

September 05, 2025

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| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Company Code No.: 539807 | National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Company Symbol: INFIBEAM |
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Dear Sir / Madam,

Sub: Notice of 15th Annual General Meeting and Annual Report for the F.Y. 2024-25

This is to inform you that the 15th Annual General Meeting ("AGM") of the Company will be held on Monday, September 29, 2025 at 11.00 a.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Annual Report of the Company for the Financial Year 2024-25 along with the Notice convening 15th Annual General Meeting ("AGM"), which is being sent to the Members of the Company through electronic mode, who have registered their e-mail addresses with the Depositories/Company and a letter providing a web-link for accessing the Annual Report who have not registered their E-mail IDs in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Annual Report 2024-25 containing the Notice of 15th AGM is also available on the website of the Company at www.ia.ooo.

The Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The date and time of remote e-voting facility are as under:

| Sr. No. | Particular | Details |
|---------|---------------------------|---|
| 1 | AGM date and time | Monday, September 29, 2025 at 11.00 a.m. |
| 2 | Cut-off date for e-voting | Monday, September 22, 2025 |
| 3 | E-voting start time | 9.00 a.m. on Thursday, September 25, 2025 |
| 4 | E-voting end time | 5:00 p.m. on Sunday, September 28, 2025 |

We request you to kindly take the same on your records.

Yours faithfully,

For, Infibeam Avenues Limited

Shyamal Trivedi
Sr. Vice President & Company Secretary

Encl.: As above

INFIBEAM AVENUES LIMITED

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Gandhinagar – 382 050 **CIN: L64203GJ2010PLC061366**

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Infibeam
Avenues

Fintech Reimagined

AI at the Core, Communication at the Edge

Annual Report 2024-25



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Corporate Information

India's digital payments ecosystem is entering a new growth phase, projected to reach **₹3.5 trillion by 2029**, fueled by UPI adoption, AI-driven personalisation, and cloud infrastructure demand. Globally, regulators are tightening controls, creating high barriers to entry in markets like the GCC. AI is shifting from experimentation to embedded use cases, and SMB digitalisation is accelerating. These forces are reshaping competition and opening space for integrated players who can deliver **payments + platforms + AI +** infrastructure as one seamless offering.

Message from the Chairman & Managing Directors



All our core platforms—**RediffPay** and **RediffOne** and our emerging **RediffTV**—are converging into a unified, intelligent digital ecosystem.

Vishal Mehta

Chairman & Managing Director

Dear Shareholders,

It is with great pride and immense optimism that I welcome you to FY26. When I stood before you last year, I spoke of a bold future—one driven by innovation, global ambition, and digital transformation. Today, I am proud to share that we have moved from vision to execution, from plans to performance, and from ideas to impact. FY25 was a year of breakthroughs. FY26 will be the year of scale. We are not just building a company, we are building a next-generation, future-ready fintech and AI powerhouse.

AI and innovation: from vision to reality

FY25 marked our decisive pivot toward artificial intelligence as a core business enabler. We launched the Global Agentic AI Marketplace - a pioneering initiative that empowers developers, enterprises, and consumers to build and deploy AI agents as digital co-workers. This is not just product innovation, it's category creation.

Through Phronetic.ai, we are advancing adaptive fraud detection, risk analytics, and hyper-personalised experiences—turning AI from an ambition into a commercial reality. Our collaborations with institutions like IISc and EDII are accelerating this transformation.

We also introduced Rediff TV, an AI-native content platform, designed to reshape digital engagement in the age of intelligence. For us, AI isn't a feature; it is the future of everything we do.

Payments leadership: deeper, broader, smarter

FY25 saw tremendous traction across our payments ecosystem. RediffPay advanced toward launch with a TPAP license, setting us up for leadership in the competitive UPI landscape. Our TapPay, Smart SoundBox, and POS devices witnessed strong adoption across Tier 2 and 3 cities. BillAvenue processed over 12 crore transactions, with rural and semi-urban India driving growth. Merchant onboarding rose 35% YoY, with our total base now exceeding millions of registered merchants. Our omnichannel approach is enabling merchants across industries - hospitality, logistics, healthcare, and real estate - to digitise, monetise, and scale.

Strategic platform convergence: Rediff at the core

As we enter FY26, we are undertaking one of the most transformative moves in our journey: platform convergence under the Rediff brand. This is not a brand refresh - it's a structural evolution.

All our core platforms—RediffPay and RediffOne and our emerging RediffTV—are converging into a unified, intelligent digital ecosystem.

Why Rediff? It offers a unified user experience, boosting engagement and simplicity. It enables an AI-native product stack, driving faster innovation. It increases cross-platform monetisation and operational efficiency. And it enhances brand recall across domestic and global markets.

This convergence marks a new era - where Rediff becomes our singular face to consumers, enterprises, and international clients. It is our platform of the future.

Global expansion: laying the foundation of a global fintech infrastructure

Our international presence grew substantially in FY25. In Saudi Arabia, under a SAMA-approved PTSP licence, we onboarded marquee clients like VFS Global, Nissan, and Infiniti. CCAvenue integrated with Google Pay, Tabby, and Tamara in the Gulf. UAE and Oman remain strongholds, with expanding pipelines in e-commerce, aviation, and government.

Looking ahead, Saudi Arabia is set to go fully live in FY26. Australia and the USA are expected to commence operations by FY27. Our goal: to derive a significant share of payment revenues from global markets in the medium term. Infibeam is emerging as a truly global fintech infrastructure player, built from India, for the world.

Record-breaking financial performance

FY25 was a landmark year of financial outperformance. Gross Revenue stood at ₹39,926 million (+27% YoY). TPV reached ₹8,670 billion (+23% YoY). Net Revenue was ₹5,258 million (+25% YoY). Adjusted EBITDA* was ₹3,121 million (above guidance). Adjusted PAT* was ₹2,095 million (+42% YoY).

*Excluding the notional impact arising from mark-to-market gain / (loss) from investment in listed security [this has no effect on cash flows].

Our average net take rate rose to 11.7 bps (from 8.2 bps in FY24), demonstrating strong monetisation, strategic pricing, and a healthier merchant mix. Our profitability grew while maintaining a cash-rich and agile balance sheet.

Strengthening our foundations

FY25 also saw key corporate and strategic developments. These included the acquisition of Rediff.com (54.1% stake expanding to more than 82% by way of platform convergence in FY26 pending shareholder approval), demerger and listing of ODIGMA, TPAP licence for UPI via RediffPay, UAE operational restructuring for localisation, partnerships with ESAF Bank, ShopSe India, and BHIM (prepaid recharges via BillAvenue), governance enhancements with new Independent Directors, and the launch of the new Infibeam logo, symbolising innovation and integration.

To power our next leap, the Board has approved a ₹700 crore rights issue, strategically allocated to scale our AI and data centre infrastructure (Quantum Edge), launch and grow RediffPay in India, expand global payment

Capital for the future

To power our next leap, the Board has approved a ₹700 crore rights issue, strategically allocated to scale our AI and data centre infrastructure (Quantum Edge), launch and grow RediffPay in India, expand global payment infrastructure in the Gulf, USA, and Australia, and develop the Agentic AI Marketplace. We are investing where it matters most - to unlock long-term, sustainable growth.

FY26: the year ahead

As we step into FY26, we do so with purpose, confidence, and clarity. Our focus is to execute platform convergence under Rediff, scale AI-led platforms and services, strengthen domestic and international payments leadership, monetise and optimise every layer of our ecosystem, and create enduring shareholder value. We are building a company that's not only future-ready—but future-defining.

Thank you for believing in our vision. Thank you for your trust in our execution. We are not just growing—we are transforming. We are not just innovating—we are leading. And together, we are not just participating in the future—we are shaping it.

Let us make FY26 a year of convergence, intelligence, and setting the stage for exponential growth.

With gratitude and determination,

Vishal Mehta

Chairman & Managing Director

Infibeam Avenues is a **profit-driven global fintech and platform leader**, serving over 10 million merchants with a daily onboarding of 2,000+ businesses. Ranked among the top three payment processors in India and top two non-bank players in the UAE, the company offers **full-stack digital payments, enterprise platforms, and AI-driven infrastructure**. With 950+ employees and marquee clients from Taj and Indigo to Emaar and Burj Khalifa, Infibeam is built on trust, scale, and continuous innovation.

About Infibeam Avenues

Scale, Trust, and Capability

Infibeam stands as a trusted payment solutions provider, combining scale, reliability, and expertise to serve diverse industries while steadily strengthening its market position across India and international markets.

10+

Million Merchant

Served across India and global markets, spanning sectors from retail and hospitality to government services and e-commerce.

2,000+

Merchants Onboarded Daily

A robust and growing acquisition engine that consistently expands Infibeam's merchant network.

10

Trillion

Annualized TPV Run Rate

A high-volume processing capability that reinforces market leadership in payments.

TOP 3

payment processors in India

Top 2 non-bank player in the UAE

Market positions earned through reliability, performance, and regulatory trust.

Strong Human Capital and Expertise

950+

Employees

A diverse workforce powering operations, innovation, and client delivery.

300+

Domain Experts

Specialists in payments, AI, cloud infrastructure, and enterprise platforms, ensuring product leadership and execution excellence.

Infibeam Avenues is **reshaping its future** through a bold realignment. With RediffPay set to enter consumer payments and RediffOne redefining enterprise SaaS, alongside our sharpened focus on payments and AI, we are building dual engines of growth — unlocking clarity, scale, and lasting value for our shareholders.

Reshaping Future

A Strategic Realignment for the Future

At Infibeam Avenues, our journey has always been defined by foresight and the courage to transform. We anticipate shifts in the digital economy, and we act decisively to capture them. The past year has been one of the most pivotal in our history, as we laid the groundwork for a dual-engine strategy that will shape our future.

Last year, we acquired a 54% stake in Rediff.com, one of India's most iconic internet brands. With this move, we gained direct access to the consumer digital space, extending our presence into enterprise-grade cloud services, digital content, and collaboration technologies. This acquisition was more than a financial

investment — it was a strategic pivot that allowed us to combine our fintech and technology leadership with Rediff's trusted brand and user reach.

Building on this foundation, we approved the strategic transfer of our Ecommerce Platform Infrastructure business to Rediff, independently valued at ₹800 crore. This transaction elevates our stake in Rediff to nearly 82%, providing us with long-term control and strategic oversight. The integration of this platform positions Rediff as a next-generation SaaS and digital commerce company, while allowing Infibeam to focus sharply on payments and AI infrastructure.

Entering Consumer Payments with RediffPay

A transformative development in this journey is the rollout of RediffPay, our consumer-facing digital payments platform. In February 2025, our subsidiary Rediff.com India received the Third-Party Application Provider (TPAP) licence from the National Payments Corporation of India, with Axis Bank as the PSP bank. This authorisation allows RediffPay to offer UPI-based payment services, marking our official entry into the consumer payments space.

We will launch RediffPay in Q4 of this fiscal year, leveraging Rediff's substantial web traffic alongside our fintech expertise to create a user-friendly, secure platform for digital transactions. Our vision for RediffPay goes far beyond UPI. Over time, we will integrate credit, wealth management, insurance, and other financial products, enabling us to monetise a broad range of services while lowering customer acquisition costs.

RediffPay is a natural extension of our payments ecosystem. With CCAvenue, we have built one of India's largest merchant and enterprise payment gateways. Now, with RediffPay, we will complete the loop by directly serving consumers. Together, these platforms allow us to operate across the full spectrum of payments — from B2B to B2C — reinforcing our leadership in digital finance.



Reshaping Future (Cont...)



RediffOne: Building the Enterprise Suite

Alongside RediffPay, we are building RediffOne, our integrated enterprise SaaS suite. Designed for SMEs and large businesses, RediffOne will bring together ERP, CRM, and HRMS solutions into a single cloud-based offering. By embedding our ecommerce platform technology into RediffOne, and connecting it seamlessly with our CCAvenue merchants, we are creating a comprehensive enterprise productivity and commerce solution.

RediffOne is scheduled to launch in Q2 FY 26 and, together with RediffPay, will form the two pillars of Rediff's transformation. These offerings will generate recurring revenue streams through bill payments, subscriptions, and cross-selling of multiple financial and productivity services. Over time, we expect Rediff to contribute meaningfully to our top line, creating a third major growth engine alongside payments and AI.

Unlocking Value as We Step into FY26

With these moves, we are creating a powerful dual structure:

- Infibeam Avenues — A fintech and AI leader, focused on scaling CCAvenue and pioneering Phronetic.AI to serve enterprises, banks, and governments worldwide.
- Rediff.com — A re-energised SaaS and consumer platform, powered by RediffPay and RediffOne, combining brand legacy with modern digital innovation.

For our shareholders, this strategy delivers three clear advantages:

- Sharper business visibility — each business line now operates with focus and agility, while contributing to the same long-term vision.
- Stronger control and oversight — our stake in Rediff shall be increased to 82%, ensuring strategic alignment and sustained value creation.
- Scalable and diversified growth — we are tapping both enterprise and consumer markets through complementary platforms, creating a balanced and future-ready portfolio.

Reshaping Future (Cont...)

Phronetic.AI

Phronetic AI is a full-stack artificial intelligence company that makes it easy for anyone to create, deploy, and even earn from their own AI agents. Think of these agents as smart virtual helpers that can talk, listen, understand, and get things done — whether it's managing hospital operations, assisting employees in the back office, or helping individuals with personal tasks like learning, research, or therapy.

The platform is designed to be simple and accessible. With just a single prompt, users can build and customise agents without writing any code. These agents can connect to popular tools like Slack, Gmail, or APIs, handle text, voice, video, or file-based interactions, and continuously improve through feedback. Businesses can use them to automate complex workflows, while individuals can use them as personal companions.

What makes Phronetic AI unique is its marketplace model. Creators can publish their agents, set their own usage prices, and earn credits as others use them — effectively turning ideas into income. On the enterprise side, Phronetic AI also develops advanced industry-specific solutions, such as video intelligence for hospitals, warehouses, and security operations, helping organizations boost efficiency and decision-making.

In short, Phronetic AI combines the power of automation with the creativity of its users, making AI agents practical, customizable, and monetizable for everyone.

Digital Milestones

2000-2005

- India's First Retail PG, CCAvenue
- First PSP to Provide Net Banking Payment Option
- First to Offer Invoice Payments
- First to Go Live with Verified By Visa & MasterCard SecureCode

2006-2010

- First Indian PG to Achieve PCI-DSS Compliance
- First to Become a MasterCard Member Service Provider
- First to be Certified by AmEx for Global Currency Processing
- Launched India's First eCommerce Technology Platform for Enterprise

2011-2015

- First Online RuPay Debit Card Transaction through CCAvenue
- First to Offer Payments for Social Media Platforms
- Launched Cross-border Payments Platform; Used by 9 of India's Top 10 Private Banks

2016-2020

- First Fintech to Get Listed on NSE and BSE
- First RBI Licensed BBPOU to Onboard Billers & Agents
- Exclusive Contract with GeM
- Launched B2B Payments
- Launched Payments in UAE and Oman

2021-2023

- Went Live with a Large Conglomerate to Offer Platform & Payment
- Offered Card Tokenisation in India for the Safety of Consumers' Data
- Launched India's First Pin-On-Glass Solution Targeting Offline Payments

2024

- Expanded Global Presence with Strategic Investments in AI and FinTech
- Enhanced AI-based Fraud Detection and Prevention Capabilities
- Launched Advanced Video AI Platform, THEIA, for Optimized Business Operations
- Established Partnerships to Integrate AI for Transaction Optimization in Payments

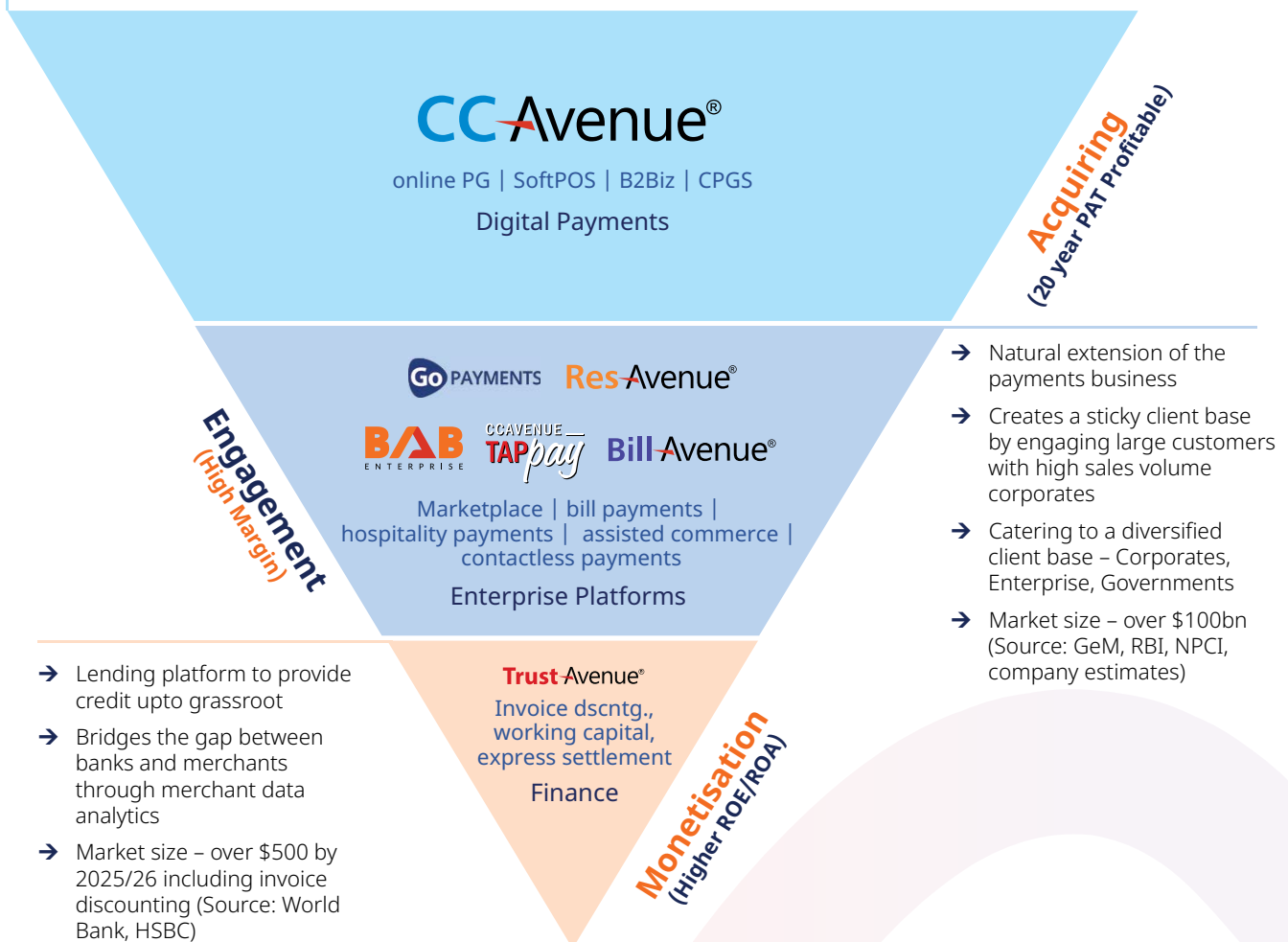
2025

- Unveiled a new brand identity and logo reflecting fintech and AI leadership.
- Announced RediffPay (UPI TPAP) and expanded RediffOne for SMBs.
- Launched Infibeam Quantum Edge, CCAvenue Smart SoundBox, and TapPay.
- Expanded in GCC with a SAMA license, rural BillAvenue reach, and won IAMAI Gold Award.

For Creating Value For All Stakeholders

Strategic Framework

- Core business product
- Enjoys first mover advantage
- Key focus area for merchant acquisition
- Provides base for cross sell opportunities
- India market size (P2M & B2B) - \$4.5 tn by 2026 (Source: BCG)



Corporate Governance Standards and Compliance

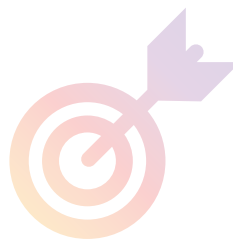
Good corporate governance – acting in harmony with the principles of responsible management aimed at increasing enterprise value on a sustainable basis – is an essential requirement for Infibeam Avenues.

Transparent reporting through corporate and investor communications, corporate governance that is aligned with the interests of all stakeholders, cooperation based on trust between the Board of Directors and Senior Management, Board Committee Members and employees, and compliance with applicable law are essential cornerstones of the corporate culture within Infibeam Avenues. The company's board and employees strictly conduct all compliance and operational aspects keeping in mind the material impacts on all its stakeholders by following various governance policies.



Our Mission

Our mission is to provide world class state-of-the-art fintech platforms for trade, commerce and payments.



Our Vision

Our vision is to enhance the way customers and merchants live, trade and transact through the digitisation and democratisation of commerce. We want to build a world class Fintech company as, our Fintech is 'Next Generation' and capable of delivering 10X value proposition to the customer.

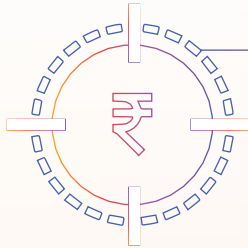
Organisation



Business



How We Create Value Through Managing Our Five Capitals



Manufactured Capital

The company's fintech products include omnichannel payment gateway CCAvenue, payment utility platforms BillAvenue, ResAvenue, and Go Payments. CPGS is the company's bank-centric payment Infrastructure. TrustAvenue is company's lending platform for merchants and banks. Enterprise BaB (BuildaBazaar) is company's ecommerce marketplace digital infrastructure for large organisations.

What We Do

The company provides payment services globally under the brand name CCAvenue and e-commerce software services to large businesses through brand name BaB.

How We Create Value

- Offer comprehensive payment infrastructure to merchants and banks
- Enable merchants to sell online through large marketplace platforms



Financial Capital

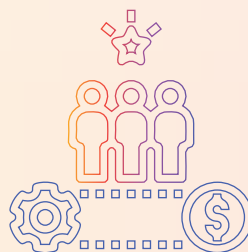
A strong balance sheet with consistent profitability and generating higher returns for shareholders and investors.

What We Do

The company gets its revenue predominantly by charging a fee per transaction and as subscription fee, licence fee, maintenance fee and development fee.

How We Create Value

- Focus is on profitable revenue growth.
- Optimal utilisation of resources.



Human Capital

950+ employees of which more than 30% are tech experts. The founders of the company are early founders of India's Fintech Industry.

What We Do

We are a team of highly skilled experts who are champions in Fintech domain. Our project leads, writers, managers, and business heads make things possible with the right suite of skillsets.

How We Create Value

- The company believes in an empowered work culture in which employees while working with the experts gets an opportunity to learn, contribute and grow
- Most of our business heads are working with us since early inception

How We Create Value Through Managing Our Five Capitals



Intellectual Capital

The company's fintech team is led by our illustrious leadership and senior management team with proven expertise and experience in the B2B digital payments and enterprise software solutions space. Over the years the company has developed various payments and eCommerce platform with inhouse expertise and R&D

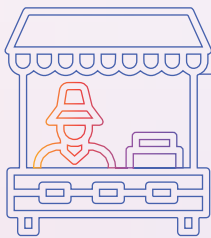
What We Do

We constantly work on enhancing our fintech offerings. With in-house research and technology development, the company over the years have developed payment and platform solutions across the ecosystem for a wide range of B2B customers. We have recently built world's

first and most advanced omnichannel payments app.

How We Create Value

- By constantly innovating, developing and offering many industry first in payment and platform businesses the company simplifies business and payments for all of its existing and potential B2B customers.



Relationship Capital

The company has merchants and banks across India and international locations using its payment solutions as well as large clients and the government for its platform business. Beyond business the company helps in strengthening the fintech ecosystem. ED of the company is Chairman of Payment Council of India as well as a member in various RBI committees to improve digital payments in India.

WHAT WE DO

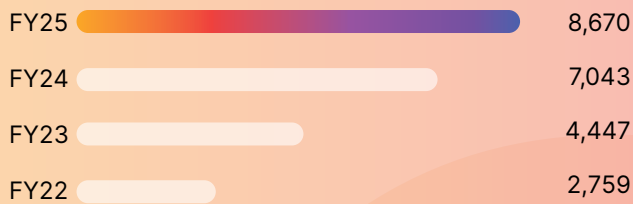
We constantly engage with our merchants through various communication channels to improvise and innovate. Socially, we also build products that are targeted to tap bottom of the pyramid merchants/businesses to allow them to be a part of the organised/semi-organised retail which can be leveraged by lenders to provide credit to boost growth at the grassroot levels.

How We Create Value

- We have built long lasting relationships with many B2B customers and ecosystem partners who continue to utilise our solutions for over a decade. We continue to deepen our relationship with them while expanding and building new relationships in newer geographies.
- Marquee customers across sectors: Indigo, Vistara, Taj, Oberoi, ITC, makemytrip, Yatra, HUL, Bisleri, Jio, Airtel, Myntra, Firstcry, Podar education, Govt of India, Burj Khalifa At The Top, Emaar, Damac, Nakheel, and many more.

Key Performance Indicators (Consolidated)

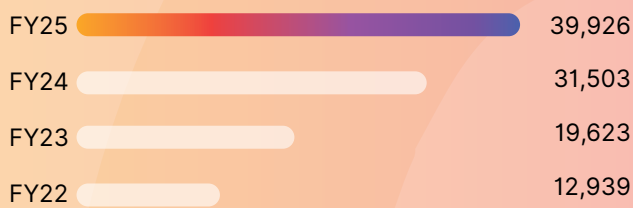
Transaction Processing Value (TPV)¹ (₹ in Billion)



Transaction Volume (Million)



Gross Revenue (₹ in Million)



Net Revenue² (₹ in Million)







EBITDA (₹ in Million)



EBITDA margin on Net Revenue (%)



PAT (from continuing operations) (₹ in Million)

| | | |
|------|---|-------|
| FY25 |  | 2095 |
| FY24 |  | 1,478 |
| FY23 |  | 1,363 |
| FY22 |  | 837 |

PAT margin on Net Revenue (%)

| | | |
|------|--|-----|
| FY25 |  | 40% |
| FY24 |  | 35% |
| FY23 |  | 41% |
| FY22 |  | 32% |

Cash & Cash Equivalents* (₹ in Million)

| | | |
|------|---|-------|
| FY25 |  | 7788 |
| FY24 |  | 8252 |
| FY23 |  | 3,654 |
| FY22 |  | 2,958 |

*including bank deposits

EPS (In ₹)

| | | |
|------|--|------|
| FY25 |  | 0.85 |
| FY24 |  | 0.57 |
| FY23 |  | 0.51 |
| FY22 |  | 0.32 |

Infibeam in the Fintech Universe

Our company is committed to building a low-cost, stable, scalable and sustainable business by primarily targeting the Merchant and Bank segments. This strategic focus allows us to leverage these segments' inherent advantages, ensuring long-term profitability and growth.



Company is focused on low-cost, stable, scalable and sustainable business from Merchants and Banks

Merchants

For merchants, we focus on tapping into the large market of potential users and providing high-volume, reliable services that keep them engaged. We can build strong, long-lasting relationships that drive steady revenue growth by offering a combination of platforms, payment processing, and financial services.

Market Characteristics

- **Large Untapped Market:**
There is a vast number of merchants who have not yet fully adopted digital payment solutions, representing a significant growth opportunity.
- **High Transaction Volumes:**
Merchants typically process a large number of transactions, contributing to substantial TPV (Transaction Processing Value).
- **Cross-Selling Opportunities:**
Once engaged, merchants can be offered additional services such as loans, marketing tools, and more, enhancing revenue potential.

IA Offerings

- **Platforms:**
Our platforms are designed to provide sticky services that keep merchants engaged, ensuring long-term relationships and continuous use of our services.
- **Payments:**
We earn revenue through MDR (Merchant Discount Rate) fees by processing merchant payments. This model has a low customer acquisition cost, making it highly profitable.
- **Finance:**
We offer financial products like merchant loans, earning interest income. This adds another revenue stream and strengthens our relationship with merchants by supporting their growth.

Banks

For banks, our strategy focuses on leveraging their need for advanced technology and stable partners.

By offering robust payment infrastructure and support in loan disbursement, we enhance their capabilities and foster long-term, high-value relationships that are mutually beneficial.

Market Characteristics

- **Technology-Focused:**
Banks always seek advanced technologies to improve their services, making them receptive to our offerings.
- **High Volume and Value Transactions:**
Banks handle large volumes of high-value transactions, which can significantly boost our TPV.
- **Consistent and Long-Term Relationships:**
Banks prefer stable and reliable service providers, leading to enduring partnerships.

IA Offerings

- **Payments Infrastructure:**
We provide the necessary infrastructure for banks to adopt new technologies and enhance their payment processing capabilities.
- **Assisted Disbursement:**
Our services help banks efficiently disburse loans to new merchant bases, aiding in their lending growth and expanding their market reach.

Merchant-Centric Business Model

Infibeam Avenues has adopted a Merchant-Centric Business Model that is Digitally credible and bankable. This model focuses on transforming merchants by providing comprehensive digital solutions, ensuring credibility through digital transactions and making them bankable with lending services.

Infibeam ensures secure, transparent and efficient transactions. This builds trust and reliability between merchants and their customers which is essential for fostering long-term relationships.



Components of the Model



Payment Solutions (CC Avenue)

Infibeam offers robust payment solutions through the CCAvenue platform, Go Payments, ResAvenue, BillAvenue, enabling merchants to accept payments through various modes. This facilitates seamless transactions and broadens customer payment options.



Platform Solutions

Infibeam provides multiple platforms including GeM (Government e-Marketplace) and Jio Platforms. These platforms help merchants manage their operations efficiently, enhance their market reach and integrate value-added services.



Finance

Monetising our growing merchant database, our finance vertical provides quick, flexible financing to help businesses maintain working capital through our lending platform, TrustAvenue, we offer working capital loans, invoice discounting and early settlement.



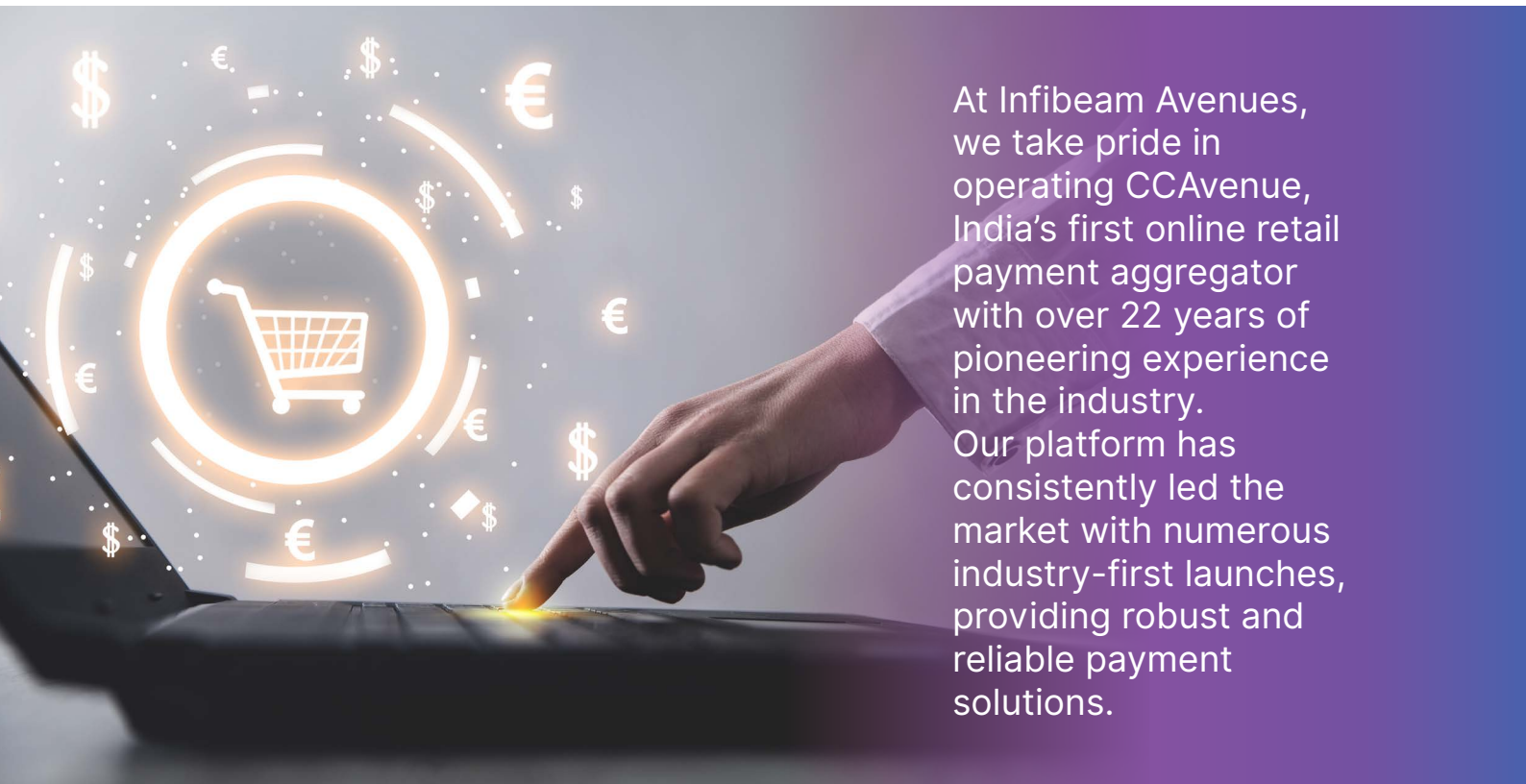
Express Settlements

We provide early payments to digital payment merchants through CCAvenue Express Settlements, reducing the pay-out cycle from T+3 or T+2 days to just a few hours, aiding in effective capital management.

Merchant-Centric Business Model – Payment

CCAvenue Online Payment Solution

CCAvenue®



At Infibeam Avenues, we take pride in operating CCAvenue, India's first online retail payment aggregator with over 22 years of pioneering experience in the industry. Our platform has consistently led the market with numerous industry-first launches, providing robust and reliable payment solutions.

Our Strengths:

- **Regulatory Approval:**
We hold a Payment Aggregator license from the Reserve Bank of India (RBI), ensuring full compliance with regulatory standards.
- **Comprehensive Payment Infrastructure:**
We provide payment infrastructure for top banks, including HDFC, ICICI, Axis, Kotak, JPMC India, Mashreq Bank in UAE, Bank Muscat, Bank Dhofar, and Sohar International in Oman.
- **Extensive Payment Options:**
With over 200 payment options, CCAvenue offers the highest variety in India, accommodating diverse customer preferences.
- **High Processing Capacity:**
Our platform can handle 2400 transactions per second, making it one of India's most efficient payment solutions.
- **Unblemished Record:**
Over the past 20+ years, we have maintained an impeccable record with no penalties or disputes with financial institutions or regulators.
- **Marquee Clients:**
Our client base includes leading corporate names, reflecting our credibility and reliability in the payment solutions market.
- **Innovative Solutions:**
In FY23, we launched CCAvenue TapPay, an omni-channel payment solution targeting the under-penetrated offline payments market.

CCAvenue is designed to offer a seamless and secure payment experience. By integrating with various payment methods like credit cards, debit cards, net banking, UPI, wallets, and more, we ensure that our clients can cater to a wide range of customers.

We are committed to driving innovation and expanding our services to meet the evolving needs of our clients. Our goal is to continue leading the market with cutting-edge payment solutions that provide convenience, security, and efficiency for businesses and consumers alike.

Marquee Clientele – India



Payments Processed

(₹ in Billion)

| | | |
|------|-------------|------|
| FY25 | <div></div> | 2732 |
| FY24 | <div></div> | 2722 |
| FY23 | <div></div> | 2160 |
| FY22 | <div></div> | 1669 |



Merchant-Centric Business Model – Payment

CCAvenue Online Payment Solution

BillAvenue®

BillAvenue, operating through the Bharat BillPay System (BBPS), is a unified and interoperable platform that enables seamless utility and recurring payments for Indian citizens. As one of the select non-bank private players licensed by the RBI, BillAvenue has emerged as a trusted partner in India's digital payments ecosystem. The platform received a perpetual license from RBI in Q3 FY23 to operate as a Bharat Bill Payment Operating Unit (BBPOU), reinforcing its long-term role in advancing financial inclusion.

With over 1.2 million agents across India and participation from 85% of billers on BBPS, BillAvenue caters to both large-scale enterprises and everyday consumers. It ranks among the top 10 BBPOUs by transaction volume, serving marquee merchants like IndianOil, HP, GAIL, DishTV, and ICICI Bank.

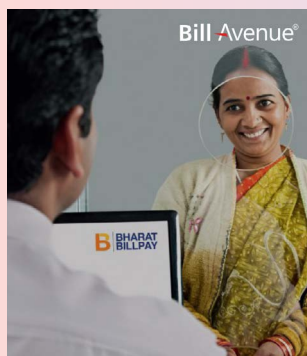
Our Strengths:

- RBI-licensed BBPOU with perpetual license
- Covers 85% of all billers on BBPS
- 1.2+ million agents across India
- Among the top 10 BBPOUs by volume
- Trusted by leading national merchants

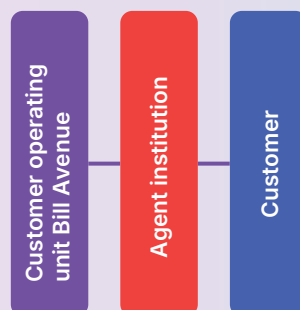
BillAvenue Process Chain



Bill payments such as LPG, Electricity, Telephone, Education Fee, Subscription, DTH and all recurring payments



BillAvenue Bill Operator



BillAvenue Business Performance

| Fiscal Year | Value (INR bn) | Volume (mn) |
|-------------|----------------|-------------|
| FY20 | 6 | 8 |
| FY21 | 24 | 25 |
| FY22 | 102 | 85 |
| FY23 | 148 | 118 |
| FY24 | 210 | 139 |
| FY25 | 293 | 88 |

Bill Payments Industry Performance

| Fiscal Year | Value (INR bn) | Volume (mn) |
|-------------|----------------|-------------|
| FY20 | 217 | 146 |
| FY21 | 430 | 276 |
| FY22 | 1,140 | 668 |
| FY23 | 1,907 | 1,097 |
| FY24 | 3,070 | 1,387 |
| FY25 | 10,137 | 2,541 |

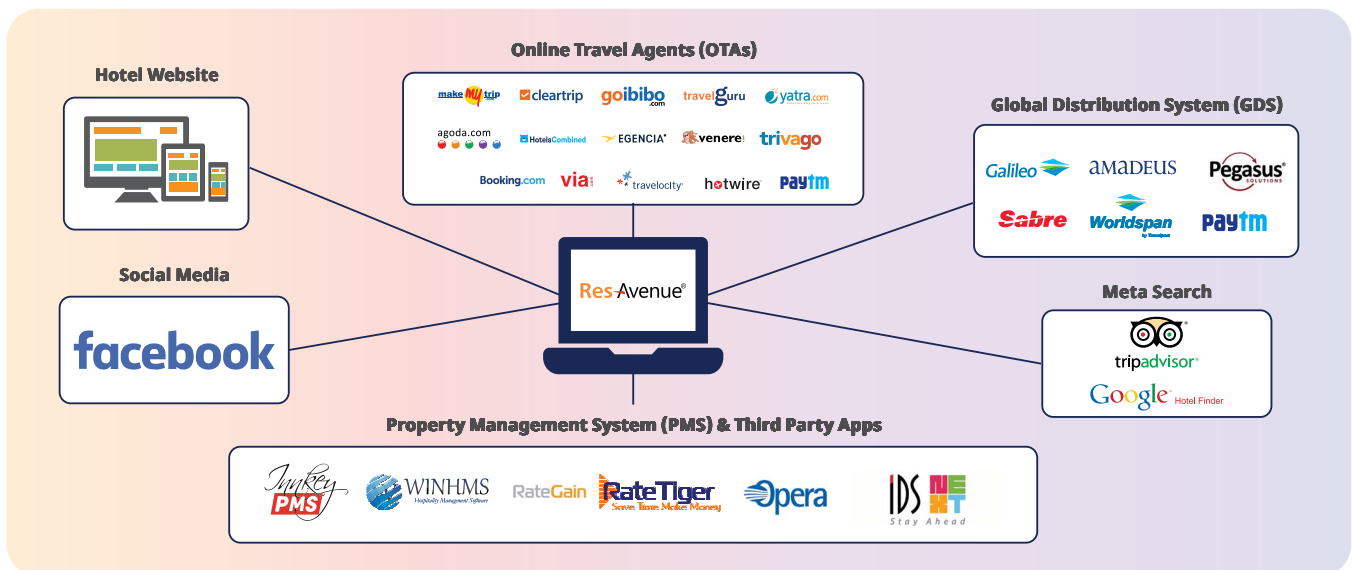
Merchant-Centric Business Model – Payment

CCAvenue Online Payment Solution

ResAvenue®

ResAvenue is an online hospitality management solution designed to help hoteliers efficiently manage and distribute room inventory with real-time updates across various sales channels. Integrated with the CCAvenue payment gateway, it enables hotels to accept payments seamlessly from customers.

This platform serves as a solution layer built on top of the payment gateway, allowing penetration into the extensive and diverse hotel segment. Currently available in India and the UAE, ResAvenue collaborates with numerous marquee clients and holds exclusive arrangements with some of the world's leading hotel chains, including Taj, Hilton, Oberoi, and more.



Marquee Clientele

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

Merchant-Centric Business Model – Payment



At Infibeam Avenues, our majority-owned subsidiary, Instant Global Paytech Pvt. Ltd., operates under the 'Go Payments' brand to provide essential assisted commerce services. We are dedicated to empowering the unbanked population by offering access to digital financial services through Go Payments.

In FY23, we launched a payment issuance infrastructure specifically designed for banks, broadening our service offerings. Our target customers include B2B entities such as corporates, MSMEs, government organisations, and banks.

We have built a robust network of over 110,000 active agents, covering over 10,000 pin codes across India. This extensive reach ensures that our services are accessible even in remote areas.

Key Services Provided by Go Payments

- Money Transfer
- Recharge
- Travel Services
- Insurance
- Cash Collections
- Prepaid Cards (Open Loop & CUG)
- Aadhar Enabled Payment System (AEPS)
- Bharat Bill Payment System (BBPS)

Our Go Payments platform has demonstrated impressive growth in transaction processing value (TPV), increasing from INR 27 billion in FY20 to INR 153 billion in FY24. This growth underscores our commitment to enhancing financial inclusion and providing essential financial services to underserved communities.

Through Go Payments, we continue to innovate and expand our services, ensuring that the unbanked population has access to the digital financial tools they need for improved economic participation and growth.



Merchant-Centric Business Model – Payment

Our Leading Payment Solutions



B2Biz Payments

It automates and streamlines business collections and payments using multiple modes. It boosts cash flow, improves efficiency, and saves costs.



CCAvenue SNIP

Our Social Network Instream Payments (SNIP) enables clients to sell products and collect payments in-stream instantly across social networks like Facebook, WhatsApp, Twitter, and Pinterest.



Invoice Payments

This solution enables clients to automatically create and send itemised, recurring, and bulk invoices in multiple currencies.



Subscriptions

This solution enables clients to create automated and customisable subscription plans and collect recurring payments through multiple payment modes.



CCAvenue F.R.I.S.K.

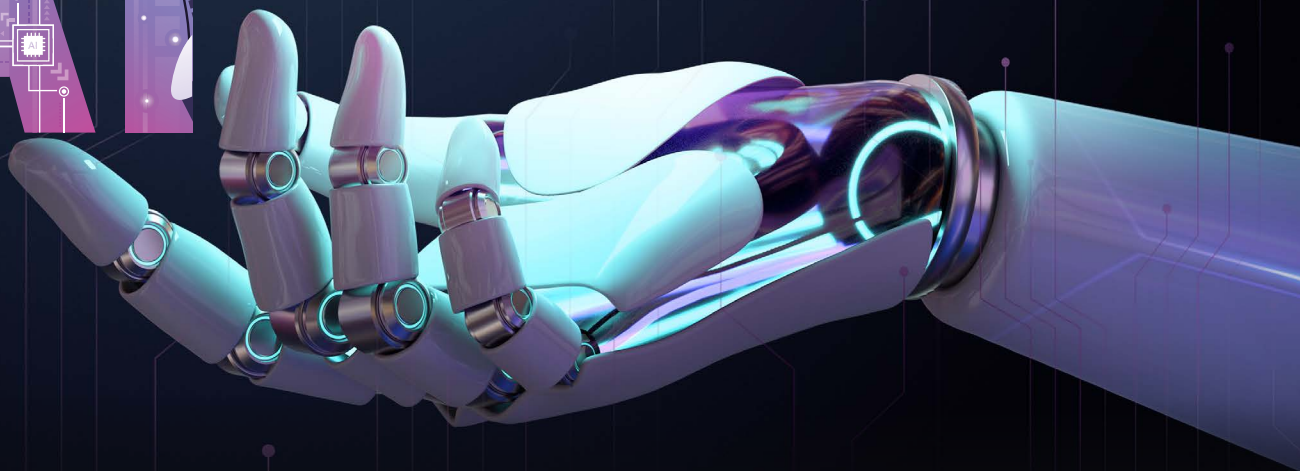
(Fraud & Risk Identification System & Knowledgebase) With a combination of best practices, leading technology, and human intelligence, the CCAvenue F.R.I.S.K. engine, built over 20 years ago, provides an unprecedented level of risk detection and helps assess each transaction against a negative database collected over a decade. Our dedicated risk management team verifies over 150 variables, such as high-risk global IP address verification, BIN number mapping, keystroke speed recording, etc.



