements included obtaining an understanding of such 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 judgment, 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 systems over financial reporting with reference to the Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to the Financial Statements

A company's internal financial control over financial reporting with reference to the 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 over financial reporting with reference to the 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 over Financial Reporting with reference to the Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to the 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 over financial reporting with reference to the Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to the 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 Company has, in all material respects, an adequate internal financial controls with reference to the Financial Statements and such internal financial controls were operating effectively as at March 31, 2025, based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J. C. Bhalla & Co.
Chartered Accountants
Firm's Regn. No. 001111N

(Akhil Bhalla)
Partner
Membership No. 505002
UDIN: 25505002BMILEW5839

Place : Noida
Dated: 21 April 2025

Balance Sheet

as at 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

	Notes	As at 31 March 2025
ASSETS		
Non-current assets		
Intangible assets	4	1,850
Non current tax assets	7	4
Total non-current assets		**1,854**
Current assets		
Financial assets		
i. Cash and cash equivalents	5	6,375
ii. Trade receivables	6	201
Other current assets	8	305
Total current assets		**6,881**
Total assets		**8,735**
EQUITY AND LIABILITIES		
Equity		
Share capital	9	1,000
Instruments entirely equity in nature	9	7,500
Other equity	10	(825)
Total equity		**7,675**
LIABILITIES		
Current liabilities		
Financial liabilities		
i. Trade payables	11a	
(a) total outstanding dues of micro enterprises and small enterprises		-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		498
ii Other financial liabilities	11b	390
Other liabilities	12	172
Total current liabilities		**1,060**
Total liabilities		**1,060**
Total equity and liabilities		**8,735**
Material accounting policies	2	

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

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
ICAI Firm Registration No. 001111N

For and on behalf of the Board of Directors
IIL Digital Private Limited
CIN: U63111DL2024PTC435856

Akhil Bhalla
(Partner)
Membership No. 505002

Place: Noida
Date: 21 April 2025

Nitin Jain
Director
DIN: 10754452

Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853

Place: Noida
Date: 21 April 2025

Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

	Notes	For the period from 27 August 2024 to March 31, 2025
Revenue from operations	13	170
Other income	14	35
Total income		**205**
Expenses		
Other expenses	15	1,030
Total expenses		**1,030**
Loss before tax		**(825)**
Income tax expense		
Current Tax		**-**
Deferred Tax		**-**
Total Tax expense		**-**
Loss for the period		**(825)**
Other comprehensive income (OCI)		-
Items that will not be reclassified to profit or loss in subsequent period		-
Total comprehensive loss for the period		**(825)**
Earnings per equity share:		
(i) Basic earnings per share	16	(13.88)
(ii) Diluted earnings per share	16	(13.88)
Material accounting policies	2	

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

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
ICAI Firm Registration No. 001111N

For and on behalf of the Board of Directors
IIL Digital Private Limited
CIN: U63111DL2024PTC435856

Akhil Bhalla
(Partner)
Membership No. 505002

Place: Noida
Date: 21 April 2025

Nitin Jain
Director
DIN: 10754452

Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853

Place: Noida
Date: 21 April 2025

Statement of changes in equity

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

A. Equity share capital

Equity shares of ₹ 10 each issued, subscribed and fully paid up (Refer Note 9)

Particulars	Amount
Balance at the beginning of the period	-
Issued share capital during the period	1,000
As at 31 March 2025	**1,000**

B. Instruments entirely equity in nature

0.01% Compulsorily convertible preference shares of ₹ 10 each issued, subscribed and fully paid up (Refer Note 9)

Particulars	Amount
Balance at the beginning of the period	-
Issued preference share capital during the period	7,500
As at 31 March 2025	**7,500**

C. Other equity

Particulars	Reserves and surplus	Total other equity
	Retained earnings	
Balance at the beginning of the period	-	-
Total comprehensive loss for the period	(825)	(825)
As at 31 March 2025	**(825)**	**(825)**

Material accounting policies **2**

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

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
ICAI Firm Registration No. 001111N

Akhil Bhalla
(Partner)
Membership No. 505002

Place: Noida
Date: 21 April 2025

For and on behalf of the Board of Directors
IIL Digital Private Limited
CIN: U63111DL2024PTC435856

Nitin Jain
Director
DIN: 10754452

Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853

Place: Noida
Date: 21 April 2025

Statement of cash flows

for the year ended 31 March 2025

(All amounts are in thousands (₹) unless otherwise stated)