CCAvenue TokenPay

CCAvenue TokenPay is an end-to-end solution for merchants to allow their customers to continue saving cards via network-issued tokens in compliance with the RBI-recommended framework. It is a multi-network tokenisation solution that enables token provisioning, retrieval, management, and processing through a unified platform without multiple integrations.

Artificial Intelligence



Infibeam Avenues Limited has made significant strides in Artificial Intelligence, aiming to revolutionise business operations and enhance productivity and efficiency through innovative AI solutions. One of the major developments is the introduction of THEIA, a groundbreaking video AI platform. THEIA is designed to optimise workflows and extract valuable insights from video data, empowering businesses and governments to achieve higher operational efficiency.

In addition to THEIA, Infibeam has invested in Pirimid Technologies, integrating advanced

payment solutions and exploring AI for transaction optimisation. This investment aims to enhance the company's payment infrastructure, drive innovation in financial technology and to offer advanced solutions across diverse industry verticals, enhancing its global IT services and AI capabilities.

Furthermore, Infibeam has established an AI Hub, leveraging the Gujarat Government's IT/ITeS Policy 2022-27. This initiative focuses on AI-based fraud detection and prevention, positioning the company as a leader in the tech sector with robust security measures.

Streamlining Business Payments with Comprehensive CCAvenue Solutions



India's First Certified Pin-On-Glass Solution

Transforms merchants' smartphones into PoS terminals for contactless payments.

Customers can tap their cards on merchants' or their NFC-enabled mobile phones.

Certified by Visa, MasterCard, and RuPay for secure transactions over ₹5000, making it ideal for high-value transactions.



Instant QR Code- based Payments

Offers secure and contactless payments via CCAvenue QR, UPI QR, or Bharat QR codes.

Users can easily scan the code to pay through any UPI-enabled app.



Frictionless In-App Transactions

Enhances the in-app payment experience with mobile SDKs.

Facilitates seamless integration of payment solutions into business iOS or Android apps.



Convenient IVRS-based Payments

Enables secure payment collection over the phone without the need for internet access.

Provides a swift and cost-effective method for payment acceptance.



Highly Secure Online Transactions

Offers a comprehensive payment stack with multicurrency capabilities for real-time payments.

Supports all major credit/debit cards, net banking, EMI, UPI, mobile wallets, and more.



Custom Payment Links

Enables online selling through easy-to-use payment links.

Merchants can share payment links with customers via email, SMS, or social media.

Bank-Centric Business Model

At Infibeam Avenues, we have developed a Bank Centric Business Model designed to build robust payment infrastructures. This de-risked and sustainable model leverages our fintech expertise to facilitate global expansion and create substantial value for our banking partners and clients.



How It Works

Our model integrates multiple key components to provide a seamless and efficient payment ecosystem:

Payments Infrastructure

We collaborate with leading banks such as HDFC Bank, ICICI Bank, Kotak Mahindra Bank, J.P. Morgan, Bank Muscat, and Mashreq Bank. This collaboration allows us to access untapped merchant bases, offer merchants cheaper bank loans, and implement Straight Through Processing (STP) for efficiency. By utilizing superior data analytics, we enhance underwriting processes, which helps in lowering Non-Performing Assets (NPAs) for banks.

Trust Avenue (Finance Assisted Disbursement)

Trust Avenue is a crucial component that provides finance-assisted disbursement.

This element focuses on retail payment network control, covering card networks, real-time payments, and utility payments. Our system ensures connectivity to all banks and taps into global opportunities.

NUE Payment Network

The NUE (New Umbrella Entity) Payment Network is designed to offer a comprehensive retail payment network control. This includes integration with various financial services to facilitate seamless and secure transactions across multiple channels.

Value Creation

- Tech Focused
- Our technology-driven model ensures high efficiency and advanced capabilities in handling payments.
- Substantial Fraud & Risk Management
- We employ robust fraud detection and risk management systems to ensure the security and integrity of transactions.
- High Volume & Value, Premium Customers
- Our partnerships with central banks enable us to handle high volumes of transactions and cater to premium customers, ensuring significant business growth.
- Sticky & Consistent Business
- Our model ensures a consistent and reliable payment infrastructure, fostering long-term relationships with merchants and banking partners.

Corporate Information

BOARD OF DIRECTORS

| | |
|--------------------------|--|
| Mr. Ajit Mehta | Chairman Emeritus & Non-Executive Director |
| Mr. Vishal Mehta | Chairman & Managing Director |
| Mr. Vishwas Patel | Joint Managing Director |
| Mr. Piyushkumar Sinha | Independent Director |
| Mr. Narayanan Sadanandan | Independent Director |
| Ms. Girija Krishan Varma | Independent Director |

AUDIT COMMITTEE

| | |
|--------------------------|----------|
| Mr. Piyushkumar Sinha | Chairman |
| Mr. Vishal Mehta | Member |
| Ms. Girija Krishan Varma | Member |

NOMINATION AND REMUNERATION COMMITTEE

| | |
|--------------------------|----------|
| Mr. Piyushkumar Sinha | Chairman |
| Mr. Ajit Mehta | Member |
| Ms. Girija Krishan Varma | Member |

STAKEHOLDERS' RELATIONSHIP COMMITTEE

| | |
|--------------------------|----------|
| Mr. Ajit Mehta | Chairman |
| Mr. Piyushkumar Sinha | Member |
| Mr. Narayanan Sadanandan | Member |

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

| | |
|-----------------------|-------------|
| Mr. Vishal Mehta | Chairman |
| Mr. Piyushkumar Sinha | Member |
| Mr. Vishwas Patel | Member |
| Mr. Sunil Bhagat | CSR Officer |

RISK MANAGEMENT COMMITTEE

| | |
|-----------------------|----------|
| Mr. Vishal Mehta | Chairman |
| Mr. Ajit Mehta | Member |
| Mr. Piyushkumar Sinha | Member |
| Mr. Sunil Bhagat | Member |

KEY MANAGERIAL PERSONNEL

| | |
|---------------------|--|
| Mr. Vishal Mehta | Chairman & Managing Director |
| Mr. Vishwas Patel | Joint Managing Director |
| Mr. Sunil Bhagat | Chief Financial Officer |
| Mr. Shyamal Trivedi | Sr. Vice President and Company Secretary |

REGISTERED OFFICE

28th Floor, GIFT Two Building, Block No. 56,
Road-5C, Zone-5, GIFT CITY,
Gandhinagar – 382 050, Gujarat, India

WEBSITE

www.ia.ooo

EMAIL ID

ir@ia.ooo

LISTED ON

The BSE Limited (Scrip Code: **539807**)
The National Stock Exchange of India Limited
(NSE Symbol: **INFIBEAM**)

STATUTORY Auditors

M/s. Shah & Taparia,
Chartered Accountants

SECRETARIAL AUDITORS

M/s. SPANJ & Associates,
Company Secretaries

BANKERS

ICICI Bank Limited
HDFC Bank Limited
IndusInd Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Limited

205-208, Anarkali Complex, Jhandewalan
Extension, New Delhi-110055,

Email: rt@alankit.com

Website: www.alankitassignments.com

Management Discussion and Analysis

Global Economy

The global economy is in a transitional phase marked by cautious optimism, measured recovery, and persistent risks. As per the International Monetary Fund's (IMF) World Economic Outlook (January 2025), global GDP growth is projected at 3.3% in 2025 and 2026, marginally below the long-term average of 3.7%. Inflationary pressures are expected to ease from 4.2% in 2025 to 3.5% in 2026 driven by a gradual unwinding of aggressive monetary tightening and a softening of supply-side bottlenecks.

Advanced economies such as the United States, Germany, and Japan are stabilizing, supported by resilient consumer demand and stronger supply chain efficiencies. However, emerging markets remain exposed to currency volatility, tighter financial conditions, and elevated external debt burdens. The IMF cautions that sustained trade frictions and rising protectionist policies, particularly tariff escalations led by the U.S., could moderate global growth to 2.8% in 2025.

Geopolitical instability, particularly in energy-sensitive regions such as the Middle East, continues to weigh on global inflation expectations. At the same time, digital transformation and AI-led productivity gains are reshaping industries worldwide, acting as an important driver of medium-term growth. The effectiveness of these gains, however, depends on regulatory preparedness, talent development, and the pace of adoption across sectors.

For India, this evolving global environment presents both challenges and opportunities. As the world's fastest-growing major economy, India is leveraging digital public infrastructure, fintech adoption, and AI-driven innovation to strengthen its role in the global economy.

Context for Infibeam Avenues

Within this context, Infibeam Avenues stands at the forefront as a pioneering Indian fintech player, driving secure, scalable, and innovative payment and digital commerce solutions. By aligning with the structural shift towards digital-first economies, Infibeam Avenues is strategically positioned to harness global tailwinds in technology adoption while navigating macroeconomic uncertainties. The Company's focus on AI-powered payment infrastructure, platform innovations, and regulatory-compliant financial solutions enables it to contribute meaningfully to India's digital transformation and expand its influence across global markets.

For Infibeam Avenues, the current global macroeconomic environment presents a balanced mix of challenges and opportunities. While subdued growth forecasts and ongoing geopolitical risks may affect cross-border trade

flows and investor confidence, the steady recovery in advanced economies and the accelerating adoption of digital-first and AI-enabled solutions are directly aligned with the company's strengths in payments and platform services.

The anticipated moderation of inflation and interest rates across major economies is expected to create a more supportive environment for consumer spending, transaction volumes, and merchant activity in markets where Infibeam Avenues operates. At the same time, the uneven pace of digital transformation across geographies opens new opportunities for the company to bridge adoption gaps in emerging economies, providing secure, scalable, and cost-efficient fintech infrastructure to enterprises navigating tighter financial and regulatory conditions.

By staying focused on innovation, regulatory compliance, and AI-powered scalable infrastructure, Infibeam Avenues is strategically positioned to capture value from the ongoing shift towards global digital commerce. The company remains vigilant to risks stemming from trade policy shifts, financial volatility, and geopolitical uncertainties, while leveraging its role as a leading Indian fintech innovator to shape new opportunities in domestic and international markets.

Looking ahead, Infibeam Avenues seeks to strengthen its position as a "Make in India, for the World" fintech pioneer, exporting India's technological capabilities to the global stage while enabling businesses everywhere to thrive in the digital economy.

Indian economy

India continues to stand out as a global growth leader, with GDP growth estimated at 6.5%–7.0% in FY 2024–25 and expected to stabilise around 6.5% in FY 2025–26. This consistent performance reaffirms India's status as the fastest-growing major economy, powered by resilient private consumption, government-led infrastructure spending, improvements in logistics, and structural reforms aimed at strengthening manufacturing competitiveness.

In FY 2023–24, construction (10.7%) and manufacturing (8.5%) were among the strongest contributors to Gross Value Added (GVA), reflecting a broad-based industrial resurgence. This momentum has been further supported by healthy credit flows, with MSME lending expanding by 14.1% year-on-year and credit to NBFCs and the services sector rising over 20%, underscoring deeper financial penetration and growing access to formal funding.

The Reserve Bank of India (RBI) has maintained its

policy repo rate at 6.5%, balancing growth priorities with inflation management. Retail inflation has moderated and is expected to remain within the 2–6% tolerance band, converging gradually toward the 4% medium-term target, creating a supportive environment for consumption and investment.

While external headwinds such as commodity price fluctuations, global trade disruptions, and spillovers from emerging market volatility persist, India's strong macroeconomic fundamentals, policy stability, and expanding industrial base position it well to sustain its growth trajectory.

Context for Infibeam Avenues:

For Infibeam Avenues, this macroeconomic backdrop represents a high-growth domestic opportunity. Rising consumption, deeper digitisation of MSMEs, and expanding formal credit access directly complement the company's strengths in digital payments, AI-led fintech solutions, and enterprise platforms. As India's e-commerce and digital transaction volumes continue to grow, Infibeam Avenues is positioned to capture significant value by providing secure, scalable, and innovation-driven financial infrastructure to businesses of all sizes.

India's macroeconomic strength also creates a favourable operating environment for Infibeam Avenues' expansion. Increasing financial inclusion and credit penetration, particularly among MSMEs and service providers, enhances opportunities for the company's payment gateway and enterprise platform solutions. At the same time, moderating inflation and a stable interest rate regime boost consumer spending power, accelerating the adoption of digital payments.

By leveraging India's growth momentum, deepening digital infrastructure, and expanding credit ecosystem, Infibeam Avenues is well-positioned to strengthen its domestic footprint, reinforce its role as a key enabler of India's digital growth story, and build resilience against external uncertainties.

Expansion of the digital payments ecosystem

India's digital payments landscape continued its structural growth momentum in FY25, driven by UPI's unmatched scale and the steady expansion of other payment rails such as cards, BBPS, NETC, and PPIs. UPI alone processed ~11,761 crore transactions worth ₹180.24 lakh crore in FY25, accounting for ~84% of India's retail digital payment volumes. This momentum is mirrored in the Reserve Bank of India's Digital Payments Index (DPI), which stood at 493.22 in March 2025, marking a 10.7% YoY increase over March 2024. The index's rise reflects nationwide gains in payment infrastructure and performance. For Infibeam Avenues Limited (IAL), these macro trends support aggressive merchant onboarding

through CCAvenue and sustained transaction growth in MDR-bearing payment modes.

Overall Digital Payments Market – India (Includes UPI, cards, BBPS, NETC, and PPIs; Source: RBI, NPCI, PwC analysis)

| Fiscal Year | Transaction Volume (in billion) | Transaction Value (in ₹ trillion) |
|-------------|---------------------------------|-----------------------------------|
| FY 22–23 | 111 | 199 |
| FY 23–24 | 159 | 262 |
| FY 24–25 E | 220 | 343 |
| FY 25–26 E | 279 | 395 |
| FY 26–27 E | 344 | 450 |
| FY 27–28 E | 409 | 513 |
| FY 28–29 E | 481 | 577 |

The data indicates that India's digital payment transaction volume is expected to grow more than 2x between FY24 and FY29, while transaction value is projected to more than double in the same period. Such sustained double-digit expansion presents a robust growth runway for payment aggregators, acquirers, and value-added service providers—sectors in which IAL maintains a competitive presence.

Key Trends (based on PWC August 24 report)

Cards – Credit Rising, Debit Contracting

The Indian card market is poised for continued transformation, with credit cards leading transaction value growth. New customer sourcing will increasingly come from mass and mass-affluent segments, especially those earning INR 2.5–10 lakh annually. Product innovation is set to accelerate, with virtual cards, commercial credit cards for SMEs, wearables, and alternate underwriting models expanding access to credit for new-to-credit customers. Reward programmes are evolving into profit centres, integrating redemption directly at checkout to drive spending and engagement.

By FY 2028–29, credit cards in force are expected to reach around 200 million, generating more than 9 billion annual transactions and spending nearing INR 40 trillion. Debit card activity is projected to remain muted unless significant product and rewards restructuring occurs, with credit lines embedded into merchant ecosystems and business platforms becoming more common.

Merchant Acquiring – Infrastructure Expansion and Tier II–IV Penetration

Merchant acquisition will continue its deep penetration into Tier II–IV cities, with QR codes as the preferred acceptance mode due to their low cost and instant settlement features. Providers are expected to tackle low merchant activation rates with value-added services

such as lending and insurance, as well as devices like soundboxes that improve transaction confirmation and loyalty.

By FY 2028–29, QR code deployments are projected to exceed 705 million, while POS terminals will approach 11.44 million. Soundbox adoption will more than double from FY 2023–24 levels to about 45 million units. Offline merchant acquiring revenues are anticipated to almost double, supported by expanded cross-selling of financial products.

POS Trends – The Rise of SoftPOS in India

India is emerging as a frontrunner in the global adoption of Software Point-of-Sale (SoftPOS) technology, according to Worldline's white paper "SoftPOS: Transforming Contactless Payments Across Industries." The study projects over 3.45 crore SoftPOS merchant deployments worldwide by 2027, driven largely by the growing preference for contactless, smartphone-based payment systems.

With mobile payment volumes in India expected to surge from ₹66.30 lakh crore (\$792.4 billion) in 2024 to ₹4,17.45 lakh crore (\$4.99 trillion) by 2033, SoftPOS is poised to become a key enabler for businesses—particularly micro, small, and medium enterprises (MSMEs)—to remain competitive in an increasingly digital payments ecosystem. As Worldline India CEO Ramesh Narasimhan notes, SoftPOS "empowers businesses to accept payments securely and affordably without dedicated hardware."

The adoption wave will be led by MSMEs, who stand to benefit the most from its low-cost, scalable nature and ability to turn any NFC-enabled smartphone into a payment acceptance device. By eliminating the need for traditional POS terminals, SoftPOS opens the door for wider merchant participation, especially in semi-urban and rural areas where cost and infrastructure barriers have historically slowed adoption. With the convergence of mobile penetration, contactless preference, and regulatory support, SoftPOS is set to redefine the merchant acceptance landscape in India over the coming years.

Prepaid Payment Instruments (PPIs) – Consolidation and New Gateways

The PPI segment is set to regain momentum through regulatory changes allowing integration with third-party platforms, boosting interoperability and simplifying access. Corporate disbursements, loyalty-linked use cases, and compliant product designs are likely to be the main growth drivers.

By FY 2028–29, PPIs are expected to handle about 10.4 billion transactions annually, with a total value of INR 5.0 trillion. Gift cards will continue to expand as a high-growth niche within the segment.

Bharat Bill Payment System (BBPS) – From Utilities to Comprehensive Settlement Hub

BBPS is on track to evolve into a universal settlement platform covering all recurring and non-recurring payments, with cross-border BBPS for NRIs creating additional opportunities. Greater participation from banks, NBFCs, and fintechs will widen its reach, especially in rural and underserved areas.

By FY 2028–29, BBPS transaction volumes are expected to exceed 6.02 billion, with values reaching INR 16.2 trillion. The addition of more payment categories and billers will significantly enhance penetration.

National Electronic Toll Collection (NETC) – Mobility Payments Scaling Up

NETC will broaden its role beyond toll payments, with expanded use cases in parking, commercial fleet management, and urban mobility. The planned adoption of the Global Navigation Satellite System (GNSS) will allow fully automated tolling and eliminate wait times.

By FY 2028–29, NETC transaction volumes are projected to reach 6.6 billion, with values of INR 1.19 trillion. Revenue from NETC is expected to grow from INR 26.2 billion in FY 2026–27 to INR 35.7 billion.

Business and Commercial Payments – B2B Digitalisation

B2B digital payments will increasingly integrate with lending, insurance, and accounting in embedded finance ecosystems. Commercial credit cards will extend to more SMEs, supported by connected finance dashboards that provide real-time cash flow visibility.

By FY 2028–29, virtual card adoption is expected to expand rapidly, with single-use formats becoming standard for high-security business transactions in logistics, healthcare, events, and travel.

Online Merchant Acquisition and Payment Gateways

Online merchant acquisition in India is set for sustained momentum, fuelled by the twin forces of e-commerce growth and government-backed digitalisation initiatives. The integration of merchants into online acceptance networks is becoming faster and more cost-effective, opening opportunities for new markets and merchant categories. Government programmes such as Digital India and the expansion of the Open Network for Digital Commerce (ONDC) are accelerating payment gateway adoption, while the rise of affordable internet access and smartphone penetration continues to expand the addressable merchant base.

A key trend is the growing adoption of white-label payment gateways, which allow businesses to offer seamless, brand-consistent payment processing without building their own infrastructure. These gateways support multiple payment modes—credit and debit cards,

prepaid instruments, BNPL, and bank transfers—giving merchants flexibility and enabling personalised checkout experiences. For SMEs, this flexibility is coupled with the ability to integrate payment processing directly into their business software, improving operational efficiency and maintaining brand identity.

The customisation of payment is also shaping the payment gateway market flows to meet sector-specific needs. E-commerce merchants benefit from easy-to-implement APIs, enabling quick onboarding and secure processing, while other sectors such as travel, healthcare, and education increasingly leverage gateway capabilities for recurring payments and subscription models. The growing influence of omnichannel commerce is prompting gateways to support both online and offline transactions, giving merchants a unified view of customer payments across channels.

By FY 2028–29, the Indian payment gateway market is projected to reach INR 259.06 billion, driven by the convergence of gateways with alternative payment methods, loyalty-linked checkouts, and embedded finance offerings. The integration of gateways into SME business platforms, accounting systems, and omnichannel retail solutions will be a defining feature of this evolution. With more fintech entrants, enhanced fraud prevention systems, and improved settlement speeds, online merchant acquisition will remain a central pillar of India's digital payments growth story in the years ahead.

Regulatory and Technology Enablers

Regulators will focus on enhancing competition, fair pricing, and customer grievance mechanisms, while also enabling secure innovation. Big data analytics will be deeply embedded into payment systems, supporting personalisation, real-time settlement, and predictive fraud detection.

By FY 2028–29, super-app ecosystems combining payments, credit, insurance, and wealth management will be more prevalent, powered by robust regulatory frameworks and advanced fraud prevention technologies.

Infibeam Positioning

Against a backdrop of rapid digitalisation in payments, merchant infrastructure expansion, and growing demand for omni-channel acceptance solutions, Infibeam Avenues Limited (IAL) is uniquely positioned to capitalise on both the scale and direction of the market. As India's first listed fintech and one of the top three B2B payment gateways in the country, IAL operates at the core of the fastest-growing segments—online merchant acquisition, alternative acceptance solutions, and bill payment platforms.

The company's flagship CCAvenue gateway directly aligns with the projected surge in the Indian online PG market

to over INR 259 billion by FY 2028–29. With a merchant base exceeding 10 million and record onboarding momentum in FY25, IAL has a strong springboard for sustained market share gains. Complementary products such as CCAvenue Smart SoundBox and TapPay enable the company to ride the accelerating offline merchant acquisition wave, especially in Tier II–IV towns where soundbox and QR-based acceptance are growing sharply.

Beyond payments, IAL's BillAvenue platform, integrated into the Bharat Bill Payment System (BBPS), provides significant penetration into utility and recurring payments—a segment expected to more than double in transaction value and volume by FY 2028–29. With coverage across 85% of BBPS billers and a 1.2 million-strong agent network, IAL has deep reach into semi-urban and rural India, where regulatory and infrastructure initiatives are driving the next phase of digital adoption.

Strategically, the recent majority acquisition of Rediff and the upcoming introduction of RediffPay for consumers represents a major growth lever. Rediff's strong brand recall, enterprise email solutions, and consumer reach provide IAL with a ready platform to cross-sell fintech offerings, while RediffPay enhances its capabilities in consumer-facing payments. This acquisition not only broadens IAL's ecosystem but also strengthens its ability to deliver integrated solutions spanning payments, communications, and digital commerce reinforcing stickiness among both enterprises and SMEs.

Meanwhile, IAL's diversification into AI-driven transaction intelligence under Phronetic.AI, and its Infibeam Quantum Edge distributed data center network positions the company at the intersection of payments, AI, and digital infrastructure. These adjacencies align with structural shifts toward embedded finance, AI-powered analytics, and scalable infrastructure—offering resilience against payment margin compression and opening new growth avenues globally, especially across the GCC.

Underpinned by India's macroeconomic strength, robust GDP growth, deepening credit penetration, moderating inflation, and stable interest rates, IAL stands to benefit from expanding digital transaction volumes, MSME digitisation, and rising consumer demand. With committed investment in AI, data centers, and omni-channel payment solutions, and a consistent track record of profitability, Infibeam Avenues is structurally positioned to enable India's digitally empowered economy beyond 2026 while building scale and resilience for global expansion.

Review of Operations – FY25

Infibeam Avenues Limited (IAL), India's first listed fintech company, strengthened its position in FY25 as a multi-vertical technology powerhouse operating at

the convergence of fintech, artificial intelligence, and digital infrastructure. Over the past year, the company successfully evolved from a pure-play digital payments provider into a diversified platform offering omni-channel payment solutions, enterprise SaaS commerce, AI-led products, and distributed data center infrastructure. With over two decades of operational experience and a consistent record of profitability, IAL today operates one of the most comprehensive and future-ready digital ecosystems in the market.

The company's flagship brand, CCAvenue, continues to be among the top three B2B online payment gateways in India and one of the leading non-bank private payment processors in the UAE. Serving millions of merchants, future growth will also be driven by innovative product launches such as the CCAvenue Smart SoundBox, which integrates QR, NFC, card, EMI, and UPI acceptance into a single device, and CCAvenue TapPay, which converts any Android phone into a contactless payment terminal, unlocking new opportunities for micro-entrepreneurs and gig workers.

Table 1 – CC Avenue TPV Data (India + Intl.)

| FY | INR billion | USD billion |
|------|-------------|-------------|
| FY21 | 952 | 12 |
| FY22 | 1,669 | 20 |
| FY23 | 2,160 | 26 |
| FY24 | 2,722 | 33 |
| FY25 | 2,732 | 33 |

In bill payments, BillAvenue, operating under the Bharat Bill Payment System (BBPS), deepened its coverage to connect with 85% of all billers on the network and expanded its agent base to 1.2 million, driving adoption in rural and semi-urban regions. Complementing this, Go Payments—a majority-owned subsidiary—scaled its assisted commerce services across money transfers, recharges, insurance, and prepaid cards to over 10,000 pincodes nationwide.

The Platforms segment, contributing about 5% of gross revenue, delivered robust performance through its cloud-based SaaS offerings that integrate ERP, CRM, HRMS, payments, and value-added enterprise solutions. Clients contracts structured on licensing and annuity models, ensures focus on recurring revenues. While the Government e-Marketplace (GeM) continues to run on IAL's infrastructure, revenue recognition ended in Q3 FY24 due to contract restructuring, with focus now on expanding enterprise and international deployments.

A key highlight of FY25 was IAL's strategic pivot into Artificial Intelligence and digital infrastructure. The company formally introduced its AI arm, Phronetic.AI, envisioned as a developer platform for global marketplace

for AI agents, enabling developers and enterprises to build and deploy autonomous AI solutions without coding. Expanding beyond agent marketplaces, IAL recently announced significant investments in reasoning models and agentic AI systems, aimed at building next-generation AI capabilities that move from transactional automation to cognitive decision-making. These advancements position the company at the forefront of enterprise-grade AI adoption, with applications across commerce, finance, and digital services.

Supporting its AI roadmap is Infibeam Quantum Edge, a distributed AI-optimized data center network designed for high-performance computing workloads. With a targeted payback period of under 24 months, the initiative is expected to provide both scalability and cost efficiencies. To accelerate its AI, data center, and GCC expansion plans, IAL has committed an investments, partly funded through the recently concluded rights issue of up to INR 700 crore.

FY25 also saw the announcement of the acquisition of Rediff and introduction of RediffPay, a strategic growth opportunity that enhances IAL's digital ecosystem through a stronger consumer internet presence and an integrated payments offering.

FY25 Financial Performance

Revenue Model Overview

Infibeam Avenues operates a growth-oriented revenue model that blends transaction-driven income with annuity-based licensing streams, ensuring both scale and stability. The majority of revenues are derived from transaction-based activities—spanning both Payments TPV and Platform TPV—while the remaining comes from non-transactional sources such as ancillary platforms and services.

Over the past four years, the company has demonstrated consistent scale-up in processing volumes. Total Transaction Processing Value (TPV) expanded from INR 1.4 trillion in FY21 to INR 8.6 trillion in FY25, driven by robust growth across both the payments segment and the enterprise platform business. Importantly, monetisation has also strengthened, with the Payments Net Take Rate (NTR) improving from 5.8 bps in FY22 to 11.7 bps in FY25, reflecting better pricing, favourable merchant mix, and operational optimisation. Quarterly FY25 data also confirms healthy and sustainable margins, with NTR holding in the 9.2–11.1 bps range.

IAL exceeded its FY25 financial guidance across all key metrics, delivering strong growth in revenue and profitability while maintaining industry-leading margins. This performance was underpinned by higher transaction volumes, an improved payments net take rate, a favourable merchant mix, and expanding international contributions.

| Metric | FY25 | FY24 | YoY Growth |
|--|--------|--------|------------|
| Transaction Processing Value (INR billion) | 8,670 | 7,043 | +23% |
| Payments Net Take Rate (bps) | 11.7 | 8.2 | +44% |
| Consolidated Gross Revenue (INR mn) | 39,926 | 31,503 | +27% |
| Consolidated Net Revenue (INR mn) | 5,258 | 4,192 | +25% |
| Consolidated adjusted EBITDA* (INR mn) | 3,121 | 2,537 | +23% |
| Consolidated adjusted EBITDA* Margin (% Net Revenue) | 59% | 61% | — |
| Consolidated adjusted Profit After Tax* (INR mn) | 2,095 | 1,478 | +42% |
| Consolidated adjusted PAT* Margin (% NR) | 40% | 35% | — |

* Excluding the notional impact arising from mark-to-market gain / (loss) from investment in listed security [this has no impact on cash flows]

Table – Revenue Model Data

| FY | Platform TPV (INR trillion) | Payments TPV (INR trillion) | Total TPV (INR trillion) | Annual NTR (bps) |
|------|-----------------------------|-----------------------------|--------------------------|------------------|
| FY21 | 0.4 | 1.0 | 1.4 | — |
| FY22 | 1.1 | 1.9 | 2.9 | 5.8 |
| FY23 | 2.0 | 2.4 | 4.4 | 8.2 |
| FY24 | 4.0 | 3.0 | 7.0 | 8.2 |
| FY25 | 5.4 | 3.2 | 8.6 | 11.7 |

FY25 Outperformance

Infibeam Avenues exceeded its FY25 financial guidance across all key metrics, underscoring strong operating leverage and execution capabilities. Performance was anchored by:

- Higher transaction volumes,
- Improved payments net take rate,
- Favourable merchant portfolio, and
- Growing international contributions.

Key financial highlights:

- Consolidated Gross Revenue: INR 39,926 million, up 27% YoY, driven by a 23% increase in TPV and a 44% YoY improvement in payments NTR to 11.7 bps.
- Consolidated Net Revenue: +25% YoY, reflecting both scale and monetisation gains.
- Consolidated adjusted EBITDA*: INR 3,121 million, up 23%, with EBITDA margins at 59% of net revenue, among the highest in the industry.
- Consolidated adjusted Profit After Tax (PAT)*: INR 2,095 million, up 42% YoY, delivering a 40% PAT margin—highlighting strong efficiency, scalability, and resilience.

* Excluding the notional impact arising from mark-to-market gain / (loss) from investment in listed security [this has no impact on cash flows]

This reinforces Infibeam Avenues' ability to grow at scale while sustaining industry-leading profitability, validating its strategy of combining transaction-led growth with technology-driven operating leverage.

CONSOLIDATED FINANCIAL PERFORMANCE

The consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on an accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The discussions in this section relate to the consolidated financial results pertaining to the year ended March 31, 2025. The significant accounting policies, involve the use of estimates, judgments, and assumptions that are significant to understand our results. For additional information, see Note 1-4 of consolidated financial statements.

A. Analysis of Revenue

1. Revenue from operations

| (Rs. in mn) | FY25 | FY24 | Change |
|-------------------|--------|--------|--------|
| Operating Revenue | 39,926 | 31,503 | 26.74% |

Operating Revenue increased by 26.7%, reaching ₹39,926 million in FY25 compared to ₹31,503 million in FY24. This growth was fuelled by higher transaction volumes and larger average transaction values processed on our platforms. Details are given below :

| (Rs. in mn) | FY25 | FY24 | Change |
|--|-------|-------|--------|
| Volume of transactions processed (Nos. mn) | 562 | 531 | 5.84% |
| Value of transactions processed (Rs in bn) | 8,670 | 7,043 | 23.10% |

This robust growth demonstrates the scalability of our payment ecosystem and the trust we continue to build among merchants, consumers, and partners. The higher transaction value highlights our increasing share in large-value digital payments, while transaction volumes indicate wider adoption across SMEs, corporates, and retail merchants. Our ability to seamlessly handle scale—without compromising on speed or security—positions us as one of the most reliable payment partners in the market. Our Fintech offerings are in two broad business segments and segment-wise generation of revenue has been as follows:

| (Rs. in mn) | FY25 | FY24 | Change |
|--------------------------------|---------------|---------------|---------------|
| Business Segment | | | |
| Payment Business | 37,866 | 29,532 | 28.22% |
| E-Commerce Platform Business | 2,060 | 1,971 | 4.52% |
| Total Operating Revenue | 39,926 | 31,503 | 26.74% |

The Payments segment remained the growth engine, benefiting from expanded merchant onboarding, deeper MSME penetration, and international expansion in the UAE and KSA. Additionally, verticals such as Bill Payments (BillAvenue) and Remittance & Assisted Commerce (Go Payments) provided incremental growth. The E-Commerce business continued to add stability by contributing a steady revenue stream, reinforcing our multi-pronged approach to digital commerce enablement.

Our Fintech offerings can be further analyzed from the following perspectives:

| (Rs. in mn) | FY25 | FY24 | Change |
|--------------------------------|---------------|---------------|---------------|
| Revenue from operations | | | |
| India | 36,210 | 29,412 | 23.11% |
| Abroad | 3,716 | 2,091 | 77.71% |
| Total Operating Revenue | 39,926 | 31,503 | 26.74% |

2. Other Income

| (Rs. in mn) | FY25 | FY24 | Change |
|--------------|------|------|---------|
| Other Income | 731 | 248 | 194.76% |

The surge in other income reflects disciplined treasury management and timely portfolio rebalancing. While FY25 and FY24 benefitted from a one-time fair value investment gain, FY25 demonstrates a sustainable improvement in recurring streams such as interest. Our balanced approach ensures liquidity while optimizing returns from surplus funds. Other income primarily consists of Interest on Bank Deposits and others, Fair value gain on Investment in Equity instruments, Profit on sale of investment and fixed assets, Reversal of excess Liabilities / provision for expenses, etc.

B. Analysis of Expenses

1. Operating expenses

| (Rs. in mn) | FY25 | FY24 | Change |
|--------------------|--------|--------|--------|
| Operating expenses | 34,668 | 27,311 | 26.94% |
| % of revenue | 86.8% | 86.7% | |

The rise in operating costs is directly linked to the higher scale of transactions processed during the year. Despite growth in absolute terms, operating expenses as a percentage of revenue remained largely stable, showcasing efficiency gains and disciplined cost management. Continued investment in transaction validation processes ensures reliability and builds merchant trust, which is central to our business model. We have reported operating expenses of INR 34,668 million in FY25 as against INR 27,311 million in FY24.

2. Employee benefits

| (Rs. in mn) | FY25 | FY24 | Change |
|-------------------|-------|-------|--------|
| Employee benefits | 1,482 | 1,209 | 22.58% |
| % of revenue | 3.7% | 3.8% | |

The increase reflects both annual increments and the onboarding of additional talent to support business growth. A significant portion of these costs relates to technology teams across application development, platform operations, and Research & Development. This investment underscores our long-term vision—enhancing customer experience, developing innovative fintech solutions, and scaling our operations sustainably. We seek to invest efficiently in several areas of technology development so we may continue to enhance the customer experience and improve our process efficiency through rapid technology developments while operating at an ever increasing scale. We expect spending in technology cost to increase over time as we continue to add employees and technology infrastructure.

There has been 22.58% increase in employee cost during FY 2025 mainly because of annual increments and recruitment of new employees to take care of growing business.

3. Finance Costs

| (Rs. in mn) | FY25 | FY24 | Change |
|---------------|------|------|---------|
| Finance Costs | 83 | 24 | 245.83% |
| % of revenue | 0.2% | 0.1% | |

The rise in finance costs indicates strategic leveraging of debt to fuel business expansion and technology infrastructure investments. While the cost of borrowing has increased, our capital structure remains healthy, and these borrowings are directed toward growth initiatives expected to generate long-term shareholder value.

Finance costs increased significantly by 245.83% to ₹83 million from ₹24 million in FY24, largely due to higher bank borrowings.

4. Depreciation and Amortisation

| (Rs. in mn) | FY25 | FY24 | Change |
|-------------------------------|------|------|--------|
| Depreciation and Amortization | 704 | 666 | 5.71% |
| % of revenue | 1.8% | 2.1% | |

The increase is due to fresh additions to our fixed assets base during the year. These investments are predominantly in technology infrastructure, hardware, and software platforms, which directly support our ability to scale and innovate. We continue to align our capital expenditure with business expansion priorities.

Depreciation and amortisation stood at ₹704 million, compared to ₹666 million in FY24, reflecting a 5.7% increase.

5. Other expenses

| (Rs. in mn) | FY25 | FY24 | Change |
|----------------|------|------|--------|
| Other Expenses | 742 | 446 | 66.37% |
| % of revenue | 1.9% | 1.4% | |

This increase was primarily driven by higher web hosting and server expenses, reflecting growth in digital activity and platform usage. Additional spending on advertising and marketing, sales promotion, and professional fees underscores our focus on customer acquisition and brand strengthening. Additionally, Loss on sale of Investment and fixed assets were one time charge which has contributed the increase in other expenses.

Other expenses increased to ₹742 million in FY25 from ₹446 million in FY24, an increase of 66.4%.

6. Income tax

| (Rs. in mn) | FY25 | FY24 |
|--------------------------------------|---------------|---------------|
| Current Tax | 56 | - |
| Deferred Tax | 666 | 516 |
| Total Tax Expenses | 722 | 516 |
| Profit Before Tax | 3,082 | 2,075 |
| Tax as % of Profit before tax | 23.43% | 24.87% |

The sharp rise in profitability reflects strong operating leverage as revenue growth outpaced expense growth. Our effective tax rate remained stable, aligned with the chosen regime under Section 115BAA of the Income tax Act, 1961. With a PAT margin improvement, we continue to demonstrate both financial resilience and growth momentum, assuring shareholders of sustainable value creation.

We not only strengthened our position in the Indian payments ecosystem but also established a footprint in key international markets. With consistent investment in technology, talent, and partnerships, we are building a future-ready fintech enterprise. Our commitment remains clear—driving innovation, ensuring trust, and delivering sustainable growth for all stakeholders.

Key Financial Ratios

| Ratio | Calculation | FY 25 | FY 24 | Variance | Reason for Significant Variance |
|-------------------------------------|---|-------|--------|----------|--|
| Ratios-Financial performance | | | | | |
| Operating margin | EBIT / Operating Net Revenue | 44% | 45% | -1% | No significant variance |
| EBIDTA margin | EBIDTA* / Operating Net Revenue | 59% | 61% | -2% | No significant variance |
| Net Profit margin | Net Profit */ Operating Net Revenue | 40% | 35% | 13% | Increase in Net Profit |
| Interest coverage ratio | EBIT / Interest expenses | 37.58 | 161.67 | -77% | Due to significant Increase in Interest expenses as compared to previous year. |
| Ratios-Balance sheet | | | | | |
| Return on Net worth | Net Profit */ Average Equity net of Goodwill | 11% | 9% | 16% | Increase in Net Profit |
| Current ratio | Current Assets / Current Liabilities | 1.59 | 1.36 | 17% | Improvement in view of prudent working capital management |
| Debtors Turnover ratio | Operating Revenue / Average Trade Receivable | 39 | 36 | 8% | Improvement in view of better trade receivable management |
| Return on Equity Ratio | EBIT/Total Assets less Total Liabilities | 6.1% | 5.5% | 10% | Increase in EBIT |
| Net Capital Turnover Ratio | Income from Operations/ Average Working Capital (Current Assets less Current Liabilities) | 6.49 | 6.68 | -3% | No significant variance |
| Ratios - Per Share | | | | | |
| Earnings per share | PAT / Weighted average number of equity shares | 0.85 | 0.57 | 49% | Increase in PAT |

*EBITDA and PAT are excluding the impact from mark-to-market movement of an investment in a India listed entity.

Strategic Outlook

Infibeam Avenues Limited (IAL) enters FY26 with a sharp focus on scaling its AI-powered payments and platform ecosystem, while accelerating the consumer rollout of RediffPay as a next-generation digital payments solution. The company is also pursuing an ambitious global expansion strategy, with international operations expected to contribute 20–25% of top-line revenue within the next two years.

Further, IAL is investing in strengthening its infrastructure backbone through the Infibeam Quantum Edge initiative, enabling secure, scalable, and high-performance digital commerce. Supported by a strong balance sheet, a high-margin business model, and a rapidly expanding technology stack (including AI, reasoning models, and agentic AI through Phronetic.ai), the company is uniquely positioned to capture emerging opportunities across domestic and global markets.

Together, these initiatives underscore IAL's commitment to sustainable growth and long-term value creation for shareholders.

Risk Profile

| Risk | Risk Definition | Risk Probability | Risk Impact | Mitigation |
|--|--|------------------|-------------|--|
| Regulatory and compliance risk | Changes in domestic or international regulations governing payment systems, data protection, and cross-border transactions could impact product offerings and operational processes. | Low | High | Maintain proactive engagement with regulators; invest in compliance infrastructure; ensure continuous monitoring of global and local regulatory developments; build flexible systems that can adapt to policy changes. |
| Cybersecurity and data breach risk | Unauthorized access, hacking, or data breaches could lead to loss of sensitive financial and customer information, regulatory penalties, and reputational damage. | Low | High | Deploy advanced security protocols, multi-layer encryption, and fraud detection systems; conduct periodic security audits; implement employee training on cybersecurity best practices. |
| Technology disruption risk | Rapid changes in digital payment technologies and AI-led platforms may render existing systems obsolete or less competitive. | Medium | Medium | Maintain strong R&D focus; invest in emerging technologies; collaborate with fintech partners; ensure agile product development to adapt to market innovations. |
| Operational downtime and service interruption | Payment processing and platform services rely on continuous system availability; outages or slow transaction times could cause merchant dissatisfaction and revenue loss. | Low | High | Invest in redundant systems and cloud-based failover infrastructure; implement real-time monitoring; establish rapid incident response protocols. |
| Fraud and transaction risk | Increasing sophistication of fraudulent activities, including phishing and identity theft, could result in financial loss and reduced merchant trust. | Low | Medium | Implement AI-driven fraud detection, real-time transaction monitoring, and multi-factor authentication; conduct merchant education programs on fraud prevention. |
| Competition risk | Intensifying competition from global payment players, domestic fintech start-ups, and large technology companies could erode market share. | High | High | Differentiate through customised solutions, competitive pricing, and value-added services; strengthen merchant partnerships; expand cross-border capabilities. |
| Macroeconomic and market risk | Slowdown in consumer spending, inflationary pressures, or global trade disruptions may reduce transaction volumes and platform usage. | Medium | Medium | Diversify merchant base across sectors; develop value propositions for both low and high-volume clients; expand into counter-cyclical business segments. |
| Reputation risk | Negative publicity from service failures, regulatory actions, or security incidents can damage customer and merchant trust. | Low | High | Maintain transparent communication during incidents; uphold service quality; proactively manage brand perception through positive engagement and corporate responsibility initiatives. |
| Business model agility risk | The inability to adapt the business model quickly in response to changing market dynamics, evolving customer needs, or technological shifts could limit competitiveness and growth. | Medium | High | Continue expanding and diversifying the business model beyond core payment processing—such as scaling enterprise SaaS platforms, enabling omnichannel solutions, and integrating AI-driven services—to ensure adaptability and revenue resilience. |

Human Resources

Human Resources Overview

Workforce Growth & Profile

As of March 31, 2025 Infibeam Avenues employed 764 individuals on standalone basis and 950+ employees at group level. The expansion highlights the company's strategic focus on strengthening its technology, AI, and payments infrastructure capabilities.

Talent Alignment & Incentives

The company operates an Employee Stock Option Plan (ESOP), administered through the Infibeam Employee Welfare (IEW) Trust, enabling employees to acquire shares at a 93–98% discount to market price. This scheme fosters a strong ownership mindset and aligns long-term employee interests with shareholder value creation.

Workplace Culture & Employee Engagement

Employee experience remains central to IAL's people strategy. External reviews suggest job security and collaborative environment are strong points, while career growth and work-life balance are identified as areas for further improvement. IAL is actively exploring structured mentorship, leadership programs, and internal career mobility to address these dimensions.

Ethics, Compliance & Well-Being

The company enforces strict compliance through its Code of Conduct and governance policies, covering anti-bribery, whistle-blower mechanisms, prevention of sexual harassment, and equal opportunity. Notably, in FY 2023–24, there were no complaints or incidents reported under workplace harassment or discrimination, reaffirming its commitment to a safe, ethical, and inclusive environment.

Talent Development Spotlight

- **AI-First Training:** With the launch of phronetic.ai and recent investments in reasoning models and agentic AI, the company has begun building specialized training programs to upskill employees in AI/ML, cloud computing, and advanced data science.
- **Leadership Pipeline:** A structured Future Leaders Program is being developed to identify and groom high-potential employees for roles in product innovation, enterprise SaaS, and global expansion.
- **Continuous Learning:** Partnerships with leading ed-tech platforms and universities are enabling employees to pursue micro-certifications in cybersecurity, fintech innovation, and compliance.

HR Initiatives for FY26

- **Scaling Workforce for AI & Global Expansion:**

Anticipated headcount growth of 15–20% YoY, with a focus on AI engineers, compliance professionals, and client relationship managers to support global operations.