Particulars		For the period from 27 August 2024 to March 31, 2025
Cash flows from operating activities		
Loss before tax		(825)
Adjustments to reconcile loss before tax to net cash flows:		
Interest income		(35)
Operating loss before working capital changes		**(860)**
Movement in Working Capital:		
Change in trade receivables		(201)
Change in other assets		(270)
Change in trade payables		498
Change in other liabilities		172
Cash used in operations		**(661)**
Income tax paid		(4)
Net cash used in operating activities		**(665)**
Net cash used in investing activities		
Purchase of other intangible assets		(1,460)
Net cash used in investing activities		**(1,460)**
Cash flows from financing activities		
Proceeds from issue of share capital		8,500
Net cash generated from financing activities		**8,500**
Net increase/(decrease) in cash and cash equivalents		6,375
Cash and cash equivalents at the beginning of the period (refer note 5)		-
Cash and cash equivalents at the end of the period (refer note 5)		**6,375**
Material accounting policies	**2**	

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

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
ICAI Firm Registration No. 001111N

Akhil Bhalla
(Partner)
Membership No. 505002

Place: Noida
Date: 21 April 2025

For and on behalf of the Board of Directors
IIL Digital Private Limited
CIN: U63111DL2024PTC435856

Nitin Jain
Director
DIN: 10754452

Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853

Place: Noida
Date: 21 April 2025

Notes to Accounting policy to be incorporated

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

1. Corporate Information

IIL Digital Private Limited ("the Company") is a private company domiciled in India and was incorporated on August 27, 2024 under the provisions of the Companies Act applicable in India. The Company is authorized to engage to provide a digital marketplace and/or marketing platform to its customer for facilitating financial management. The registered office of the Company is located at 1st Floor, 29-Daryagang, Netaji Subash Marg New Delhi-110002, India.

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 21 April 2025.

2. Material accounting policies

1.1 Basis of preparation

The financial statements have been prepared on the historical cost basis as explained in the accounting policies below, except certain financial assets and liabilities measured at fair value where the Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments).

The preparation of these financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

2.2 Statement of Compliance

The financial statements for the period from 27 August 2024 to 31 March 2025 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Companies Act 2013 ("the Act") (as amended from time to time).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR thousand as per the requirement of Schedule III, unless otherwise stated.

1.3 Summary of material accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the period presented in these financial statements.

a) Current versus non-current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification. An asset is classified as current when it is:

(i) Expected to be realised or intended to be sold or consumed in normal operating cycle

(ii) Held primarily for the purpose of trading

(iii) Expected to be realised within twelve months after the reporting period, or

(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to be settled within twelve months after the reporting period, or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Fair value measurement

The Company measures financial instruments, such as separable embedded derivative financial liability component of optionally convertible cumulative redeemable preference shares (OCCRPS) or redeemable preference shares, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

Notes to Accounting policy to be incorporated

for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

(iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company's assumptions about pricing by market participants

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for significant estimates and assumptions (Note 3)
- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 18)

c) Revenue from contracts with customers and other income

Revenue from contracts with customers

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of government.

The specific recognition criteria described below must also be met before revenue is recognised.

Other Income

Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

d) Taxes

Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised

Notes to Accounting policy to be incorporated

for the year ended 31 March 2025

(Amounts in INR “Thousands” , unless otherwise stated)

outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Goods and service tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

e) Provisions and contingent liabilities

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

A contingent liability is possible obligation that

Notes to Accounting policy to be incorporated

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arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Company does not recognise a contingent liability but discloses its existence in the financial statements.

f) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans to employees, trade and other receivables.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all

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changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as

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income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include, non-derivative financial liability and separable embedded derivative financial liability component of convertible preference shares (refer policy below), trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through Profit or Loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has designated convertible preference shares issued with share buyback obligation, to be measured at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would

Notes to Accounting policy to be incorporated

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otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Convertible preference shares

Convertible preference shares are separated into liability and equity components (if any) based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent periods.

In the absence of fixed to fixed relationship, the conversion option is also analysed for classification as embedded derivative financial liability component and is recognised at fair value at each balance sheet date if not closely related to the host financial liability instrument.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

g) Foreign currency transactions

The Company's financial statements are presented in INR which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

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for the year ended 31 March 2025

(Amounts in INR "Thousands" , unless otherwise stated)

h) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

i) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

j) Share capital

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. Significant accounting estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the 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 amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial Period, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Fair value measurement of financial instruments

When the fair values of financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model and Binomial Option Pricing model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 18 for further disclosures.

b) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has recognised deferred tax assets on the deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

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for the year ended 31 March 2025
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c) Impairment of Non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model or other fair value valuation models. In DCF model, the cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

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for the year ended 31 March 2025

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4 Intangible assets

Particulars	Software Development	Total Intangible assets
Gross Carrying Amount		
Balance at the beginning of the period	**-**	**-**
Additions	1,850	1,850
As at 31 March 2025	**1,850**	**1,850**
Accumulated Amortisation		
Balance at the beginning of the period	**-**	**-**
Charge for the period		
As at 31 March 2025	**-**	**-**
Net carrying amount		
Balance at the beginning of the period	**-**	**-**
As at 31 March 2025	**1,850**	**1,850**

5 Cash and cash equivalents

		As at 31 March 2025
a)	**At amortised cost**	
	Balances with banks	
	- in current accounts	1,343
	Total	**1,343**
b)	**Other cash & cash equivalent**	
	Deposits with bank	
	- original maturity within 3 months	5,032
	Total	**5,032**
	Cash and cash equivalents (a+b)	**6,375**

Note

Cash and cash equivalents for the purpose of cash flow statement comprises cash and cash equivalents as shown above.

6 Trade receivables

	As at 31 March 2025
Trade receivables	201
Total	**201**

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for the year ended 31 March 2025
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Trade receivables ageing schedule
As at March 31, 2025

Particulars	0-6 months	6-12 months	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	201	-	-	-	-	**201**
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Total	**201**	**-**	**-**	**-**	**-**	**201**

7 Non current tax assets

	As at 31 March 2025
Income tax assets	4
Total	**4**

8 Other assets

	As at 31 March 2025
Current (unsecured, considered good unless stated otherwise)	
Balances with government authorities	283
Other recoverable	22
Total	**305**

9 Share capital

a) Equity Share Capital

	Number of shares	Amount
Authorised equity share capital (INR 10 per share)		
Balance at the beginning of the period	-	-
Issued during the period	100,000	1,000
As at 31 March 2025	**100,000**	**1,000**

Issued equity share capital (Subscribed and fully paid up) (INR 10 per share)	Number of shares	Amount
Balance at the beginning of the period		
Issued during the period	100,000	1,000
As at 31 March 2025	**100,000**	**1,000**

i.) Terms/ rights attached to equity shares:

1) The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity is entitled to one vote per share.
2) In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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ii.) Shares held by holding company

	As at 31 March 2025	
	Number of shares held	**% holding in the shares**
Equity shares of INR 10 each fully paid		
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	100,000	100%

iii.) Details of shareholders holding more than 5% equity shares in the Company

	As at 31 March 2025	
	Number of shares held	**% holding in the shares**
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	100,000	100%

iv.) Details of shareholding of promoters

	As at 31 March 2025	
	Number of shares held	**% holding in the shares**
Indiamart Intermesh Limited	99,999	99.99%
Praveen Kumar Goel	1	0.01%

b) Instruments entirely equity in nature

Authorised 0.001% Compulsory Convertible Preference Share Capital (INR 10 Per Share)

Balance at the beginning of the period	-	-
Issued during the period	900,000	9,000
As at 31 March 2025	**900,000**	**9,000**

Issued 0.001% cumulative convertible preference share capital (Subscribed and fully paid up) (INR 10 per share)

Balance at the beginning of the period	-	-
Issued during the period	750,000	7,500
As at 31 March 2025	**750,000**	**7,500**

i.) Terms/ rights attached to cumulative convertible preference shares:

During the year ended March 31, 2025, the Company has issued only one class of preference shares i.e. 0.01% Compulsorily Convertible Preference Shares (CCPS).

CCPS carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up; the CCPS shall be participating in the surplus funds; the CCPS shall be participating in surplus assets and profits, on winding- up which may remain after the entire capital has been repaid; the CCPS will be entitled to dividend, if declared by the Board of Directors.

CCPS will be convertible into equity share of the Company at 1:1 ratio before any time within 20 years from the date of allotment of CCPS as permissible under applicable law.

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ii.) Shares held by holding company

	As at 31 March 2025	
	Number of shares held	% holding in the shares
0.001% Compulsory Convertible Preference Share Capital 10 each fully paid		
Indiamart Intermesh Limited	750,000	100%

iii.) Details of shareholders holding more than 5%

	As at 31 March 2025	
	Number of shares held	% holding in the shares
0.001% Compulsory Convertible Preference Share Capital 10 each fully paid		
Indiamart Intermesh Limited	750,000	100%

10 Other equity

	As at 31 March 2025
Retained Earnings	(825)
Total	**(825)**

Nature and purpose of reserves and surplus

i.) Retained Earnings: It represents the amount of accumulated earnings of the Company.