- **Employee Experience 2.0:** Introduction of hybrid work models, wellness programs, and mental health initiatives to enhance overall employee satisfaction.
- **Diversity & Inclusion:** Targeted hiring initiatives to increase gender diversity in leadership roles and foster inclusion across geographies.
- **Performance & Rewards:** Revamp of performance-linked incentive structures, aligning them with AI-driven product milestones and global payments growth objectives.

Internal control systems

Framework and Philosophy

Infibeam Avenues Limited (IAL) maintains a robust system of internal controls designed to safeguard assets, ensure reliable financial reporting, and uphold compliance with applicable laws and regulations. The internal control framework is aligned with globally accepted practices and regularly benchmarked against industry standards.

The philosophy guiding these controls is rooted in transparency, accountability, and operational efficiency, ensuring that every process across payments, digital infrastructure, and enterprise solutions is governed with integrity and prudence.

Governance Oversight

- **Board and Audit Committee Supervision:** The Audit Committee of the Board, comprising a majority of independent directors, provides oversight on the adequacy and effectiveness of internal controls, internal audit findings, and risk mitigation plans.
- **Management Accountability:** Functional heads are directly responsible for implementing internal controls within their respective domains, fostering a culture of ownership and compliance.

Internal Audit and Assurance

- The Internal Audit function, led by an independent professional firm, carries out risk-based audits across business verticals, subsidiaries, and international operations.
- Audit findings are reviewed by senior management and reported to the Audit Committee. Actionable recommendations are monitored until resolution.
- Technology-enabled audit tools and data analytics are increasingly being deployed to enhance coverage, accuracy, and predictive risk assessment.

Risk Management

IAL follows a structured Enterprise Risk Management (ERM) framework that identifies, assesses, and mitigates strategic, operational, financial, and compliance-related risks.

- **Financial Risks:** Stringent monitoring of receivables, liquidity, and foreign exchange exposures.
- **Operational Risks:** Strong IT security policies, disaster recovery systems, and continuous monitoring of transaction processing to ensure uninterrupted service delivery.
- **Regulatory Risks:** Regular updates to compliance frameworks in line with evolving RBI, SEBI, and global regulatory guidelines.

- **Cybersecurity:** Given the company's role in digital payments and AI infrastructure, cyber resilience is a top priority. Advanced encryption, 24/7 monitoring, and third-party security audits form the backbone of its defense strategy.

Adequacy of Internal Controls

The Board is of the view that the company's internal control system is adequate and effective, operating at multiple levels with checks and balances. No material weaknesses were observed in FY 2024–25.

The system continues to evolve with the company's scale and complexity, incorporating AI-driven monitoring, automation of control processes, and predictive analytics to pre-empt risks and enhance governance.

Important Notes for the Shareholders

Dear Shareholder,

➤ Physical Shares:

As per the SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 ('SEBI Circular'), whereby SEBI has mandated furnishing the following information by holders of securities in physical form:

- a. PAN linked with Adhaar
- b. Choice of nomination
- c. KYC details that includes i. contact details ii. bank account details iii. specimen signature.

The SEBI Circular further mandates that any service request or grievance shall be entertained or any payment, including payment of dividends, shall be made electronically to the security holders holding securities in physical form, only upon furnishing of the Valid PAN and the KYC Details, as mentioned above, against their respective folios. You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR-3 along with the related proofs mentioned in the respective forms to the RTA of the Company at the earliest.

The shareholders holding shares in physical form are requested to dematerialize their shares for Safeguarding their holdings and managing the same hassle free. Shareholders are accordingly requested to get in touch with any of the Depository Participant(s) registered with SEBI to open a demat account.

Transactions involving issue of share certificates, including, issuance of duplicate share certificates, Split, re-materialisation, consolidation and renewal of share certificates etc. should be addressed to RTA of the Company at below mentioned address:

To,
Alankit Assignments Limited
Unit – Infibeam Avenues Limited
205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi -110055
Tel No.: +91 011-42541234
Email: rta@alankit.com
Website: www.alankitassignments.com

As per the SEBI Master circular no. SEBI/HO/MIRSD/ POD-1 /P/CIR/2024/37 dated May 07, 2024, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

In terms of the circular, the Registrar and Share Transfer Agents will verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' will be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities. In case the shareholders or claimant fails to submit a demat request within the aforesaid 120 days, the shares would be credited to a Suspense Escrow Demat Account opened by the Company. The Company shall issue shares from Suspense Escrow Demat Account as and when the shareholder or claimant approaches the Company.

In terms of the said circular the necessary forms for processing the above requests are available on the website of the Company i.e. www.ia.ooo. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Shareholders may communicate with Alankit Assignments Limited, the Company's Registrar & Share Transfer Agent quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.

As per the SEBI Listing Regulations, shares cannot be transferred unless they are held in dematerialized mode. Shareholders who hold shares in physical form are advised to convert them into dematerialized mode to avoid the risk of losing shares, fraudulent transactions and to receive better investor servicing. Only valid transmission or transposition cases that comply with the SEBI guidelines will be processed by the RTA of the Company. To transfer, transmit or transpose shares in physical form, shareholders should submit them to the office of the Company's Registrar & Transfer Agent - Alankit Assignments Limited (RTA).

➤ **Unclaimed Dividend:**

Members, who have not yet claimed their amount, are requested to make their claims without any delay to the Company's Registrar and Transfer Agent i.e. Alankit Assignments Limited.

Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend as on March 31, 2025 are available on the website of the Company viz. www.ia.ooo.

➤ **Unclaimed Shares:**

Members, who have not yet claimed their unclaimed shares, are requested to make their claims without any delay to the Company's Registrar and Transfer Agent, i.e. Alankit Assignments Limited. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unclaimed Shareholders lying with the Company as on March 31, 2025 on the website of the Company www.ia.ooo.

In case the unclaimed shares are not claimed by the due date, necessary steps will be initiated by the Company to transfer to IEPF without further notice, in accordance with the Rules. Please note that no claim shall lie against the Company in respect of the Unclaimed Shares so transferred to IEPF.

Investor Education and Protection Fund (IEPF)

In accordance with Section 124 of the Act read with the IEPF (Accounting, Audit, Transfer, and Refund) Rules, 2016 (as amended from time to time), the Company has transferred all shares for which dividends have remained unpaid or unclaimed by shareholders for seven consecutive years or more to the IEPF. The Company has individually notified all affected shareholders about the transfer of their shares to the IEPF and has also published newspaper advertisements prior to these transfers. The Company has also uploaded the details of such shareholders and shares transferred to IEPF, on the website of the Company at <https://www.ia.ooo/iepf>.

Shareholders are requested to note that both the unclaimed dividend and the corresponding shares transferred to the IEPF authority, including any benefits accruing on such shares, can be claimed back from the IEPF authority by following the stipulated procedure. An application in e-form no. IEPF-5, as prescribed in the Rules, must be filed with the IEPF authority.

➤ **Registration of email id:**

To support the "Green Initiative", Members holding shares in physical form are requested to notify/send their Email Id to the RTA of the Company by providing necessary details like Folio No., Name of the shareholder. In addition, Members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id for receiving all communication from the Company electronically.

INFIBEAM AVENUES LIMITED**[CIN: L64203GJ2010PLC061366]****Registered Office:** 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar – 382 050, Gujarat, India**Tel:** +91 79 67772204; **Fax:** +91 79 67772205;**Email:** ir@ia.ooo; **Website:** www.ia.ooo

NOTICE

NOTICE is hereby given that the **15th ANNUAL GENERAL MEETING ("AGM")** of the Members of **INFIBEAM AVENUES LIMITED** will be held on Monday, September 29, 2025 at 11:00 a.m. IST through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:**Item No. 1 – Adoption of Financial Statements**

To receive, consider and adopt:

- The audited standalone financial statements of the Company for the Financial Year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon and;
- The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2025 together with the report of Auditors thereon.

Item No. 2 – Appointment of Mr. Ajit Champaklal Mehta (DIN: 01234707) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Ajit Champaklal Mehta (DIN: 01234707) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:**Item No. 3 – Appointment of Secretarial Auditors:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the recommendations of Audit committee and Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s SPANJ & Associates, Company Secretaries (Firm Registration No.- P2014GJ0034800 and Peer reviewed certificate number: 6467/2025) as the Secretarial Auditors of the Company, to hold office for a

term of 5 (five) consecutive years from the conclusion of the 15th Annual General Meeting (AGM) until the conclusion of the 20th AGM of the Company to be held in the Financial Year 2029-30, on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, in consultation with the Secretarial Auditors, and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Item No. 4 – Increase in Authorised Share Capital of the Company and consequent alteration to the Capital Clause of the Memorandum of Association:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 3,50,00,00,000 (Rupees Three Hundred and Fifty Crores Only) divided into Rs. 3,50,00,00,000 (Rupees Three Hundred and Fifty Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each to Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores Only) divided into Rs. 7,00,00,00,000 (Rupees Seven Hundred Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each by addition of 3,50,00,00,000 (Three Hundred and Fifty Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores only) divided into 7,00,00,00,000 (Seven Hundred Crores) Equity Shares of Face Value of Re. 1/- (Rupee One only) each."

RESOLVED FURTHER THAT Mr. Vishal Mehta, Chairman & Managing Director and/ or Mr. Vishwas Patel, Joint Managing Director and/or Mr. Sunil Bhagat, Chief Financial Officer and/or Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary of the Company, be and are hereby severally authorized to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

Item No. 5 - Approval for sale and transfer of the Platform Business Undertaking through Slump Sale Under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/ other concerned bodies and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company ("Board"), which expression shall also include a committee thereof), and subject to the approval of the Members of the Company under Item 6 of this Notice (i.e., approval by way of Ordinary Resolution for entering into a Related Party Transaction with Rediff. com India Limited ("Rediff")), the consent of the members of the Company be and is hereby accorded to the Board, for sale and transfer the Platform business undertaking of

the Company, comprising the business of Build a Bazaar e commerce platform and related IT infrastructure ("Platform Business") along with its respective assets and liabilities and the entire existing investments in Infibeam Projects Management Private Limited, Wholly Owned Subsidiary of the Company including the concerned licenses, consents, approvals, employees and contracts etc., except the assets and liabilities specifically excluded ("Undertaking"), as set out in the Business Transfer Agreement, as a going concern on a slump sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961) by executing the Business Transfer Agreement (and all ancillary agreements in connection therewith) (collectively referred to as the "Definitive Agreements") with Rediff. com India Limited ("Rediff"), the Subsidiary Company incorporated under the laws of India bearing Corporate Identity Number U22100MH1996PLC096077, which is a related party of the Company, for a total consideration of INR 800.39 Crores (Indian Rupees Eight Hundred Crores Thirty-Nine Lakhs only) (comprising of INR 400.00 Crores in Cash and INR 400.39 Crores by way of issuance of fresh Equity Shares) excluding all applicable taxes, and on such other terms and conditions as detailed out in the Definitive Agreements (including any amendments or modifications thereto), entered into between the Company and Rediff for sale and transfer of the Platform Business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respect."

Item No. 6 - Approval of Material Related Party Transaction with Rediff. com India Limited ("Rediff"):

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/ other concerned bodies and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company ("Board"), which term shall be deemed to include the Audit Committee or any other Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), the Company's Policy on Related Party Transactions as well as subject to the approval of the members of the Company under Item 5 of this Notice (i.e., approval by way of Special Resolution with majority of public shareholders casting their vote in favour for slump sale of Platform business undertaking to Rediff. com India Limited ("Rediff")), the consent of the Members of the Company be and is hereby accorded to the Board, for entering into Material Related Party transaction relating to sale and transfer of the Platform business undertaking of the Company, comprising the business of platform and infrastructure along with its respective assets and liabilities and the entire existing investments in Infibeam Projects Management Private Limited, Wholly Owned Subsidiary of the Company including the concerned licenses, consents, approvals, employees and contracts etc., except the assets and liabilities specifically excluded, as set out in the Business Transfer Agreement ("Undertaking"), as a going concern on a slump sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961) by executing the Business Transfer Agreement (and all ancillary agreements in connection therewith) (collectively referred to as the "Definitive Agreements") with Rediff.com India Limited ("Rediff"), Subsidiary Company, a related party of the Company for a total consideration of INR 800.39 Crores (Indian Rupees Eight Hundred Crores Thirty-Nine Lakhs only) excluding all applicable taxes, at arm's length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and Rediff.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement

and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/ or official(s) of the Company/ or any other Officer(s)/ Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By the Order of the Board,
For Infibeam Avenues Limited

Shyamal Trivedi
Sr. Vice President & Company Secretary

Registered Office:

28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar - 382 050
Gujarat, India

Date: August 08, 2025

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special businesses set out as an item of the accompanying notice is annexed herewith.
2. A statement providing additional details of the Directors seeking appointment / re-appointment at the ensuing AGM of the Company are given in

this Notice as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

3. In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and other relevant circulars ("MCA Circulars") read with the earlier circulars of Securities and Exchange Board of India and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 October 03, 2024, which does not require physical presence of the Members at common venue. In view of this, the 15th Annual General Meeting (AGM) is being conducted through Video Conference ("VC")/Other Audio Visual Means ("OAVM"). The registered office of the Company shall be deemed to be the venue for the AGM.
4. Pursuant to the provisions of the Companies Act, 2013 ("Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of their respective Board Resolution or Governing Body Resolution/Authorization Letter/power of attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at ir@ia.ooo.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
8. In line with the aforesaid Circulars, the Notice of the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company / RTA / Depositories. Member may note that Notice and the Annual Report 2024-25 has been uploaded on the website of the Company at www.ia.ooo. The Notice and Annual Report 2024-25 can also be accessed from the websites of the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the e-voting website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2024-25 at the Company's website and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company's Registrar and Share Transfer Agent, i.e. Alankit Assignments Limited.
9. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
10. Shareholders seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. To prevent fraudulent transactions, Members holding shares in physical form are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members holding shares in demat form are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. To support the "Green Initiative", A Members holding shares in physical form are requested

to notify/send their email id and bank account details to the Registrar & Transfer Agent (RTA) of the Company i.e. Alankit Assignments Limited. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id and bank account for receiving all communication including Annual Report 2024-25, Notices, Circulars, etc. from the Company electronically.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

14. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transfer, transmission and transposition only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company i.e. Alankit Assignments Limited for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. To avoid any inconvenience, you are requested to kindly convert your shares in demat form. In case of any clarification, shareholders are requested contact to the RTA at rt@alankit.com.

15. Pursuant to Section 72 of the Act, Members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the RTA of the Company i.e. Alankit Assignments Limited. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form is available on the Company's website www.ia.ooo.

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and Members holding shares in physical form to the Company / RTA.

17. SEBI vide its Circular Nos. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRSD/ PoD-1/P/CIR/2024/81 dated June 10, 2024 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter alia furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available shall be frozen by the RTA on or after due date. Holders of such frozen folios shall be eligible to lodge their grievance or avail service request from the RTA only after furnishing the complete documents/details. Similarly, the holders of such frozen folios shall be intimated in case of any payment including dividend, interest or redemption stating that such payment is due and shall be made electronically upon furnishing complete documents/details.

Pursuant to the said Circular, the Company has sent letters to all Member(s) holding Shares of the Company in physical form for furnishing their PAN, KYC details (i.e., Postal Address with pin code, email address, mobile number, bank account details) and Nomination details through Form ISR-1.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on the website of the Company at www.ia.ooo and are also available on the website of RTA i.e. Alankit Assignments Limited at <https://www.alankit.com/registrar-and-share-transfer-agent>. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

18. Transfer of unclaimed/unpaid amounts and shares to the Investor Education and Protection Fund:

Members who have not yet encashed their following dividend(s) are requested to lodge their claims with the Company or Registrar and Share Transfer Agent.

| Particulars of dividend | Last date to claim the dividend |
|--------------------------|---------------------------------|
| Final Dividend – 2017-18 | September 30, 2025 |

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the Company's website <https://www.ia.ooo/unclaimed-dividend>.

19. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 07, 2016 (IEPF Rules 2016) as amended/modified from time to time. The Company has, during the Financial Year 2024-25, transferred to the IEPF Authority, Unclaimed Interim Dividend for the Financial Year 2017-18 and all shares, except disputed cases, in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, within 30 days from the due dates.

Details of shares transferred to the IEPF Authority are available on the website of the Company as well as that of the IEPF Authority and the same can be accessed through the following links:

- (i) <https://www.ia.ooo/iepf>
- (ii) <https://iepf.gov.in>

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed from the IEPF Authority. Concerned members/ investors are advised to visit the web link: <https://iepf.gov.in> or contact our Registrar and Transfer Agent, Alankit Assignments Limited for lodging a claim for refund of shares and/or dividend from the IEPF Authority.

20. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid/unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer to the website of the Company for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2019.

Members desiring to claim unclaimed dividend are requested to correspond with RTA as mentioned above or to the Company at its Registered Office. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from

the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") as per Section 124 of the Act, read with applicable IEPF rules. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.

Members desiring to claim unclaimed shares are requested to correspond with RTA as mentioned above or to the Company at its Registered Office. Members are requested to note that, shares if not claimed for a consecutive period of 7 years from the date of its allotment, are liable to be transferred to the demat account of the IEPF Authority and Investor Education and Protection Fund ("IEPF"), respectively as per Section 124 of the Act read with applicable IEPF rules. In view of this, Members/Claimants are requested to claim their unclaimed shares from the Company, within the stipulated timeline.

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.

21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, the certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM.
22. The Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional

Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- 23.** SEBI introduced Online Dispute Resolution Mechanism ("ODR Mechanism") through various circulars including its updated Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 i.e. "Master Circular for Online Dispute Resolution". The said Master Circular and the process note are available on the website of the Company at www.ia.ooo. As per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at <https://scores.sebi.gov.in>, in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved in accordance with and subject to the relevant SEBI circulars. It must be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law. There shall be no fees for registration of a complaint/dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor /Company/ other market participant as the case may be.

24. Process for those Members whose email ids are not registered - for registration of Email addresses to obtain AGM Notice/Annual Report of the Company:

- a) For Members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to ir@ia.ooo.
- b) Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant.

25. General Information:

- (i) Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops

connected through broadband for better experience.

- (ii) Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (iii) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (iv) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- (v) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance at least 7 days before the AGM by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at ir@ia.ooo. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



26. Voting Through Electronic Means:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by National Securities Depository Limited (NSDL).

- B. The Members, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- C. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participant in the AGM through VC but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences at 09:00 a.m. on Thursday, September 25, 2025 and ends at 5:00 p.m. on Sunday, September 28, 2025. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 22, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Members have the option to cast their vote on any of the Resolutions using the remote e-Voting facility either during the period commencing from 09:00 a.m. on Thursday, September 25, 2025 and ends at 5:00 p.m. on Sunday, September 28, 2025 or e-Voting during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- E. The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company.
- F. The voting rights of shareholders shall be in proportion to their shares in the Paid up Equity Share Capital of the Company as on the cut-off date, being Monday, September 22, 2025.
- 27. The Instructions for Members for Remote E-Voting and Joining General Meeting are as Under:**
- The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
- Step 1: Access to NSDL e-Voting system**
- A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

| Type of shareholders | Login Method |
|--|---|
| | <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares

i.e. Demat (NSDL or CDSL) or Physical

| | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User "Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

Process for those Shareholders whose Email IDs are not registered with the Depositories for procuring User ID and Password and registration of E-Mail IDs for E-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ir@ia.ooo.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ir@ia.ooo. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for E-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as Under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Instructions:

- (i) M/s. SPANJ & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same.
- (iii) Based on the report received from the scrutinizer, the Company will submit within two working days of the conclusion of the Meeting to the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the Listing Regulations and the shall also be

placed on the Company's website www.ia.ooo and on the website of NSDL <https://www.evoting.nsdl.com/>.

- (iv) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3 - Appointment of Secretarial Auditor:

In terms of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary (PCS), to its Board Report.

The Board of Directors of the Company at its meeting held on May 26, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the members of the Company, appointment of M/s. SPANJ & Associates, Company Secretaries (Firm Registration No. P2014GJ0034800 and Peer reviewed certificate number: 6467/2025) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, from the conclusion of the 15th Annual General Meeting (AGM) until the conclusion of the 20th AGM of the Company to be held in the Financial Year 2029-30.

M/s. SPANJ & Associates is managed by four qualified Company Secretaries who hold multiple academic and professional qualifications. The firm operates out of modern, well-systematized offices located in Ahmedabad and Mumbai. The firm benefits from an ideal mix of extensive experience and fresh perspectives. The principal partner, CS Ashish Doshi, brings over three decades of experience, complemented by another visionary partner with similar experience. Additionally, two dynamic, research-oriented partners contribute over ten years of experience each. They are supported by a team of qualified Company Secretaries and trained staff members with requisite knowledge and experience in handling compliances for listed and closely held companies.

The firm provides a wide range of services to a diverse network of clients in matters relating to Corporate Laws, including Company Law. It plays a proactive role in continuously supporting leading business houses with establishments across the country, government corporations, joint ventures, MNCs, and leading banks. The firm's focus areas include advisory services on the Companies Act and Rules framed thereunder, listing compliances, SEBI Act and Rules, restructuring, revival

and rehabilitation, winding-up matters, and appearances before the National Company Law Tribunal, Ministry of Corporate Affairs (MCA Offices), SEBI, SAT, due diligence, etc.

M/s. SPANJ & Associates has given their consent to act as secretarial auditor of the Company and confirmed that the aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, they have provided a confirmation that they are subject to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to the Secretarial Auditor for FY 2025-26 is Rs. 2,64,000/- excludes applicable taxes and out-of-pocket expenses. In addition to the Secretarial Audit, the Company may also obtain certifications from M/s. SPANJ & Associates, Company Secretaries under various statutory provisions and other permissible non-audit services as required from time to time. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

The above disclosures are in compliance of the provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

Item no - 4 Increase in Authorised Share Capital of the Company and consequent alteration to the Capital Clause of the Memorandum of Association:

Presently, the Authorised Share Capital of the Company is Rs. 3,50,00,00,000/- (Rupees Three Hundred Fifty Crores only) divided into 3,50,00,00,000 (Three Hundred Fifty Crores) Equity Shares of Face Value of Re. 1/- (Rupee One only) each.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores only), divided into 7,00,00,00,000 (Seven Hundred Crores) Equity Shares of Face Value of Re. 1/- (Rupee One only) each by addition of 3,50,00,00,000 (Three Hundred and Fifty Crores) Equity Shares of Face Value of Re. 1/- each (Rupee One only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the

existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 4 of this Notice.

Item No. 5 - Approval for sale and transfer of the Platform Business Undertaking through Slump Sale Under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

With a view to restructure and create a focused, efficient, and strategically aligned business, the Company has made a pivotal portfolio choice to streamline its focus on its scaling CCAvenue and Phronetic.ai business. It sees significant growth opportunities in the sector and is looking to drive sustained value creation for shareholders of the Company in this industry over time. Aligned with that vision, the Company proposes to divest Platform Business undertaking of the Company via a sale and transfer of the same to Rediff. com India Limited ("Rediff"), Subsidiary of the Company, a related party of the Company by way of a slump sale. This transaction is a vital step in the Company's broader transformational growth phase, enabling it to generate and reallocate capital to its chosen focus area of scaling CCAvenue and Phronetic.ai.

Accordingly, the Board of Directors ("Board") and the Audit Committee of the Company, at their meeting held on August 08, 2025 have recommended and approved, subject to the approval of the members of the Company, receipt of regulatory approvals (and to conditions and modifications as may be prescribed or imposed by regulatory authorities while granting such approvals, which may be agreed to by the Board of Directors and subject to such other conditions as the Board may agree) and also subject to the fulfilment of various conditions, approved the execution of a Business Transfer Agreement ("Business Transfer Agreement")

and other ancillary agreements (together, the "Definitive Agreements") with Rediff for the sale and transfer of the Platform Business undertaking of the Company comprising the business of Build a Bazaar e commerce platform and related IT infrastructure ("Platform Business") along with its respective assets and liabilities and the entire existing investments in Infibeam Projects Management Private Limited, Wholly Owned Subsidiary of the Company including the concerned licenses, consents, approvals, employees and contracts, as a going concern on a slump sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961) for a total consideration of INR 800.39 Crores (Indian Rupees Eight Hundred Crores Thirty-Nine Lakhs only) (comprising of INR 400.00 Crores in Cash and INR 400.39 Crores by way of issuance of fresh Equity Shares) excluding all applicable taxes, and on such terms and conditions as detailed out in the Definitive Agreements entered into between the Company and Rediff for sale and transfer of the Platform Business ("Proposed Platform Sale").

The slump sale will be executed at Fair Market Value, derived by IBBI Registered Valuer, basis report of registered Independent Valuer and subject to receipt of statutory approvals and fulfilment of the conditions laid down in the BTA. Completion of the Transaction is subject to fulfilment of certain conditions precedent, as specified in the Business Transfer Agreement, including receipt of approval from the shareholders and regulatory authorities.

Rationale for Proposed Platform Slump Sale:

The transfer of Infibeam's core platform and infrastructure business to Rediff.com is a strategic move to drive platform convergence and unlock greater enterprise value. Rediff's ecosystem - spanning Rediffmail, RediffPay, and RediffOne—offers a natural fit for the ecommerce enterprise suite, completing the full-stack offering for businesses. This enables seamless integration from storefront to payments, CRM, and analytics, enhancing user experience and retention. Rediff's strong brand and wide SME reach provide immediate go-to-market advantage. With Infibeam retaining over 80% Equity stake in Rediff, it ensures continuity in vision and execution. The move allows Infibeam to focus on scaling CCAvenue and Phronetic.ai, while Rediff.com accelerates as a SaaS-led enterprise and media platform. This structure brings operational focus, capital efficiency, and long-term growth potential.

Utilization of proceeds:

The Company will utilize the proceeds of sale of the Platform Business for normal course business operations, including and not limited to working capital utilization, debt repayment, Capital Expenditure and other operational expenditures.

Manner of determination of sale consideration for Platform Business:

The consideration for the sale and transfer of Platform Business has been determined taking into account the valuation of Platform Business as at March 31, 2025, basis the Independent Valuation Report dated August 06, 2025 from Den Valuation (OPC) Private Limited independent valuer having registration number IBBI/RV-E/06/2021/146. The Valuation Report will be made available to all the shareholders along with the Notice of Annual General Meeting via their respective email address.

Further, the sale and transfer of the Platform Business is being undertaken on an arm's length basis as per the Independent Valuation Report dated August 06, 2025.

Requirement of Shareholders' Approval:

In terms of Section 180(1)(a) of the Companies Act, 2013 ("Companies Act") read with Regulation 37A of the SEBI Listing Regulations ("SEBI Listing Regulations"), approval of the shareholders is required by way of a Special Resolution to sell, dispose off or otherwise transfer the whole or substantially the whole of any "undertaking" if the investment in the undertaking exceeds 20% of the company's net worth (as per the audited balance sheet of the preceding financial year) or 20% of its total income during the previous financial year.

The Platform Business contributes 4.83% of the total income of the Company and 18.58% of the total Net worth of the Company in last FY 2024-25 and accordingly, the Platform Business is an "undertaking" in terms of Section 180(1)(a) of the Companies Act and the Proposed Platform Sale is required to be approved by the members by way of a Special Resolution as per the Provisions elaborated above. Additionally, in compliance with Regulation 37A SEBI Listing Regulations, Special Resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and that no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale of Platform Business.

The aforesaid transaction is being identified as 'Related Party Transaction' as the buyer company is the Subsidiary of the Company, therefore, member's approval is also being sought under Section 188(1) of the Act.

As per the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Further resolution Item No. 5 is also subject to approval of the members of the Company for resolution Item No. 6 of this notice (i.e., approval by way of ordinary resolution

for entering into related party transaction with Rediff. com India Limited ("Rediff").

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interest of the Company and hence, the Board recommends Item No. 5 for your approval by way of a Special Resolution with majority of public shareholders casting their vote in favour.

None of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 of the Notice.

Item No. 6 - Approval of Material Related Party Transaction with Rediff. com India Limited ("Rediff"):

As per Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be on an arm's length basis.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after

reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Board and Members at the AGM. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis.

The relevant information pertaining to transactions with the Related Parties as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is given as follows:

| Sr. No | Description | Details |
|--------|---|---|
| 1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | Rediff. com India Limited ("Rediff") Subsidiary of the Company |
| 2 | Type, material terms, tenure, monetary value and particulars of the proposed RPTs | Slump Sale of Platform Business Undertaking Material terms and conditions are based on the Business Transfer Agreement (BTA). Approval of the shareholders is being sought for transaction(s) of selling of Platform Business Undertaking and the transaction is expected to be consummated in about 60 days, subject to receipt of shareholders' approval, applicable statutory approvals and fulfilment of the conditions laid down in the BTA. |
| 3 | Value of the transaction | Up to Rs. 800.39 Crores plus applicable taxes |
| 4 | The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | The Value of the Proposed Transaction being Rs. 800.39 Crores are 20.05% of the consolidated Turn Over of F.Y 2024-25. The value of the proposed transaction being Rs.800.39 crore are 2,149.97% of the standalone turnover of Rediff.com India Limited for FY-2024-25. |
| 5. | Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: | |
| | a. Details of the source of funds in connection with the proposed transaction | Not Applicable |
| | b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • Nature of indebtedness • Cost of funds and • Tenure | Not Applicable |
| | c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | Not Applicable |

| | | |
|----|--|--|
| d. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | Not Applicable |
| 6. | Justification as to why the RPT is in the interest of the Company | The transfer of Infibeam's core platform and infrastructure business to Rediff.com is a strategic move to drive platform convergence and unlock greater enterprise value. Rediff's ecosystem - spanning Rediffmail, RediffPay, and RediffOne—offers a natural fit for the ecommerce enterprise suite, completing the full-stack offering for businesses. This enables seamless integration from storefront to payments, CRM, and analytics, enhancing user experience and retention. Rediff's strong brand and wide SME reach provide immediate go-to-market advantage. With Infibeam retaining over 80% equity, it ensures continuity in vision and execution. The move allows Infibeam to focus on scaling CCAvenue and Phronetic.ai, while Rediff.com accelerates as a SaaS-led enterprise and media platform. This structure brings operational focus, capital efficiency, and long-term growth potential. |
| 7. | Any valuation or other external report relied upon by the Company in relation to the transactions | In line with Company's well-defined and structured governance process for related party transactions, the proposed transaction with Rediff is being undertaken on the basis of fair valuation of Platform Business Undertaking conducted by an Independent Valuer namely Den Valuation (OPC) Private Limited. |
| 8. | Any other information that may be relevant | All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice. |

The proposed related party transactions between the Company and Rediff is a strategic move to drive platform convergence and unlock greater enterprise value.

As per the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

None of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 6 of the Notice.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice convening this AGM, for approval by the Members.

By the Order of the Board,
For Infibeam Avenues Limited

Shyamal Trivedi
Sr. Vice President & Company Secretary

Registered Office:

28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar - 382 050
Gujarat, India
Date: August 08, 2025

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT:

[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

| Particulars | Profile of the Director |
|---|--|
| Name of the Director(s) | Mr. Ajit Champaklal Mehta |
| DIN | 01234707 |
| Date of Birth | November 17, 1948 |
| Age | 76 years |
| Nationality | Indian |
| Date of appointment on the Board | June 30, 2010 |
| Qualifications | Bachelor's Degree in Commerce |
| Experience & Expertise in specific functional areas | Mr. Ajit Champaklal Mehta has been associated with the Company since its inception as a Promoter Director and advises the Company on various strategic decisions from time to time. He has nearly 41 years of experience across various industry segments, including 20 years in textiles, chemicals, building materials, and construction, and over 16 years in the automobile industry. His vast experience continues to support the Company's growth. |
| Terms and conditions of Appointment/re-appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 |
| Remuneration proposed to be paid | Not applicable, he will be paid sitting fees in accordance with applicable provisions of law. |
| Remuneration last drawn (including sitting fees, if any) | Please refer to the Corporate Governance Report (Annexure B) as part of Board's Report |
| Number of Meeting of the Board attended during the Financial Year 2024-25 | 6 (Six) |
| Names of other Companies in which the Director holds Directorship as on 31.03.2025 | <ol style="list-style-type: none"> 1. IA Fintech IFSC Private Limited 2. Infibeam Projects Management Private Limited 3. Infinium Financial Services Limited 4. Infinium Motors (Gujarat) Private Limited 5. Infinium Communication Private Limited 6. Infinium Motors Private Limited 7. Advanced Energy Resources & Management Private Limited |
| Names of other listed Companies from which the Director has resigned in past three years | NIL |
| Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2025 | NIL |
| Shareholding in the Company as on 31.03.2025 | 12,04,59,120 Equity Shares of Re. 1/- each |
| In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | N.A. |
| Relationships between Directors, Key Managerial Personnel and Managers of the Company. | Mr. Ajit Champaklal Mehta is the father of Mr. Vishal Ajitbhai Mehta, Chairman and Managing Director. |
| Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018 | Mr. Ajit Champaklal Mehta is not debarred from holding the office of director pursuant to any SEBI order or any other authority. |

Board's Report

Dear Members,

Your Directors are pleased to present the 15th Annual Report of Infibeam Avenues Limited ("the Company" or "Infibeam") along with the Audited accounts of your Company for the Financial Year ended March 31, 2025.

1. FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2025 is summarised below:

(Rs. In Million)

| Particulars | Standalone | | Consolidated | |
|--|-----------------|-----------------|-----------------|-----------------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| | (FY 2025) | (FY 2024) | (FY 2025) | (FY 2024) |
| Revenue from Operations | 37,265.1 | 29,612.2 | 39,925.8 | 31,502.8 |
| Other Income | 481.0 | 189.5 | 731.4 | 248.3 |
| Total Income | 37,746.1 | 29,801.7 | 40,657.2 | 31,751.1 |
| Total Expenditure other than Finance Cost, Depreciation and Tax | 34,916.0 | 27,198.5 | 36,891.8 | 28,966.2 |
| Operating Profit / (Loss) before Finance Cost, Depreciation, Tax and Exceptional item | 2,830.1 | 2,603.2 | 3,765.4 | 2,784.9 |
| Less: Finance Cost | 64.8 | 23.6 | 82.8 | 23.7 |
| Less: Depreciation and amortization expenses | 535.0 | 529.5 | 703.6 | 666.1 |
| Profit / (Loss) before Tax and Exceptional item | 2,230.3 | 2,050.1 | 2,979.0 | 2,095.1 |
| Add: Exceptional Items | - | - | 41.9 | - |
| Profit / (Loss) before Tax | 2,230.3 | 2,050.1 | 3,020.9 | 2,095.1 |
| Less: Tax | 630.3 | 529.6 | 721.7 | 515.9 |
| Profit before share in profit/(Loss) in Associate | 1,600.0 | 1,520.5 | 2,299.2 | 1,579.2 |
| Share of profit / (Loss) of Associate | - | - | 61.1 | -20.2 |
| Profit from continuing operations after tax | 1,600.0 | 1,520.5 | 2,360.3 | 1,559.0 |
| Total other comprehensive income for the year, net of tax | 37.7 | 18.9 | 24.1 | 59.0 |
| Total comprehensive income/(Expenses) for the period | 1,637.7 | 1,539.4 | 2,384.4 | 1,618.0 |
| Add: Balance brought forward from previous year | 3,341.1 | 1,935.1 | 5,351.8 | 3,845.4 |
| Add: Adjustment for changes in ownership interests | - | - | 1008.5 | - |
| Add : Adjustment on account of reversal of share of loss of associate | - | - | 70.1 | - |
| Add / (Less): Share of minority | - | - | -104.9 | 21.9 |
| Profit available for appropriation | 4,978.8 | 3,474.6 | 8,709.9 | 5,485.3 |
| Transfer to General Reserve | - | - | - | - |
| Excess Losses pertaining to minority | - | - | - | - |
| Dividend on Equity Shares | 138.5 | 133.5 | 138.5 | 133.5 |
| Tax on Dividend | - | - | - | - |
| Balance carried over to Balance Sheet | 4,840.3 | 3,341.1 | 8,571.4 | 5,351.8 |

Note: Previous year figures have been regrouped or recast wherever necessary to present them more appropriately with those of the current year.

2. KEY FINANCIALS AS ON MARCH 31, 2025

During the Financial Year 2024-25, gross revenue from operations on standalone basis significantly increased by 26% to Rs. 37,265.1 as against Rs. 29,612.2 in the previous year.

Gross revenue from operations on a consolidated basis also grew significantly by 27% year-on-year to Rs. 39,925.8 as against Rs. 31,502.8 in the previous year.

The Company witnessed strong growth in value of transactions processed (TPV), growth in transaction volumes and significant increase in merchant addition across all fintech platforms.

Overall, both Payment and Platform businesses reported excellent performance in FY 2025. We have built a strong pipeline of merchants from whom we expect a good business going forward as they grow their business through the digital mode.

The Company's discipline in allocating resources to key strategic growth areas while optimizing costs and improving efficiency resulted into a strong growth in Profit before Tax and Profit after Tax.

The standalone Profit before Tax has increased for the year by 9% to Rs. 2,230.3 as against Rs. 2,050.1 in the previous year and Profit after Tax has increased for the year by 5% to Rs. 1,600.0 as against Rs. 1,520.5 in the previous year.

The consolidated Profit before Tax has increased for the year by 42% to Rs. 2,979.0 as against Rs. 2,095.1 in the previous year and Profit after Tax has increased for the year by 51% to Rs. 2,360.3 as against Rs. 1,559.0 in the previous year.

3. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of your Company for the Financial Year 2024-25 are prepared in compliance with applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). The Consolidated Financial Statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries (including step down subsidiaries) and associate companies, as approved by their respective Board of Directors.

The Consolidated Financial Statements together with the Auditors' Report form part of this Annual Report.

4. DIVIDEND

In order to conserve resources for business expansion, your Directors have not recommended any dividend for the Financial Year 2024-25.

Your Company has formulated a Dividend Distribution Policy which is disclosed on the website of the Company and can be accessed at <https://www.ia.ooo/code-of-conduct-policies>.

5. TRANSFER TO RESERVES

Your Company does not propose to transfer any amount to the general reserve during the Financial Year 2024-25.

6. CHANGE IN THE NATURE OF BUSINESS

Basic nature of business of the Company remains same and there is no change in business.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

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

8. SUBSIDIARIES & ASSOCIATE COMPANIES

During the year under review, the following changes have taken place in subsidiary / associates:

- Your Company has acquired balance 26% Equity Stake of Infibeam Digital Entertainment Private Limited ("INDENT"), from its existing Shareholders. Post-acquisition INDENT became a Wholly Owned Subsidiary of the Company.
- Your Company has made an investment in Rediff.com India Limited ("Rediff.com") by acquiring 54.05% Equity Stake. Post investment Rediff.com became a Subsidiary of the Company.
- Odigma Consultancy Solutions Limited ceased to be Wholly Owned Subsidiary of your Company pursuant to sanction of the Composite Scheme of Arrangement by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated August 29, 2024.
- Your Company has incorporated a Wholly Owned Subsidiary namely IA Fintech IFSC Private Limited on August 31, 2024.

- Your Company has incorporated a Wholly Owned Subsidiary namely Nueromind Technologies Private Limited on September 30, 2024.
- Dilution of Equity Stake in Nueromind Technologies Private Limited ("Nueromind") pursuant to the allotment of fresh Equity Shares by the Nueromind. Consequently, Nueromind ceased to be the Wholly Owned Subsidiary of the Company.
- Your Company has divested its entire 49% stake in Pirimid Technologies Limited ("Pirimid"), Associate of the Company to its Subsidiary i.e. Rediff.com India Limited. Post divestment, Pirimid ceased to be an Associate of the Company.

Pursuant to Section 129 (3) of the Act read with rules framed thereunder, pursuant to Regulation 33 of the Listing Regulations and Ind - AS 110 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its subsidiaries and associates.

A separate statement containing the salient features of the financial performance of the subsidiaries and associates for the Financial Year 2024-25 in the prescribed form AOC - 1 is annexed to the Board's Report as Annexure - A and forms part of this report. The Audited Consolidated financial statements together with Auditors' Report, forms an integral part of the Annual Report.

The Policy for determining material subsidiaries is available on the Company's website i.e. <https://www.ia.ooo/code-of-conduct-policies>. The Company does not have a material subsidiary.

In terms of provisions of Section 136 of Act, separate audited accounts of the subsidiary Companies shall be available on website of the Company at www.ia.ooo. These documents shall also be made available for inspection by any Member of the Company at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holiday) up to the date of the AGM.

9. CHANGE IN SHARE CAPITAL

During the Financial Year 2024-25, the total Issued and Paid-Up Equity Share Capital of the Company increased from Rs. 2,782.00 Million to Rs. 2,789.49 Million pursuant to the allotment of 74,93,216 Equity Shares.

During the Financial Year 2024-25, after obtaining necessary approvals, the Company issued and allotted,

- 71,40,716 Equity Shares of Re. 1/- each on October 15, 2024 to its eligible employees of the Company & its subsidiaries under the ESOP Scheme(s).
- 3,52,500 Equity Shares of Re. 1/- each on March 19, 2025 to its eligible employees of the Company & its subsidiaries under the ESOP Scheme(s).

Consequently, the issued, subscribed and paid up Equity Share Capital as on March 31, 2025 is Rs. 2,78,94,95,346 divided into 2,78,94,95,346 Equity Shares of Re. 1/- each.

The Company after the closing of Financial Year 2024-25, after obtaining necessary approvals has allotted 69,99,85,723 partly paid up equity shares to all the eligible equity shareholders in the of ratio of 67 Rights equity share for every 267 equity shares pursuant to the approval of the Rights Issue Committee of the Board of Directors at its meeting held on July 15, 2025. After the Issue the Equity Share Capital of the Company stood at Rs. 3,489.48 Million.

The Company after obtaining necessary approvals has issued and allotted 69,39,701 Equity Shares of Re. 1/- each on August 02, 2025, to its eligible employees of the Company under the ESOP Schemes. After the issue, the Equity Share Capital of the Company stood at Rs. 3,496.42 Million.

10. SCHEME OF ARRANGEMENT

The Hon'ble National Company Law Tribunal, Ahmedabad Bench has, vide its order dated August 29, 2024 read with Corrigendum to Order passed on September 13, 2024, sanctioned the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ("Demerged Company" / "Transferee Company" / "the Company"), Odigma Consultancy Solutions Limited ("Odigma" or "Resulting Company") and Infibeam Projects Management Private Limited ("IPMPL" or "Transferee Company") and their respective shareholders and creditors under section 230 to 232 of the Companies Act, 2013, and other applicable laws including the rules and regulations ("Scheme").

The Appointed Date was April 01, 2023 for:

- the transfer and vesting of the Global Top Level Domain Undertaking ("Demerged Undertaking") of Infibeam to Odigma;

- ii. the transfer and vesting of the Project Management Undertaking as a going concern on slump sale basis by Infibeam to IPMPL.

The Scheme became effective upon filing of certified copy of the order with the Registrar of Companies (RoC) on September 14, 2024. The Record Date was set as September 11, 2024 for the purpose of determining the eligible shareholders of Infibeam for allotment of Equity Shares of Odigma pursuant to the Scheme. The Equity Shares of Odigma have been listed and admitted for trading on both the Stock Exchanges i.e. BSE Limited via Scrip Code: 544301 and NSE via Symbol: ODIGMA w.e.f December 12, 2024.

11. DEPOSITS

During the year under review, your Company has not accepted any public deposits within the ambit of Section 73 read with Companies (Acceptance of Deposits) Rules, 2014 made under Chapter V of the Act and any other provisions of the Act, read with rules made there under. As on March 31, 2025, there were no deposits lying unpaid or unclaimed.

12. RE-CLASSIFICATION OF PROMOTER/PROMOTER GROUP TO PUBLIC

During the year under review, the Company has received reclassification request from Mr. Malav Mehta for reclassification of Mr. Malav Mehta, Ms. Anoli Mehta and Malav Ajitbhai Mehta HUF from 'promoter/promoter group' category of the Company to 'public' category, in accordance with Listing Regulations, as amended and other rules, regulations and guidelines, as applicable, in this regard.

The company has received approval(s) from both the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited on December 04, 2024 reclassifying Mr. Malav Mehta, Ms. Anoli Mehta and Malav Ajitbhai Mehta HUF from 'promoter/promoter group' category of the Company to 'public' category of the Company pursuant to Regulation 31A of the Listing Regulations.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year, following were the changes in the Board of Directors or Key Managerial Personnel.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Narayanan Sadanandan (DIN: 07263104) as an Additional Independent Director effective from July 09, 2024, and the shareholders approved

his appointment as an Independent Director of the Company for a period of five (5) consecutive years upto July 08, 2029, by way of resolution passed at the Annual General Meeting of the Company held on August 14, 2024.

Mr. Roopkishan Sohanlal Dave (DIN: 02800417) and Mr. Keyoor Madhusudan Bakshi (DIN: 00133588) ceased to be Independent Directors of the Company w.e.f. August 24, 2024, due to completion of second term as an Independent Director.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Ms. Girija Krishan Varma (DIN: 10038009) as an Additional Women Independent Director effective from March 06, 2025, and the shareholders approved her appointment as an Independent Director of the Company for a period of five (5) consecutive years upto March 05, 2030, by way of resolution passed through postal ballot on April 06, 2025.

Ms. Vijaylaxmi Tulsidas Sheth (DIN: 07129801) Independent director of the company ceased to be Independent Director of the Company w.e.f. March 19, 2025 due to completion of second term as an Independent Director.