11a Trade payables

	As at 31 March 2025
At amortised cost	
Payable to micro, small and medium enterprises	-
- total outstanding dues of micro enterprises and small enterprises	
Other trade payables	
-Outstanding dues to others	86
Accrued expenses*	412
Total	**498**

*represents provision for expenses

Outstanding for following years from due date of payment / transaction	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025						
(i) MSME* - undisputed	-	-	-	-	-	**-**
(ii) Others - undisputed	86	-	-	-	-	**86**
Accrued expenses	412	-	-	-	-	**412**

* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Notes to Accounting policy to be incorporated

for the year ended 31 March 2025

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11b Other financial liabilities

	As at 31 March 2025
Capital Creditors	390
Total	**390**

12 Other current liabilities

	As at 31 March 2025
Statutory dues	
-Tax deducted at source payable	172
Total	**172**

13 Revenue from operations

	For the period from 27 August 2024 to March 31, 2025
Sale of Services	
Income from services rendered	170
Total	**170**

Since the Company does not have any contract liabilities at the reporting date; therefore, the revenue expected to be recognised in the future related to performance obligation is nil.

14 Other income

	For the period from 27 August 2024 to March 31, 2025
Interest income on financial assets measured at amortised cost	
- on fixed deposit with banks	35
Total	**35**

15 Other expenses

	For the period from 27 August 2024 to March 31, 2025
Rent Expenses	16
Internet and other online expenses	102
Legal and professional fees	759
Auditor's remuneration*	75
Rates & Taxes	21
Referral Fee	51
Miscellaneous expenses	6
Total	**1,030**

Payment to auditors* (exclusive of GST)	For the period from 27 August 2024 to March 31, 2025
As auditor:	
- Audit fee	75
Total	**75**

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16 Earnings per share

Basic EPS amounts are calculated by dividing the loss for the period attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS are calculated by dividing the loss for the period attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the loss and share data used in the basic and diluted extend computations

	For the period from 27 August 2024 to March 31, 2025
Basic EPS	
Loss for the period attributable to owners of the Company [A]	(825)
Weighted average number of equity shares for the purposes of basic EPS [B]	59,452
Basic earning per share (face value of ₹10 per share) [A/B]	**(13.88)**
There are no potential equity instruments, Diluted EPS is equivalent to Basic EPS	
Diluted EPS	
Loss for the period attributable to owners of the Company [A]	(825)
Weighted average number of equity shares for the purposes of basic EPS [B]	59,452
Potential equity shares in the form of convertible preference shares[C]	123,288
Total no. of shares outstanding (including dilution) D= [B+C]	182,740
Diluted earning per share (face value of ₹ 10 per share) [A/D] *	**(13.88)**

* The impact of potential equity shares on diluted earning per share is anti-dilutive, hence the potential equity shares are ignored in the calculation of diluted loss per share and the diluted loss per share is the same as basic loss per share.

17 Income tax

a) Income tax expense/(income) recognised in Statement of profit and loss

Particulars	For the period from 27 August 2024 to March 31, 2025
Current tax expense	
Current tax for the year	-
	-
Deferred tax expense/(benefit)	
Relating to origination and reversal of temporary differences	-
	-
Total income tax expense	-

b) Income tax recognised in other comprehensive income/(loss) (OCI)

Deferred tax related to items recognised in OCI during the year

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Particulars	For the period from 27 August 2024 to March 31, 2025
Net gain/(loss) on remeasurements of defined benefit plans	-

c) Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate

Particulars	For the period from 27 August 2024 to March 31, 2025
Loss before tax	(825)
Accounting profit before income tax	**(825)**
Tax expense at the statutory income tax rate @25.17%	(208)
Adjustments in respect of unrecognised deferred tax assets of tax business loss and other timing differences	208
Tax expense at the effective income tax rate	-

d) Detail of deductible temporary differences and unused tax losses for which no deferred tax asset is recognised in the balance sheet:

Particulars	For the period from 27 August 2024 to March 31, 2025
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:	
- tax business losses	825
	825

No deferred tax has been created on temporary differences and unused tax losses including unabsorbed depreciation due to lack of reasonable certainty of future taxable profits against which such deferred tax assets can be realized.

18 Fair value measurement

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

Particulars	For the period from 27 August 2024 to March 31, 2025
Financial assets	
a) Measured at fair value through profit or loss (FVTPL)	
Investments in mutual funds- quoted	-
Measured at Amortised cost	
Cash and cash equivalents	6,375
Trade receivables	201
Total financial assets	**6,576**
Financial liabilities	
Measured at Amortised cost	

Notes to Accounting policy to be incorporated

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

Trade payables	498
Other financial liabilities	390
Total financial liabilities	**888**

b) The following methods / assumptions were used to estimate the fair values:

i) The carrying value of cash and cash equivalents, trade receivables trade payables, and other financial assets and other financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments. These have been assessed basis counterparty credit risk.

ii) There are no financial instruments measured at Level 3 fair value.

19 Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the returns to stakeholders through the optimisation of the borrowings and equity balance.

The Company is not subject to any externally imposed capital requirements.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

20 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one business segment i.e. to provide a digital marketplace and/or marketing platform to its customer for facilitating financial management". Hence the Company falls within a single operating segment.

21 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities.

The Company's Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's Cash and cash equivalents.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

ii) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, who has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The table below summarises the maturity profile of the Company's undiscounted financial liabilities based on contractual payments:

Notes to Accounting policy to be incorporated

for the year ended 31 March 2025
(Amounts in INR "Thousands" , unless otherwise stated)

Contractual maturities of financial liabilities

31 March 2025	Within 1 year	Between 1 and 5 years	Total
Trade payables	498	-	498
Other financial liabilities	390		390
	888	**-**	**888**

iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include investments in mutual funds.

a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

b) Interest rate risk

Investment of short-term surplus funds of the Company in liquid schemes of mutual funds provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

22 Ratio Analysis and its elements

Ratio	Numerator	Denominator	31 March 2025
Current ratio	Current Assets	Current Liabilities	6.49
Return on Equity ratio	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	(0.11)
Trade Payable Turnover Ratio	Other expenses	Average trade payable	2.07
Net Capital Turnover Ratio	Revenue from operations	Working capital (Current Assets-Current liabilities)	0.03
Net Profit ratio	Net profit after tax	Revenue from operations	(4.85)
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 1 below)	(0.11)

Notes

1. Capital Employed = Total shareholder's equity

23 Relationship with struck 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 Companies Act, 1956 during the period under audit.

24 Related party transactions

i) Names of related parties and related party relationship

a) Holding Company Indiamart Intermesh Limited

b) Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them Significant Influence over the Company and Key Management Personnel (KMP)

(i) Prateek Chandra Director

(ii) Nitin Jain Director

ii) Related Party Transactions

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

Notes to Accounting policy to be incorporated

for the year ended 31 March 2025
(Amounts in INR “Thousands” , unless otherwise stated)

Particulars	For the period from 27 August 2024 to March 31, 2025
Holding company	
Issue of Equity shares	1,000
Issue of Compulsorily convertible preference shares	7,500
Rent	16
Legal expenses	50
Internet and other online expenses	2
Commission on Sales	51

iii) The following table discloses amounts due to related parties at the relevant period end

Particulars	As at 31 March 2025
Holding company	
Trade payables	91

Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm’s length transactions. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

25 Contingent liabilities, Capital and other commitments

As at 31 March 2025, the Company has nil contingent liability and Nil Capital and other commitments.

26 Details of dues to micro and small enterprises as defined under MSMED Act 2006:

	As at 31 March 2025
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	
- Principal amount due to micro and small enterprises	-
- Interest due on above	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-

27 Events after the reporting period

The Company has evaluated all the subsequent events through 21 April 2025 which is the date on which these financial statements were issued, and no events have occurred from the balance sheet date through that date.

28 The Company has been incorporated on 27 August 2024. Accordingly, this being the first Financial statements (after it’s incorporation), the corresponding amounts (comparitives) for the immediately preceding reporting period are not presented in the financial statement including notes.

As per our report of even date attached

For J. C. Bhalla & Co.
Chartered Accountants
ICAI Firm Registration No. 001111N

For and on behalf of the Board of Directors
IIL Digital Private Limited
CIN: U63111DL2024PTC435856

Akhil Bhalla
(Partner)
Membership No. 505002
Place: Noida
Date: 21 April 2025

Nitin Jain
Director
DIN: 10754452
Place: Noida
Date: 21 April 2025

Prateek Chandra
Director
DIN: 00356853
Place: Noida
Date: 21 April 2025