Mr. Ajit Champaklal Mehta (DIN: 01234707), Chairman Emeritus & Non-Executive Director retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment.

Brief details of the Directors proposed to be appointed/re-appointed as required under Regulation 36 of the Listing Regulations are provided in the Notice of the AGM.

Key Managerial Personnel of the Company as on March 31, 2025 comprised of Mr. Vishal Ajitbhai Mehta, Chairman and Managing Director, Mr. Vishwas Ambalal Patel, Joint Managing Director, Mr. Sunil Nandlal Bhagat, Chief Financial Officer and Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary of the Company.

14. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). They have registered their names in the Independent Directors data-bank. They have also affirmed compliance to the Conduct for Independent Directors as

prescribed in Schedule IV of the Act. In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified under the Act and Listing Regulations and are independent of the management.

15. DIRECTOR'S RESPONSIBILITIES STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

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

16. BOARD EVALUATION

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors. The annual performance evaluation of the Board, its Committees and each Director has been carried out for the Financial Year 2024-25 in accordance with the framework.

The annual performance evaluation of the Board, the Chairman, Committees and each Director has been carried out in accordance with the framework. The summary of the evaluation reports was

presented to the respective Committees and the Board. The Directors had given positive feedback on the overall functioning of the Committees and the Board. The suggestions made by the Directors in the evaluation process have been suitably incorporated in the processes. The details of evaluation process of the Board, its Committees and individual Directors, including Independent Directors have been provided under the Corporate Governance Report which forms part of this Report.

17. FAMILIARIZATION PROGRAMME

The details of the familiarization programme undertaken during the year have been provided in the Corporate Governance Report which forms part of this Report.

The policy on Familiarization programme for Independent Directors as approved by the Board is uploaded on the Company's Website at <https://www.ia.ooo/code-of-conduct-policies>.

18. NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of the Act read with the Rules issued thereunder and the Listing Regulations.

This Policy is available on the website of the Company i.e. <https://www.ia.ooo/code-of-conduct-policies>.

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of the Company.

19. BOARD MEETINGS HELD DURING THE YEAR

The Board met 6 (Six) times during the Financial Year 2024-25. The meeting details are provided in the Corporate governance report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013 and Listing Regulations.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2025, are given in the Notes to the Financial Statements, which forms a part of this Annual Report.

21. PARTICULARS OF RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties as defined under Section 2(76) of the Companies

Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") during the Financial Year under review were on an arm's length basis and were in the ordinary course of business. Prior omnibus approval was obtained on a yearly basis for the transactions which were of a foreseeable and repetitive nature and the same were further executed on arm's length basis and in the ordinary course of business. Further, a statement giving details of all Transactions executed with Related Parties is placed before the Board of Directors on a quarterly basis for its approval/ ratification as the case may be. All the transactions entered with related parties were in compliance with the applicable provisions of the Act read with the relevant rules made thereunder and the Listing Regulations.

During the year, the Company had not entered into any related party transactions which could be considered 'material' in terms of Section 188 of the Act and rules made thereunder and according to the policy of the Company on materiality of Related Party Transactions. Accordingly, there are no transactions that are required to be reported in Form AOC-2. However, you may refer to Related Party transactions in Note No. 26 of the Standalone Financial Statements.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's Website at <https://www.ia.ooo/code-of-conduct-policies>.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosures to be made under Section 134(3) (m) of the Act read with rule 8 (3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

i) Conservation of Energy

Steps taken or Impact on Conservation of Energy:

The Company strives and makes conscious efforts to reduce its energy consumption through business operations of the Company which are not energy intensive. Some of the measures undertaken are listed below:

- Usage of LED lights at office spaces that are more energy efficient.
- Regular monitoring of temperature inside the office premises and controlling the Air Conditioning system.

- Optimised cooling within data center facility to operate within permissible temperature range of IT equipment.
- PACs are deployed in shifts and groups to improve efficiency and life of equipment.
- Rationalisation of usage of electricity
- Planned preventive maintenance

ii) Technology Absorption

The Company by itself operates into the dynamic information technology space. The Company has adequate members in Technology development functions and keep updating the changes in technology.

IT team constantly monitor and optimise usage of proprietary software within company. They optimise cost by replacing proprietary software by open source wherever possible.

iii) Foreign Exchange earnings and outgo

Further during the year under review, details of foreign exchange earnings and outgo are as given below:

(Rs. in Million)

| Particulars | Financial Year 2024-25 | Financial Year 2023-24 |
|-----------------------------------|---------------------------|---------------------------|
| Earning in Foreign Currencies | 2,173.26 | 1,153.09 |
| Expenditure in Foreign Currencies | 23.40 | 19.82 |

23. MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and Analysis Report for the year under review, as stipulated under Listing Regulations, is presented in a separate section, forming a part of this Annual Report.

24. CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Practicing Company Secretary on its compliance forms part of this Report as Annexure - B.

25. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to the Regulation 34 of SEBI Listing Regulations, BRSR describing the initiatives taken by the Company is enclosed as part of this Annual Report.

26. COMMITTEES OF THE BOARD

Details of various committees constituted by the Board of Directors as per the provision of the Listing Regulations and the Companies Act, 2013 are given in the Corporate Governance Report which forms part of this report.

27. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure - C which forms part of this report.

The statement containing particulars of employees as required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company at ir@ia.ooo in this regard.

28. DETAILS OF EMPLOYEE STOCK OPTION PLANS

Employee Stock Option Plan(s) ("the Schemes") are administered under the instructions and supervision of the Nomination and Remuneration Committee ("NRC").

The Schemes are in line with the SEBI (Share Based Employee Benefits) Regulations, 2014 / SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"). The Company has received a certificate from the Secretarial Auditors of the Company that the Schemes are implemented in accordance with the SEBI SBEBSE Regulations. A copy of the certificate would be available at the AGM for inspection by Members. The applicable disclosures as stipulated under SEBI SBEBSE Regulations with regard to Employees Stock Option Plans of the Company are available on the website of the Company at www.ia.ooo.

Details of the Employees Stock Option Scheme(s) is available on the website of the Company at www.ia.ooo

During the year ended March 31, 2025, there has been no material change in the Company's existing Schemes and the Schemes are in compliance with SEBI SBEBSE Regulations.

29. DETAILS OF STOCK APPRECIATION RIGHTS SCHEME

The Scheme is in line with the SEBI SBEBSE Regulations. The Company has received a certificate from the Secretarial Auditors of the Company that the Scheme is implemented in accordance with the SEBI SBEBSE Regulations. The certificate would be available at the AGM for inspection by Members. The applicable disclosures as stipulated under SEBI SBEBSE Regulations with regard to Stock Appreciation Rights of the Company are available on the website of the Company at www.ia.ooo.

Details of the Employees Stock Option Scheme(s) is available on the website of the Company at www.ia.ooo

During the year ended March 31, 2025, there has been no material change in the Company's existing Schemes and the Schemes are in compliance with SEBI SBEBSE Regulations.

30. AUDITORS AND AUDITORS' REPORT**I. STATUTORY AUDITORS:**

M/s. Shah & Taparia, Chartered Accountant (Firm Registration No. – 109463W) were re-appointed at the 13th Annual General Meeting of the Members of the Company held on September 26, 2023, for a period of five (5) years to hold office till the conclusion of the 18th AGM.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Act, and Rules issued thereunder (including any statutory modification (s) or re-enactment(s) for the time being in force), from M/s. Shah & Taparia, Chartered Accountants (Firm Registration No. – 109463W).

➤ Statutory Auditors' Report

During the period under review, no incident of frauds was reported by the Statutory Auditors pursuant to Section 143 (12) of the Act. The Auditors' Report is enclosed with the financial statements in this Annual Report.

II. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, the Board had appointed M/s. SPANJ & Associates, Company Secretaries, (FRN: P2014GJ034800 and Peer reviewed certificate number: 6467/2025) to undertake

the Secretarial Audit of the Company for FY 2024-25.

Further, pursuant to amended Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit Committee, the Board of Directors has appointed M/s. SPANJ & Associates, Company Secretaries, (FRN: P2014GJ034800 and Peer reviewed certificate number: 6467/2025) as the Secretarial Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the 15th Annual General Meeting (AGM) until the conclusion of the 20th AGM of the Company, subject to the approval of Members. The Secretarial Auditors shall conduct the Secretarial Audit for the financial years ending March 31, 2026 to March 31, 2030.

➤ **Secretarial Audit Report**

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Act, from M/s. SPANJ & Associates, Practicing Company Secretaries. The said Report is attached with this Report as Annexure – D.

There are no remarks / qualification in the Secretarial Audit Report, hence no explanation has been offered.

31. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committee are provided in the Corporate Governance Report which forms part of this report.

The Annual Report on CSR activities is annexed to this Report as Annexure – E.

The CSR policy is available on your Company's website <https://www.ia.ooo/code-of-conduct-policies>.

32. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Annual Return is available on the website of the Company at <https://www.ia.ooo/annual-return>.

33. VIGIL MECHANISM

The Company has established a robust Vigil Mechanism and adopted a Whistle Blower Policy in accordance with provisions of the Act and Listing Regulations, to provide a formal mechanism to the

Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of vigil mechanism ("Whistle Blower policy") is available on the Company's website at <https://www.ia.ooo/code-of-conduct-policies>.

34. INTERNAL FINANCIAL CONTROLS

Internal Financial Controls are an integral part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitised and embedded in the business processes. Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended. Detailed information on the same has been included under the Management Discussion & Analysis report forming a part of this Annual Report.

35. HUMAN RESOURCE

Our employees are our key strength, which has led us to achieve the results and various milestones in our organization's journey. The Company believes that attracting, developing and retaining talent is crucial to organizational success. The Company has several initiatives and programs to ensure employees experience a holistic and fulfilling career with IT sector.

We remain focused on building trust through a culture of openness, conversations and opportunities to speak up. We grew stronger as a team by supporting each other wholeheartedly throughout the F.Y. 2024-25. Employees, their talent and capabilities are our greatest asset, our competitive advantage. In a highly competitive environment, our formidable talent pool becomes our key differentiator.

With a focus on digitalization, we are also implementing several robust HR practices and processes to enhance employee experience, engagement and enablement to deliver exemplary results.

36. ENHANCING SHAREHOLDERS' VALUE

Your Company is committed to creating and returning value to shareholders. Accordingly, your Company is dedicated to achieving high levels of operating performance, cost competitiveness, enhancing the productive asset and resource base and striving for excellence in all areas of operations.

Your Company strongly believes that its success in the marketplace and good reputation are among the primary determinants of shareholder value. Its close relationship with customers and a deep understanding of their challenges and expectations drive the development of new products and services. Anticipating customer requirements early and being able to address them effectively requires a strong commercial backbone. Your Company continues to develop this strength by institutionalizing sound commercial processes and building world-class commercial capabilities across its marketing and sales teams. Your Company uses an innovative approach in the development of its services, as well as execution of growth opportunities.

Your Company is also committed to creating value for all its stakeholders by ensuring that its corporate actions positively impact the economic, societal and environmental dimensions of the triple bottom line.

37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under the policy. During the Financial Year under review, no complaint has been received by the Company. The Company is committed to provide a safe and conducive work environment to all its employees and associates.

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2024-25 are as under:

| | |
|--|----|
| Number of complaints filed during the Financial Year | 0 |
| Number of complaints disposed of during the Financial Year | NA |
| Number of complaints pending as on end of the Financial Year | NA |

The Policy for prevention of Sexual Harassment is available on the Company's website at <https://www.ia.ooo/code-of-conduct-policies>.

38. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct of Board of Directors is also available on the Company's website <https://www.ia.ooo/code-of-conduct-policies>.

39. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

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

40. RISK MANAGEMENT

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls.

The Company has a Risk Management Policy, which from time to time, is reviewed by the Audit Committee as well as by the Board of Directors. The Policy is reviewed by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly with reference to statutory regulations and guidelines defined by the Company.

The Risk Management policy is available on the Company's website at <https://www.ia.ooo/code-of-conduct-policies>.

41. LISTING

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") having nation-wide trading terminals. Annual Listing Fee for the Financial Year 2025-26 has been paid to NSE and BSE.

42. OTHER DISCLOSURES

- The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board

of Directors (SS-1) and General Meetings (SS-2).

- The Managing Director of the Company has not received any remuneration or commission from any of Company's subsidiary.
- The Audit Committee comprises namely of Mr. Piyushkumar Mithileshkumar Sinha (Chairman) Mr. Vishal Ajitbhai Mehta and Ms. Girija Krishan Varma (Members). During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.
- The Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise.
- The Company has not issued any Sweat Equity Shares to its Directors or Employees.
- Interested Directors were recused from the discussion of the agenda items, in which they were interested, of the Board or Committee meetings held during the year.
- No application against the Company has been filed or is pending under the Insolvency and Bankruptcy Code, 2016, hence, the requirement to disclose the details is not applicable.
- The company has complied with the provisions pertaining to Maternity Benefits Act, 1961 during the FY 2024-25.
- The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.

43. ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the contributions made by all employees, without whom the exemplary performance of the Company year after year, would not have been possible.

The Board places on record its appreciation for the continued co-operation and support extended to the Company by customers, vendors, regulators, banks, financial institutions, rating agencies, stock exchanges, depositories, auditors, legal advisors, consultants and business associates with whose help, cooperation and hard work the Company is able to achieve the results.

The Board deeply acknowledges the trust and confidence placed by the customers of the Company and all its Stakeholders.

For and on behalf of Board of Directors

Vishal Mehta
Chairman & Managing Director
[DIN: 03093563]

Place: Gandhinagar
Date: August 08, 2025

Annexure - A

FORM AOC-1

Part - A: Subsidiary Companies

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014

(Rs. In Million)

| Sr. No. | Particulars | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 |
|---------|--|--|--|-----------------------------------|--|--|--|--|-----------------------------------|--|---------------------------------------|--|-----------------------------------|--|--|---|----------------------------------|--|--|--|----------|
| 1 | Name of Subsidiaries | Infibeam Digital Entertainment Private Limited | Ster-Iotech Private Limited (formerly known as Infibeam Logistics Private Limited) | Av-enues Infinite Private Limited | Vavian International Limited | Avenues World FZ-LLC## | Instant Global Paytech Private Limited | Nueromind Technologies Private Limited | IA Fintech IFSC Private Limited | AI Fintech Inc** | Cardpay Technologies Private Limited* | So Hum Bharat Digital Payments Private Limited | Uvik Technologies Private Limited | Infibeam Projects Management Private Limited | Infibeam Avenues Saudi Arabia for Information systems Technology Co. | Infibeam Avenues India Pty Ltd** Limited | Rediff.com Inc*** | Rediff Holding Inc*** | Value Communication Corporation*** | Inf-beam A venues ME SPV Limited# | |
| 2 | The date since when subsidiary was acquired | November 30, 2012 | March 31, 2014 | April 01, 2017 | March 21, 2019 | July 1, 2018 | May 06, 2020 | September 30, 2024 | August 31, 2024 | April 20, 2020 | June 05, 2020 | February 11, 2021 | March 01, 2022 | February 14, 2022 | July 01, 2022 | June 06, 2022 | October 01, 2024 | October 01, 2024 | October 01, 2024 | March 05, 2025 | |
| 3 | Reporting period for the subsidiary concerned, if different from the holding Company's reporting period | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | September 30, 2024 to March 31, 2025 | August 31, 2024 to March 31, 2025 | January 01, 2024 to December 31, 2024 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | July 01, 2024 to June 30, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | April 01, 2024 to March 31, 2025 | October 10, 2024 to March 31, 2025 | |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | INR | INR | INR | UAE Dirham Exchange rate as on March 31, 2025, 1 AED = 23.27 INR | UAE Dirham Exchange rate as on March 31, 2025, 1 AED = 23.27 INR | INR | INR | INR | USD Exchange rate as on March 31, 2025, 1 USD = 85.475 INR | INR | INR | INR | INR | SAR Exchange rate as on March 31, 2025, 1 SAR = 22.7875 INR | AUD Exchange rate as on March 31, 2025, 1 AUD = 53.81 INR | INR | USD Exchange rate as on March 31, 2025, 1 USD = 85.475 INR | USD Exchange rate as on March 31, 2025, 1 USD = 85.475 INR | UAE Dirham Exchange rate as on March 31, 2025, 1 AED = 23.27 INR | |
| 5 | Paid up share capital | 42.50 | 375.10 | 39.36 | 1.34 | 873.38 | 0.33 | 0.11 | - | 456.30 | 0.50 | 10.00 | 0.16 | 55.88 | 2.22 | 0.55 | 926.82 | - | 0.09 | - | 8,547.51 |
| 6 | Reserves & surplus | (113.31) | (31.67) | 763.14 | 9,526.64 | 2,595.90 | 16.50 | (0.20) | - | 44.25 | 0.06 | (1.28) | 43.80 | 1,162.05 | (55.39) | (0.24) | (132.55) | 295.75 | (74.67) | (230.05) | Nil/0 |
| 7 | Total assets | 1.50 | 350.71 | 941.60 | 9,528.21 | 5,029.44 | 824.31 | 74.07 | - | 501.04 | 0.56 | 8.82 | 70.44 | 4,435.49 | 61.11 | 0.32 | 1,189.18 | 295.75 | 230.58 | - | 8,547.51 |
| 8 | Total liabilities | 72.32 | 7.28 | 139.11 | 0.23 | 1,560.15 | 807.48 | 74.16 | - | 0.49 | - | 0.10 | 26.47 | 3,217.55 | 114.27 | - | 394.91 | - | 305.16 | 230.05 | - |
| 9 | Investment | - | - | 352.93 | 7,356.69 | - | 0.56 | - | - | - | - | - | - | 108.38 | - | - | 264.45 | - | - | - | 8,547.51 |
| 10 | Turnover | - | - | - | - | 1,474.18 | 1,174.76 | - | - | 7.49 | - | - | 71.36 | 117.45 | 187.86 | - | 372.28 | - | - | - | - |
| 11 | Profit / (Loss) before taxation | 25.07 | (4.24) | 103.04 | 6,728.27 | 628.86 | 0.62 | (0.20) | - | (18.33) | (0.02) | 0.20 | 12.45 | 69.00 | (13.83) | (0.04) | 50.72 | (53.78) | 39.85 | (11.95) | - |

| Sr. No. | Particulars | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 |
|---------|-------------------------|-------|--------|---------|----------|--------|--------|--------|------|---------|--------|------|--------|---------|---------|--------|--------|---------|--------|---------|-----|
| 12 | Provision for taxation | - | - | (14.63) | (55.83) | - | - | - | - | - | - | - | (3.27) | (17.93) | - | - | - | 0.21 | - | - | - |
| 13 | Profit (Loss) after Tax | 25.07 | (4.24) | 88.41 | 6,728.27 | 573.03 | 0.62 | (0.20) | - | (18.33) | (0.02) | 0.20 | 9.18 | 51.07 | (13.83) | (0.04) | 50.72 | (53.57) | 39.85 | (11.95) | - |
| 14 | Proposed Dividend | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 15 | % of Shareholding | 100% | 100% | 100% | 100% | 80% | 54.80% | 90% | 100% | 100% | 54.80% | 100% | 100% | 100% | 100% | 100% | 54.05% | 54.05% | 54.05% | 54.05% | 80% |

Note:

1. Name of Subsidiaries which are yet to commence operations – IA Fintech IFSC Private Limited
2. Name of Subsidiaries which have been liquidated or sold during the year – Nil
3. Odigma Consultancy Solutions Limited ceased to be Wholly Owned Subsidiary of your Company pursuant to sanction of the Composite Scheme of Arrangement by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated August 29, 2024.
4. *Wholly Owned Subsidiary of Subsidiary i.e. Instant Global Paytech Private Limited.
5. **Wholly Owned Subsidiaries of the Wholly Owned Subsidiary i.e. Vavian International Limited
6. *** Wholly Owned Subsidiaries of the Subsidiary i.e. Rediff.com India Limited
7. #Subsidiary of the Wholly Owned Subsidiary i.e. Vavian International Limited
8. ## Subsidiary Company of the Step down Subsidiary i.e. Infibeam Avenues ME SPV Limited

Part- B: Associate & Joint Venture
Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014

(Rs. In Million)

| Sr. No. | Particulars | 1 | | | 2 | | 3 | | |
|---------|--|--|--|--|--|--|--|--|--|
| | Name of Associate Company | Vishko 22 Products & Services Private Limited | | | Infibeam Global EMEA FZ-LLC | | Pirimid Technologies Limited | | |
| 1 | Latest Audited Balance sheet Date | March 31, 2025 | | | March 31, 2025 | | March 31, 2025 | | |
| 2 | Shares of Associates or Joint Ventures held by the Company on the Year end | Equity Shares | | | Equity Shares | | Equity Shares | | |
| | No. of Shares | 1,25,000 | | | 36,016 | | 26,44,271 | | |
| | Amount of Investment in Associates or Joint Ventures | 1.25 | | | 675.86 | | 249.88 | | |
| | Extent of Holdings (In Percentage) | 50.00% | | | 49.00% | | 49.00% | | |
| 3 | Description of how there is significant influence | Not Applicable | | | Not Applicable | | Not Applicable | | |
| 4 | Reason why the associates / Joint Ventures is not Consolidated | Consolidation carried out based on equity method | | | Consolidation carried out based on equity method | | Consolidation carried out based on equity method | | |
| 5 | Net worth attributable to Shareholding as per latest audited balance Sheet | 1.31 | | | 3,029.29 | | 247.97 | | |
| 6 | Profit or (Loss) for the Year | (0.46) | | | 6.60 | | 137.17 | | |
| | i. Considered in Consolidation | (0.23) | | | 3.24 | | 58.06 | | |
| | ii. Not Considered in Consolidation | (0.23) | | | 3.36 | | 79.11 | | |

Note:

1. Names of associates/joint ventures which are yet to commence operations – NIL
2. Names of associates/joint ventures which have been liquidated or sold during the year: Pirimid Technologies Limited has been sold to Rediff.com India Limited, Subsidiary of the Company.

For and on behalf of the Board of Directors

Place: Gandhinagar
Date: May 26, 2025

Vishal Mehta
Chairman and Managing Director
DIN: 03093563

Vishwas Patel
Joint Managing Director
DIN: 00934823

Sunil Bhagat
Chief Financial Officer

Shyamal Trivedi
Sr. Vice President & Company Secretary

Annexure - B

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the Financial Year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations") and the report contains the details of Corporate Governance systems and processes at Infibeam Avenues Limited for the Financial Year ended on March 31, 2025 is given herein below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Infibeam Avenues Limited's ("Infibeam" or "the Company") philosophy on Corporate Governance encompasses adherence to the highest levels of transparency, accountability and fairness, in all areas of its operations and in all interactions with all its stakeholders which reflects our value system encompassing our culture and policies. The Company believes that Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders. The Company firmly believes, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Strong corporate governance founded on values is the bedrock of the sustained performance at the Company and fuels the Company's vision to achieve the respect of stakeholders. The Company is conscious of the fact that the success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to compliance with regulatory requirements, the Company endeavours to ensure that highest standards of ethical and responsible conduct are met throughout the organisation.

CORPORATE GOVERNANCE PRACTICES

The Company maintains the highest standards of Corporate Governance. It is Company's constant endeavour to adopt the best Corporate Governance practices and norms, inter-alia including the following:

- Securities related filings with Stock Exchanges are circulated/ placed before the Company's Board of Directors.
- The Company has following Board Committees: Audit Committee, Risk Management Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Securities Allotment Committee.
- The Company also undergoes Secretarial Audit conducted by an Independent firm of Practicing Company Secretaries. The Secretarial Audit Report is placed before the Board and forms part of the Annual Report.
- Observance and adherence of all applicable Laws including Secretarial Standards-1 & 2 issued by the Institute of Company Secretaries of India.

The Company's governance framework is based on the following principles:

- Follow the spirit of the law and not just the letter of the law, Corporate Governance standards should go beyond the law;
- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the Members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control;
- Proper business conduct by the Board, Senior Management and Employees;
- Embracing a trusteeship model in which the management is the trustee of the Shareholders' capital;
- Making a clear distinction between personal convenience and corporate resources.

The Company has adopted a Code of Conduct for its employees including the Directors and the Key Managerial Personnel(s) ("KMPs") and Senior Management. In addition, the Company has adopted a Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors

as laid down in the Companies Act, 2013 ("the Act"). The Company's Corporate Governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

SHAREHOLDERS

The Act and the Listing Regulations prescribed the governance mechanism by shareholders in terms of passing of ordinary and special resolutions, voting rights, participation in the corporate actions such as bonus issue, buyback of shares, declaration of dividend, etc. Your Company follows a robust process to ensure that the shareholders of the Company are well informed of Board decisions both on financial and non-financial matters and adequate notice with a detailed explanation is sent to the shareholders well in advance to obtain necessary approvals.

BOARD OF DIRECTORS

The Board is responsible for and committed to sound principles of Corporate Governance in the Company. The Board, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby, enhancing stakeholders' value.

The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

a) Composition and category of Directors

The Company has a well-diversified Board and have an appropriate mix of Executive, Non-Executive and Independent Directors, to maintain its independence, and separate its functions of governance and management. As on March 31, 2025, our Board comprised Six members, consisting of One Non-Executive Director and Chairman

Emeritus, Two Executive Directors comprising of Chairman & Managing Director and Joint Managing Director and Three Non-Executive Independent Directors including One Woman Independent Director. The Board periodically evaluates the need for change in its size and composition.

During the year under review, Mr. Keyoor Madhusudan Bakshi (DIN: 00133588) and Mr. Rookishan Sohanlal Dave (DIN: 02800417) ceased to be the Independent Directors of the Company, on completion of their second term with effect from close of business hours on August 24, 2025.

During the year under review, Ms. Vijaylaxmi Tulsidas Sheth (DIN: 07129801) ceased to be the Independent Director of the Company, on completion of her second term with effect from close of business hours on March 19, 2025.

The present strength of the Board reflects a judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

b) Directors' Directorships/Committee memberships

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Act or acts as a Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further, all Directors have informed about their Directorships, Committee Memberships/Chairmanships, including any changes in their positions during the year. Relevant details of the Board of Directors as on March 31, 2025 are given below:

| Name of Directors* | Category | Board Meeting(s) Details | | No. of Directorship in other Public Company** | No. of Committee positions held in other Companies | | Attendance at the last AGM held on 14-08-2024 Yes / No | Directorship in other listed entity (Category of Directorship) |
|--|--|--------------------------|-----------|---|--|---------|---|--|
| | | Entitled to Attend | Attended® | | Chairman | Member# | | |
| Mr. Ajit Champaklal Mehta DIN: 01234707 | Promoter/ Non-Executive Director & Chairman Emeritus | 06 | 06 | 01 | 00 | 00 | Yes | - |
| Mr. Vishal Ajitbhai Mehta DIN: 03093563 | Promoter/ Chairman & Managing Director | 06 | 06 | 03 | 01 | 02 | Yes | Odigma Consultancy Solutions Limited (Chairman and Non-Executive Director) |

| Name of Directors* | Category | Board Meeting(s) Details | | No. of Directorship in other Public Company** | No. of Committee positions held in other Companies | | Attendance at the last AGM held on 14-08-2024 Yes / No | Directorship in other listed entity (Category of Directorship) |
|---|-------------------------|--------------------------|-----------|---|--|---------|---|--|
| | | Entitled to Attend | Attended® | | Chairman | Member# | | |
| Mr. Vishwas Ambalal Patel DIN: 00934823 | Joint Managing Director | 06 | 06 | 01 | 00 | 00 | Yes | - |
| Mr. Piyushkumar Mithileshkumar Sinha DIN: 00484132 | Independent Director | 06 | 06 | 02 | 00 | 01 | Yes | Silver Touch Technologies Limited (Non-Executive, Independent Director) |
| Mr. Narayanan Sadanandan DIN: 07263104\$ | Independent Director | 04 | 04 | 03 | 01 | 04 | Yes | MAS Financial Services Limited (Non-Executive, Independent Director) Allied Blenders And Distillers Limited (Non-Executive, Independent Director) |
| Ms. Girija Krishan Varma\$\$ DIN: 10038009 | Independent Director | 00 | 00 | 01 | 00 | 02 | No | - |
| Mr. Keyoor Madhusudan Bakshi^ DIN: 00133588 | Independent Director | 03 | 03 | N.A. | N.A. | N.A. | Yes | N.A. |
| Mr. Roopkishan Sohanlal Dave^ DIN: 02800417 | Independent Director | 03 | 00 | N.A. | N.A. | N.A. | No | N.A. |
| Ms. Vijaylaxmi Tulsidas Sheth^^ DIN: 07129801 | Independent Director | 06 | 06 | N.A. | N.A. | N.A. | Yes | N.A. |

Note: The committees considered for the purpose are Audit Committee and Stakeholders' Relationship Committee, excluding that of Infibeam Avenues Limited.

* Profile of all the Directors are available on the website of the Company at <https://www.ia.ooo/board-of-directors>.

**The Directorship held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Limited Companies, which were not the subsidiaries of Public Limited Companies.

®Meetings attended by Video Conferencing, if any is also included in the attendance.

Membership includes Chairmanship position.

\$ Mr. Narayanan Sadanandan was appointed as an Independent Director w.e.f. July 09, 2024.

\$\$ Ms. Girija Krishan Varma was appointed as an Independent Director w.e.f. March 06, 2025.

^Mr. Keyoor Madhusudan Bakshi and Mr. Roopkishan Sohanlal Dave ceased to be the Independent Directors of the Company with effect from close of business hours on August 24, 2024 on completion of their tenure.

^^Ms. Vijaylaxmi Tulsidas Sheth ceased to be the Independent Director of the Company with effect from close of business hours on March 19, 2025 on completion of her tenure.

Director's Inter-se Relationship:

| Name of Directors | Relation | Name of Related Directors |
|---------------------------|-----------|---------------------------|
| Mr. Ajit Champaklal Mehta | Father of | Mr. Vishal Ajitbhai Mehta |
| Mr. Vishal Ajitbhai Mehta | Son of | Mr. Ajit Champaklal Mehta |

None of the other Directors are related to any other Director on the Board.

c) Number of Board Meetings:

The Company adheres to the provisions of the Act read with the Rules made thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary, in consultation with the Senior Management, prepares the detailed agenda for the meetings. Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda.

Detailed presentations are made at the Board / Committee meetings covering finance, major business segments and operations of the Company, global business environment, key business areas of the Company including business opportunities, business strategy and the risk management practices, before taking on record the quarterly / half yearly / annual financial results of the Company.

The important decisions taken at the Board/Committee meetings are communicated to departments concerned, promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board / Committee, for noting by the Board /Committee.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries.

During the Financial Year 2024-25, 6 (Six) meetings of the Board of Directors were held and the maximum time gap between two meetings did not exceed one hundred and twenty days.

The dates of the Board meetings are as under:

| Date(s) on which meeting(s) were held | | |
|---------------------------------------|-------------------|-----------------|
| May 16, 2024 | July 09, 2024 | August 02, 2024 |
| November 12, 2024 | February 04, 2025 | March 06, 2025 |

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the Meetings.

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance processes.

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of Schedule V of the Listing Regulations.

d) The shareholding of the Directors of your Company as on March 31, 2025

| Sr. No. | Name of Directors | Nature of Directorship | No. of shares held | Percentage to the paid up share capital |
|---------|--------------------------------------|---|--------------------|---|
| 1. | Mr. Ajit Champaklal Mehta | Non-Executive Director/ Promoter | 12,04,59,120 | 4.32 |
| 2. | Mr. Vishal Ajitbhai Mehta | Chairman & Managing Director / Promoter | 23,98,37,600 | 8.60 |
| 3. | Mr. Vishwas Ambalal Patel | Joint Managing Director | 30,63,82,648 | 10.98 |
| 4. | Mr. Piyushkumar Mithileshkumar Sinha | Non-Executive Independent Director | Nil | 0.00 |
| 5. | Mr. Narayanan Sadanandan | Non-Executive Independent Director | Nil | 0.00 |
| 6. | Ms. Girija Krishan Varma | Non-Executive Independent Director | Nil | 0.00 |

The Company has not issued any convertible instruments to any Directors of the Company during the Financial Year 2024-25.

e) Familiarisation Programme for Independent Directors:

The Company conducts a Familiarization Programme for newly appointed Independent Directors to enable them to be familiarized with the Company, its management and its operations to gain clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company. They are provided a platform to interact with multiple levels of management and are provided with all the documents required and/or sought by them to have a good understanding of Company's operations, businesses and the industry as a whole. They are updated on all business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

Further, on an ongoing basis, Independent Directors are regularly updated in the Board Meetings on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

As a process when a new Independent Director is appointed, a familiarization programme is conducted by the senior management team to apprise the newly appointed Independent Director and whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

Brief details of the familiarization programme are uploaded on the website of your Company, <https://www.ia.ooo/code-of-conduct-policies>.

f) Key Board qualifications, expertise and attributes:

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

| | |
|-----------------------------------|---|
| International Business experience | Experience in leading businesses in different geographies/markets around the world |
| General management/ Governance | Strategic thinking, decision making and protect interest of all stakeholders |
| Financial skills | Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc. |
| Strategy and Planning | Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments. |
| Technology and Innovation | Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data centre, data security etc. |

The following is the list of core skills/competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

| Name of Director | Area of skills/expertise/ competencies | | | | |
|--------------------------------------|--|-------------------------------|------------------|-----------------------|---------------------------|
| | International Business Experience | General Management Governance | Financial Skills | Strategy and Planning | Technology and Innovation |
| Mr. Ajit Champaklal Mehta | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Vishal Ajitbhai Mehta | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Vishwas Ambalal Patel | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Piyushkumar Mithileshkumar Sinha | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Narayanan Sadanandan | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ms. Girija Krishan Varma | ✓ | ✓ | ✓ | ✓ | ✓ |

Note: These skills/competencies are broad-based, encompassing several areas of expertise/experience as shown in the table above. Each Director may possess varied combinations of skills/experience within the described set of parameters.

g) Independent Directors:

The Company has on its Board, a group of eminent Independent Directors who have brought in an independent judgement to the Board's deliberations including issues of strategy, risk management and overall governance. They have played a pivotal role in safeguarding the interests of all stakeholders.

The Independent Directors have submitted declaration(s)/disclosures under section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they meet the criteria of Independence laid down under section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirmed that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and are independent of the management of the Company. The maximum tenure of the Independent Directors is in compliance with the Act.

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

Policy of Code of Conduct and Term & Conditions

of Appointment of Independent Director is placed on your Company's website at <https://www.ia.ooo/code-of-conduct-policies>.

h) Independent Directors' Meeting:

Schedule IV of the Act and the Rules thereunder mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and Members of the Management. During the year under review, the Independent Directors met on February 04, 2025, without the attendance of Non-Independent Directors and Members of the management, inter alia, to discuss on the following:

- To review the performance of the Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of your Company, taking into account views of Executive / Non- Executive Directors; and
- Assess the quality, quantity and timeliness of flow of information between your Company's management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

i) Disclosures Regarding Appointment/Re-Appointment of Directors:

Mr. Ajit Champaklal Mehta Non-Executive Director, is retiring at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.

Brief resume and other relevant details of the Directors proposed to be re-appointed is given in the Notice of the AGM.

In line with the requirements of Listing Regulations, the appointment/ re-appointments, if any, are being made keeping in mind the proximity to 75 (seventy-five) years of age.

j) **Evaluation of the Board Effectiveness:**

In terms of applicable provisions of the Act read with Rules framed thereunder and Part D of Schedule II of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. The Board evaluation framework has been designed in compliance with the requirements under the Act and the Listing Regulations. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the Financial Year 2024-25.

Structured questionnaires were prepared to evaluate the performance of the Board as a whole, individual performance of each Director and self – assessment carried out by the Directors. The parameters of the performance evaluation process for Directors, inter alia, includes, effective participation in meetings of the Board, Contribution in strategy and other areas impacting company's performance, domain knowledge, attendance of Director(s), etc. In assessing the overall performance of the Board, the parameters included qualifications, experience and competency (in area of law, finance, accounting, economics, management, administration or another area relevant to the field in which the Company operates), bringing his/her experience and credibility to bear on the critical areas of performance of the organization, giving fair chance to other members to contribute, participates actively in the discussions and is consensus oriented. The questionnaires for assessing the performance of the Committees of the Board included aspects like understanding of the terms of reference by the Committee members, adequacy of the composition of the Committees, effectiveness of the discussions at the Committee meetings, information provided to the Committee to discharge its duties, performance of the Committee vis-à-vis its responsibilities, etc.

Regular evaluation of the Directors' creates more confidence in the integrity of the Company, the quality of the discussions at Board meetings, the credibility of the reports and information they receive, the level of interpersonal cohesion between Board members and the degree of Board knowledge which enable Board members,

individually and collectively, to develop the key skills required to meet foreseeable requirements with timely preparation, agreed strategies and appropriate development goals.

The Board of Directors at its meeting held on March 06, 2025, has noted the overall feedback on the performance of the Directors and the Board as a whole and its Committees. The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees was positive and members expressed their satisfaction.

COMMITTEES OF THE BOARD

The Board has constituted various Committees with an optimum representation of its members and has assigned them specific terms of reference in accordance with the Act and the Listing Regulations. These Committees hold meetings at such a frequency as is deemed necessary by them to effectively undertake and deliver upon the responsibilities and tasks assigned to them. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. Your Company currently has 5 (Five) Statutory Committees of the Board viz., Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee and 1 (One) Non-Statutory Committee namely Securities Allotment Committee.

1. AUDIT COMMITTEE:

The primary objective of Audit Committee is, to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in financial reporting process by the Management, internal auditors and independent auditors. The Audit Committee is responsible for selection, evaluation, and where appropriate, replacing the independent auditors in accordance with the law.

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings attended during the Financial Year ended March 31, 2025 is detailed below:

| Sr. No. | Name of Members | Category | Nature of Membership | Meeting(s) Details | |
|---------|--|----------------------|----------------------|--------------------|-----------|
| | | | | Entitled to Attend | Attended* |
| 1. | Mr. Keyoor Madhusudan Bakshi [#] | Independent Director | Chairman | 03 | 03 |
| 2. | Mr. Vishal Ajitbhai Mehta | Managing Director | Member | 06 | 06 |
| 3. | Mr. Roopkishan Sohanlal Dave ^{##} | Independent Director | Member | 03 | 00 |
| 4. | Mr. Piyushkumar Mithilesh kumar Sinha [^] | Independent Director | Chairman | 06 | 06 |
| 5. | Ms. Vijaylaxmi Tulsidas Sheth [@] | Independent Director | Member | 06 | 06 |
| 6. | Ms. Girija Krishan Varma ^{^^} | Independent Director | Member | 00 | 00 |

*Meetings attended by Video Conferencing, if any is also included in the attendance.

[#]Mr. Keyoor Madhusudan Bakshi ceased to be an Independent Director of the Company on completion of his tenure and consequently ceased to be a Chairman of the Committee with effect from August 24, 2024.

^{##}Mr. Roopkishan Sohanlal Dave ceased to be an Independent Director of the Company on completion of his tenure and consequently ceased to be a Member of the Committee with effect from August 24, 2024.

[^]Mr. Piyushkumar Mithileshkumar Sinha has been inducted as Chairman of the Committee w.e.f. August 30, 2024.

^{^^}Ms. Girija Krishan Varma was appointed as Member of the Committee w.e.f. March 06, 2025

[@] Ms. Vijaylaxmi Tulsidas Sheth ceased to be an Independent Director of the Company on completion of her tenure and consequently ceased to be a Member of the Committee with effect from March 20, 2025.

Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary, acts as a Secretary to the Committee.

The Committee invites the Statutory Auditors, Internal Auditors and other related functional executives of the Company to attend the meeting when required.

During the Financial Year 2024-25, 6 (Six) meetings of the Audit Committee were held and the maximum time gap between two meetings did not exceed one hundred and twenty days.

The dates of the Audit Committee meetings are as under:

| Date(s) on which meeting(s) were held | | |
|---------------------------------------|-------------------|-----------------|
| May 16, 2024 | July 09, 2024 | August 02, 2024 |
| November 12, 2024 | February 04, 2025 | March 06, 2025 |

The Chairman of the Audit Committee was present at the last AGM held on August 14, 2024 to answer the shareholders' queries.

The minutes of the Audit Committee Meetings are reviewed by the Board and taken note of.

The Audit Committee is empowered, pursuant to its terms of reference, powers and its role, inter alia, includes the following:

A) Scope and functions:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, remuneration and terms of appointment auditors of the Company;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Approving payments to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act, as amended;

- b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 7. Reviewing with the Management, the financial statements of subsidiaries and in particular the investments made by each of them;
 8. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed Issue by the Company;
 9. Approval or any subsequent modifications of transactions of the Company with related parties;
 10. Scrutinising of inter-corporate loans and investments;
 11. Valuing of undertakings or assets of the Company, wherever it is necessary;
 12. Evaluating of internal financial controls and risk management systems;
 13. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 14. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
 15. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 16. Discussing with internal auditors on any significant findings and follow up there on;
 17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 18. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 19. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 20. Reviewing the functioning of the whistle blower mechanism;
 21. Review and approve, policy formulated for determination of material subsidiaries;
 22. Review and approve, policy on related party transactions and also dealing with related party transactions;
 23. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
 24. Reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
 25. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

26. To provide guidance to the Compliance Officer for setting forth policies and implementation of the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices;
27. To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer;
28. To give suitable directions for initiating penal action against any person upon being informed by the Compliance Officer that such person has violated the Code of Conduct for Prevention of Insider Trading and/or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
29. To review and recommend to the Board for approval – Business plan, Budget for the year and revised estimates; and
30. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Act or Listing Regulations or by any other regulatory authority.

B) Power of Audit Committee:

The powers of the Audit Committee shall include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

C) Reviewing Powers:

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
5. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of the Listing Regulations.

2. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

The Stakeholders Relationship Committee ("SRC") comprises of three members, with a majority of Independent Directors.

The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company along with the details of the meetings attended by the members of the Committee during the Financial Year 2024-25 is detailed below:

| Sr. No. | Name of Members | Category | Nature of Membership | Meeting (s) Details | |
|---------|--|------------------------|----------------------|---------------------|-----------|
| | | | | Entitled to Attend | Attended* |
| 1. | Mr. Ajit Champaklal Mehta | Non-Executive Director | Chairman | 02 | 02 |
| 2. | Mr. Roopkishan Sohanlal Dave** | Independent Director | Member | 01 | 00 |
| 3. | Mr. Piyushkumar Mithileshkumar Sinha | Independent Director | Member | 02 | 02 |
| 4. | Ms. Vijaylaxmi Tulsidas Sheth [#] | Independent Director | Member | 02 | 02 |
| 5. | Mr. Narayanan Sadanandan [@] | Independent Director | Member | 01 | 01 |

*Meetings attended by Video Conferencing, if any is also included in the attendance.

***Mr. Roopkishan Sohanlal Dave ceased to be an Independent Director of the Company on completion of his tenure and consequently ceased to be a Member of the Committee with effect from August 24, 2024.*

@Mr. Narayanan Sadanandan was appointed as a Member of the Committee w.e.f. August 30, 2024.

#Ms. Vijaylaxmi Tulsidas Sheth ceased to be an Independent Director of the Company on completion of her tenure and consequently ceased to be a Member of the Committee with effect from March 20, 2025.

During the Financial Year 2024-25, 2 (Two) meetings of the Stakeholder Relationship Committee were held on following dates:

Date(s) on which meeting(s) were held

May 16, 2024

November 12, 2024

The Chairman of the Stakeholders' Relationship Committee, was present at the AGM held on August 14, 2024.

The Committee looks into the matters of Shareholders/ Investors grievances along with other matters listed below:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.;

2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Recommend measures for overall improvement of the quality of investor services;
6. Approve issue of duplicate certificates of the Company;
7. Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.

The minutes of the SRC Meetings are reviewed by the Board and taken note of.

Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary is the Compliance Officer for complying with requirements of Securities Laws.

Investor Grievance Redressal:

Details pertaining to the number of complaints received and responded and the status thereof during the Financial Year 2024-25 are given below:

| Opening as on April 01, 2024 | Received during the year | Resolved during the year | Closing as on March 31, 2025 |
|------------------------------|--------------------------|--------------------------|------------------------------|
| 00 | 11 | 08 | 03 |

All complaints have been resolved to the satisfaction of shareholders.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent i.e. Alankit Assignments Limited attend all the grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Company endeavours to implement suggestions as and when received from the Investors.

3. NOMINATION AND REMUNERATION COMMITTEE:

The role of the Nomination and Remuneration Committee is governed by its Policy and its composition is in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings attended by the members of the Committee during the Financial Year 2024-25 is detailed below:

| Sr. No. | Name of Members | Category | Nature of Membership | Meeting (s) Details | |
|---------|--|------------------------|----------------------|---------------------|-----------|
| | | | | Entitle to Attend | Attended* |
| 1. | Mr. Roopkishan Sohanlal Dave** | Independent Director | Chairman | 01 | 00 |
| 2. | Mr. Ajit Champaklal Mehta\$\$ | Non-Executive Director | Member | 03 | 03 |
| 3. | Mr. Keyoor Madhusudan Bakshi@ | Independent Director | Member | 01 | 01 |
| 4. | Mr. Piyushkumar Mithileshkumar Sinha\$ | Independent Director | Chairman | 04 | 04 |
| 5. | Ms. Vijaylaxmi Tulsidas Sheth# | Independent Director | Member | 04 | 04 |
| 6. | Ms. Girija Krishan Varma^ | Independent Director | Member | 01 | 00 |

*Meetings attended by Video Conferencing, if any is also included in the attendance.

** Mr. Roopkishan Sohanlal Dave ceased to be an Independent Director of the Company on completion of his tenure and consequently ceased to be a Chairman of the Committee with effect from August 24, 2024.

@ Mr. Keyoor Madhusudan Bakshi ceased to be an Independent Director of the Company on completion of his tenure and consequently ceased to be a Member of the Committee with effect from August 24, 2024.

\$ Mr. Piyushkumar Mithileshkumar Sinha has been inducted as Chairman of the Committee w.e.f. August 30, 2024.

\$\$ Mr. Ajit Champaklal Mehta was appointed as member of the Committee w.e.f. August 30, 2024.

^ Ms. Girija Krishan Varma was appointed as member of the Committee w.e.f. March 06, 2025.

Ms. Vijaylaxmi Tulsidas Sheth ceased to be an Independent Director of the Company on completion of her tenure and consequently ceased to be a Member of the Committee with effect from March 20, 2025.

During the Financial Year 2024-25, 4 (Four) meetings of the Nomination and Remuneration Committee were held on following dates:

| Date(s) on which meeting(s) were held | | |
|---------------------------------------|------------------|----------------|
| July 09, 2024 | October 15, 2024 | March 06, 2025 |
| March 19, 2025 | | |

Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary, acts as a Secretary to the Committee.

The minutes of the NRC Meetings are reviewed by the Board and taken note of.

The roles and responsibilities of the Committee covers the area as specified in the Listing Regulations, Act and other applicable laws, if any, besides other role and powers entrusted upon it by the Board of Directors from time to time. The roles and responsibilities of the Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required, for every appointment of an independent director;

3. Formulating of criteria for evaluation of the performance of the Independent Directors and the Board;
4. Recommend to the Board the appointment or re-appointment of Director;
5. Recommend to the Board the appointment of Key Managerial Personnel;
6. Devising a policy on Board diversity;
7. Specify methodology for effective evaluation of performance of Board/ Committees/Directors either by Board, Nomination and Remuneration Committee or an Independent external agency and to review implementation of evaluation system;
8. Carry out the evaluation of every Director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
9. Identifying persons who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every Director's performance;
10. Determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
11. Analysing, monitoring and reviewing various human resource and compensation matters;
12. Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
13. Recommending to the Board all remuneration, in whatever form, payable to Senior Management;
14. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
15. Performing such functions as are required to be performed by the compensation committee under the ESOP and other Regulations;
16. Suggesting to Board/ shareholder's changes in the Employee Stock Option Plan (ESOP) and Stock Appreciation Rights (SAR);
17. Deciding the terms and conditions of ESOP and SAR;
18. Identifying familiarization and training programs for the Board to ensure that Non-Executive Directors are provided adequate information regarding the operations of the business, the industry and their duties and legal responsibilities;
19. Performing such other activities as may be delegated by the Board of Directors and/or specified/provided under the Act or Listing Regulations or by any other regulatory authority; and
20. Any other terms of reference as per the provisions of the act and listing regulations (including any other amendments thereto).

Nomination and Remuneration Policy:

The Company has formulated a Nomination and Remuneration Policy which indicates criteria for making payment to Non-Executive Directors. As per the said Policy, the remuneration/commission paid to Non-Executive Directors shall be in accordance with the statutory provisions of the Act, and the rules made thereunder for the time being in force. The Non-Executive/ Independent Directors may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act per meeting of the Board or Committees.

The Nomination and Remuneration Policy of the Company has been uploaded on the Company's website and can be accessed at: <https://www.ia.ooo/code-of-conduct-policies>.

Performance Evaluation:

Upon recommendation of Nomination and Remuneration Committee the Board of Directors has laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its Committees and the individual Board members, including Independent Directors. On the basis of performance evaluation of Independent Directors, it is determined whether to extend or continue their term of appointment, whenever their respective term expires.

The Independent Directors at their separate meeting reviewed the performance of the Non-Independent Directors and the Board as a whole, Chairperson of the Company, and also took into consideration the views of the Executive Directors and Non-Executive Directors, the quality, quantity and timeliness of flow of information between the Company management and the Board.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The performance evaluation process for the financial year 2024-25 has been completed.

Details of Remuneration:

- Remuneration to Non-Executive Directors (including Independent Directors):**

The Non-Executive Directors of the Company are paid remuneration by way of sitting fees.

During the Financial Year 2024-25, the Company paid sitting fees to the Directors for attending meetings of the Board/Committee.

The Company has also taken a Directors' & Officers' Liability Insurance Policy.

- Remuneration to Executive Directors:**

The Board in consultation with the Nomination and Remuneration Committee decides the remuneration structure for Executive Directors etc. On the recommendation of the Nomination and Remuneration Committee, the Remuneration payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

Details of remuneration paid to Directors for the Financial Year 2024-25 is as under:

(Rs. In Million)

| Name of Directors | Designation | Sitting fees | Salary & Perquisites | Commission | Total |
|--------------------------------------|------------------------------|--------------|----------------------|------------|-------------|
| Mr. Ajit Champaklal Mehta | Non-Executive Director | 0.32 | 0 | 0 | 0.32 |
| Mr. Vishal Ajitbhai Mehta | Chairman & Managing Director | 0 | 0 | 0 | 0 |
| Mr. Vishwas Ambalal Patel | Joint Managing Director | 0 | 0 | 0 | 0 |
| Mr. Keyoor Madhusudan Bakshi* | Independent Director | 0.10 | 0 | 0 | 0.10 |
| Mr. Roopkishan Sohanlal Dave* | Independent Director | - | - | - | - |
| Ms. Vijaylaxmi Tulsidas Sheth** | Independent Director | 0.44 | 0 | 0 | 0.44 |
| Mr. Piyushkumar Mithileshkumar Sinha | Independent Director | 0.44 | 0 | 0 | 0.44 |
| Mr. Narayanan Sadanandan | Independent Director | 0.20 | 0 | 0 | 0.20 |
| Ms. Girija Krishan Varma | Independent Director | 0 | 0 | 0 | 0 |
| Total | | 1.49 | 0 | 0 | 1.49 |

*Mr. Keyoor Madhusudan Bakshi and Mr. Roopkishan Sohanlal Dave ceased to be the Independent Director of the Company with effect from close of business hours on August 24, 2024 on completion of their tenure.

**Ms. Vijaylaxmi Tulsidas Sheth ceased to be the Independent Director of the Company with effect from close of business hours on March 19, 2025 on completion of her tenure.

No Stock Option has been offered to the Directors during the Financial Year 2024-25.

The Executive Directors are not being paid sitting fees for attending meetings of the Board of Directors and its committees. The Company has no pecuniary relationship with Non- Executive Independent Directors except for payment of sitting fees for attending meetings of the Board/Committees thereof.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The role of the Corporate Social Responsibility Committee ("**CSR**") is governed by its Policy and its composition is in compliance with the provisions of Section 135 of the Act and rules made thereunder.

As on March 31, 2025, Mr. Sunil Nandlal Bhagat is the CSR Officer of the Committee.

The Composition of the Corporate Social Responsibility Committee of the Board of Directors of the Company along with the details of the meetings attended by the members of the Committee during the Financial Year 2024-25 is detailed below:

| Sr. No. | Name of Members | Category | Nature of Membership | Meeting (s) Details | |
|---------|--|------------------------------|----------------------|---------------------|-----------|
| | | | | Entitle to attend | Attended* |
| 1. | Ms. Vijaylaxmi Tulsidas Sheth [^] | Independent Director | Chairperson | 01 | 01 |
| 2. | Mr. Vishal Ajitbhai Mehta ^{&} | Chairman & Managing Director | Chairman | 01 | 01 |
| 3. | Mr. Piyushkumar Mithileshkumar Sinha | Independent Director | Member | 01 | 01 |
| 4. | Mr. Vishwas Ambalal Patel [@] | Joint Managing Director | Member | 00 | 00 |

*Meeting attended by Video Conferencing, if any is also included in the attendance.

@Mr. Vishwas Ambalal Patel was appointed as member of the Committee w.e.f. March 06, 2025.

&Mr. Vishal Ajitbhai Mehta has been inducted as the Chairman w.e.f. March 06, 2025.

[^]Ms. Vijaylaxmi Tulsidas Sheth ceased to be an Independent Director of the Company on completion of her tenure and consequently ceased to be a Chairperson of the Committee with effect from March 20, 2025.

During the Financial Year 2024-25, 1 (One) meeting of the Corporate Social Responsibility Committee was held on following date:

| Date(s) on which meeting(s) were held |
|---------------------------------------|
| May 16, 2024 |

The minutes of the CSR Meetings are reviewed by the Board and taken note of.

The role of CSR Committee is as under:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII in compliance with the Act and rules thereunder and review thereof;
- Formulate and recommend to the Board, an annual action plan in pursuance to CSR Policy.
- Recommend the amount of expenditure to be incurred on the activities;
- Monitor the implementation of framework of CSR Policy of the Company from time to time;
- Submit annual report of CSR activities to the Board;
- Review and monitor all CSR projects; and
- Such other activities as the Board of Directors may determine from time to time.

A CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act and the CSR Expenditure thereon. The CSR policy of the Company is available on the website of the Company <https://www.ia.ooo/code-of-conduct-policies>.

5. RISK MANAGEMENT COMMITTEE:

The composition of the Committee is in conformity with the Listing Regulations, with majority of members being Directors of the Company.

The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The Composition of the Risk Management Committee as at March 31, 2025 is as under:

| Sr. No. | Name of Member | Category | Nature of Membership | Meeting (s) Details | |
|---------|---|------------------------------|----------------------|---------------------|-----------|
| | | | | Entitle to attend | Attended* |
| 1. | Mr. Vishal Ajitbhai Mehta | Chairman & Managing Director | Chairman | 02 | 02 |
| 2. | Mr. Ajit Champaklal Mehta | Non-Executive Director | Member | 02 | 02 |
| 3. | Mr. Roopkishan Sohanlal Dave ^{\$} | Independent Director | Member | 01 | 00 |
| 4. | Mr. Piyushkumar Mithileshkumar Sinha [@] | Independent Director | Member | 01 | 01 |
| 5. | Mr. Sunil Nandlal Bhagat | Chief Financial Officer | Member | 02 | 02 |

**Meetings attended by Video Conferencing, if any is also included in the attendance.*

^{\$}Mr. Roopkishan Sohanlal Dave ceased to be an Independent Director of the Company on completion of his tenure and consequently ceased to be a Member of the Committee with effect from August 24, 2024.

[@]Mr. Piyushkumar Sinha was appointed as the Member of the Committee w.e.f. August 30, 2024.

During the Financial Year 2024-25, 2 (Two) meetings of the Risk Management Committee were held on following dates:

| Date(s) on which meeting(s) were held | |
|---------------------------------------|-------------------|
| August 02, 2024 | February 04, 2025 |

The role of Risk Management Committee is as under:

- To approve and review the risk treatment plans put in place by management;
- To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems including but not limited to cyber security and related risks;
- To periodically review the risk management policy, at least once in two years, by considering the changing industry dynamics and evolving complexity;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

- To review and approve Company's risk appetite and tolerance with respect to line of business;
- To obtain reasonable assurance from management that all known and emerging risks has been identified and mitigated and managed; and
- To carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable.

6. SECURITIES ALLOTMENT COMMITTEE:

The Company has a Securities Allotment Committee to issue and allot Equity Shares and/or any Convertible securities, if any, of the Company to the shareholders.

The Composition of the Securities Allotment Committee as at March 31, 2025 is as under:

| Sr. No. | Name of Member | Category | Nature of Membership | Meeting (s) Details | |
|---------|---|------------------------------|----------------------|---------------------|-----------|
| | | | | Entitle to attend | Attended* |
| 1 | Mr. Vishal Ajitbhai Mehta | Chairman & Managing Director | Chairman | 00 | 00 |
| 2 | Mr. Vishwas Ambalal Patel | Joint Managing Director | Member | 00 | 00 |
| 3 | Ms. Vijaylaxmi Tulsidas Sheth [#] | Independent Director | Member | 00 | 00 |
| 4 | Mr. Piyushkumar Mithileshkumar Sinha [@] | Independent Director | Member | 00 | 00 |

**Meetings attended by Video Conferencing, if any is also included in the attendance.*

@Mr. Piyushkumar Sinha was appointed as the Member of the Committee w.e.f. August 30, 2024

#Ms. Vijaylaxmi Tulsidas Sheth ceased to be an Independent Director of the Company on completion of her tenure and consequently ceased to be a Member of the Committee with effect from March 20, 2025.

During the Financial Year 2024-25, no meeting of the Securities Allotment Committee was held.

SENIOR MANAGEMENT

A senior management team consists of core member of the management team, which are leading and managing a team of employees, providing guidance and support as needed. The Profile of the Senior Management is available on the website of the Company at <https://www.ia.ooo/> There has no change in the senior management team since close of the previous Financial Year.

SUBSIDIARY COMPANIES

As on March 31, 2025, Your Company does not have a material subsidiary Company in terms of Regulation 16 of the Listing Regulations. A synopsis of the minutes of the Board Meetings of the Subsidiary Companies are placed at the Board meeting of your Company on a periodical basis. The Audit Committee reviews the Financial Statements including investments by the unlisted subsidiary Companies.

The Policy for determining "material" subsidiaries has been placed on the website of your Company i.e. <https://www.ia.ooo/code-of-conduct-policies>.

GENERAL BODY MEETINGS

a. Details of last three Annual General Meetings of the Company are given below:

| Financial Year | Date | Time | Venue | Whether any Special Resolution Passed |
|----------------|--------------------|------------|--|---|
| 2021-22 | September 23, 2022 | 11:00 a.m. | Meeting conducted through VC / OAVM pursuant to the MCA and SEBI Circular(s) | <p>Yes</p> <p>Special Resolutions:</p> <ul style="list-style-type: none"> a. Re-appointment of Mr. Vishal Mehta (DIN: 03093563) as the Managing Director of the Company. a. Re-appointment of Mr. Vishwas Patel (DIN: 00934823) as an Executive Director of the Company. b. Re-appointment of Mr. Piyushkumar Sinha (DIN: 00484132) as an Independent Director of the Company. c. Issuance of Fully Convertible Warrants on a Preferential Issue basis. d. Approval pursuant to Section 185 of the Companies Act, 2013. |
| 2022-23 | September 26, 2023 | 11:00 a.m. | Meeting conducted through VC / OAVM pursuant to the MCA and SEBI Circular(s) | <p>Yes</p> <p>Special Resolutions:</p> <ul style="list-style-type: none"> a. Continuation of Mr. Ajit Champaklal Mehta (DIN: 01234707) as a Non-Executive Director of the Company beyond the age of 75 Years. b. Re-Designation of Mr. Vishwas Patel (DIN: 00934823) from Executive Director to Joint Managing Director. c. Approval pursuant to Section 185 of the Companies Act, 2013. |
| 2023-24 | August 14, 2024 | 11:00 a.m. | Meeting conducted through VC / OAVM pursuant to the MCA and SEBI Circular(s) | <p>Yes</p> <p>Special Resolution:</p> <ul style="list-style-type: none"> a. Appointment of Mr. Narayanan Sadanandan (DIN: 07263104), as an Independent Director. b. Approval pursuant to Section 185 of the Companies Act, 2013. |

a. Whether special resolutions were put through postal ballot last year, details of voting pattern:

Following special resolution was put through postal ballot during FY 2024-25:

- a. Appointment of Ms. Girija Krishan Varma (DIN: 10038009), as an Independent Director of the Company.

Result of voting through Postal Ballot by remote e-voting was as follows:

| Category | Promoter and Promoter Group | Public Institutions | Public Non Institutions | Total |
|--------------------------------------|-----------------------------|---------------------|-------------------------|----------------|
| No. of shares held | 76,31,54,460 | 20,46,02,699 | 1,82,13,85,687 | 2,78,91,42,846 |
| No. of Votes – in favour | 75,41,20,140 | 13,83,37,072 | 80,54,30,781 | 1,69,78,87,993 |
| % of Votes in favour on votes polled | 100.00 | 100.00 | 99.9850 | 99.9929 |
| No. of Votes –Against | - | - | 1,20,924 | 1,20,924 |
| % of Votes against on votes polled | - | - | 0.0150 | 0.0071 |

Scrutiniser for postal ballot:

The Board of Directors had appointed M/s. SPANJ & Associates, Company Secretaries as the Scrutiniser for conducting the postal ballot (e-voting process) in a fair and transparent manner.

b. Whether any special resolution is proposed to be conducted through postal ballot:

No Special Resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

MEANS OF COMMUNICATION

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information to all stakeholders which strengthens relations between management and stakeholders. The Company regularly interacts with shareholders through multiple channels of communications. We have established robust procedures to disseminate relevant information in a planned manner to our Shareholders, analysts, employees and the society at large. The details of the means of communication are given below:

1. Publication of quarterly results:

Quarterly, Half-yearly and Annual Financial Results of the Company are sent to the Stock Exchanges and published in the leading English and vernacular language newspapers (viz., Financial Express – National Daily all editions and Financial Express – Gujarati edition). Simultaneously, they are also displayed on the Company's website and can be accessed at www.ia.ooo.

2. Press Releases, News Releases and Presentations to the Institutional Investors/Analysts:

Official news releases, press releases and presentations are made to the institutional investors and financial analysts on the Company's quarterly,

half - yearly as well as annual financial results. These press releases, presentations and schedule of analyst or institutional investors meet are also displayed on the Company's website and can be accessed at www.ia.ooo as well as sent to the Stock Exchanges. No unpublished price sensitive information is discussed in the meeting or in the presentation with institutional investors and financial analysts.

3. Website:

The Company's website www.ia.ooo contains a separate dedicated section 'Investor Relations' where Shareholders' information is available.

4. Annual Report:

The Annual Report containing, inter alia, Audited Standalone Financial Statements, Audited Consolidated Financial Statements, Board's Report, Auditors' Report and other important information is circulated to the Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report and Business Responsibility and Sustainability Reporting forms part of the Annual Report. The Company's Annual Report is also available in a downloadable form on the Company's website i.e. www.ia.ooo.

5. Stock Exchange(s):

The Company makes timely disclosures of necessary information to the BSE Limited and the National Stock Exchange of India Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

6. NEAPS (NSE Electronic Application Processing System) and BSE Corporate Compliance & the Listing Centre:

NEAPS is a web-based application designed by NSE for corporates. BSE Listing is a web-based

application designed by BSE for corporates. All periodical compliance filings, inter alia, Financial Results, Integrated Financials, Shareholding Pattern, Corporate Governance Report, Integrated Governance Report, Corporate Announcements, statement of investor complaints, and other such filings are in accordance with the Listing Regulations filed electronically on NEAPS/BSE Listing centre.

7. Reminder to the shareholders:

Reminders to shareholders for claiming their returned undelivered share certificates, unclaimed dividend(s), and prior intimations regarding transfer of their shares to the Investor Education and Protection Fund (IEPF) are regularly dispatched by the RTA/Company.

8. SEBI Complaints Redress System (SCORES 2.0) and Online Dispute Resolution System (SMART ODR):

The investor complaints are processed in a centralised web-based complaints redressal system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by

investors of actions taken on the complaint and its current status.

9. Exclusive email ID for investors:

The Company has designated the email id ir@ia.ooo exclusively for investor servicing.

GENERAL SHAREHOLDER INFORMATION

i. Company Registration Details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L64203GJ2010PLC061366.

ii. Annual General Meeting:

Date : September 29, 2025

Day : Monday

Time : 11:00 A.M.

Place : Meeting is being conducted through VC/OAVM pursuant to the relevant MCA Circular(s) and SEBI Circular(s) and hence there is no requirement to have a venue for the AGM. For more details please refer to the Notice of this AGM.

iii. Financial Calendar:

Financial Year : April 01, 2024 to March 31, 2025

Tentative Schedule for declaration of results during the Financial Year 2025-26

First Quarter : On or before August 14, 2025

Second Quarter and Half yearly : On or before November 14, 2025

Third Quarter and Nine Months : On or before February 14, 2026

Fourth Quarter and Annual : On or before May 30, 2026

Dividend Payment Date : Not Applicable as the Board did not recommend any dividend for the Financial year.

• Dividends declared in the past –

| Financial Year | Type of dividend | Amount of Dividend per Share | Date of declaration | Due date for transfer to IEPF* |
|----------------|------------------|------------------------------|---------------------|--------------------------------|
| 2017-18 | Final | 0.10 | September 29, 2018 | November 04, 2025 |
| 2019-20 | Interim | 0.10 | October 25, 2019 | November 30, 2026 |
| 2020-21 | Final | 0.05 | September 23, 2021 | October 29, 2028 |
| 2021-22 | Interim | 0.05 | January 31, 2022 | March 08, 2029 |
| 2022-23 | Final | 0.05 | September 26, 2023 | October 31, 2030 |
| 2023-24 | Final | 0.05 | August 14, 2024 | September 18, 2031 |

*Unclaimed dividend shall be transferred to IEPF within 30 days from the due date.

• Unclaimed Dividend

Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such

transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. www.ia.ooo.

During the year under review, the following unclaimed / unpaid dividends have been transferred to the IEPF established by the Central Government, and no claim shall lie with the Company in respect of the unclaimed dividend transferred to IEPF.

| Particulars of Dividend | Amount (in Rs.) | Date of transfer to IEPF authority |
|--------------------------|-----------------|------------------------------------|
| Interim Dividend 2017-18 | 79,520.30 | April 05, 2025 |

Total 3,573 Equity Shares on which dividend remained unclaimed for a period of seven consecutive years, has been credited to the Demat Account of IEPFA.

Before transferring the amount to the Investor Education and Protection Fund (IEPF), the Company sent reminders to all members with unclaimed dividends at their registered addresses.

Additionally, information on unclaimed dividends is posted on the Company's website.

- Investor Education and Protection Fund (IEPF)**

In accordance with Section 124 of the Act read with the IEPF (Accounting, Audit, Transfer, and Refund) Rules, 2016 (as amended from time to time), during the Financial Year 2024-25 the Company has transferred all shares for which Interim Dividend for the financial year 2017-18 have remained unpaid or unclaimed by shareholders for seven consecutive years or more to the IEPF.

The Company has individually notified all affected shareholders about the transfer of their shares to the IEPF and has also published newspaper advertisements prior to these transfers. The Company has also uploaded the details of such shareholders and shares transferred to IEPF, on the website of the Company at <https://www.ia.ooo/iepf/iepf-2024-25>.

Shareholders are requested to note that both the unclaimed dividend and the corresponding shares transferred to the IEPF authority, including any benefits accruing on such shares, can be claimed back from the IEPF authority by following the stipulated procedure. An application in e-form no. IEPF-5, as prescribed in the Rules, must be filed with the IEPF authority.

- Mandatory Transfer of Shares to Demat Account of IEPFA in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years**

In terms of Section 124(6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a Shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of IEPFA within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the Equity Shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the Shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

Transfer of unclaimed/unpaid amounts and shares to the Investor Education and Protection Fund:

Members who have not yet encashed their following dividend(s) are requested to lodge their claims with the Company or Registrar and Share Transfer Agent.

| Particulars of dividend | Last date to claim the dividend |
|--------------------------|---------------------------------|
| Final Dividend – 2017-18 | September 30, 2025 |

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the Company's website <https://www.ia.ooo/>

(vi) Dividend Distribution Policy:

As per Regulation 43A of the Listing Regulations, the top 1000 listed companies shall formulate a Dividend Distribution Policy. Accordingly, the policy was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The Dividend Distribution Policy of the Company is available on the website of the Company at <https://www.ia.ooo/code-of-conduct-policies>.

(vii) Listing on Stock Exchanges:

| Sr. No. | Name of Stock Exchange(s) | Stock Code (s) | ISIN for Depositories |
|---------|---|----------------|-----------------------|
| 1. | BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 | 539807 | INE483S01020 |
| 2. | National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 | INFIBEAM | |

Your Company has paid the listing fees to BSE and NSE for the Financial Year 2025-26.

(viii) In case the securities of the Company are suspended from trading, the reasons thereof

The Securities of the Company are not suspended from trading on the stock exchanges where the Company is listed.

(ix) Registrars & Transfer Agent

Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:

Alankit Assignments Limited

205-208, Anarkali Complex,

Jhandewalan Extension,

New Delhi - 110055

Tel: +91 011-42541234

E-mail: rta@alankit.com

Website: www.alankitassignments.com

(x) Distribution of Shareholding as on March 31, 2025:

| Shareholding (No. of Shares) | No. of Share Holders | | No. of Shares | |
|------------------------------|----------------------|---------------|-----------------------|---------------|
| | Number | % of Total | Shares | % of Total |
| Upto – 500 | 6,13,680 | 78.46 | 6,64,87,122 | 2.38 |
| 501 – 1000 | 72,603 | 9.28 | 5,89,34,856 | 2.11 |
| 1001 – 2000 | 44,602 | 5.70 | 6,79,63,750 | 2.44 |
| 2001 – 3000 | 16,205 | 2.07 | 4,16,39,984 | 1.49 |
| 3001 – 4000 | 8,492 | 1.09 | 3,06,64,237 | 1.10 |
| 4001 – 5000 | 6,804 | 0.87 | 3,22,85,103 | 1.16 |
| 5001 -10000 | 10,754 | 1.38 | 8,00,95,706 | 2.87 |
| 10001 and above | 9,002 | 1.15 | 2,41,14,24,588 | 86.45 |
| Total | 7,82,142 | 100.00 | 2,78,94,95,346 | 100.00 |

(xi) Category of Shareholders as on March 31, 2025:

| Category | No. of Shares held | % of Shareholding |
|--|-----------------------|-------------------|
| Promoters & Promoter's group | 76,31,54,460 | 27.36 |
| Foreign Portfolio Investors | 21,52,57,083 | 7.72 |
| Mutual Funds | 43,47,252 | 0.15 |
| Alternate Investment Funds | 11,00,000 | 0.04 |
| Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter | 3,000 | 0.00 |
| LLP | 7,95,94,597 | 2.85 |
| Bodies Corporate | 10,13,41,886 | 3.63 |
| NRI | 5,56,57,231 | 2.00 |
| Individual | 1,06,44,18,128 | 38.16 |
| Directors and their relatives (excluding independent directors and nominee directors) | 41,13,56,342 | 14.75 |
| Key Managerial Personnel | 30,41,360 | 0.11 |
| HUF | 7,23,22,678 | 2.59 |
| Trusts | 55,21,766 | 0.20 |
| Clearing Member | 27,771 | 0.00 |
| Unclaimed or Suspense or Escrow Account | 150 | 0.00 |
| NBFCs registered with RBI | 40,000 | 0.00 |
| Employee Benefit Trust | 1,23,11,642 | 0.44 |
| Total | 2,78,94,95,346 | 100.00 |

(xii) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

As on March 31, 2025, your Company does not have any outstanding GDRs/ ADRs/ Warrants/Convertible Instruments.

(xiii) Employee Stock Options:

During the year under review, 74,93,216 Equity Shares have been allotted under Employee Stock Options Scheme(s). Particulars with regard to Employees' Stock Options are put up on the Company's website i.e. www.ia.ooo.

(xiv) Share Transfer System:

In terms of the Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized including request received for transmission or transposition of securities. The requests for effecting transfer/transmission/ transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of Equity Shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders who hold shares in physical form are advised to convert them into dematerialized mode to avoid the risk of losing shares, fraudulent transactions and to receive better investor servicing. Only valid transmission or transposition cases that comply with the SEBI guidelines will be processed by the RTA of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. To transfer, transmit or transpose shares in physical form, shareholders should submit them to the office of the Company's Registrar & Transfer Agent (RTA). The RTA will process these cases only if they are technically found to be complete and in order. To expedite the transfer / transmission of shares held in physical mode the powers to authorise transfers have been delegated to specified officials of the RTA and Company. The details of transfers / transmission approved by the delegates, if any are noted by the Stakeholders Relationship Committee at its next meeting.

(xv) Dematerialisation of Shares and Liquidity:

Equity shares of the Company can be traded only in electronic mode by all the investors. The Company has entered into an agreement and established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

99.95% of the Equity Shares have been dematerialised as on March 31, 2025. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE483S01020.

The Company's shares are frequently traded on the 'BSE Limited' and the 'National Stock Exchange of India Limited'.

As per the SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 ('SEBI Circular'), whereby SEBI has mandated furnishing the following information by holders of securities in physical form:

- a. PAN linked with Adhaar
- b. Choice of nomination
- c. KYC details that includes i. contact details ii. bank account details iii. specimen signature.

The SEBI Circular further mandates that any service request or grievance shall be entertained or any payment, including payment of dividends, shall be made electronically to the security holders holding securities in physical form, only upon furnishing of the Valid PAN and the KYC Details, as mentioned above, against their respective folios. You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR-3 along with the related proofs mentioned in the respective forms to the RTA of the Company at the earliest.

The shareholders holding shares in physical form are requested to dematerialize their shares for Safeguarding their holdings and managing the same hassle free. Shareholders are accordingly requested to get in touch with any of the Depository Participant(s) registered with SEBI to open a demat account.

Transactions involving issue of share certificates including issuance of duplicate share certificates, Split, re-materialisation, consolidation and renewal of share certificates etc. should be addressed to RTA of the Company at the address given above.

As per the SEBI Master circular no. SEBI/HO/MIRSD/ POD-1 /P/CIR/2024/37 dated May 07,

2024, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

In terms of the said circular the necessary forms for processing the above requests are available on the website of the Company i.e. www.ia.ooo. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Shareholders may communicate with Alankit Assignments Limited, the Company's Registrar & Share Transfer Agent quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities. Members holding Equity Shares of the Company in physical form are requested to kindly get their Equity Shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

The prescribed process for dealing with the above requests has been advised to the shareholders holding shares in physical form vide our separate communication on this. The shareholders holding shares in physical form are requested to refer to the same. In terms of the circular, the Registrar and Share Transfer Agents are required to issue a letter of confirmation upon processing of investor requests in lieu of physical share certificates and the same is required to be dematerialized by the shareholder or claimant within 120 days of the issue of letter of confirmation. In case the shareholders or claimant fails to submit a demat request within the aforesaid 120 days, the shares would be credited to a Suspense Escrow Demat Account opened by the Company. The Company shall issue shares from Suspense Escrow Demat Account as and when the shareholder or claimant approaches the Company.

The said measure of SEBI is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities in demat form will improve ease, convenience and safety of transactions for investors.

(xvi) Commodity price risk or foreign exchange risk and hedging activities:

The Company manages foreign exchange risk and hedges to the extent considered necessary as and when required. The Company does not deal in commodities and hence the disclosure pursuant

to SEBI Circular dated November 15, 2018 and any other circular is not required to be given.

(xvii) Plant Locations: Not Applicable

(xviii) Address for Correspondence:

For any queries relating to the shares of your Company, correspondence may please be addressed to **Alankit Assignments Limited** at:

Address: 205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi -110055

Tel: +91 011-42541234

E-mail: rta@alankit.com

Website: www.alankitassignments.com

For the benefit of shareholders, documents will continue to be accepted at the Registered Office of the Company at:

Infibeam Avenues Limited

CIN: L64203GJ2010PLC061366

28th Floor, GIFT Two Building,
Block No. 56, Road – 5C, Zone - 5,
GIFT CITY, Gandhinagar - 382050,
Gujarat, India

Tel: +91 79 6777 2204 Fax: +91 79 6777 2205

E-mail: ir@ia.ooo Website: www.ia.ooo

Compliance Officer: Mr. Shyamal Trivedi, Sr. Vice President & Company Secretary

(xix) Credit Ratings:

The Company has not issued any debt instruments and does not have any fixed deposit programme or proposal involving mobilization of funds, the Company was not required to obtain credit ratings in respect of the same.

OTHER DISCLOSURES

(i) Related Party Transactions:

There were no material Related Party Transactions having potential conflict with the interests of the Company at large during the Financial Year 2024-25. All the transactions entered into by your Company with related parties, during the Financial Year 2024-25, were in ordinary course of business and on arm's length basis. The details of the related party transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

Also, the Related Party Transactions undertaken by your Company were in compliance with the provisions set out in the Act and Regulation 23 of the Listing Regulations.

The policy on related party transactions has been placed on the Company's website and can be

accessed through the following link: <https://www.ia.ooo/code-of-conduct-policies>

(ii) In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

(iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years: **NIL**

(iv) Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy and Prevention of Sexual Harassment Policy, has established the necessary vigil mechanism and procedures and it affirms that no personnel has been denied access to the Audit Committee. The said policies are also posted on the website of the Company at <https://www.ia.ooo/code-of-conduct-policies>.

The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents. The said policies have been displayed on the website of the Company at <https://www.ia.ooo/code-of-conduct-policies>.

(v) Adoption of Mandatory and Non-Mandatory Requirements

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has also adopted the following non-mandatory requirements of Regulation 27 and Regulation 34 of the Listing Regulations:

- The Internal Auditor reports to the Audit Committee.
- The auditors' reports on statutory financial statements of the Company are with an unmodified opinion.
- The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and also posted on the Company's website i.e. www.ia.ooo. The same are also available on the websites of stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

(vi) Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations:

Not Applicable

(vii) Certificate from Practicing Company Secretary:

Mr. Ashish C. Doshi, Partner of SPANJ & Associates, Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the board of the Company have been debarred or disqualified by the Board/MCA or any such statutory authority from being appointed or are continuing as directors of companies. The certificate regarding the aforesaid compliance is enclosed in this section.

(viii) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:

Not Applicable

(ix) Remuneration to Statutory Auditors:

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the Total Fees paid by the Company and its Subsidiaries on a consolidated basis, to the statutory auditor and all entities in the network firm/ entity of which the statutory auditor is a part are as under:

| Type of Services | Amount (Rs. in Million) |
|----------------------------------|----------------------------|
| Audit Fee | 1.75 |
| Limited Review Fee | 5.25 |
| Certification charges | 0.44 |
| Out of Pocket Fees reimbursement | 0.01 |
| Total | 7.45 |

(x) Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The policy is also available on the website of the Company at <https://www.ia.ooo/code-of-conduct-policies>.

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2024-25 are as under:

| | |
|--|----|
| Number of complaints filed during the financial year | 0 |
| Number of complaints disposed of during the financial year | NA |
| Number of complaints pending as on end of the financial year | NA |

(xi) The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

(xii) Code of Conduct for Prevention of Insider Trading:

The Board has adopted a code for the Prevention of Insider Trading in the securities of the Company. The Code inter alia requires pre-clearance from Designated Persons for dealing in the securities of the Company as per the criteria specified therein and prohibits the purchase or sale of securities of the Company by Designated Persons while in possession of Unpublished Price Sensitive Information in relation to the Company besides during the period when the trading window is closed. This code has been displayed on the Company's website at <https://www.ia.ooo/code-of-conduct-policies>.

Further, Your Company is in compliance with regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

(xiii) Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information:

The Company has formulated the 'Policy and procedure for inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The Policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the Policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI. The Policy is also available on the website of the Company at <https://www.ia.ooo/code-of-conduct-policies>.

(xiv) Code of Conduct:

The Company has laid down a Code of Conduct for the Members of Board of Directors and Senior Management Personnel. This code has been displayed on the Company's website at <https://www.ia.ooo/code-of-conduct-policies>.

(xv) Reconciliation of Share Capital Audit:

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively Depositories) and held in physical form, with the total issued and listed capital. The Certificate confirming the same is submitted to BSE and the NSE on a quarterly basis.

(xvi) CEO/CFO Certification:

As required under Regulation 17(8) of the Listing Regulations, the CEO/CFO certificate for the Financial Year 2024-25 signed by Mr. Vishal Mehta, Chairman and Managing Director and Mr. Sunil Bhagat, Chief Financial Officer was placed before the Board of Directors of the Company at its meeting held on May 26, 2025.

(xvii) Annual Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the Financial Year.

The Company has submitted the Annual Secretarial Compliance Report to the Stock Exchanges.

(xviii) Equity Shares in the Suspense Account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of Equity Shares in the suspense account are as follows:

| Particulars | No. of Shareholders | No. of Equity Shares |
|---|---------------------|----------------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April, 2024 | 01 | 150 |

| | | |
|--|----|-----|
| Shareholders who approached the Company for transfer of shares from suspense account during the year | - | - |
| Shareholders to whom shares were transferred from the suspense account during the year | - | - |
| Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act | - | - |
| Number of Shares Transferred to Suspense Account during the year | - | - |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2025 | 01 | 150 |

The Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

The rightful owner can still claim his/ her shares from the suspense account and from the IEPF Authority after complying with the procedure laid down in the statute regarding the same.

After the closure of Financial Year 2024-25, the Company has transferred the Unclaimed Partly Paid-up Equity Shares issued pursuant to Rights Issue in the Infibeam Avenues Limited - Unclaimed Suspense Escrow Account 2025 ("Suspense Account"), as per the below mentioned details:

| Sr. No. | No. of Shareholders | No. of Equity Share transferred |
|---------|---------------------|---------------------------------|
| 1 | 19 | 13,57,715 |

(xix) Disclosure by listed entity and its Subsidiaries of Loans and advances in the nature of loans to firms/Companies in which Directors are interested:

The aforesaid details are provided in the financial statements of the Company forming part of this Annual Report. Please refer to Note 26 of the Standalone Financial Statements.

(xx) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

During the F.Y 2024-25, the Company did not have any material subsidiary Company in terms of Listing Regulations.

(xxi) Disclosure of certain types of agreements binding listed entities.

During the F.Y 2024-25, there was no binding agreement entered into.

(xxii) Others:

A. Non-resident shareholders:

Non-resident shareholders are requested to immediately notify:

- Change in their residential status on return to India for permanent settlement; and
- Particulars of their Non Resident Rupee Account, whether repatriable or not, with a bank in India, if not furnished earlier.

B. Updation of shareholders details:

- Shareholders holding shares in physical form are requested to notify the changes to the Company/ its RTA, promptly by a written request under the signatures of sole/first joint holder; and
- Any service request shall be entertained by RTA only upon registration of the PAN, Bank Account details and Nomination.
- Shareholders holding shares in electronic form are requested to send their instructions directly to their DPs.

C. Shareholders are requested to keep record of their specimen signature before lodgement of shares with the Company to obviate possibility of difference in signature at a later date.

D. Nomination of Shares:

Section 72 of the Act extends nomination facility to individuals holding shares in physical form in companies. Shareholders, in particular, those holding shares in single name, may avail of the above facility by furnishing the particulars of their nominations in the prescribed Form No. SH-13 annexed to this report or download the same from the Company's website i.e. www.ia.ooo.

E. Email Id registration:

To support the green initiative, shareholders are requested to register their email address with their DPs or with the Company's RTA, as the case may be. Communications in relation to Company like Dividend credit intimations, Notice of AGM and Annual Report are regularly sent electronically to such shareholders who have registered their email addresses.

DECLARATION

As provided under Regulation 26 (3) of the Listing Regulations and in any other provision, all Board Members and Senior Management Personnel have affirmed the compliance with the provisions of the code of conduct for the year ended on March 31, 2025.

Vishal Mehta
Chairman & Managing Director
[DIN: 03093563]

Place: Gandhinagar
Date: August 08, 2025

COMPLIANCE CERTIFICATE

**To,
The Board of Directors
Infibeam Avenues Limited
Gandhinagar.**

We, Vishal Mehta, Chairman and Managing Director and Sunil Bhagat, Chief Financial Officer of Infibeam Avenues Limited hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the Financial Year ended on March 31, 2025 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year 2024-25, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that:
1. There has not been any significant change in internal control over financial reporting during the year;
 2. There has not been any significant change in accounting policies during the year; and

We are not aware of any instances of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: **Gandhinagar**
Date: **May 26, 2025**

Vishal Mehta
Chairman and Managing Director
DIN: 03093563

Sunil Bhagat
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,

The Members

INFIBEAM AVENUES LIMITED

CIN: L64203GJ2010PLC061366

Regd. Off: 28th Floor, GIFT Two Building,

Block No. 56, Road-5C, Zone-5,

Gift City, Gandhinagar- 382355

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **INFIBEAM AVENUES LIMITED** having CIN: L64203GJ2010PLC061366 and having registered office at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar- 382355 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|---------|--------------------------------------|----------|--------------------------------|
| 1. | Mr. Ajit Champaklal Mehta | 01234707 | 30/06/2010 |
| 2. | Mr. Vishal Ajitbhai Mehta | 03093563 | 30/06/2010 |
| 3. | Mr. Vishwas Ambalal Patel | 00934823 | 14/02/2018 |
| 4. | Mr. Piyushkumar Mithileshkumar Sinha | 00484132 | 14/02/2018 |
| 5. | Mr. Narayanan Sadanandan | 07263104 | 09/07/2024 |
| 6. | Ms. Girija Krishan Varma | 10038009 | 06/03/2025 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sign: _____

ASHISH C DOSHI, PARTNER

SPANJ & ASSOCIATES

Company Secretaries

FCS No.: F3544

COP No.: 2356

P R Certificate No. : 6467/2025

UDIN : F003544G000962117

Date: 08th August, 2025

Place : Ahmedabad

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
INFIBEAM AVENUES LIMITED
CIN: L64203GJ2010PLC061366
Gandhinagar

We have examined the compliance of conditions of Corporate Governance by **INFIBEAM AVENUES LIMITED**, for the year ended **31st March, 2025**, as stipulated in Regulations 17-27, clauses (b) to (i) and (t) of Regulation 46 (2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us along with documents & submissions for regulatory compliances provided for our verification and representation made by the management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 08th August, 2025
Place : Ahmedabad

Sign: _____
ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No.: F3544
COP No.: 2356
P R Certi No.: 6467/2025
UDIN : F003544G000962062

Annexure - C

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| Sr. No. | Particulars | Status | |
|---------|--|--|---|
| I | Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year | Number of times | |
| | | Chairman | Nil |
| | | Managing Director | Nil |
| | | All other Directors | Nil |
| II | Percentage increase in remuneration of each of the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year | Category | % increase in remuneration in the Financial Year |
| | | Directors | Nil |
| | | Key Managerial Personnel | 5.92% |
| III | Percentage increase in the median remuneration of employees in the financial year | 13.38% | |
| IV | Number of permanent employees on the rolls of Company | 764 | |
| V | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | The average increase in salaries of employees other than the managerial personnel in the last Financial Year was 13.48% and 5.92% for managerial personnel | |
| VI | Affirmation that the remuneration is as per the Remuneration Policy of the Company | It is affirmed that the remuneration is as per the Remuneration Policy of the Company. | |

NOTES:

- Shares allotted under ESOP Scheme of the Company have not been included in the above.
- The Non-Executive Directors are paid only sitting fees for attending the meetings of the Board and its Committees. The ratio of remuneration and percentage increase in remuneration of these Directors is therefore not considered for the above.

Annexure - D

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

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

To,

The Members

INFIBEAM AVENUES LIMITED

CIN: L64203GJ2010PLC061366

Regd. Off: 28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5, GIFT CITY,
Gandhinagar- 382355 (Gujarat)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INFIBEAM AVENUES LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2025 has complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (e), (g) and (h) of para (v) mentioned hereinabove during the period under review.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

VI. We further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to us on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the Company.

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, mentioned hereinabove subject to our observations and there is adequate compliance management system for the purpose of other sector specific laws. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other sector specific laws applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. During the year under review, following changes occurred in the Board of Directors of the Company:

- Mr. Narayanan Sadanandan (DIN: 07263104) was appointed as an Additional Independent Director of the Company for a term of 5 years w.e.f. July 09, 2024
- Mr. Narayanan Sadanandan (DIN: 07263104) was regularised as an Independent Director of the Company in Annual General Meeting held on August 14, 2024;
- Mr. Roopkishan Sohanlal Dave (DIN: 02800417) and Mr. Keyoor Madhusudan Bakshi (DIN: 00133588) ceased to be an Independent Director of the Company upon completion of their second term on August 24, 2024;
- Ms. Girija Krishan Varma (DIN: 10038009) was appointed as an Additional Woman Independent Director of the Company for a term of 5 years w.e.f. March 06, 2025;
- Ms. Vijaylaxmi Tulsidas Sheth (DIN: 07129801) ceased to be Independent Director of the Company upon completion of her second term on March 19, 2025.

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

Majority decisions were carried through while the dissenting members' views were captured and recorded as part of the minutes, wherever required.

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

We further report that during the audit period of the Company, there were following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- During the year under review, Registrar and Share Transfer Agent ("RTA") of the Company has been changed from "Link Intime India Private Limited" to "Alankit Assignments Limited" w.e.f. June 19, 2024;
- During the year under review, Composite Scheme of Arrangement between the Company Infibeam Avenues Limited ("Infibeam" or "Company" or "Demerged Company" or "Transferor Company"), Odigma Consultancy Solutions Limited ("ODIGMA" or "Resulting Company") and Infibeam Projects Management Private Limited ("IPMPL" or "Transferee Company") and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Act") and other applicable laws including the rules and regulations was filed with Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') and the said Scheme was sanctioned and order was passed on August 29, 2024;
- During the year under review, Board of Directors of the Company at its meeting held on July 09, 2024 has approved to acquire balance 26.00% stake from the existing Shareholder of Infibeam Digital Entertainment Private Limited. Post-acquisition, it became a Wholly Owned Subsidiary Company;
- During the year under review, Board of Directors of the Company at its meeting held on August 02, 2024 has approved to make an investment in Rediff.com India Limited. Post investment, Rediff.com became a Subsidiary Company;

- During the year under review, Company had incorporated a wholly owned subsidiary of the Company in the name of IA Fintech IFSC Private Limited on August 31, 2024;
- During the year under review, Company had incorporated a wholly owned subsidiary of the Company in the name of "Nueromind Technologies Private Limited" on September 30, 2024;
- Nomination and Remuneration Committee of the Company at its meeting held on October 15, 2024, had allotted 71,40,716 Equity Shares to the Employees under ESOP Scheme(s);
- During the year under review, Company had received application from Mr. Malav Mehta, Ms. Anoli Mehta and Malav Mehta HUF for reclassification of their shares from 'promoter/promoter group' category of the Company to 'public' category of the Company pursuant to Regulation 31A of the Listing Regulations, Company had received approval(s) from both the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited on December 04, 2024;
- During the year under review, pursuant to the allotment of further Equity Shares by Nueromind Technologies Private Limited, a Wholly Owned subsidiary of the Company, the Company stake diluted to 90% w.e.f. February 06, 2025. Post dilution, Nueromind became a subsidiary of the Company;
- During the year under review, Board of Directors of the Company at its meeting held on March 06, 2025 had approved the divestment of its entire 49.00% stake in Pirimid Technologies Limited, Associate of the Company to its Subsidiary i.e. Rediff.com India Limited. Upon completion of transfer of shares, Pirimid ceased to be an Associate of the Company;
- Nomination and Remuneration Committee of the Company at its meeting held on March 19, 2025, had allotted 3,52,500 Equity Shares to the Employees under ESOP Scheme(s).

Date: 08th August, 2025

Place: Ahmedabad

Sign: _____

ASHISH C DOSHI, PARTNER

SPANJ & ASSOCIATES

Company Secretaries

ACS/FCS No.: F3544

COP No.: 2356

P R Certi No.: 6467/2025

UDIN: F003544G000962007

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

Annexure - A

To,
The Members
INFIBEAM AVENUES LIMITED
CIN: L64203GJ2010PLC061366
Regd. Off: 28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5, GIFT CITY,
Gandhinagar - 382355 (Gujarat)

Sir/Ma'am,

Sub.: Secretarial Audit Report for the Financial Year ended on 31st March, 2025

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

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

Date: 08th August, 2025
Place: Ahmedabad

Sign: _____
ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No.: F3544
COP No.: 2356
P R Certi No.: 6467/2025
UDIN: F003544G000962007

Annexure -E

CORPORATE SOCIAL RESPONSIBILITY

1. Brief outline on CSR Policy of the Company:

The Company's CSR policy intends to focus on certain long term projects which shall include initiatives, inter alia, in the fields of education, skill development, health care, sanitation, safe drinking water, environment sustainability, women empowerment and rural development which will enable creation of a sustainable livelihood in society and better human capital culture.

The CSR policy of the Company covers the proposed CSR activities in line with Section 135 of the Companies Act, 2013 and Schedule VII thereto. The CSR Policy of the Company may be accessed on the Company's website at www.ia.ooo.

2. Composition of CSR Committee:

| Sr. No. | Name of Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|--------------------------------------|--|--|--|
| 1 | Ms. Vijaylaxmi Tulsidas Sheth*** | Chairperson | 01 | 01 |
| 2 | Mr. Vishal Ajitbhai Mehta* | Chairman | 01 | 01 |
| 3 | Mr. Vishwas Ambalal Patel** | Member | 00 | 00 |
| 4 | Mr. Piyushkumar Mithileshkumar Sinha | Member | 01 | 01 |

Mr. Sunil Bhagat is the CSR Officer of the CSR Committee.

*Mr. Vishal Ajitbhai Mehta has been inducted as the Chairman w.e.f. March 06, 2025

**Mr. Vishwas Ambalal Patel was appointed as member of the Committee w.e.f. March 06, 2025

***Ms. Vijaylaxmi Tulsidas Sheth ceased to be an Independent Director of the Company on completion of her tenure and consequently ceased to be a Chairman of the Committee with effect from March 20, 2025

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

The composition of the CSR committee is available on our website, at <https://www.ia.ooo/wp-content/uploads/2025/04/IAL-Composition-of-board-1.pdf>

The Committee, with the approval of the Board, has adopted the CSR Policy as required under Section 135 of the Companies Act, 2013. The CSR Policy of the Company is available on our website, at <https://www.ia.ooo/wp-content/uploads/2021/02/CSRPoly.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135. = **Rs. 1,382.28 million**
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135. = **Rs. 27.65 million**
- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. = **NIL**
- (d) Amount required to be set-off for the financial year, if any. = **NIL**

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. = **Rs. 27.65 million**

6. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)

(a) Amount spent against other than ongoing project for the financial year = **Rs. 27.65 million**

(b) Amount spent in Administrative Overheads. = **NIL**

(c) Amount spent on Impact Assessment, if applicable. = **NIL**

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]. = **Rs. 27.65 million**

(e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year (Rs. In Million) | Amount Unspent (Rs. in Million.) | | | | |
|--|---|------------------|---|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per subsection(6) of section 135 | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135 | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| Rs. 27.65 million | NIL | NA | NA | NIL | NA |

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

| Sr. No. | Particular | Amount (Rs. in Million) |
|---------|---|-------------------------|
| (1) | (2) | (3) |
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | Rs. 27.65 |
| (ii) | Total amount spent for the Financial Year | Rs. 27.65 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 0.00 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | Rs. 1.53 |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | Rs. 1.53 |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. = NA

Vishal Mehta
Chairman & Managing Director
Chairperson, CSR Committee
DIN : 03093563

Business Responsibility & Sustainability Report (BRSR)

(Pursuant to Regulation 34 (2) (f) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"))

Section A) General Disclosures

I. Details of the listed entity

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1. | Corporate Identity Number (CIN) of the Company | L64203GJ2010PLC061366 |
| 2. | Name of the Listed Entity | Infibeam Avenues Limited |
| 3. | Year of incorporation | 2010 |
| 4. | Registered Office address | 28th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone -5, GIFT CITY, Gandhinagar - 382 050 Gujarat, India. |
| 5. | Corporate Office address | 28th Floor, GIFT Two Building, Block No. 56, Road – 5C, Zone -5, GIFT CITY, Gandhinagar - 382 050 Gujarat, India. |
| 6. | Website | www.ia.ooo |
| 7. | Email id | ir@ia.ooo |
| 8. | Telephone | +91 79 6777 2204 |
| 9. | Financial year for which reporting is being done | April 1, 2024 to March 31, 2025 |
| 10. | Name of the Stock Exchange(s) where shares are listed | BSE Limited and National Stock Exchange of India Limited |
| 11. | Paid Up Capital | Rs 2789.5 million |
| 12. | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Shyamal Trivedi, Sr. Vice President and Company Secretary Tel.: +91 79 6777 2204, Email: ir@ia.ooo |
| 13. | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together) | The disclosures under this report have been made on a standalone basis, unless specified in any particular disclosure. |
| 14. | Name of the assurance provider | Not Applicable |
| 15. | Type of assurance obtained | Not Applicable |

II. Product & Services

16. Details of business activities (accounting for 90% of the turnover):

| S No | Description of Main Activity | Description of Business Activity | % of turnover of the entity |
|------|------------------------------------|--|-----------------------------|
| 1 | Financial and Insurance activities | Digital Payments and Checkout Web Services | 95.17% |

17. Products/Services sold by the entity (accounting for 90% of the entity's turnover)

| S No | Product /Service | NIC Code | % of the total turnover contributed |
|------|---|----------|-------------------------------------|
| 1 | Digital payment and checkout web services | 62013 | 95.17% |

III. Operations

18. Number of locations where plants an/or operations/offices of the entity are situated

| Location | Number of Plants | Number of Offices | Total |
|---------------|------------------|-------------------|-------|
| National | - | 7 | 7 |
| International | - | 4 | 4 |

19. Markets served by the entity:

a. Number of Locations

| Locations | Number |
|----------------------------------|-----------------------------------|
| National (No. of States) | 28 States and 8 Union Territories |
| International (No. of Countries) | 4 |

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports as a percentage of Infibeam Standalone Turnover is 5.83%.

c. A brief on types of customers

Infibeam works with many leading corporates, Banks and public sector undertakings. Infibeam had 10 million+ merchants at the end of March 2025. Overall, more than 75% of the merchants are MSME merchants. The merchants are spread across the length and breadth of India. A little over 5,000 merchants, including large enterprises and MSME are located outside India as well, largely in the UAE.

IV. Employees

20. Details at the end of Financial Year

a. Employees and workers (including differently abled):

| SL No. | Particulars | Total | Male | | Female | |
|-----------|-------------------------|-------|--------|--------|--------|--------|
| | | (A) | No.(B) | %(B/A) | No.(C) | %(C/A) |
| Employees | | | | | | |
| 1 | Permanent(D) | 764 | 568 | 74% | 196 | 26% |
| 2 | Other than permanent(E) | - | - | - | - | - |
| 3 | Total Employees (D+E) | 764 | 568 | 74% | 196 | 26% |
| Workers | | | | | | |
| 4 | Permanent(F) | - | - | - | - | - |
| 5 | Other than permanent(G) | - | - | - | - | - |
| 6 | Total Employees(F+G) | - | - | - | - | - |

b. Differently Abled Employees & Workers

| SL No. | Particulars | Total (A) | Male | | Female | |
|-----------------------------|-------------------------|-----------|-----------|----------|--------|----------|
| | | | No. (B) | % (B/A) | No. © | % (C/A) |
| Differently Abled Employees | | | | | | |
| 1 | Permanent(D) | 1 | 1 | 100% | - | - |
| 2 | Other than permanent(E) | - | - | - | - | - |
| 3 | Total Employees(D+E) | 1 | 1 | 100% | - | - |
| Differently Abled Workers | | | | | | |
| 4 | Permanent(F) | - | - | - | - | - |
| 5 | Other than permanent(G) | - | - | - | - | - |
| 6 | Total Employees(F+G) | - | - | - | - | - |

21. Participation/Inclusion/Representation of Women

| Particulars | Total (A) | No. and percentage of Females | |
|--------------------------|-----------|-------------------------------|-----------|
| | | No.(B) | % (B/A) |
| Board of directors | 6 | 1 | 16.67% |
| Key Management Personnel | 4 | 0 | 0 |
| Permanent Employees | 764 | 196 | 25.65% |

22. Turnover rate for permanent employees and workers.

(Disclose trends for the past 3 years)

| | FY2025 (Turnover Rate in current FY) | | | FY2024 (Turnover Rate in previous FY) | | | FY2023 (Turnover Rate in the year prior to the previous FY) | | |
|----------------------------|---|--------|-------|--|--------|-------|--|--------|-------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| | | | | | | | | | |
| Permanent Employees | 23% | 26% | 24% | 18% | 26% | 20% | 19% | 9% | 28% |
| Permanent Workers | NA | NA | NA | NA | NA | NA | NA | NA | NA |

V. Holding, Subsidiary and Associate Companies (Including joint ventures)

23. (a) Names of holding/subsidiary/associate companies/joint ventures

| S. No. | Name of the holding / subsidiary / associate companies / joint ventures (A) | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|--------|---|--|-----------------------------------|--|
| 1 | Infibeam Avenues Limited | Holding Company | NA | Yes |
| 2 | AI Fintech Inc | Step Down Subsidiary | 100.00% | No |
| 3 | Avenues Infinite Private Limited | Subsidiary | 100.00% | No |
| 4 | Avenues World FZ LLC | Step Down Subsidiary | 80.00% | No |
| 5 | Card pay Technologies Private Limited | Step Down Subsidiary | 54.80% | No |
| 6 | Infibeam Avenues Australia Pty Limited | Step Down Subsidiary | 100.00% | No |
| 7 | Infibeam Avenues Saudi Arabia for Information System Technology Co | Step Down Subsidiary | 100.00% | No |

| S. No. | Name of the holding / subsidiary / associate companies / joint ventures (A) | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|--------|---|--|-----------------------------------|--|
| 8 | Infibeam Avenues ME SPV Limited | Step Down Subsidiary | 80% | No |
| 9 | Infibeam Digital Entertainment Private Limited | Subsidiary | 100.00% | No |
| 10 | Infibeam Logistics Private Limited | Subsidiary | 100.00% | No |
| 11 | Infibeam Projects Management Private Limited | Subsidiary | 100.00% | No |
| 12 | Instant Global Paytech Private Limited | Subsidiary | 54.80% | No |
| 13 | Nueromind Technologies Private Limited | Subsidiary | 90% | No |
| 14 | Rediff.com India Limited | Subsidiary | 54.05% | No |
| 15 | Rediff Holdings Inc. | Step Down Subsidiary | 54.05% | No |
| 16 | Rediff.com Inc. | Step Down Subsidiary | 54.05% | No |
| 17 | Value Communication Corporation Inc. | Step Down Subsidiary | 54.05% | No |
| 18 | Uvik Technologies Private Limited | Subsidiary | 100.00% | No |
| 19 | Vavian International Limited | Subsidiary | 100.00% | No |
| 20 | So Hum Bharat Digital Payments Private Limited | Subsidiary | 100.00% | No |
| 21 | Infibeam Global EMEA FZ-LLC | Associate | 49.00% | No |
| 22 | Pirimid Technologies Limited | Associate | 49.00% | No |
| 23 | Vishko22 Products & Services Private Limited | Associate | 50.00% | No |

VI. CSR Details

24.

- (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes
- (ii) Turnover (in ₹) **37,265.14 Million**
- (iii) Net worth (in ₹) **33,432.05 Million**

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder Group from whom complaint is received | Grievance Redressal Mechanism in Place. Yes/No (If Yes, then provide web-link for grievance redress policy) | FY_2025____ Current financial year | | | FY_2024____ Previous Financial Year | | |
|---|---|--|--|---------|--|--|---------|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Yes | - | - | - | - | - | - |
| Investors (Other than Shareholders) | Yes | - | - | - | - | - | - |
| Shareholders | Yes | 11 | 3 | - | 12 | 0 | - |
| Employees & Workers | Yes | - | - | - | - | - | - |
| Customers | Yes | - | - | - | - | - | - |
| Value Chain Partners | Yes | - | - | - | - | - | - |
| Other (Please specify) | - | - | - | - | - | - | - |

All the policies are available on website link: <https://www.ia.ooo/code-of-conduct-policies>

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, the rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format

| SL No | Material Issue Identified | Indicate whether Risk / Opportunity (R/O) | Rational for identifying risk or opportunity | In case of risk, approach to adapt or mitigate | Financial implication of risk or opportunity (Indicate positive or negative implications) |
|-------|---------------------------|---|--|---|---|
| 1 | Corporate Governance | Risk | Weak corporate governance can result in unethical behaviour, resource mismanagement, legal troubles, and harm to a company's reputation and financial strength. | Please refer to Corporate Governance Report section of Annual Report. | Negative |
| | | Opportunity | Effective corporate governance, through transparency, accountability, and ethics, boosts investor confidence, attracts capital, and fosters lasting, sustainable growth. | | Positive |

| SL No | Material Issue Identified | Indicate whether Risk / Opportunity (R/O) | Rational for identifying risk or opportunity | In case of risk, approach to adapt or mitigate | Financial implication of risk or opportunity (Indicate positive or negative implications) |
|-------|--------------------------------|---|---|---|---|
| 2 | Talent management | Risk | Failing to effectively nurture and expand the company's talent pool can lead to increased expenses for talent recruitment and training. Additionally, it can hinder revenue growth and innovation within the business | The company has invested in upskilling programs to empower employees with modern tech skills. It's dedicated to ensuring a secure, satisfying, and enriching work environment for its staff. | Negative |
| | | Opportunity | Securing and retaining employees over the long term substantially cuts down on talent expenses and positions the company for innovation, leveraging the dedication and skill of loyal team members. | The company has established employee-friendly policies, encouraging staff to voice well-being concerns. Such an inclusive environment drives innovation and nurtures the creation of unique concepts. | Positive |
| 3 | Cybersecurity and Data Privacy | Risk | Insufficient handling of data security threats, encompassing prevention, detection, and resolution, can impact customer acquisition and retention, leading to reduced market share and decreased demand. | To stay ahead of emerging threats and safeguard operations and data, the company continually invests in the latest tools and protocols. Our dedicated data privacy/ security team enforces a comprehensive framework, including mandatory privacy training for employees. | Negative |
| | | Opportunity | Elevated customer confidence will stem from being recognized as an innovation leader in information security, implementing state-of-the-art cybersecurity standards throughout all operations | The team stays current with cybersecurity advancements to uphold effective practices and enhance compliance measures. | Positive |

| SL No | Material Issue Identified | Indicate whether Risk / Opportunity (R/O) | Rational for identifying risk or opportunity | In case of risk, approach to adapt or mitigate | Financial implication of risk or opportunity (Indicate positive or negative implications) |
|-------|---------------------------|---|--|--|---|
| 4 | Employee wellness | Risk | Mismanaged employee benefits can lead to diminished morale, increased turnover, and a negative corporate image. | The company has diligently prioritized employee wellbeing and work-life balance. This includes organizing health camps, training sessions, and activities for physical and mental well-being. An array of benefits, such as medical insurance, crèche facilities, and parental/maternity leave, are provided to ensure the wellbeing of employees. | Negative |
| | | Opportunity | Thoughtfully crafted employee benefits heighten job satisfaction, draw top-tier talent, enhance employee retention, increase productivity, and uplift morale | | Positive |

SECTION B:

Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

P1 Business should conduct and govern themselves with Ethics, Transparency and Accountability

P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

P3 Businesses should promote the wellbeing of all employees

P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

P5 Businesses should respect and promote human rights

P6 Business should respect, protect, and make efforts to restore the environment

P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

P8 Businesses should support inclusive growth and equitable development

P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|---|-----|-----|-----|-----|-----|----|-----|-----|
| Policy and Management Processes | | | | | | | | | |
| 1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | No | Yes | Yes |
| b. Has the policy been approved by the Board? (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | NA | Yes | Yes |
| c. Web Link of the Policies, if available | https://www.ia.ooo/code-of-conduct-policies | | | | | | | | |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | Yes | Yes | Yes | Yes | Yes | Yes | NA | Yes | Yes |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | NA | Yes | Yes |
| 4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | <div>- We adhere to ISO 27001:2022 for Information Security Management System, verified through yearly audits.</div> <div>- Payments business segment also complies with Payment Card Industry Data Security Standards (PCI-DSS), assessed annually as applicable.</div> | | | | | | | | |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any. | The Company is in the process of set targets to track key parameters like customer satisfaction, shareholder complaints, employee satisfaction surveys, consumption of resources like water, paper, electricity consumption. | | | | | | | | |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | Not applicable | | | | | | | | |
| Governance, leadership and oversight | | | | | | | | | |
| 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) :- | <div>Doing business in a responsible and sustainable manner is one of the key imperatives for us. We continuously engage in discussion with all our stakeholders to identify key ESG issues and have identified Ethical Business Conduct, Efficient and Transparent Customer Service, Corporate Governance, Risk Management, Human Capital Development, Engagement with Communities and Environmental Footprint to be some of the most important issues.</div> <div>We have a highly qualified and diversified Board which oversees the Company's ESG journey. We instituted practices like Comprehensive Code of Conduct and Business Ethics, sound risk culture, digitisation of business, investment in emerging areas of cybersecurity and information security, Employee welfare policies, monitoring consumption of resources and taking targets towards reduction in consumption of electricity, fuel and paper and various other practices.</div> | | | | | | | | |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). | Mr. Vishal Mehta Chairman & Managing Director | | | | | | | | |

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).

Yes

Name: Mr. Vishal Mehta

Designation: Chairman & Managing Director

Telephone No.: +91 79 6777 2204 E-mail: ir@ia.ooo

If yes, details.

10. Details of Review of NGRBCs by the Company:

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | | Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify) | | | | | | | | |
|---|---|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Policies have been formulated and implemented in accordance with National Guidelines on Responsible Business conduct, requirements of the Companies Act, 2013 and SEBI regulations. | | | | | | | | | Annually P7-NA | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | The Company is in compliance with applicable laws and regulations. | | | | | | | | | Quarterly | | | | | | | | |
| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, Name of the agency. | | | | | | | | | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | | | | | | | | | | Internally | | | | | | | | |

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated: Questions

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----|----|----|----|----|----|-----|----|----|
| The entity does not consider the Principles material to its business (Yes/No) | - | - | - | - | - | - | - | - | - |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | - | - | - | - | - | - | - | - | - |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | - | - | - | - | - | - | - | - | - |
| It is planned to be done in the next financial year (Yes/No) | - | - | - | - | - | - | - | - | - |
| Any other reason (please specify) | - | - | - | - | - | - | Yes | - | - |
| Considering the business activities of the Company and the nature of its business, the Board has not felt the need to formulate certain policies. However, the Board reviews the requirements from time to time and Company will formulate relevant policies as and when the need arises. | | | | | | | | | |

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1. Businesses should Conduct and Govern themselves with integrity and in a manner that is ethical, transparent and accountable.

Essential Indicators:

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

| Segment | Total Number of training and awareness programmes held | Topics / principles covered under the training and its impact | % of persons in respective category covered by the awareness programmes |
|--|--|--|---|
| Board of Directors Key Managerial Personnel | 4 | <p>Updates and awareness related to regulatory changes are conducted for the Board of Directors & KMPs. Topics covered includes:</p> <ol style="list-style-type: none"> 1. Corporate Governance 2. Companies Act 3. SEBI Listing Requirements 4. Familiarization Programme to its Independent Directors 5. Environmental & Safety matters 6. Risk Management, and Data or Information Security 7. Code of Conduct Guidelines 8. Prohibition of Insider Trading 9. Prevention of Sexual Harassment 10. Whistle Blower | 100% |
| Employees other than BoD and KMPs | 12 | <p>Modules on Information Security Refreshers, Code of Conduct Guidelines, Prohibition of Insider trading, Prevention of sexual harassment, Whistle blower, Prevention of Money Laundering, Organisation Overview, Legal & Compliance do's & don'ts, Risk Management, Wellness, Product / Software Training, Operations process, Skill, Behavioural.</p> | 100% |
| Workers | NA | NA | NA |

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

No material fines / penalties /punishment/ award/compounding fees/ settlement amount has been paid in the financial year.

A. Monetary

| Particulars | NGRBC Principle | Name of the regulatory / Enforcement agencies / judicial institutions | Amount (In ₹) | Brief of the Case | Has an appeal been preferred ? (Yes/No) |
|-----------------|-----------------|---|---------------|-------------------|---|
| Penalty/Fine | | | NIL | | |
| Settlement | | | | | |
| Compounding Fee | | | | | |

B. Non Monetary

| Particulars | NGRBC Principle | Name of the regulatory / Enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred ? Yes/No |
|--------------|-----------------|--|-------------------|---------------------------------------|
| imprisonment | | | NIL | |
| Punishment | | | | |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision are preferred in cases where monetary or non-monetary action has been appealed.

| Case Details | Name of the regulatory /enforcement agencies/ judicial institutions |
|--------------|---|
| | Not Applicable |

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide the details in brief and if available, provide a web-link to the policy.

Yes, The Company believes in the conduct of its affairs in a fair and transparent manner to foster professionalism, honesty, integrity and ethical behaviour. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery. Our designated persons are prohibited from engaging in any bribery or potential bribery. This includes a prohibition against both direct and indirect bribery, including payments through third parties. If any associate suspects or becomes aware of any potential bribery involving the Company, it is the duty of that designated persons to report their suspicion or awareness to the Vigilance and Ethics Officer.

Web-link: <https://www.ia.ooo/wp-content/uploads/2023/04/Anti-Bribery-and-Anti-Corruption-Policy-2.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

| | FY2025 (Current financial year) | FY2024 (Previous financial Year) |
|-----------|------------------------------------|-------------------------------------|
| Directors | NIL | NIL |
| KMPs | NIL | NIL |
| Employees | NIL | NIL |
| Workers | NIL | NIL |

6. Details of complaints with regard to conflict of interest

| Particulars | FY2025 (Current financial year) | | FY2024 (Previous financial Year) | |
|--|------------------------------------|---------|-------------------------------------|---------|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | NIL | NIL | NIL | NIL |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | NIL | NIL | NIL | NIL |

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.-

Not Applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

| | FY2025 (Current financial year) | FY2024 (Previous financial Year) |
|-------------------------------------|------------------------------------|-------------------------------------|
| Number of days of accounts payables | 2.95 | 3.31 |

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format

| Parameter | Metrics | FY2025 (Current financial year) | FY2024 (Previous financial Year) |
|----------------------------|---|---|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | NIL | NIL |
| | b. Number of trading houses where purchases are made from | NA | NA |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses. | NA | NA |
| Concentration of Sales | a. Sales to dealers / distributors as % of total sales | No such network in place in the Company | No such network in place in the Company |
| | b. Number of dealers/ distributors to whom sales are made | NA | NA |
| | c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors | NA | NA |

| Parameter | Metrics | FY2025 (Current financial year) | FY2024 (Previous financial Year) |
|------------------|---|------------------------------------|-------------------------------------|
| Share of RPTS in | a. Purchases (purchases with related parties/Total purchases) | 0.20% | 0.21% |
| | b. Sales (Sales to related parties/Total Sales) | 2.37% | 1.83% |
| | c. Loans and advances(Loans and advances given to related parties/Total loans and advances) | 71.76% | 79.84% |
| | d. Investments (Investments in related parties/Total investments made) | 80.20% | 45.90% |

Principle 2. Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators:

1. Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

| Category | Current Financial Year | Previous Financial Year | Details of improvements in environmental and social impacts |
|----------|------------------------|-------------------------|---|
| R&D | - | - | - |
| Capex | - | - | - |

2. Sustainable Sourcing

a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Not applicable. Since the company offers its services over the internet, the company consumes less resources. Our central business idea is to make commerce efficient through technology. This makes the overall business proposition sustainable.

b. If yes, what percentage of inputs were sourced sustainably?

Not Applicable- as our business operations are not resource intensive.

3. Describe the processes in place to reclaim products for reusing, recycling, and disposing at the end of life for

a. Plastics (Including Packaging)

b. E-Waste

c. Hazardous waste

d. other waste

Being inherently service-focused, our company places little reliance on tangible resources, rendering the recycling of products inconsequential to our operational framework. The generation of waste within our office premises remains nominal. Nevertheless, our well-defined protocols facilitate the responsible disposal of e-waste via accredited vendors specialized in e-waste management. Our approach to managing other forms of waste, such as paper products, involves their proper disposal.

4. Extended Producer Responsibility (EPR)

Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, steps taken to address the same.

Not applicable, as we are a service company and do not manufacture any tangible products.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

1. Essential Indicators

a. Details of measures for the well-being of employees

| Category | % of employees covered by | | | | | | | | | | |
|--------------------------------|---------------------------|------------------|------------|--------------------|------------|--------------------|------------|--------------------|------------|---------------------|------------|
| | Total A | Health Insurance | | Accident insurance | | Maternity Benefits | | Paternity Benefits | | Day Care Facilities | |
| | | Number B | % (B/A) | Number C | % (C/A) | Number D | % (D/A) | Number E | % (E/A) | Number F | % (F/A) |
| Permanent Employees | | | | | | | | | | | |
| Male | 568 | 568 | 100% | NA | NA | NA | NA | 21 | 4% | NA | NA |
| Female | 196 | 196 | 100% | NA | NA | 10 | 5% | NA | NA | NA | NA |
| Total | 764 | 764 | 100% | NA | NA | 10 | 1% | 21 | 3% | NA | NA |
| Other than permanent employees | | | | | | | | | | | |
| Male | - | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - | - |
| Total | - | - | - | - | - | - | - | - | - | - | - |

b. Details of measures for the well-being of Workers

No workers hence not applicable

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

| | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|----------------------------------|-----------------------------------|
| Cost incurred on well-being measures as a % of total revenue of the company | 0.02% | 0.03% |

2. Details of retirement benefits, for current FY and previous financial year

| Benefits | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|------------------|---|---|---|---|---|---|
| | Number of employees covered as % of total employees | Number of Workers covered as % of total employees | Deducted and deposited with the authority (Y/N/N.A) | Number of employees covered as % of total employees | Number of Workers covered as % of total employees | Deducted and deposited with the authority (Y/N/N.A) |
| PF | 92% | NA | Y | 85% | NA | Y |
| Gratuity | 100% | NA | NA | 100% | NA | NA |
| ESI | 2% | NA | Y | 3% | NA | Y |
| Others – specify | - | - | - | - | - | - |

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, all offices of the company are accessible to differently abled employees.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

We recognise the unique needs of our diverse workforce, especially differently abled employees. However, we do not have an explicit policy in this regard.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

| Gender | Permanent Employees | | Permanent Workers | |
|--------|---------------------|----------------|---------------------|----------------|
| | Return to work Rate | Retention Rate | Return to work Rate | Retention rate |
| Male | 100% | 100% | NA | NA |
| Female | 100% | 100% | NA | NA |
| Total | 100% | 100% | NA | NA |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

| Particulars | Yes/No (if yes then give details of the mechanism in brief) |
|--------------------------------|--|
| Permanent Workers | NA |
| Other than Permanent Workers | NA |
| Permanent Employees | If any employee wants to raise any grievances, then they directly address it to their respective HR through direct conversations, emails and calls. Based on case-to-case basis the company closes the grievance within certain stipulated timelines after thorough assessment |
| Other than permanent Employees | NA |

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity: None of the employees are part of any associations or Unions.

8. Details of Training imparted to the employees and workers on health & safety measures and on skill upgradation.
Yes, the company provides yearly training to all our employees regarding the health & safety measures.

Link: <https://www.ia.ooo/wp-content/uploads/2021/07/EHS-Policy.pdf>

| Category | FY2025 | | | | | FY2024 | | | | |
|-----------|------------------------|----------------------------------|---------|-------------------------|---------|-------------------------|----------------------------------|---------|-------------------------|--------|
| | Current financial Year | | | | | Previous Financial Year | | | | |
| | Total (A) | On health and safety Measures | | On skill upgradation | | Total (D) | On health and safety Measures | | On skill upgradation | |
| | | NO. B | % (B/A) | No.C | % (C/A) | | No. (E) | % (E/D) | No.(F) | %(F/D) |
| Employees | | | | | | | | | | |
| Male | 568 | 568 | 100% | - | - | 615 | 615 | 100% | - | - |
| Female | 196 | 196 | 100% | - | - | 200 | 200 | 100% | - | - |
| Total | 764 | 764 | 100% | - | - | 815 | 815 | 100% | - | - |
| Workers | | | | | | | | | | |
| Male | | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - |
| Total | - | - | - | - | - | - | - | - | - | - |

9. Details of performance and career development reviews of employees and workers:

| Category | FY2025 Current financial Year | | | FY2024 Previous Financial Year | | |
|--------------|----------------------------------|------------|-------------|-----------------------------------|------------|-------------|
| | Total (A) | No.(B) | % (B/A) | Total C | No.(D) | % (D/C) |
| Employees | | | | | | |
| Male | 568 | 568 | 100% | 615 | 615 | 100% |
| Female | 196 | 196 | 100% | 200 | 200 | 100% |
| Total | 764 | 764 | 100% | 815 | 815 | 100% |
| Workers | | | | | | |
| Male | NA | NA | NA | NA | NA | NA |
| Female | NA | NA | NA | NA | NA | NA |
| Total | NA | NA | NA | NA | NA | NA |

10. Health and safety management system

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Central to our business strategy are the individuals who drive it, and the welfare of our employees stands as a cornerstone of utmost importance. In pursuit of nurturing an enriching and constructive workspace, we are always conscious about the Health and Safety of our employees through routine and non-routine follow-ups. This framework underscores our proactive stance in promptly recognizing and addressing potential workplace risks and threats. Moreover, it delves into our supplementary endeavours aimed at ensuring the optimal well-being of every member of our workforce.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We care about our employees' well-being and are dedicated to making sure they have a safe and healthy workplace. We check for safety risks as needed and add safety measures for each situation. We work hard to fix safety issues and adjust how we work to make sure everyone is safe and healthy at work.

- Routine Process: Regular Audits, Employee feedback, Internal review & Trainings are given.
- Non-Routine Process: Identify the risk, internal meetings.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Not applicable, as we do not have the worker category

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the Company has made provisions to make non-occupational medical and healthcare services accessible to all the employees.

11. Details of safety related incidents

| Safety Incident / Number | Category | FY2025 | FY2024 |
|---|-----------|------------------------|-------------------------|
| | | Current financial Year | Previous Financial Year |
| Lost Time Injury Frequency Rate (LTIFR) Per One million -person hours worked | Employees | NIL | NIL |
| | Workers | NA | NA |
| Total recordable work-related injuries | Employees | NIL | NIL |
| | Workers | NA | NA |
| No of fatalities | Employees | NIL | NIL |
| | Workers | NA | NA |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | NIL | NIL |
| | Workers | NA | NA |

Since there is no classification of workers in the workforce, the workers category does not apply to the Company

12. Describer the measures taken by the entity to ensure a safe and healthy work-place.

The Health & Safety policy is conveyed to all employees, with the Compliance Officer overseeing implementation, seeking approvals as needed, and driving operational and management system improvements to maintain environmental, health, and safety excellence. Some of the mitigation measures to prevent or mitigate significant occupational health & safety impacts include,

- We provide and keep up fire detection, alarm, and suppression systems.
- We frequently review, inspect, and audit our sites to make sure we're ready for safety situations.
- We do practice drills for fires and medical emergencies on a regular basis.
- We have medical rooms in our corporate offices and first aid kits with basic medicines in certain locations for general health and safety needs.
- We value our employees' input and involve them by asking for feedback and consulting them, which helps us improve our health and safety practices.

13. Number of complaints made by employees and workers

| | FY2025 | | | FY2024 | | |
|--------------------|------------------------|--|---------|-------------------------|--|---------|
| | Current Financial Year | | | Previous Financial Year | | |
| | Filed during the year | Pending resolutions at the end of the year | Remarks | Filed during the year | Pending resolutions at the end of the year | Remarks |
| Working Conditions | NIL | NIL | NIL | NIL | NIL | NIL |
| Health & Safety | NIL | NIL | NIL | NIL | NIL | NIL |

14. Assessments for the year

| Particulars | % of plants and offices that were assessed (By entity or statutory authorities or third parties) |
|---|--|
| Health and safety practices Working Conditions | The Company implements employee support programs aimed at promoting mental well-being. The Company places the highest value on the safety of its employees. To make this happen, we organize sessions to raise awareness, practice drills, and regular demonstrations covering safety, security, and well-being. We also keep our employees informed about safety through regular updates and alerts. The Company is dedicated to improving its employees' health and has taken steps to ensure good air quality in our office spaces. |

15 Details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No such incident or concern was observed during the financial year

Principle 4. Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators:

1. Describe the process for identification of key stakeholder groups of the entity.

Infibeam actively collaborates with a diverse group of stakeholders to gain deeper insights into their needs and expectations. This engagement guides the development of sustainable strategies across short, medium, and long-term horizons, while also mitigating risks and seizing opportunities in business operations. Key stakeholders, including customers, employees, shareholders, academic institutions, and more, have been identified in consultation with management. Additionally, Infibeam engages with industry and equity analysts, news media, and others who represent these stakeholders. Interaction formats range from structured (surveys, statements) to unstructured (town halls, meetings), occurring as needed, periodically, or continuously through platforms like websites and social media.

2. Key stakeholder groups identified and the frequency of engagement with each stakeholder group.

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-------------------|--|---|--|---|
| Employees | No | Periodical Employees' Surveys, IT services related survey, learning and development activities. | Need Basis | Career Management and Growth Prospects, Learning opportunities, Compensation structure, Building a safety culture and inculcating safe work practices, Improving Diversity and Inclusion, etc. |
| Customers | No | Calls and meetings related to projects; project management assessments; discussions on relationships; executive briefings; visits from customers; replies to RFIs/RFPs; hosted events; mailers; newsletters; brochures. | Need Basis | Ethical Conduct, Collaboratively devise solutions to meet present and future customer requirements for enhanced satisfaction, and Understand customer needs and industry trends for accurate assessment |

| | | | | |
|--|----|--|------------|---|
| Shareholders/ Investors | No | Press releases and press conferences, email advisories, in-person meetings, investor conferences, non-deal roadshows, conference calls, newspaper publications | Need Basis | Understand investor expectations, Inform them about Company's growth trajectory, Helping investors voice their concerns |
| Business Partners and Collaborator | No | Various virtual/physical meetings were held with the vendors of the Company to ensure continuous interaction with them. | Need Basis | Stronger partnerships, Credit worthiness, Ethical Behaviour, Fair Business Practices, Governance |
| Community | No | CSR initiatives | Continuous | Support community through social giving, Contribute to sustainable development |
| Industry Bodies, Regulators, Governments | No | Conferences and seminars, working committee, meetings, surveys, other meetings | Need Basis | Ensure adherence to regulations, Oversee company reputation, Share insights and contribute to thought leadership on public and business matters, Address responsible business concerns and discuss company's stance |

Leadership Indicators:

- Processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Board aids management in consistently identifying and prioritizing key stakeholders. The Board along with company management offers crucial direction for stakeholder engagement and grievance resolution, along with supervising the Company's environmental, health, and safety obligations. This facilitates strategic and policy adjustments in line with stakeholder requirements.
- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No).

Yes, the Board and the senior management team is pivotal in evaluating the Company's ESG commitments to stakeholders. Input from stakeholder groups guides our identification and prioritization of critical matters. By integrating their viewpoints, we assure that our approach resonates with stakeholder interests and expectations, cultivating a sustainable and ethical business model.
- Details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

The Company consistently interacts and engages with both internal and external stakeholders, including disadvantaged, vulnerable, and marginalized groups.

Principle 5. Businesses should respect and promote human rights.

Essential Indicators

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | FY2025 Current financial Year | | | FY2024 Previous Financial Year | | |
|----------------------|----------------------------------|---|---------|-----------------------------------|---|---------|
| | Total (A) | Number of employees and workers covered (B) | % (B/A) | Total (C) | Number of employees and workers covered (D) | % (D/C) |
| | | | | | | |
| Employees | | | | | | |
| Permanent | 764 | 764 | 100% | 815 | 815 | 100% |
| Other than Permanent | NA | NA | NA | NA | NA | NA |
| Total Employees | 764 | 764 | 100% | 815 | 815 | 100% |
| Workers | | | | | | |
| Permanent | - | - | - | - | - | - |
| Other than permanent | - | - | - | - | - | - |
| Total Workers | - | - | - | - | - | - |

- Details of minimum wages paid to employees and workers, in the following format

| Category | FY2025 Current financial Year | | | | | FY2024 Previous Financial Year | | | | |
|----------------------|----------------------------------|--------------------------|---------|------------------------------|------------|-----------------------------------|-----------------------|------------|------------------------------|------------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal Minimum Wage | | More than minimum wage | |
| | | No.(B) | % (B/A) | No.(C) | % (C/A) | | No. (E) | % (E/D) | No.(F) | % (F/D) |
| | | | | | | | | | | |
| Employees | | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | 568 | - | - | 568 | 100% | 615 | - | - | 615 | 100% |
| Female | 196 | - | - | 196 | 100% | 200 | - | - | 200 | 100% |
| Other than Permanent | - | - | - | - | - | - | - | - | - | - |
| Male | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - |
| Workers | | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | | | | | | | | | | |
| Female | | | | | | | | | | |
| Other than Permanent | | | | | | | | | | |
| Male | | | | | | | | | | |
| Female | | | | | | | | | | |

NOT APPLICABLE

3. Details of remuneration/ salary/ wages (including differently abled)

| Category | Male | | Female | |
|----------------------------------|--------|--|--------|--|
| | Number | Median remuneration/salary/ wages of respective category | Number | Median remuneration/salary/ wages of respective category |
| Board of Directors | 5 | NIL | 1 | NIL |
| Key Managerial Personal | 4 | Rs. 5.63 Million | 0 | NIL |
| Employees other than BoD and KMP | 566 | Rs. 0.76 Million | 196 | Rs. 0.59 Million |
| Workers | - | - | - | - |

4. Gross wages paid to females as % of total wages paid by the Company, in the following format:

| | FY2025 Current financial Year | FY2024 Previous Financial Year |
|---|----------------------------------|-----------------------------------|
| Gross wages paid to females as % of total wages | 21.68% | 22.18% |

5. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, our Employees can address the issues to the HR Team

6. Describe the internal mechanisms in place to redress grievances related to human rights issues.

As a Company, we have a specific (HR) team within the organization to act as points of contact for receiving and addressing human rights grievances.

7. Disclosure of complaints made by employees and workers on sexual harassment, discrimination at workplace, Child Labour, Forced Labour/Involuntary Labour, Wages or other human rights related HR issues.

The Company reiterates its commitment to providing its employees a workplace free from harassment/ discrimination and where every employee is treated with dignity and respect.

| Category | FY2025 Current Financial Year | | | FY2024 Previous Financial Year | | |
|----------------------------------|----------------------------------|---|---------|-----------------------------------|---|---------|
| | Filed during the day | Pending Resolution at the end of the year | Remarks | Filed During the Year | Pending Resolution at the end of the year | Remarks |
| Sexual Harassment | NIL | NIL | - | NIL | NIL | - |
| Discrimination at workplace | NIL | NIL | - | NIL | NIL | - |
| Forced Labour/Involuntary Labour | NIL | NIL | - | NIL | NIL | - |
| Wages | NIL | NIL | - | NIL | NIL | - |
| Other human right related issues | NIL | NIL | - | NIL | NIL | - |

The worker's category does not apply to the Company

8. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

| | FY2025 Current Financial Year | FY2024 Previous Financial Year |
|---|---|--|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | NIL | NIL |
| Complaints on POSH as a % of female employees / workers | NIL | NIL |
| Complaints on POSH upheld | NIL | NIL |

9. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The employees connect with the HR to discuss any harassment related queries or concerns. Proper investigation is done & appropriate action is taken.

10. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the company ensures that all parties involved adhere to ethical and legal standards related to human rights.

11. Assessments of the year

| Category | % of plants and offices that were assessed (by the entity or by the statutory authorities or third parties) |
|-----------------------------|--|
| Child Labour | NIL |
| Forced/Involuntary Labour | NIL |
| Sexual harassment | NIL |
| Discrimination at workplace | NIL |
| Wages | NIL |
| Others – please specify | NIL |

12. Provide the details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable.

Principle 6. Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators:

1. Details of total energy consumption (in Joules or multiples) and energy intensity

| Parameter | FY2025 (Current financial Year) | FY2024 (Previous financial Year) |
|---|---|--|
| From renewable sources | | |
| Total electricity consumption (A) | - | - |
| Total fuel consumption (B) | - | - |
| Energy consumption through other sources (C) | - | - |
| Total energy consumed from renewable resources (A+B+C) | - | - |
| From non-renewable sources | | |
| Total electricity consumption (D) | 5,077.58 | 4,691.00 |

| Parameter | FY2025 (Current financial Year) | FY2024 (Previous financial Year) |
|--|---------------------------------------|--|
| Total fuel consumption (E) | 0.52 | 0.29 |
| Energy consumption through other sources (F) | - | - |
| Total energy consumed from non-renewable resources (D+E+F) | 5,078.10 | 4,691.29 |
| Total energy consumed. (A+B+C+D+E+F) | 5,078.10 | 4,691.29 |
| Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) | 0.14 GJ/Rs. Million | 0.16 GJ/Rs. Million |
| Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) | - | - |
| Energy intensity in terms of physical output | - | - |
| Energy intensity (optional) – the relevant metric may be selected by the entity | - | - |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No such assessment /evaluation/ assurance by an external agency.

2. Sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N).

NO

If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, the remedial action taken, if any. –

Not applicable

3. Provide details of the following disclosures related to water, in the following format

| Parameter | FY2025 Current Financial Year | FY2024 (Previous financial Year) |
|--|---|--|
| Water Withdrawal by Source (In Kiloliters) | | |
| (i) Surface water | | |
| (ii) Groundwater | | |
| (iii) Third party water | | |
| (iv) Seawater / desalinated water | | |
| (v) Others | | |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) | | |
| Total volume of water consumption (in kilolitres) | | |
| Water intensity per rupee of turnover (Water consumed / Revenue from operations) | No such usage / withdrawal of water as the company being in the nature of services. | |
| Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) | | |
| Water intensity in terms of physical output | | |
| Water intensity (optional) – the relevant metric may be selected by the entity | | |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No such independent assessment/ evaluation/ assurance by an external agency.

If yes, name of the external agency

Not applicable

4. Provide the following details related to water discharge –

| Parameter | FY2025 (Current Financial Year) | FY2024 (Previous Financial Year) |
|---|---------------------------------------|--|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) To Surface water | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (ii) To Groundwater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iii) To Seawater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iv) Sent to third-parties | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (v) Others | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| Total water discharged (in kilolitres) | | |

As per the nature of our Company that we do not manufacture any tangible products, we do not have any material water discharge, however, we are in line with the government norms.

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

NO

If yes, name of the external agency.

Not applicable

5. Mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No. Not applicable being a service company

6. Please provide the details of air emissions (other than GHG emissions) by the entity, in the following format -

| Parameter | Please specify unit | FY 2025 (Current financial Year) | FY2024 (Previous financial Year) |
|-------------------------------------|---------------------|--|-------------------------------------|
| NOx | | | |
| Sox | | | |
| Particulate Mater | | | |
| Persistent organic pollutants (POP) | | Not applicable being a service company | |
| Volatile organic compounds (VOC) | | | |
| Hazardous air pollutants (HAP) | | | |
| Others – please specify | | | |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

NO

If yes, name of the external agency

Not applicable

7. Please provide the details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & their intensity

| Parameter | Unit | FY2025 (Current financial Year) | FY2024 (Previous financial Year) |
|---|---|--|-------------------------------------|
| Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO₂ equivalent | Not applicable being a service company | |
| Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO₂ equivalent | | |
| Total Scope 1 and Scope 2 emissions intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) | | | |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) | | | |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output | | | |
| Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity | | | |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

NO

If yes, name of the external agency: -

Not applicable

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide the details.

Infibeam core business is centred around offering digital solutions for e-commerce. Embracing online software platforms and digital payment solutions offers a multitude of benefits that extend beyond convenience and efficiency, significantly contributing to environmental well-being. By enabling remote access and reducing the need for physical infrastructure, these technologies directly translate to a lowered demand for energy-intensive resources, thereby minimizing Greenhouse Gas emissions and reducing carbon footprints. This transition to digital platforms eliminates the necessity for excessive paper usage and unnecessary transportation, leading to reduced deforestation, energy consumption, and pollution associated with traditional business operations. Ultimately, the adoption of online software and digital payments represents a proactive step towards a greener future, aligning businesses with sustainable practices and reinforcing their commitment to ecological preservation.

The Company's headquarter is also located in a Green Building, at GIFT City in Gandhinagar Gujarat. GIFT City was built to be urban and sustainable. The Company's headquarter in GIFT city Green Building is awarded a Green Cities 'Gold' certification from the Indian Green Building Council (IGBC)

9. Provide details related to waste management by entity, in the following format

| Parameter | FY2025 (Current financial Year) | FY2024 (Previous financial Year) |
|---|--|-------------------------------------|
| Total Waste generated (in metric tonnes) | | |
| Plastic waste (A) | | |
| E-waste (B) | | |
| Bio-medical waste (C) | | |
| Construction and demolition waste (D) | | |
| Battery waste (E) | | |
| Radioactive waste (F) | | |
| Other Hazardous waste (G). Please specify if any | | |
| Other Non-hazardous waste generated (H) (Break-up by composition i.e by materials relevant to the sector | | |
| Total (A+B+C+D+E+F+Gg+H) | Not applicable being a service company | |
| Waste intensity per rupee of Turnover (Total waste generated / Revenue from operations) | | |
| Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)(Total waste generated / Revenue from operations adjusted for PPP) | | |
| Waste intensity in terms of physical output | | |
| Waste intensity (optional) – the relevant metric may be selected by the entity | | |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) | | |
| Category of waste | | |

i.Re-cycled

ii.Re-used

iii.Other recovery operations

Not applicable being a service company

Total**For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)****Category of Waste**

i. Incineration

ii. Landfilling

iii. Other disposal operations

Not applicable being a service company

Total

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) .

No such assessment/ evaluation/assurance has been carried out by an external agency

If yes, name of the external agency

Not applicable

10. Briefly describe the details of waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Not applicable being a service Company.

11. If the entity has operations/offices if any in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required,

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|--------|--------------------------------|--------------------|--|
| NIL | | | |

12. Details of environmental impact assessments (EIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web Link |
|-----------------------------------|----------------------|------|---|--|-------------------|
| NIL | | | | | |

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Not Applicable

| SL No | Specify the Law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|-------|---|---------------------------------------|---|---------------------------------|
| NIL | | | | |

Principle 7. Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1 a. Number of affiliations with trade and industry chambers/associations.

The Company is a member of 2 (two) trade and industry chambers/associations i.e. Internet and Mobile Association of India (IAMAI) and Payments Council of India (PCI)

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of /affiliated to

| SL No | Name of the trade industry chambers/associations | The reach of trade and industry chambers/associations (State/National) |
|-------|--|--|
| 1 | Internet and Mobile Association of India (IAMAI) | National |
| 2 | Payments Council of India (PCI) | National |

2. Provide Details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regular authorities.

| Name of authority | Brief of the case | Corrective actions taken |
|---|-------------------|--------------------------|
| The Company did not receive any adverse orders from regulatory authorities related to anti-competitive conduct during FY25. | | |

Principle 8. Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of social impact assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

| Name and brief details of the project | SIA notification No. | Date of notification | Whether conducted by an Independent external agency (Yes/No) | Results communicated in public domain (Yes/ No) | Relevant weblink |
|---------------------------------------|----------------------|----------------------|--|---|------------------|
| NIL | | | | | |

2. Information on project (s) for which ongoing rehabilitation and resettlement (R&R) is being undertaken by the entity, in the following format -

| SL No | Name of project for which R&R is ongoing | State | District | No. of project-affected families | % of PAFs covered by R&R | Amount paid to PAFs in FY(In INR) |
|-------|--|-------|----------|----------------------------------|--------------------------|-----------------------------------|
| NIL | | | | | | |

3. Describe the mechanisms to receive and redress grievances of the community.

All agreements between the company and its stakeholders, contain clauses on handling of grievances, disputes etc.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers

| Particulars | FY2025 (Current Financial Year) | FY2024 (Previous Financial Year) |
|---|---|-------------------------------------|
| Directly sourced from MSMEs/small producers | Not applicable being a service company. | |
| Directly from within India | Not applicable being a service company. | |

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

| Location | FY2025 (Current Financial Year) | FY2024 (Previous Financial Year) |
|--------------|------------------------------------|-------------------------------------|
| Rural | - | - |
| Semi-Urban | - | - |
| Urban | 25.85% | 32.42% |
| Metropolitan | 74.15% | 67.58% |

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Principle 9. Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanism in place to receive and respond to consumer complaints and feedback

The company has a robust and highly effective complaints and feedback mechanism that underscores its commitment to customer satisfaction. The company has implemented a streamlined system that allows users to easily voice their concerns, provide feedback, or report any issues they encounter during payment transactions. This mechanism not only ensures swift resolution of problems but also serves as a valuable source of insights for continuous improvement. Through prompt responsiveness, attentive problem-solving, and a dedication to enhancing merchant and user experience, the company demonstrates its unwavering dedication to maintaining the highest standards of service while fostering trust and loyalty among its clientele.

Customer Grievance Redressal Policy

Payments Business: <https://www.ccavenue.com/customer-grievances-policy.jsp>

Platforms Business: <https://www.ia.ooo/grievance-redressal>.

2. Turnover of products and /services as a percentage of turnover from all products/service that carry information about

| Particulars | As a % of total turnover |
|---|--------------------------|
| Environmental and social parameters relevant to the product | NIL |
| Safe and responsible usage | NIL |
| Recycling and/or safe disposal | NIL |

3. Number of consumer complaints in respect of the following

| Particulars | FY2025 (Current financial year) | | Remarks | FY2024 (Previous Financial Year) | | Remarks |
|---|------------------------------------|-----------------------------------|---------|-------------------------------------|-----------------------------------|---------|
| | Received during the year | Pending resolution at end of year | | Received during the year | Pending resolution at end of year | |
| Data Privacy | - | - | - | - | - | - |
| Advertising | - | - | - | - | - | - |
| Cyber-security | - | - | - | - | - | - |
| Delivery of essential services | - | - | - | - | - | - |
| Restrictive Trade Practices | - | - | - | - | - | - |
| Unfair Trade Practices | - | - | - | - | - | - |
| Other (ODR Data –Online Dispute Resolution) | 2,543 | - | - | 2,433 | - | - |

4. Details of instances of product recalls on account of safety issues:

| Particulars | Number | Reasons for recall |
|-------------------|--|--------------------|
| Voluntary recalls | Not applicable being a service company | |
| Forced recalls | Not applicable being a service company | |

5. Does the entity have Framework/ policy on cyber security and risks related to data privacy? **(Yes/No)** If available, web-link of the policy.

Yes, the company has detailed policies for cyber security and data privacy.

Payment Business Data Privacy link: www.ccavenue.com/privacy.jsp

Platform Business Data Privacy link: <https://www.ia.ooo/privacy-policy>

Cyber Security: No website link.

6. Provide Details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

NIL

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches

No such instances.

b. Percentage of data breaches involving personally identifiable information of customers

0%

c. Impact, if any, of the data breaches

Not Applicable

INDEPENDENT AUDITOR'S REPORT

To the Members of Infibeam Avenues Limited

Report on the Audit of the Standalone IND AS Financial Statements

Opinion

We have audited the accompanying standalone IND AS financial statements of Infibeam Avenues Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone IND AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone IND AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone IND AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone IND AS financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone IND AS financial statements under the provisions of the Act and the Rules made 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 standalone 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 standalone IND AS financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone 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.

| Sr No | Key Audit Matter | Auditors Response |
|----------|--|--|
| 1. | Goodwill Impairment | Principal Audit Procedures |
| | <p>Included on the balance sheet is an intangible assets balance of ₹18,264.58 million as on March 31, 2025 which relates to goodwill of ₹ 16,124.18 million which arose mainly from past acquisition and other intangible assets like Computer Software, Trademark and Customer relationship of ₹ 2,140.39 million are classified as other Intangible Assets.</p> <p>The Company is required to perform impairment assessments of goodwill annually. For intangible assets with useful lives, the Company is required to review these for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable, and at least annually, review whether there is any change in their expected useful lives.</p> <p>For the purpose of performing impairment assessments, all intangible assets including goodwill have been allocated to groups of cash generating units ("CGUs"). The recoverable amount of the underlying CGUs is supported by value-in-use calculations which are based on future discounted cash flows. Management concluded that the intangible assets including goodwill were not impaired as of March 31, 2025.</p> <p>The above assessment on annual impairment of goodwill having indefinite useful life is considered as significant accounting judgement and estimate to the standalone IND AS financial statements and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the standalone IND AS financial statements as a whole.</p> <p>Kindly refer Note No. 6 to the standalone IND AS financial statements.</p> | <p>Focusing on Infibeam Avenues Ltd business, we understood, evaluated and validated management's key controls over the impairment assessment process. The company had obtained a valuation report from external independent valuer. On observing the same, following audit procedures were adopted:</p> <ul style="list-style-type: none"> • Evaluating the methodical and mathematical accuracy of the model used for the impairment testing, the appropriateness of the assumptions, and the methodology used to prepare its cash flow forecasts. • gaining an understanding and assessing the reasonableness of business plans by comparing them to prior year's assumptions; • comparing the current years actual results included in the model to consider whether forecasts including assumptions that, with hindsight, have been appropriate. • discussing the potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable. • recalculating the value in use calculations • challenging the robustness of the key assumptions used to determine the value in use, including the allocation of goodwill to the adequate CGUs, cash flow forecasts, long-term growth rates and the discount rates based on our understanding of the commercial prospects of the related CGUs and by comparing them with publicly available data, where possible; <p>We also considered the appropriateness of disclosures in the standalone IND AS financial statements and conclude that our audit procedures did not lead to any reservations regarding the goodwill impairment test.</p> |

Information Other than the Standalone IND AS financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone IND AS financial statements and our report thereon.

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

In connection with our audit of the standalone IND AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone IND AS 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 of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Standalone IND AS financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone IND AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, cash flows and changes in equity of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone 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 standalone IND AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but

to do so.

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

Auditor's Responsibilities for the Audit of the Standalone IND AS financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone IND AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone 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 standalone IND AS 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 financial 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone IND AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions

are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone IND AS financial statements, including the disclosures, and whether the standalone IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone IND AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone IND AS 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 standalone IND AS financial statements.

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

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

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

Other Matters

We draw attention to Note 42 of the standalone IND AS financial statements of the company. The Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its order dated August 29, 2024, sanctioned the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ('Infibeam'), Odigma Consultancy Solutions Limited ('Odigma'), Infibeam Projects Management Private Limited ('IPMPL') and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme') leading to demerger of Global Top Level

Domain (GTLD) Undertaking from Infibeam to Odigma and transfer of the Project Management Undertaking as a going concern on slump sale basis. The Scheme became effective upon filing of certified copy of the order with the Registrar of Companies (RoC) on September 14, 2024. The Appointed Date for the Composite Scheme of Arrangement was April 1, 2023 and the Record Date was set as September 11, 2024 for the purpose of determining the shareholders for issuance of Equity Shares.

Further as stated in the aforesaid note, the comparative financial information for the year ended March 31, 2024 have been restated to give effect to the terms of the scheme.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 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 including Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone IND AS 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 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 adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone IND AS financial statements and the operating effectiveness of such controls,

refer to our separate Report in “**Annexure B**” to this report.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

During the financial year the company has not paid any remuneration to any of the directors

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

i. The Company has disclosed the impact of pending litigations as at 31st March, 2025 on its financial position in its standalone IND AS financial statements - Refer Note No. 21 to the standalone IND AS financial statements.

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

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

iv.

(a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note No. 36 to the standalone IND AS 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 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.

(b) The management has represented, that, to the best of its knowledge and belief, as disclosed in Note No. 36 to the standalone IND AS financial statements, 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; and

(c) 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 (iv) (a) and (iv) (b) contain any material mis-statement.

v. As stated in Note 10.8 to the standalone IND AS financial statements, the final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act, 2013 to the extent it applies to payment of dividend. The Board of Directors of the Company have not proposed final dividend for the year ended March 31, 2025.

- 3 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 and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No.: 109463W

Ramesh Joshi
Partner
Membership Number: 033594
UDIN: 25033594BMJKST9554

Date: May 26, 2025
Place: Gandhinagar

Annexure A referred to in Para 1 of the Independent Auditors Report

With reference to the Paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report to the members of the Company on the standalone IND AS financial statements for the year ended March 31, 2025, we report the following:

- i. In respect of Property, plant and equipment and Intangible assets;
 - a) (A) The company has maintained 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.
 - b) It has been explained to us that the Company has a regular program for physical verification of Property, plant and equipment on an annual basis, which in our opinion is reasonable having regard to the size of the company and the nature of its assets and no material discrepancies were noticed on such verification.
 - c) The title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease

agreements are duly executed in favour of the lessee) disclosed in the standalone IND AS financial statements are held in the name of the Company.

- d) The Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e) 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. In respect of inventories;

The Company is a service company, primarily rendering website development and maintenance services (Web Services) and payment gateway services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.

iii. In respect of Investments, Loans and Advances;

The Company has made investments in, granted loans, secured or unsecured, and stood guarantee to companies, limited liability partnerships or any other parties during the year, in respect of which:

- (a) The company has provided loans and advances in the nature of loans and stood guarantees during the year, details which are given below:

| Particulars | Loans / Advance in nature of loans (Rs millions) | Guarantees (Rs millions) |
|---|--|-----------------------------|
| A. Aggregate amount granted / provided during the year | | |
| - Subsidiary companies | 4,589.63 | - |
| - Associates | - | - |
| - Others | 6.20 | - |
| B. Balance outstanding as at balance sheet date in respect of above cases | | |
| - Subsidiary companies | 2,388.36 | 1,400.00 |
| - Associates | - | - |
| - Others | 6.00 | - |

- (b) The investments made, guarantees provided and the terms and conditions of the grant of all the above-mentioned loans and guarantees during the year are, in our opinion, not prejudicial to the interest of the Company.
- (c) In the case of loans given, the loans given are repayable on demand and as such we are not able to comment whether the repayments or receipts have been regular.
- (d) As informed to us there is no overdue amount for more than ninety days in respect of loans given.
- (e) There is no loan given falling due during the year which has been renewed or extended or fresh loans

given to settle the overdues of existing loans given to the same party.

(f) The loans and advances granted by the Company are repayable on demand. The aggregate amount of such loans and advances to Promoters is Nil and to other related parties as defined in clause (76) of section 2 of the Companies Act, 2013 ₹ 4,595.83 million which is equal to 100% of the total loans and advances granted.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable

vi. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the services of the Company. Accordingly, paragraph 3(vi) of the

Order is not applicable.

vii. In respect of statutory dues;

a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom, and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom, and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

b) To the best of our knowledge, according to the information and explanations given by the management, no statutory dues referred to in a) above have not been paid on account of any dispute except:

| Name of the Statute | Nature of Dues | Amount (Rs. million) | Period to which the amount relates | Forum where dispute is pending |
|-----------------------|----------------|----------------------|------------------------------------|--|
| CGST Act, 2017 | GST | 320.15 | July 2017 to March 2024 | The Joint/Additional Commissioner CGST & C. Ex. Ahmedabad South Commissionerate |
| Income Tax Act, 1961 | Income Tax | 99.83 | AY 2017-18 | CIT(A) |
| Income Tax Act, 1961 | Income Tax | 4.94 | AY 2021-22 | CIT(A) |
| Income Tax Act, 1961 | Income Tax | 67.73 | AY 2022-23 | CIT(A) |
| Income Tax Act, 1961 | Income Tax | 1.00 | AY 2013-14 | CIT(A) |
| Income Tax Act, 1961 | Income Tax | 1.19 | AY 2014-15 | CIT(A) |

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

(c) There were no term loans raised during the year.

(d) On an overall examination of the financial statements of the Company,

funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year

and hence reporting under clause 3(x)(a) of the Order is not applicable.

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) Based on the information provided by the company, there were no whistle blower complaints received by the Company during the year (and upto the date of this report). Accordingly, clause 3(xi)(c) of the Order is not applicable.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone IND AS 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 adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone IND AS financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No.: 109463W

Ramesh Joshi
Partner
Membership Number: 033594
UDIN: 25033594BMJKST9554

Date: May 26, 2025
Place: Gandhinagar

Annexure B referred in para 2(f) of the Independent Auditors Report

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 standalone IND AS financial statements of Infibeam Avenues Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone 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 with reference to the standalone IND AS financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone IND AS financial statements 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 as specified under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone IND AS 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 over financial reporting with reference to these standalone IND AS financial statements and their

operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone IND AS 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 internal financial controls over financial reporting with reference to these standalone IND AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting with Reference to these standalone IND AS financial statements

A company's internal financial control over financial reporting with reference to these standalone IND AS 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 these standalone IND AS 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 these standalone IND AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone IND AS 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 these standalone IND AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone IND AS 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, to the best of the information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone IND AS financial statements and such internal financial controls over financial reporting with reference to these standalone IND AS financial statements were operating effectively as at March 31, 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.

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No.: 109463W

Ramesh Joshi
Partner
Membership Number: 033594
UDIN: 25033594BMJKST9554

Date: May 26, 2025
Place: Gandhinagar

Balance Sheet

as at March 31, 2025

(₹ in Million)

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024* |
|--|-------|-------------------------|--------------------------|
| ASSETS | | | |
| I. Non-current assets | | | |
| Property, Plant and Equipment | 5 | 331.23 | 440.50 |
| Capital work-in-progress | 5 | 12.68 | - |
| Right of use assets | 5 | 172.83 | 112.23 |
| Goodwill | 6 | 16,124.18 | 16,124.18 |
| Other intangible assets | 6 | 2,140.38 | 2,476.14 |
| Intangible assets under development | 6 | 12.07 | 1.52 |
| Financial assets | 7 | | |
| (i) Investments | | 8,691.69 | 8,377.98 |
| (ii) Other financial assets | | 409.40 | 176.10 |
| Non-current tax assets (net) | 9 | 111.76 | 401.31 |
| Other non-current assets | 8 | 2.20 | 39.76 |
| Total non-current assets | | 28,008.42 | 28,149.72 |
| II. Current assets | | | |
| Financial assets | 7 | | |
| (i) Trade receivables | | 918.43 | 1,223.79 |
| (ii) Cash and cash equivalents | | 2,526.18 | 5,960.11 |
| (iii) Bank balance other than (iii) above | | 0.79 | 0.66 |
| (iv) Loans | | 3,438.36 | 1,030.21 |
| (v) Others financial assets | | 4,514.88 | 2,897.33 |
| Other current assets | 8 | 5,634.59 | 7,083.21 |
| Total current assets | | 17,033.23 | 18,195.31 |
| Total Assets | | 45,041.65 | 46,345.03 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity share capital | 10 | 2,789.50 | 2,782.00 |
| Other equity | 11 | 30,642.56 | 28,924.58 |
| Total equity | | 33,432.06 | 31,706.58 |
| LIABILITIES | | | |
| I. Non-current liabilities | | | |
| Financial liabilities | 12 | | |
| (i) Lease liabilities | | 131.68 | 84.33 |
| (ii) Other financial liabilities | | 135.60 | - |
| Provisions | 13 | 69.73 | 65.96 |
| Deferred tax liabilities (net) | 24 | 2,171.67 | 1,528.69 |
| Other non-current liabilities | 14 | 39.00 | 74.22 |
| Total non-current liabilities | | 2,547.68 | 1,753.20 |
| II. Current liabilities | | | |
| Financial liabilities | 12 | | |
| (i) Lease liabilities | | 52.47 | 32.40 |
| (ii) Trade payables: | | | |
| (a) Total outstanding dues of Micro Enterprises and Small Enterprises | | 5.80 | 7.17 |
| (b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises | | 262.92 | 227.94 |
| (iii) Other financial liabilities | | 229.53 | 216.41 |
| Other current liabilities | 14 | 8,476.44 | 12,375.52 |
| Provisions | 13 | 33.10 | 24.27 |
| Current tax liabilities (net) | 24 | 1.65 | 1.54 |
| Total current liabilities | | 9,061.91 | 12,885.25 |
| Total equity and liabilities | | 45,041.65 | 46,345.03 |
| * Restated, refer Note 42 | | | |
| Summary of significant accounting policies | 1 - 4 | | |

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For Shah & Taparia

Chartered Accountants
ICAI Firm Registration No. 109463W

Ramesh Joshi

Partner
Membership No.: 033594
Gandhinagar
Date: May 26, 2025

For and on behalf of the Board of Directors of

Infibeam Avenues Limited

CIN: L64203GJ2010PLC061366

Vishal Mehta

Chairman & Managing Director
DIN: 03093563
Gandhinagar
Date: May 26, 2025

Sunil Bhagat

Chief Financial Officer
Gandhinagar
Date: May 26, 2025

Vishwas Patel

Joint Managing Director
DIN: 00934823
Gandhinagar
Date: May 26, 2025

Shyamal Trivedi

Sr. Vice President and Company Secretary
Gandhinagar
Date: May 26, 2025

Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in Million)

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|-------|------------------------------|-------------------------------|
| Income | | | |
| Revenue from operations | 15 | 37,265.14 | 29,612.17 |
| Other income | 16 | 481.03 | 189.54 |
| Total income (I) | | 37,746.17 | 29,801.71 |
| Expenses | | | |
| Operating expenses | | 33,261.80 | 25,907.95 |
| Employee benefit expenses | 17 | 1,067.71 | 940.51 |
| Finance cost | 18 | 64.84 | 23.62 |
| Depreciation and amortization expenses | 19 | 534.99 | 529.50 |
| Other expenses | 20 | 586.50 | 350.04 |
| Total expenses (II) | | 35,515.84 | 27,751.62 |
| Profit before exceptional item and tax (III) = (I - II) | | 2,230.33 | 2,050.09 |
| Exceptional items (IV) | | - | - |
| Profit before tax (V) = (III-IV) | | 2,230.33 | 2,050.09 |
| Tax expenses | 24 | | |
| Current tax | | - | - |
| Deferred tax (net) | | 630.28 | 529.64 |
| Total tax expense (VI) | | 630.28 | 529.64 |
| Profit for the year (VII) = (V-VI) | | 1,600.05 | 1,520.45 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Re-measurement gains / (losses) on defined benefit plans | | (5.07) | (5.07) |
| Net Change in fair value of Investments in equity and preference instruments | | 55.53 | 27.09 |
| Income tax on items that will not be reclassified to profit or loss | | (12.70) | (3.11) |
| Total other comprehensive income for the year(VIII) | | 37.76 | 18.91 |
| Total Comprehensive Income for the year comprising Profit and Other comprehensive Income for the year(IX) = (VII+VIII) | | 1,637.80 | 1,539.36 |
| Earning per equity share [nominal value per share ₹ 1/- (March 31, 2024: ₹1/-)] | 27 | | |
| Basic | | 0.58 | 0.56 |
| Diluted | | 0.57 | 0.55 |
| * Restated, refer Note 42 | | | |
| Summary of significant accounting policies | 1 - 4 | | |

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No. 109463W

Ramesh Joshi
Partner
Membership No.: 033594
Gandhinagar
Date: May 26, 2025

**For and on behalf of the Board of Directors of
Infibeam Avenues Limited**
CIN: L64203GJ2010PLC061366

Vishal Mehta
Chairman & Managing Director
DIN: 03093563
Gandhinagar
Date: May 26, 2025

Sunil Bhagat
Chief Financial Officer
Gandhinagar
Date: May 26, 2025

Vishwas Patel
Joint Managing Director
DIN: 00934823
Gandhinagar
Date: May 26, 2025

Shyamal Trivedi
Sr. Vice President and Company Secretary
Gandhinagar
Date: May 26, 2025

Statement of changes in Equity

for the year ended March 31, 2025

| A. Equity Share Capital | | | | | | | (₹ in Million) | Note 10 |
|--|--|---------------------------------------|---|----------------------|-----------------|---------------------------------------|----------------|---------|
| As at March 31, 2024 | Changes in Equity Share capital due to prior period errors | Restated balance as at March 31, 2024 | Changes in Equity Share capital during the year | As at March 31, 2025 | | | | |
| 2,782.00 | - | 2,782.00 | 7.49 | 2,789.50 | | | | |
| As at March 31, 2023 | Changes in Equity Share capital due to prior period errors | Restated balance as at March 31,2023 | Changes in Equity Share capital during the year | As at March 31, 2024 | | | | |
| 2,677.78 | - | 2,677.78 | 104.22 | 2,782.00 | | | | |
| B. Other equity | | | | | | | (₹ in Million) | |
| Particulars | Reserves and surplus | | | | | | Total equity | |
| | Employee stock option outstanding account | Securities premium | General Reserve | Retained Earnings | Treasury Shares | IEW Trust Reserve @ | | |
| | | | | | | Money Received against Share warrants | | |
| | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | |
| Balance as at March 31, 2023* | 813.35 | 23,482.40 | 27.62 | 2,100.28 | (413.51) | 0.00 | 403.75 | |
| Profit for the year* | | | | 1,520.45 | | | 1,520.45 | |
| Re-measurement gains / (losses) on defined benefit plans | | | | (5.07) | | | (5.07) | |
| Net Change in fair value of Investments in equity and preference instruments | | | | | | | 23.99 | |
| Total Comprehensive income for the year | | | | 1,515.38 | | | 23.99 | |
| Employee compensation expense for the year | 131.56 | | | | | | 1,539.36 | |
| Transfer to securities premium on exercise of options | (154.24) | 154.24 | | | | | 131.56 | |
| Fair Value Impact on contingent consideration | 22.04 | | | | | | - | |
| Money Received against Share warrants | | | | | | 1,211.25 | 22.04 | |
| On conversion of share warrant into equity share | | 1,520.00 | | | | (1,615.00) | 1,211.25 | |
| Dividend paid | | | | (133.55) | | | (95.00) | |
| On lapse of stock options | (2.99) | | 2.99 | | | | (133.55) | |
| Balance as at March 31, 2024* | 809.72 | 25,156.64 | 30.61 | 3,482.10 | (413.51) | 0.00 | - | |
| Profit for the year | | | | 1,600.05 | | | (140.98) | |
| | | | | | | | 28,924.58 | |
| | | | | | | | 1,600.05 | |

Statement of changes in Equity (Cont.)

for the year ended March 31, 2025

| Particulars | Reserves and surplus | | | | | | | | Total equity |
|--|---|--------------------|-----------------|-------------------|-----------------|---------------------|---------------------------------------|----------------------------|--------------|
| | Employee stock option outstanding account | Securities premium | General Reserve | Retained Earnings | Treasury Shares | IEW Trust Reserve @ | Money Received against Share warrants | Other Comprehensive Income | |
| | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | |
| Re-measurement gains / (losses) on defined benefit plans | | | | (5.07) | | | | | (5.07) |
| Net Change in fair value of Investments in equity and preference instruments | | | | | | | | 42.82 | 42.82 |
| Total Comprehensive income for the year | | | | 1,594.98 | | | | 42.82 | 1,637.80 |
| Employee compensation expense for the year | 218.66 | | | | | | | | 218.66 |
| Transfer to securities premium on exercise of options | (122.84) | 122.84 | | | | | | | - |
| Dividend paid | | | | (138.48) | | | | | (138.48) |
| On lapse of stock options | (5.68) | | 5.68 | | | | | | - |
| Balance as at March 31, 2025 | 899.86 | 25,279.49 | 36.29 | 4,938.59 | (413.51) | 0.00 | - | (98.16) | 30,642.56 |

* Restated, refer Note 42

@ Represents amount less than one million

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For Shah & Taparia

Chartered Accountants

ICAI Firm Registration No. 109463W

Ramesh Joshi

Partner

Membership No.: 033594

Gandhinagar

Date: May 26, 2025

For and on behalf of the Board of Directors of

Infibeam Avenues Limited

CIN: L64203GJ2010PLC061366

Vishal Mehta

Chairman & Managing Director

DIN: 03093563

Gandhinagar

Date: May 26, 2025

Vishwas Patel

Joint Managing Director

DIN: 00934823

Gandhinagar

Date: May 26, 2025

Sunil Bhagat

Chief Financial Officer

Gandhinagar

Date: May 26, 2025

Shyamal Trivedi

Sr. Vice President and Company Secretary

Gandhinagar

Date: May 26, 2025

Statement of cash flows

for the year ended March 31, 2025

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|------------------------------|-------------------------------|
| A Cash flows from operating activities | | |
| Profit before tax | 2,230.33 | 2,050.09 |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i> | | |
| Depreciation and amortization expense | 534.99 | 529.50 |
| Employee stock option expense (net) | 146.33 | 79.39 |
| Finance cost | 64.84 | 23.62 |
| Interest Income | (305.65) | (123.58) |
| Short term capital gain on sale of mutual fund | - | (0.19) |
| (Profit) / loss on sale of Investments (net) | 57.49 | (2.18) |
| Dividend income | (0.38) | (0.45) |
| Unrealised foreign currency loss / (gain) (net) | (4.20) | (1.78) |
| Fair value (gain)/loss on equity instruments | (117.88) | (50.58) |
| Liability no longer required | (0.20) | (5.87) |
| (Profit) / loss on sale of fixed asset | 40.56 | (0.16) |
| Fair value (gain)/loss on financial liability | (7.35) | - |
| Allowance for doubtful debts | 5.86 | 62.12 |
| | 2,644.74 | 2,559.93 |
| Operating profit before working capital changes | 2,644.74 | 2,559.93 |
| <i>Adjustments for:</i> | | |
| Increase / (decrease) in trade and other payables | (3,887.67) | 5,747.65 |
| Movement in provisions | 12.60 | 13.65 |
| (Increase) / decrease in trade receivables | 303.76 | (748.81) |
| (Increase) / decrease in other assets | 871.13 | (1,911.15) |
| Net changes in working capital | (2,700.18) | 3,101.35 |
| Cash generated from operations | (55.44) | 5,661.28 |
| Direct taxes paid (net of income tax refund) | 289.65 | 393.33 |
| Net cash (used in) operating activities (A) | 234.21 | 6,054.61 |
| B Cash flow from investing activities | | |
| Payment for acquisition of property, plant and equipment and intangible asset (including capital work-in-progress, intangible under development and capital advances) | (96.91) | (121.12) |
| Loans and advances given (net) | (2,408.15) | (924.63) |
| Interest received | 269.80 | 128.71 |
| Fixed deposits with bank (net) | (873.40) | (256.07) |
| Proceeds/(Payment) from Investments (net) | 36.92 | (1,857.09) |
| Share application money given pending allotment | (423.12) | (83.47) |
| Proceeds from sale of property, plant and equipment and intangible assets | 1.80 | 0.25 |
| Dividend income | 0.38 | 0.45 |

Statement of cash flows (Continued)

for the year ended March 31, 2025

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|------------------------------|-------------------------------|
| Purchase of mutual fund | - | (10.00) |
| Proceeds from sale of mutual fund | - | 385.26 |
| Net cash (used in) Investing Activities (B) | (3,492.69) | (2,737.72) |
| C Cash flow from financing activities | | |
| Dividend paid | (138.36) | (133.42) |
| Proceeds from issue of employee stock options | 7.49 | 9.22 |
| Money Received against share warrants | - | 1,211.25 |
| Interest paid | (44.58) | (23.63) |
| Net Cash (used in) Financing Activities (C) | (175.45) | 1,063.42 |
| Net increase/(decrease) in cash & cash equivalents (A+B+C) | (3,433.93) | 4,380.32 |
| Cash & Cash equivalent at the beginning of the year | 5,960.11 | 1,579.79 |
| Cash & Cash equivalent at the end of the year | 2,526.18 | 5,960.11 |

* Restated, refer Note 42

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (IND AS) - 7 "Statement of Cash Flows" issued by the Institute of Chartered Accountants of India.

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|--|------------------------------|-------------------------------|
| Cash and cash equivalents comprise of: (Note 7) | | |
| Balance with Bank | | |
| (a) Current accounts | 461.31 | 913.72 |
| (b) Balance with bank in escrow accounts | 2,064.60 | 5,046.15 |
| Cash on hand | 0.27 | 0.24 |
| Cash and cash equivalents | 2,526.18 | 5,960.11 |

* Restated, refer Note 42

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No. 109463W

Ramesh Joshi
Partner
Membership No.: 033594
Gandhinagar
Date: May 26, 2025

**For and on behalf of the Board of Directors of
Infibeam Avenues Limited**
CIN: L64203GJ2010PLC061366

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Chairman & Managing Director
DIN: 03093563
Gandhinagar
Date: May 26, 2025

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Date: May 26, 2025

Vishwas Patel
Joint Managing Director
DIN: 00934823
Gandhinagar
Date: May 26, 2025

Shyamal Trivedi
Sr. Vice President and Company Secretary
Gandhinagar
Date: May 26, 2025

Notes to the Financial Statements

for the year ended March 31, 2025

1. Corporate Information

Infibeam Avenues Limited ('the Company') was incorporated on June 30, 2010 under the Companies Act, 1956. The Company is primarily engaged in business of software development services, maintenance, web development, payment gateway services, e-commerce and other ancillary services.

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on the BSE Limited and National Stock Exchange of India Limited in India. The registered office of the company is located at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 26, 2025.

2. Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

Basis of preparation

These standalone financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any

deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents.

The financial statements are presented in Indian Rupee ('INR') which is also the Company's functional currency and all values are rounded to the nearest millions, except when otherwise indicated

3. Critical accounting estimates

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Company uses the following critical accounting judgements, estimates and assumptions in preparation of its standalone financial statements:

3.1. Estimates and assumption

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.

Notes to the Financial Statements

for the year ended March 31, 2025

3.2. Defined benefit plans

The cost of the defined benefit plans and the present value of the 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. Discount rate has been determined by reference to market yields on the government bonds as at the balance sheet date. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 25.

3.3. Share-based payments

The Company initially measures the cost of equity-settled transactions with employees using a black schole model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For equity-settled share-based payment transactions, the liability needs to be measured at the time of grant.

The Company has also approved the grant of Employee Stock Appreciation Rights (SARs) to the eligible employees of the Company. Each SAR shall confer the right to the eligible employee to receive appreciation (cash settled / equity settled) with respect to the underlying Equity Share on the entitled shares

after it has been exercised in accordance with terms of the Scheme.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 28.

3.4. Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. 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.

3.5. Intangible asset including intangible asset under development

Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use. Research and maintenance costs are expensed as incurred. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Refer Note 4.6 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 6.

3.6. Property, plant and equipment

Refer Note 4.5 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 5.

3.7. Revenue recognition

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

3.8. Investments

Investment in subsidiaries and associates is carried at cost in the standalone financial statements.

Notes to the Financial Statements

for the year ended March 31, 2025

3.9. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

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.

4. Summary of Significant Accounting Policies

The following are the significant accounting policies applied by the company in preparing its financial statements:

4.1. Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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.

4.2. Business combinations and goodwill

Business combinations are accounted for using the acquisition method prescribed under IND AS. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value.

Acquisition related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

Notes to the Financial Statements

for the year ended March 31, 2025

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill

during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

4.3. Foreign currencies

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 the functional currency spot rate 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 statement of 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 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 statement of profit or loss are also recognised in OCI or profit or loss, respectively).

4.4. Fair value measurement

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

Notes to the Financial Statements

for the year ended March 31, 2025

asset or transfer the liability takes place either:

- In the principal market for the asset or liability

Or

- 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 economic best 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, as described below, 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 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.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

4.5. Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. The cost of assets acquired in a business combination is their fair value at the date of acquisition. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All repair and maintenance costs are recognised in statement of profit or loss as incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as follows:

Notes to the Financial Statements

for the year ended March 31, 2025

- Building – 60 years
- Leasehold Improvements - 5 years
- Plant and equipment - 5 to 10 years
- Furniture & Fixtures - 10 years
- Vehicles - 8 years
- Computer & Peripherals - 3 to 8 years

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.

4.6. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Research costs are expensed as incurred. Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use.

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.

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 and Loss when the asset is derecognised.

Amortisation

Period of Amortisation of Intangibles is calculated as follows:

- Computer software acquired on Amalgamation - 5 years
- Computer software generated/acquired – 3 to 10 years
- Trademark acquired on Amalgamation - 25 years
- IT Platform acquired on Amalgamation - 5 years
- Customer Relationship acquired on Amalgamation - 25 years
- Trademark – 10 years

Intangible assets under development

Expenditure incurred on acquisition / construction of intangible assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development. During the period of development, the asset is tested for impairment annually.

4.7. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset classes comprise of lease for building and for vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control

Notes to the Financial Statements

for the year ended March 31, 2025

the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. For lease of building right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years) and for lease of vehicles Right of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 8 years) If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease

payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in other current and non-current financial liabilities.

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term. "Lease liability" and "Right of Use" asset have been separately presented in the Balance Sheet

Notes to the Financial Statements

for the year ended March 31, 2025

and lease payments have been classified as financing cash flows.

Company as a lessor

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms.

4.8. Impairment of non-financial assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generated unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss

is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

4.9. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

4.10. Revenue Recognition

Rendering of services

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Revenue from payment gateway services is recognised on settlement of transactions measured by value of transactions processed as per the rates and terms agreed between parties.

Revenue from Web Services is recognised upfront at the point in time when the service is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises, these service is recognised proportionally over the period.

Revenue is measured based on the consideration specified in a contract with the customer and excludes amounts collected on behalf of customers. The Company presents revenue net of discounts and collection charges. Revenue also excludes taxes collected from customers.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is

Notes to the Financial Statements

for the year ended March 31, 2025

pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Excess billing over revenue ("contract liability") is recognised when there is billing in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by offering and geography.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date as per contract.

Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected

credit losses. Interest income is included in other income in the statement of profit or loss.

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss due to its nature.

4.11. Financial instruments – initial recognition and subsequent measurement

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.

a) Financial assets

(i) Initial recognition and measurement.

All financial assets, except investment in subsidiaries and joint ventures, 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 assets.

(ii) 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 at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Equity instruments measured at fair value through statement of profit and loss (FVTPL)
- **Debt instruments at amortised cost:**

A debt instrument is measured at amortised cost if both the following conditions are met:

- the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Notes to the Financial Statements

for the year ended March 31, 2025

- 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 statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

- **Debt instruments at fair value through other comprehensive income (FVTOCI)**

A debt instrument is measured at fair value through other comprehensive income if both of the following criteria are met:

- the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- 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, interest income, impairment losses & reversals and foreign exchange gain or loss are recognised in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Debt instruments at fair value through profit or loss (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 fair value through other comprehensive income criteria, as at fair value through profit or loss. 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 recognised in the Statement of profit and loss.

- **Equity instruments:**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- **Investment in subsidiaries and associates:**

Investment in subsidiaries and associates is carried at cost in the standalone financial statements.

Notes to the Financial Statements

for the year ended March 31, 2025

(iii) Derecognition of financial assets

A financial asset (or where applicable a part of a financial asset or part of a group 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.

(iv) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b) Financial Liabilities

(i) 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, 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 trade and other payables, loans and borrowings.

(ii) Subsequent measurement of financial liabilities

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 are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Notes to the Financial Statements

for the year ended March 31, 2025

Gains or losses on liabilities held for trading are recognised in the 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 risks are recognized in OCI. These gains/ loss 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 and loss. The Company has not designated any financial liability as at fair value through profit and loss.

- **Loans and Borrowings**

After initial recognition, interest-bearing 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.

- (iii) **Derecognition of financial liabilities**

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 and loss.

- (iv) **Financial guarantee contracts:**

Financial guarantee contracts issued by the Company are those contracts that require specified payments to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Where guarantees to subsidiaries in relation to loans or other payables are provided for, at no compensation, the fair values are accounted for as contributions and recognised as fees receivable under "other financial assets" or as a part of the cost of the investment, depending on the contractual terms.

- c) **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.

4.12. Cash and cash equivalent

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.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

4.13. Treasury shares

The Company has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Company uses EBT as a vehicle for distributing

Notes to the Financial Statements

for the year ended March 31, 2025

shares to employees under the employee remuneration schemes. The EBT buys shares of the company from the market, for giving shares to employees. The Company treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

4.14. Taxes

Tax expense comprises of current income tax and deferred tax.

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 Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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;
- In respect of taxable temporary differences associated with investments in subsidiaries

and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 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 Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying

Notes to the Financial Statements

for the year ended March 31, 2025

transaction either in other comprehensive income 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.

4.15. Retirement and other employee benefits

a) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

b) Post-Employment Benefits

(i) Defined benefit plan

Gratuity benefit scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet reduced by the fair value of any plan assets. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

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 Statement of Profit and 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

The Company has not invested in any fund for meeting liability.

4.16. Share-based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

Notes to the Financial Statements

for the year ended March 31, 2025

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Employee Stock Appreciation Rights (SAR)

The company has formed 'Infibeam Employee Welfare Trust' (IEW trust) for implementation of the schemes that are notified or may be notified from time to time by the Company under the plan, providing share based payment to its employees. IEW trust purchases Company's shares out of funds provided by the Company. Accordingly, the Company has approved the grant of Employee Stock Appreciation Rights (SARs) to the eligible employees of the Company. Each SAR shall confer the right to the eligible employee to receive appreciation (cash settled / equity settled) with respect to the underlying Equity Share on the entitled shares after it has been exercised in accordance with terms of the Scheme.

The Company follows the fair value method to account for its Employee Stock Appreciation Rights (SARs) using an appropriate valuation model. Compensation cost is measured by the excess, if any, of the market price of the underlying stock over the exercise price as determined under the option plan. The market price is the closing price on the stock exchange where there is highest trading volume on the working day immediately preceding the date of grant. Compensation cost, if any, is amortised over the vesting period.

4.17. Earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity shareholders for the period by the 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 dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.18. Segment reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

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. Common allocable costs are allocated to each segment on an appropriate basis.

4.19. Dividend distribution

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

4.20. 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

Notes to the Financial Statements

for the year ended March 31, 2025

or all of a provision to be reimbursed, 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 or 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.

Contingencies

Provision in respect of contingencies relating to claims, litigation, assessment, fines, penalties etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot

be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

4.21. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, relevant to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

Note 5 : Property, plant and equipment

| Particulars | Building | Vehicles | Electronic Equipment | Furniture & fixture | Leasehold improvements | Office equipment | Computer, server & network | Right of use asset - Leasehold Building | Right of use asset - Vehicles | Capital Work in Progress | Total |
|--|--------------|--------------|----------------------|---------------------|------------------------|------------------|----------------------------|---|-------------------------------|--------------------------|-----------------|
| As at March 31, 2023* | 91.79 | 28.30 | 14.86 | 34.14 | 29.03 | 15.93 | 1,430.20 | 146.62 | 10.86 | - | 1,801.73 |
| Additions | 78.29 | - | 9.31 | 16.99 | 12.58 | 1.94 | 31.19 | 76.90 | - | 93.76 | 320.96 |
| Deductions on account of Scheme of arrangement (Refer Note 42) | (78.29) | - | (5.04) | (12.77) | - | - | (3.63) | - | - | - | (99.74) |
| Capitalized | - | - | - | - | - | - | - | - | - | (93.76) | (93.76) |
| Deletion | - | (1.72) | - | - | - | (0.42) | - | - | - | - | (2.14) |
| As at March 31, 2024* | 91.79 | 26.59 | 19.13 | 38.36 | 41.61 | 17.44 | 1,457.76 | 223.52 | 10.86 | - | 1,927.06 |
| Additions | - | 6.99 | 11.65 | 0.62 | 0.49 | 6.07 | 45.88 | 119.19 | - | 12.68 | 203.57 |
| Capitalized | - | - | - | - | - | - | - | - | - | - | - |
| Deletion | - | (0.22) | (0.03) | (0.09) | - | - | (320.12) | - | - | - | (320.46) |
| As at March 31, 2025 | 91.79 | 33.36 | 30.75 | 38.89 | 42.10 | 23.51 | 1,183.52 | 342.71 | 10.86 | 12.68 | 1,810.17 |
| Depreciation | | | | | | | | | | | |
| As at March 31, 2023* | 19.62 | 18.29 | 9.99 | 28.40 | 25.34 | 13.50 | 965.89 | 81.58 | 1.21 | - | 1,163.81 |
| Depreciation | 3.51 | 3.02 | 2.29 | 2.11 | 4.25 | 0.59 | 157.43 | 35.74 | 3.62 | - | 212.56 |
| Deletion | - | (1.65) | - | - | - | (0.40) | - | - | - | - | (2.05) |
| As at March 31, 2024* | 23.14 | 19.66 | 12.28 | 30.51 | 29.59 | 13.68 | 1,123.32 | 117.32 | 4.83 | - | 1,374.33 |
| Depreciation | 3.34 | 3.02 | 2.94 | 2.25 | 5.34 | 2.71 | 119.01 | 54.97 | 3.62 | - | 197.20 |
| Deletion | - | - | - | - | - | - | (278.10) | - | - | - | (278.10) |
| As at March 31, 2025 | 26.48 | 22.68 | 15.22 | 32.76 | 34.93 | 16.39 | 964.23 | 172.29 | 8.45 | - | 1,293.43 |
| Net Block | | | | | | | | | | | |
| As at March 31, 2025 | 65.31 | 10.68 | 15.53 | 6.13 | 7.16 | 7.12 | 219.29 | 170.42 | 2.41 | 12.68 | 516.74 |
| As at March 31, 2024* | 68.65 | 6.93 | 6.85 | 7.85 | 12.02 | 3.76 | 334.44 | 106.20 | 6.03 | - | 552.73 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Net book value | (₹ in Million) |
|-------------------------------|----------------------|
| Particulars | As at March 31, 2025 |
| Property, Plant and Equipment | 331.23 |
| Capital Work-in-progress | 12.68 |
| Right of Use Assets | 172.83 |

* Restated, refer Note 42

CWIP ageing schedule :

Ageing for CWIP as on March 31, 2025:

| | Amount in CWIP for a period of | | | | (₹ in Million) |
|--------------------------------|--------------------------------|-----------|-----------|-------------------|----------------|
| CWIP | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Projects in progress | 12.68 | - | - | - | 12.68 |
| Projects temporarily suspended | - | - | - | - | - |

Ageing for CWIP as on March 31, 2024:

| | Amount in CWIP for a period of | | | | (₹ in Million) |
|--------------------------------|--------------------------------|-----------|-----------|-------------------|----------------|
| CWIP | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |

Notes:

- Right of use assets - Leasehold Building represents properties taken on lease for office accounted for in accordance with principal of Ind AS 116 "Leases". (refer note 31)
- Right of use asset - Vehicles represents vehicles taken on lease for employees, are accounted for in accordance with the principal of Ind AS 116 "Leases". (refer note 31)
- Capital work in progress as at March 31, 2025 comprises expenditure on equipments pending installation for its intended use.

Notes to the Financial Statements

for the year ended March 31, 2025

Note 6 : Goodwill, other intangible assets and intangible assets under development

(₹ in Million)

| Particulars | Goodwill | Computer Software | IT Platform | Trademark | Customer Relationship | Intangible assets under development | Total |
|------------------------------|------------------|-------------------|---------------|---------------|-----------------------|-------------------------------------|------------------|
| Cost | | | | | | | |
| As at March 31, 2023* | 16,124.18 | 1,729.16 | 360.10 | 597.80 | 1,563.10 | 48.06 | 20,422.41 |
| Additions | - | 116.88 | - | 0.32 | - | 58.65 | 175.85 |
| Deletion | - | - | - | - | - | - | - |
| Capitalised | - | - | - | - | - | (105.19) | (105.19) |
| As at March 31, 2024* | 16,124.18 | 1,846.04 | 360.10 | 598.12 | 1,563.10 | 1.52 | 20,493.06 |
| Additions | - | 2.03 | - | - | - | 12.07 | 14.10 |
| Deletion | - | - | - | - | - | (1.52) | (1.52) |
| Capitalised | - | - | - | - | - | - | - |
| As at March 31, 2025 | 16,124.18 | 1848.07 | 360.10 | 598.12 | 1,563.10 | 12.07 | 20,505.64 |
| Amortisation | | | | | | | |
| As at March 31, 2023* | - | 533.71 | 305.48 | 134.86 | 600.23 | - | 1,574.29 |
| Amortisation for the year | - | 223.29 | 28.81 | 21.07 | 43.77 | - | 316.94 |
| As at March 31, 2024* | - | 757.00 | 334.29 | 155.94 | 644.00 | - | 1,891.23 |
| Amortisation for the year | - | 247.13 | 25.81 | 21.07 | 43.77 | - | 337.78 |
| As at March 31, 2025 | - | 1,004.13 | 360.10 | 177.01 | 687.77 | - | 2,229.01 |
| Net Block | | | | | | | |
| As at March 31, 2025 | 16,124.18 | 843.94 | - | 421.11 | 875.33 | 12.07 | 18,276.63 |
| As at March 31, 2024* | 16,124.18 | 1,089.04 | 25.81 | 442.19 | 919.10 | 1.52 | 18,601.84 |

Net book value

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|-------------------------------------|-------------------------|--------------------------|
| Goodwill | 16,124.18 | 16,124.18 |
| Other Intangible assets | 2,140.38 | 2,476.14 |
| Intangible assets under development | 12.07 | 1.52 |

* Restated, refer Note 42

Intangible assets under development ageing:

Ageing for intangible assets under development as on March 31, 2025:

(₹ in Million)

| Intangible assets under development | Amount in intangible assets under development for a period of | | | | Total |
|-------------------------------------|---|-----------|-----------|----------------------|-------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Projects in progress | 12.07 | - | - | - | 12.07 |
| Projects temporarily suspended | - | - | - | - | - |

Notes to the Financial Statements

for the year ended March 31, 2025

Ageing for intangible assets under development as on March 31, 2024:

(₹ in Million)

| Intangible assets under development | Amount in intangible assets under development for a period of | | | | Total |
|-------------------------------------|---|-----------|-----------|-------------------|-------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Projects in progress | 1.52 | - | - | - | 1.52 |
| Projects temporarily suspended | - | - | - | - | - |

Intangible assets under development as at March 31, 2025 and March 31, 2024 comprises expenditure for the development of computer software i.e. IT framework.

Goodwill arising on Amalgamation

Goodwill represents the value arising on amalgamation of Avenues (India) Private Limited.

Goodwill is tested for impairment on annual basis and whenever there is an indication that the recoverable amount is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell.

The Company uses discounted cash flows method to determine the recoverable amount. These discounted cash flow calculations use five-year projections that are based on financial forecasts with terminal growth rate of 4 % and discount rate (post-tax) of 15.36%. Cash flow projections take into account past experience and represent managements's best estimate about future developments. Management determined budgeted gross margin based on past performance and its expectations of market development. The calculations performed indicate that there is no impairment of Goodwill of the company.

Note 7 : Financial assets

7 - Investments

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| NON CURRENT | | |
| Investment stated at cost | | |
| (A) In Equity Instruments | | |
| a. In Subsidiaries (Unquoted) | | |
| Infibeam Logistics Private Limited | | |
| 3,75,09,990 (March 31, 2024: 3,75,09,990) equity shares of ₹ 10 each, fully paid up | 375.10 | 375.10 |
| Infibeam Digital Entertainment Private Limited | | |
| 42,50,000 (March 31, 2024: 3,145,000) equity shares of ₹ 10 each, fully paid up | 31.45 | 31.45 |
| Less: Provision for diminution in value of investments in equity shares | (31.45) | (31.45) |
| Vavian International Limited | | |
| 61,628 (March 31, 2024: 53,200) equity shares of AED 1 each, fully paid up | 2,403.89 | 1,911.31 |
| Instant Global Paytech Private Limited | | |
| 1,81,875 (March 31, 2024: 1,81,875) equity shares of Re 1 each, fully paid up | 290.33 | 290.33 |

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| So Hum Bharat Digital Payments Private Limited | | |
| 10,00,000 (March 31, 2024: 10,00,000) equity shares of ₹ 10 each, fully paid up | 9.26 | 9.26 |
| Uvik Technologies Private Limited | | |
| 10,001 (March 31, 2024: 10,001) equity shares of ₹ 10 each, fully paid up | 440.47 | 440.47 |
| Infibeam Projects Management Private Limited | | |
| 55,88,114 (March 31, 2024: 55,88,114) equity shares of ₹ 10 each, fully paid up | 1,339.47 | 1,188.24 |
| Avenues Infinite Private Limited | | |
| 39,36,000 (March 31, 2024: 39,36,000) equity shares of ₹ 10 each, fully paid up | 1,195.96 | 1,195.96 |
| Less: Provision for diminution in value of investments in equity shares | (10.00) | (10.00) |
| Rediff.com India Limited | | |
| 10,01,94,000 (March 31, 2024: Nil) equity shares of ₹ 5 each, fully paid up | 790.53 | - |
| Nueromind Technologies Private Limited | | |
| 10,000 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 0.10 | - |
| | 6,835.11 | 5,400.66 |
| b. In Associates (Unquoted) | | |
| Infibeam Global EMEA FZ - LLC | | |
| 36,016 (March 31, 2024: 36,016) equity shares of AED 1000 each, fully paid up | 675.86 | 675.86 |
| Vishko22 Products and Services Private Limited | | |
| 1,25,000 (March 31, 2024: 1,25,000) equity shares of ₹ 10 each, fully paid up | 1.25 | 1.25 |
| Pirimid Technologies Limited | | |
| Nil (March 31, 2024: 26,44,271) equity shares of ₹ 10 each, fully paid up | - | 249.88 |
| | 677.11 | 926.99 |
| (B) In Preference Instruments | | |
| In Subsidiaries (Unquoted) | | |
| Uvik Technologies Private Limited | | |
| 5,708 (March 31, 2024: 5708) preference shares of ₹ 10 each, fully paid up | 251.40 | 251.40 |
| | 251.40 | 251.40 |
| (C) In Debentures | | |
| In Others (Unquoted) | | |
| Trust Capital Services (India) Private Limited | | |
| Nil (March 31, 2024 : 7500) 8% Redeemable, Non-Convertible Debentures (NCDs) of ₹ 1,00,000 each | - | 750.00 |

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| | - | 750.00 |
| Investment stated at Fair Value through Profit and loss | | |
| (A) In Equity Instruments (Quoted) | | |
| DRC Systems India Limited | | |
| 1,23,92,460 (March 31, 2024: 1,23,92,460) equity shares of ₹ 1 each, fully paid up | 11.02 | 11.02 |
| Add/(less): Fair value changes | 360.76 | 241.54 |
| | 371.78 | 252.56 |
| (B) In Mutual Fund Units (Unquoted) | | |
| Beams Fintech Fund | | |
| 3,000 (March 31, 2024 : 2,500) Units of ₹ 10,000 each, fully paid up | 30.00 | 25.00 |
| Add/(less): Fair value changes | 0.41 | 1.75 |
| | 30.41 | 26.75 |
| Investment stated at Fair Value through OCI | | |
| (A) In Equity Instruments (Unquoted) | | |
| In Associates | | |
| Fable Fintech Private Limited | | |
| Nil (March 31, 2024: 98,441) equity shares of ₹ 10 each, fully paid up | - | 245.28 |
| Add/(less): Fair value changes | - | 63.95 |
| | - | 309.22 |
| In Others | | |
| JRI Technologies Private Limited | | - |
| 220,625 (March 31, 2024: 220,625) equity shares of ₹ 10 each, fully paid up | 15.79 | 15.79 |
| Add/(less): Fair value changes | 329.20 | 322.27 |
| | 344.99 | 338.06 |
| Tradohub B2B Limited | | |
| 355,320 (March 31, 2024: 355,320) equity shares of ₹ 10 each, fully paid up | 600.29 | 600.29 |
| Less: Provision for diminution in value of investments in equity shares | (600.29) | (600.29) |
| | - | - |
| Fable Fintech Private Limited | | |
| 13,441 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 6.60 | - |
| Add/(less): Fair value changes | 107.39 | - |
| | 113.99 | - |
| | 458.98 | 647.28 |

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| (B) In Equity Instruments (Quoted) | | |
| Life Insurance Corporation of India | | |
| Nil (March 31, 2024 : 63,852) equity shares of ₹ 10 each, fully paid up | - | 60.60 |
| Add/(less): Fair value changes | - | (2.10) |
| | - | 58.50 |
| (C) In Preference Instruments (Unquoted) | | |
| In Associates | | |
| Fable Fintech Private Limited | | |
| Nil (March 31, 2024: 6238) preference shares of ₹ 10 each, fully paid up | - | 40.00 |
| Add/(less): Fair value changes | - | 9.84 |
| | - | 49.84 |
| In Others | | |
| Fable Fintech Private Limited | | |
| 6,238 (March 31, 2024 : Nil) preference shares of ₹ 10 each, fully paid up | 40.00 | - |
| Add/(less): Fair value changes | 12.90 | - |
| | 52.90 | - |
| (D) In Debentures (Unquoted) | | |
| In Associates | | |
| Fable Fintech Private Limited | | |
| Nil (March 31, 2024 : 14) 0% Compulsory Convertible debentures ("CCD") of ₹ 10,00,000 each | - | 14.00 |
| | - | 14.00 |
| In Others | | |
| Fable Fintech Private Limited | | |
| 14 (March 31, 2024 : Nil) 0% Compulsory Convertible debentures ("CCD") of ₹ 10,00,000 each | 14.00 | - |
| | 14.00 | - |
| Total Non current Investments | 8,691.69 | 8,377.98 |
| * Restated, refer Note 42 | | |
| Total non-current investment | 8,691.69 | 8,377.98 |
| Aggregate amount of unquoted investments | 8,616.65 | 8,708.67 |
| Aggregate amount of quoted investments | 371.78 | 311.06 |
| Impairment of investment | (641.74) | (641.74) |
| Value of Unquoted Investments | 8,319.91 | 8,066.93 |
| Market Value of quoted investments | 371.78 | 311.06 |

Notes to the Financial Statements

for the year ended March 31, 2025

As per the Company's policy, investments include the fair value of financial guarantees issued as security for loans taken by subsidiaries. The details of such fair values included in the investments above is as shown below:

(₹ in Million)

| Name of Subsidiary | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Infibeam Projects Management Private Limited | 151.23 | - |

7 - Loans

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|-----------------------------------|-------------------------|--------------------------|
| Current | | |
| Unsecured, considered good | | |
| Loan to related parties @ | 2,388.36 | 280.21 |
| Inter-corporate deposits | 1,050.00 | 750.00 |
| | 3,438.36 | 1,030.21 |
| Total Loans | 3,438.36 | 1,030.21 |

@ The above loan are unsecured, repayable on demand and the same have been given for the purpose of furtherance of business. (Refer note 26)

Inter-corporate deposits yields fixed interest rate and are repayable on demand.

* Restated, refer Note 42

7 - Other financial assets

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Non Current | | |
| Unsecured, considered good | | |
| Security Deposits** | 77.14 | 15.05 |
| Advance to employees | 31.93 | 30.80 |
| Prepaid employees benefits | - | 1.78 |
| Bank deposits with original maturity of more than 12 months (including accrued interest) # | 300.33 | 128.47 |
| Unsecured, considered doubtful | | |
| Security deposits | 1.40 | 1.48 |
| Less: Allowance for doubtful security deposits | (1.40) | (1.48) |
| | 409.40 | 176.10 |
| Current | | |
| Unsecured, considered good | | |
| Security deposits** | 5.39 | 3.22 |
| Unbilled revenue | 2,091.65 | 1,695.09 |
| Advance to employees | 23.94 | 15.12 |
| Prepaid employees benefit | 1.78 | 2.13 |

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Share application money pending allotment | 423.12 | 83.47 |
| Bank deposits maturing within 12 months from reporting date (including accrued interest) # | 1,776.76 | 1,075.22 |
| Receivable from subsidiary company for reimbursement of expenses (net) (refer note 26) | 0.91 | 0.34 |
| Other receivable | 24.99 | 8.13 |
| Prepaid balances | 130.19 | 12.60 |
| Interest on loan receivable @ | 36.15 | 2.00 |
| | 4,514.88 | 2,897.33 |
| Total other financial assets | 4,924.28 | 3,073.42 |

** includes deposit given to the director of the Company (refer note 26)

Fixed deposits of ₹ 1867.14 million (March 31, 2024: ₹ 1034.38 million) are under lien against credit facilities from banks.

@ includes interest receivable from related parties (refer note 26)

* Restated, refer Note 42

7 - Trade receivables

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--------------------------------|-------------------------|--------------------------|
| Trade receivables | | |
| Unsecured, considered good | 918.43 | 1,223.79 |
| Unsecured, considered doubtful | 195.13 | 189.27 |
| Less : Allowance for Bad Debts | (195.13) | (189.27) |
| Total Trade receivables | 918.43 | 1,223.79 |

(i) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days

(ii) For amount dues and terms and conditions relating to Related Party Transactions, refer note 26

(iii) For explanation on Company's credit risk management process, refer note 33

(iv) For trade receivables ageing schedule, refer note 40

* Restated, refer Note 42

7 - Cash and cash equivalent

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Balance with Bank | | |
| Current accounts | 461.31 | 913.72 |
| Balance with bank in escrow accounts@ | 2,064.60 | 5,046.15 |
| Cash on hand | 0.27 | 0.24 |
| Total cash and cash equivalents | 2,526.18 | 5,960.11 |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

@In current year, the company converted its nodal account into escrow account as per the relevant provisions of RBI guidelines for payment aggregator. The amounts held in escrow account are restricted to use as per RBI Guidelines on Regulation of Payment Aggregators and Payment gateways.

7 - Bank balance other than the above

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Earmarked balances for unclaimed dividend | 0.79 | 0.66 |
| Bank balance other than the above | 0.79 | 0.66 |

* Restated, refer Note 42

7 - Financial assets by category

(₹ in Million)

| Particulars | Cost | FVOCI | FVTPL | Amortised Cost |
|---|-----------------|---------------|---------------|------------------|
| March 31, 2025 | | | | |
| Investments | | | | |
| - Equity shares | 7,512.22 | 458.98 | 371.78 | - |
| - Preference shares | 251.40 | 52.90 | - | - |
| - Debentures | - | 14.00 | - | - |
| - Mutual Fund | - | - | 30.41 | - |
| Trade receivables | - | - | - | 918.43 |
| Loans | - | - | - | 3,438.36 |
| Cash and cash equivalents and other bank balances | - | - | - | 2,526.97 |
| Other financial assets | - | - | - | 4,924.28 |
| Total Financial assets | 7,763.62 | 525.88 | 402.19 | 11,808.04 |
| March 31, 2024* | | | | |
| Investments | | | | |
| - Equity shares | 6,327.66 | 705.78 | 252.56 | - |
| - Preference shares | 251.40 | 49.84 | - | - |
| - Debentures | 750.00 | 14.00 | - | - |
| - Mutual Fund | - | - | 26.75 | - |
| Trade receivables | - | - | - | 1,223.79 |
| Loans | - | - | - | 1,030.21 |
| Cash and cash equivalents and other bank balances | - | - | - | 5,960.77 |
| Other financial assets | - | - | - | 3,073.42 |
| Total Financial assets | 7,329.06 | 769.62 | 279.31 | 11,288.19 |

* Restated, refer Note 42

For financial instruments risk management objectives and policies, refer note 33

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment, refer note 33.

Notes to the Financial Statements

for the year ended March 31, 2025

Note 8 : Other assets

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Non-current | | |
| Unsecured, considered good | | |
| Capital advances | 0.59 | 0.65 |
| Prepaid expense | 1.61 | 39.11 |
| Total Non-current asset | 2.20 | 39.76 |
| Current | | |
| Unsecured, considered good | | |
| Advance to suppliers | 94.11 | 569.61 |
| Balance with government authorities | 7.89 | 12.71 |
| Receivable for settlement of payment gateway transaction (refer note 37) | 5505.14 | 6,476.66 |
| Prepaid expenses | 27.23 | 23.88 |
| Other current asset | 0.22 | 0.35 |
| Unsecured, considered doubtful | | |
| Advance to suppliers | 2.99 | 2.99 |
| Less : Allowance for doubtful advances | (2.99) | (2.99) |
| Total current asset | 5,634.59 | 7,083.21 |
| Total | 5,636.79 | 7,122.97 |

* Restated, refer Note 42

Note 9 : Income tax assets (net)

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Tax paid in advance (net of provision) (refer note 24) | 111.76 | 401.31 |
| Total | 111.76 | 401.31 |
| Provision for tax (net of advance tax) (refer note 24) | 1.65 | 1.55 |
| Total | 1.65 | 1.55 |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

Note 10 : Equity Share Capital

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-------------------------------------|-----------------------|-----------------|-----------------------|-----------------|
| | No. of shares | (₹ in Million) | No. of shares | (₹ in Million) |
| Authorised share capital | | | | |
| Equity shares of ₹ 1 each | 3,50,00,00,000 | 3,500.00 | 3,50,00,00,000 | 3,500.00 |
| Issued and subscribed share capital | | | | |
| Equity shares of ₹ 1 each | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |
| Subscribed and fully paid up | | | | |
| Equity shares of ₹ 1 each | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |
| Total | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |

10.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------------------|----------------|----------------------|----------------|
| | No. of shares | (₹ in Million) | No. of shares | (₹ in Million) |
| At the beginning of the year | 2,78,20,02,130 | 2,782.00 | 2,67,77,81,182 | 2,677.78 |
| Add : | | | | |
| Shares allotted pursuant to exercise of Employee Stock Option Plan | 74,93,216 | 7.49 | 92,20,948 | 9.22 |
| Shares issued on conversion of warrants | - | - | 9,50,00,000 | 95.00 |
| Outstanding at the end of the year | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |

10.2. Terms/Rights attached to the equity shares

The Company has equity shares having a par value of ₹ 1 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share. On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held. Terms attached to stock options granted to employees are described in note 28 regarding employee share based payments.

10.3. Number of Shares held by each shareholder holding more than 5% Shares in the company

| Name of the Shareholder | As at March 31, 2025 | | As at March 31, 2024 | |
|---------------------------------|----------------------|-------------------|----------------------|-------------------|
| | No. of shares | % of shareholding | No. of shares | % of shareholding |
| Vishal A Mehta | 23,98,37,600 | 8.60 | 23,98,37,600 | 8.62 |
| Infinium Motors Private Limited | 21,31,27,500 | 7.64 | 21,31,27,500 | 7.66 |
| Vishwas A Patel | 30,63,82,648 | 10.98 | 30,63,82,648 | 11.01 |

Note: As per records of the Company, including its register of shareholders / members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes to the Financial Statements

for the year ended March 31, 2025

10.4 Number of Shares held by Promoters at the end of the year

| Name of the Promoter | As at March 31, 2025 | | % Change during the year |
|---------------------------------|----------------------|-------------------|--------------------------|
| | No. of shares | % of shareholding | |
| Promoters | | | |
| Mr. Ajit Champaklal Mehta | 12,04,59,120 | 4.32% | -0.01% |
| Mr. Vishal Ajitbhai Mehta | 23,98,37,600 | 8.60% | -0.02% |
| Ms. Jayshreeben Ajitbhai Mehta | 12,04,59,120 | 4.32% | -0.01% |
| Mr. Malav Ajitbhai Mehta @ | - | - | - |
| Promoter group | | | |
| Ms. Nirali Vishal Mehta | 6,02,36,800 | 2.16% | -0.01% |
| Ms. Anoli Malav Mehta @ | - | - | - |
| Mr. Subhashchandra Rambhai Amin | 82,35,160 | 0.30% | 0.00% |
| Ms. Achalaben S. Amin | 7,05,800 | 0.03% | 0.00% |
| Ms. Pallavi Kumarpal | 93,360 | 0.00% | 0.00% |
| Infinium Motors Private Limited | 21,31,27,500 | 7.64% | -0.02% |

| Name of the Promoter | As at March 31, 2024 | | % Change during the year |
|---------------------------------|----------------------|-------------------|--------------------------|
| | No. of shares | % of shareholding | |
| Promoters | | | |
| Mr. Ajit Champaklal Mehta | 12,04,59,120 | 4.33% | -0.17% |
| Mr. Vishal Ajitbhai Mehta | 23,98,37,600 | 8.62% | -0.34% |
| Ms. Jayshreeben Ajitbhai Mehta | 12,04,59,120 | 4.33% | -0.17% |
| Mr. Malav Ajitbhai Mehta @ | - | - | -1.29% |
| Promoter group | | | |
| Ms. Nirali Vishal Mehta | 6,02,36,800 | 2.17% | -0.08% |
| Ms. Anoli Malav Mehta @ | - | - | -0.14% |
| Mr. Subhashchandra Rambhai Amin | 82,35,160 | 0.30% | -0.01% |
| Ms. Achalaben S. Amin | 7,05,800 | 0.03% | 0.00% |
| Ms. Pallavi Kumarpal | 93,360 | 0.00% | 0.00% |
| Infinium Motors Private Limited | 21,31,27,500 | 7.66% | -0.99% |

@ Reclassified from Promoter Group Category to Public Category upon receipt of approval from both the Stock Exchanges w.e.f. December 04, 2024

10.5. Shares reserved for issue under options

For information relating to Infibeam Avenues Limited Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period please refer to note 28.

Notes to the Financial Statements

for the year ended March 31, 2025

10.6 Aggregate number of equity shares issued as bonus shares during five years prior to March 31, 2025

| Year | Number of Shares |
|---------|------------------|
| 2021-22 | 1,33,81,55,231 |
| 2020-21 | 66,55,26,790 |

10.7 Aggregate number of equity shares issued for a consideration other than cash during five years prior to March 31, 2025

| Year | Number of Shares |
|---------|------------------|
| 2021-22 | 1,34,42,66,342 |
| 2020-21 | 66,55,26,790 |

10.8. Dividend distribution made and proposed

The final dividend on shares is recorded as a liability on the date of approval by the shareholders. Interim dividends are recorded as a liability on the date of declaration by the Company's Board. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.

The Company declares and pays dividends in Indian Rupees. Companies are required to pay / distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

(₹ in Million)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Cash dividends on Equity Shares declared and paid: | | |
| Final dividend for year ended March 31, 2025: Nil (March 31, 2024: ₹ 0.05 Per share) | - | 139.10 |
| Less: Paid to IEW Trust (refer note 29) | - | (0.62) |
| Net final dividend paid | - | 138.48 |

Note: Refer note 26 for dividend paid to related party transactions

Note 11 : Other Equity

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| General reserve | | |
| Opening balance | 30.61 | 27.62 |
| Add: Addition on account of lapse of employee stock options | 5.68 | 2.99 |
| Balance at the end of the year | 36.29 | 30.61 |
| Securities premium | | |
| Opening balance | 25,156.64 | 23,482.40 |
| Add: on conversion of share warrant | - | 1,520.00 |
| Add: on exercising of employee stock options | 122.84 | 154.24 |
| Balance at the end of the year | 25,279.49 | 25,156.64 |

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Employees Stock Options Outstanding (Net)- (refer note 28) | | |
| Opening balance | 809.72 | 813.35 |
| Add : Employee compensation expense for the year | 218.66 | 131.56 |
| Add : Fair Value Impact on contingent consideration | - | 22.04 |
| Less: Transfer to securities premium on exercise of options | (122.84) | (154.24) |
| Less: Reversal due to lapse of options | (5.68) | (2.99) |
| Balance at the end of the year | 899.86 | 809.72 |
| Treasury Shares (refer note 29) | | |
| Opening balance | (413.51) | (413.51) |
| Add : (Purchase) of treasury shares by the trust during the year | - | - |
| Balance at the end of the year | (413.51) | (413.51) |
| Money received against share warrants | | |
| Opening balance | - | 403.75 |
| Received during current year | - | 1,211.25 |
| On conversion of share warrant | - | (1,615.00) |
| Balance at the end of the year | - | - |
| IEW Trust Reserve (refer note 29)@ | | |
| Opening balance | 0.00 | 0.00 |
| Add : Received during the year | - | - |
| Balance at the end of the year | 0.00 | 0.00 |
| Retained earnings | | |
| Opening balance | 3,482.10 | 2,100.28 |
| Add: Profit for the year | 1,600.05 | 1,520.45 |
| Add: Re-measurement gains / (losses) on defined benefit plans | (5.07) | (5.07) |
| | 5,077.07 | 3,615.65 |
| Less: Appropriation | | |
| Dividend paid (refer note 26) | (138.48) | (133.55) |
| Balance at the end of the year | 4,938.59 | 3,482.10 |
| Other Comprehensive Income | | |
| Opening balance | (140.98) | (164.97) |
| Change during the year (net) | 42.82 | 23.99 |
| Balance at the end of the year | (98.16) | (140.98) |
| Total | 30,642.56 | 28,924.58 |

* Restated, refer Note 42

@ Represents amount less than one million

Notes to the Financial Statements

for the year ended March 31, 2025

General reserve

General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the Statement of Profit and Loss as also on account of lapse of employee stock options. The Company can use this reserve for payment of dividend and issue of fully paid-up bonus shares.

Securities premium

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium". The Company may issue fully paid-up bonus shares to its members out of the Securities Premium and the Company can use this reserve for buy-back of shares

Employees Stock Options Outstanding

The share based option outstanding account is used to recognise the grant date fair value of options issued to employees under group's employee stock option schemes.

Money received against share warrants

The Board of Directors in its meeting held on August 25, 2022 and the Shareholders in their meeting held on September 23, 2022 approved issue of 9,50,00,000 Fully Convertible Warrants on Preferential Issue basis to Vybe Ventures LLP (Other than Promoter & Promoter Group) at an issue price of ₹ 17/- (including premium of ₹ 16/- each) per warrant. The said Warrants were allotted during FY 2022-23 upon receipt of ₹ 403.75 millions (being 25% of the total consideration) as upfront payment. During the FY 2023-24, the said warrants were converted into equity shares upon receipt of balance consideration.

Retained earnings

Retained Earnings are profits that the Company has earned till date less dividend or other distribution or transaction with shareholders.

Note 12 : Financial liabilities

12 - Trade payable

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Current | | |
| a) Total outstanding dues of micro enterprises and small enterprises | 5.80 | 7.17 |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 262.92 | 227.94 |
| Total | 268.72 | 235.11 |

* Restated, refer Note 42

- (i) Trade payables are non-interest bearing and are normally settled on 30-90 days terms.
- (ii) For disclosure required under Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006, refer note 35
- (iii) For explanation on Company's liability risk management process, refer note 33
- (iv) For trade payable ageing schedule, refer note 40

Notes to the Financial Statements

for the year ended March 31, 2025

12 - Other financial liabilities

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Non Current | | |
| Lease liability (refer note 31) | 131.68 | 84.33 |
| Total non current lease liabilities | 131.68 | 84.33 |
| Other financial liabilities | 135.60 | - |
| Total non current Other financial liabilities | 135.60 | - |
| Current | | |
| Lease liability (refer note 31) | 52.47 | 32.40 |
| Total current lease liabilities | 52.47 | 32.40 |
| Other financial liabilities | | |
| Employee benefits payable | 55.79 | 60.98 |
| Provision for expenses | 130.05 | 130.45 |
| Security deposits from merchants | 14.49 | 13.55 |
| Security deposits from others | 9.78 | - |
| Unpaid dividends | 0.79 | 0.66 |
| Other payables | 10.35 | 10.76 |
| Other financial liabilities | 8.28 | - |
| Total other current financial liabilities | 229.53 | 216.41 |
| Total | 549.28 | 333.14 |

* Restated, refer Note 42

12 Financial liabilities by category

(₹ in Million)

| Particulars | FVTPL | FVOCI | Amortised Cost |
|------------------------------------|--------------|--------------|-----------------------|
| March 31, 2025 | | | |
| Trade payable | | | 268.72 |
| Lease liabilities | | | 184.15 |
| Other financial liabilities | | | 365.13 |
| Total Financial liabilities | | | 818.00 |
| Particulars | FVTPL | FVOCI | Amortised Cost |
| March 31, 2024* | | | |
| Trade payable | | | 235.11 |
| Lease liabilities | | | 116.73 |
| Other financial liabilities | | | 216.41 |
| Total Financial liabilities | | | 568.25 |

* Restated, refer Note 42

For financial instruments risk management objectives and policies, refer Note 33

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment, refer note 33.

Notes to the Financial Statements

for the year ended March 31, 2025

Note 13 : Provisions

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Non - current | | |
| Provision for employee benefits (refer note 25) | | |
| Provision for gratuity | 69.73 | 65.96 |
| Total Non Current Provisions | 69.73 | 65.96 |
| Current | | |
| Provision for employee benefits (refer note 25) | | |
| Provision for gratuity | 33.10 | 24.27 |
| Total Current Provisions | 33.10 | 24.27 |
| Total | 102.83 | 90.23 |

* Restated, refer Note 42

Note 14 : Other Non-current / current liabilities

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Non-current | | |
| ESOP Compensation Payable@ | 39.00 | 74.22 |
| | 39.00 | 74.22 |
| Current | | |
| Advance from customers | - | 41.91 |
| Statutory dues including provident fund and tax deducted at source | 47.13 | 107.41 |
| Payable for settlement of payment gateway transaction (refer note 37) | 8,379.51 | 12,137.15 |
| Excess billing over revenue | 12.69 | 14.82 |
| ESOP Compensation Payable@ | 37.11 | 74.23 |
| | 8,476.44 | 12,375.52 |
| Total | 8,515.44 | 12,449.74 |

* Restated, refer Note 42

@ With respect to the acquisition of 100% shareholding of UVIK Technologies Private Limited, the Employee stock options are required to be issued over a period of 5 years is an arrangement in the nature of Contingent Consideration, the present value of which is recognised as above.

Note 15 : Revenue from operations

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|------------------|------------------|------------------|
| Sale of services | 37,265.14 | 29,612.17 |
| Total | 37,265.14 | 29,612.17 |

* Restated, refer Note 42

Refer note 39 "Disclosure pursuant to Ind AS 115 "Revenue from contract with customers"

Notes to the Financial Statements

for the year ended March 31, 2025

Note 16 : Other income

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|---|---------------|---------------|
| Interest income on: | | |
| - Bank deposits | 171.32 | 75.66 |
| - Others | 134.34 | 47.92 |
| Foreign exchange gain/loss | 17.91 | 5.77 |
| Short term capital gain on sale of mutual funds | - | 0.19 |
| Rental Income** | 0.66 | 0.45 |
| Gain on fair value of Investment | 119.22 | 50.77 |
| Liability no longer required | 0.20 | 5.87 |
| Profit on sale of Property, plant and equipment | 0.11 | 0.16 |
| Profit on sale of Investment | 28.18 | 2.18 |
| Dividend income | 0.38 | 0.45 |
| Fair value gain on financial liability | 7.35 | - |
| Miscellaneous income | 1.36 | 0.11 |
| Total | 481.03 | 189.54 |

* Restated, refer Note 42

** The Company has entered into lease agreement for office premises with its subsidiary companies. The leasing agreement is cancellable, and renewable on a periodic basis by mutual consent on mutually accepted terms including escalation of lease rent. Lease income from related parties recognised in the Statement of Profit and Loss for the year amounts to ₹ 0.30 million (March 31, 2024: 0.45 million). (refer note 26)

Note 17 : Employee benefits expense

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|-----------------|---------------|
| Salaries, wages and bonus^ | 884.79 | 827.46 |
| Contribution to provident fund and other funds (refer note 25) | 27.54 | 23.96 |
| Share based payments to employees (refer note 28)** | 146.33 | 79.39 |
| Staff welfare expenses | 9.05 | 9.70 |
| Total | 1,067.71 | 940.51 |
| ^Salaries,wages and bonus (net of capitalisation) | | |
| Salaries,wages and bonus | 884.79 | 827.46 |
| Less : Cost capitalised | - | - |
| Salaries,wages and bonus cost for the year | 884.79 | 827.46 |
| ** Employee stock option outstanding expenses | | |
| Share based payment expense | 218.66 | 131.56 |
| Less : Cost capitalised | - | - |
| Less: Adjusted against Contingent Consideration on acquisition of subsidiary | (72.33) | (52.17) |
| ESOP cost for the year | 146.33 | 79.39 |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

Note 18 : Finance costs

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|---|--------------|--------------|
| Interest expense for: | | |
| - Bank | 44.31 | 11.58 |
| - Statutory dues | 0.27 | 0.27 |
| Interest on lease payment (refer note 31) | 20.26 | 11.77 |
| Total | 64.84 | 23.62 |

* Restated, refer Note 42

Note 19 : Depreciation and Amortization expense

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|---------------|---------------|
| Depreciation on Property, plant and equipment (refer note 5) | 138.61 | 173.20 |
| Amortization on intangible assets (refer note 6) | 337.78 | 316.94 |
| Depreciation on right of use assets (refer note 5) | 58.59 | 39.36 |
| Total | 534.99 | 529.50 |

* Restated, refer Note 42

Note 20 : Other expenses

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|---------|----------|
| Bank charges | 0.80 | 2.89 |
| Communication expenses | 13.14 | 12.32 |
| CSR expenses (refer note 32) | 27.65 | 18.76 |
| Insurance Expenses | 0.45 | 0.36 |
| Legal and consultancy expenses | 170.81 | 101.95 |
| Donation | - | 0.03 |
| Director sitting fees | 1.49 | 0.96 |
| Security service charges | 0.83 | 0.85 |
| Retainership fees expenses | 37.51 | 17.27 |
| Office expenses | 9.29 | 7.49 |
| Payments to auditors - statutory audit fees (refer note below) | 7.45 | 7.31 |
| Rent | 53.40 | 14.16 |
| Rate and taxes | 5.23 | 2.54 |
| Web hosting and server support expense | 66.71 | 66.48 |
| Advertisement and Sales Promotion expenses | 23.73 | 3.70 |
| Electricity expenses | 17.48 | 16.38 |
| Traveling expenses | 11.70 | 11.84 |
| Allowances for doubtful bad debts | 5.86 | 62.12 |
| Loss on fair value of Investment | 1.34 | 0.19 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | 2024-25 | 2023-24* |
|---|---------------|---------------|
| Loss on sale of investments | 85.68 | - |
| Loss on sale of Property, plant and equipment | 40.67 | - |
| Miscellaneous expenses | 5.28 | 2.46 |
| Total | 586.50 | 350.04 |

* Restated, refer Note 42

For amount paid to Related Parties, refer note 26.

Payment to auditors

(₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|--------------------------|-------------|-------------|
| As auditor: | | |
| Audit fees | 1.75 | 1.65 |
| Limited review | 5.25 | 4.95 |
| Other consultancy | 0.40 | 0.60 |
| Certification charges | 0.04 | 0.10 |
| Reimbursement of expense | 0.01 | 0.01 |
| Total | 7.45 | 7.31 |

Note 21 : Contingent liabilities

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Contingent liabilities not provided for | | |
| a. Claims against Company not acknowledged as debts | - | - |
| b. Guarantees given by bank on behalf of the Company | 1,400.00 | 1,400.00 |
| c. Direct & Indirect tax matters | 494.85 | 14.88 |

During the previous year, the Company has provided corporate guarantee to the bank on behalf of its subsidiary. The Company does not expect any outflow of resources in respect of the above.

Note 22 : Capital commitment and other commitments

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| Capital commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) | 0.15 | 0.15 |

Notes to the Financial Statements

for the year ended March 31, 2025

Note 23 : Foreign Exchange Derivatives and Exposures not hedged

A. Foreign Exchange Derivatives: The Company does not have any foreign exchange derivatives

B. Exposure Not Hedged

| Nature of exposure | Year ended March 31, 2025 | | Year ended March 31, 2024* | |
|-----------------------|---------------------------|----------------------------------|----------------------------|----------------------------------|
| | Foreign currency | Local currency (₹ in Million) | Foreign currency | Local currency (₹ in Million) |
| Financial Assets | AED | - | AED | 104.43 |
| | OMR | 16.50 | OMR | 4.32 |
| | SAR | 138.25 | SAR | 9.27 |
| | USD | 1,010.13 | USD | 588.91 |
| Current asset | USD | 7.66 | USD | - |
| Financial Liabilities | USD | 0.91 | USD | 7.66 |

* Restated, refer Note 42

Note 24 : Income tax

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|---------------|---------------|
| Tax paid in advance (net of provision) | 111.76 | 401.31 |
| Total | 111.76 | 401.31 |
| Provision for tax (net of advance tax) | 1.65 | 1.54 |
| Total | 1.65 | 1.54 |

* Restated, refer Note 42

The major component of income tax expense for the years ended March 31, 2025 and March 31, 2024 are:

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|---------------|---------------|
| Current tax (incl tax on OCI) | | |
| Current year | - | - |
| Deferred tax | | |
| Deferred tax (income)/expense during the year recognised in profit or loss | 630.28 | 529.64 |
| Deferred tax (income)/expense during the year recognised in OCI | 12.70 | 3.10 |
| Income tax expense reported in the statement of profit and loss | 642.99 | 532.74 |

* Restated, refer Note 42

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2025 and March 31, 2024.

Notes to the Financial Statements

for the year ended March 31, 2025

A) Current tax

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|---|----------|----------|
| Accounting profit before tax | 2,230.33 | 2,050.09 |
| Enacted tax rate | 25.17% | 25.17% |
| Computed expected tax expense | 561.33 | 515.97 |
| Adjustments | | |
| Non-deductible expenses | 59.44 | 25.78 |
| Tax effect of Ind AS adjustment income not subject to tax | (31.52) | (12.73) |
| Tax benefit on brought forward losses | (589.25) | (529.02) |
| Total Current tax | - | - |

* Restated, refer Note 42

B) Deferred tax

The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:

(₹ in Million)

| Particulars | Balance Sheet | | Statement of Profit and Loss | |
|---|------------------|-------------------|------------------------------|-----------------|
| | March 31, 2025 | March 31, 2024* | March 31, 2025 | March 31, 2024* |
| Deferred income tax assets | | | | |
| Impact of fair valuation of investments | (24.10) | 28.82 | 52.92 | 74.69 |
| Provision for employee benefits | 27.56 | 23.11 | (4.45) | (5.52) |
| Allowance for Bad debts | 50.21 | 48.76 | (1.45) | (15.56) |
| Lease hold property Ind AS 116 | 2.71 | 0.76 | (1.95) | (0.07) |
| Unabsorb Loss of IT | 462.59 | 1,042.64 | 580.05 | 529.01 |
| Total deferred income tax assets | 518.98 | 1,144.09 | 625.11 | 582.55 |
| Deferred income tax liabilities | | | | |
| Excess of amortization on fixed assets under income-tax law over amortization provided in accounts. | 2,690.65 | 2,672.78 | 17.87 | (49.81) |
| Total deferred income tax liabilities | 2,690.65 | 2,672.78 | 17.87 | (49.81) |
| Deferred tax expense/(income) | | | 642.99 | 532.74 |
| Net deferred tax assets/(liabilities) | (2171.67) | (1,528.69) | | |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Balance Sheet | | Statement of Profit and Loss | |
|---|------------------|-------------------|------------------------------|-----------------|
| | March 31, 2025 | March 31, 2024* | March 31, 2025 | March 31, 2024* |
| Reflected in the balance sheet as follows | | | | |
| Deferred tax assets | 518.98 | 1,144.09 | | |
| Deferred tax liabilities | 2,690.65 | 2,672.78 | | |
| Deferred tax liability (net) | (2171.67) | (1,528.69) | | |

* Restated, refer Note 42

(₹ in Million)

| Reconciliation of deferred tax assets / (liabilities), net | March 31, 2025 | March 31, 2024* |
|---|-------------------|-------------------|
| Opening balance as of April 1 | (1,528.69) | (995.94) |
| Tax income/(expense) during the year recognised in profit or loss | (630.28) | (529.64) |
| Tax income/(expense) during the year recognised in OCI | (12.70) | (3.10) |
| Closing balance as at March 31 | (2,171.67) | (1,528.69) |

* Restated, refer Note 42

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.

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Note 25 : Disclosure pursuant to Employee benefits

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contribution is charged to the Statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund and other funds for the year are as follows:

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------|-------------------------|-------------------------|
| Provident Fund | 27.44 | 23.78 |
| ESIC | 0.10 | 0.18 |
| | 27.54 | 23.96 |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

The Company has following post employment benefits which are in the nature of defined benefit plans:

(a) Gratuity

The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

March 31, 2025 : Changes in defined benefit obligation and plan assets

(₹ in Million)

| Gratuity cost charged to statement of profit and loss | | | Remeasurement gains/(losses) in other comprehensive income | | | | | | | Contributions by employer | March 31, 2025 | | |
|---|------------------------------|--------------|--|--|--------------|--|---|---|------------------------|---------------------------|----------------|---------------------------|--------|
| April 1, 2024* | Transfer in/(out) obligation | Service cost | Net interest expense | Sub-total included in statement of profit and loss | Benefit paid | Return on plan assets (excluding amounts included in net interest expense) | Actuarial changes arising from changes in demographic assumptions | Actuarial changes arising from changes in financial assumptions | Experience adjustments | | | Sub-total included in OCI | |
| Gratuity | | | | | | | | | | | | | |
| Defined benefit obligation | 90.23 | - | 10.99 | 5.75 | 16.74 | (9.20) | - | (3.15) | 1.59 | 6.63 | 5.07 | - | 102.83 |
| Fair value of plan assets | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Benefit liability | 90.23 | - | 10.99 | 5.75 | 16.74 | (9.20) | - | (3.15) | 1.59 | 6.63 | 5.07 | - | 102.83 |
| Total benefit liability | 90.23 | - | 10.99 | 5.75 | 16.74 | (9.20) | - | (3.15) | 1.59 | 6.63 | 5.07 | - | 102.83 |

* Restated, refer Note 42

March 31, 2024* : Changes in defined benefit obligation and plan assets

(₹ in Million)

| | Gratuity cost charged to statement of profit and loss | | | | Remeasurement gains/(losses) in other comprehensive income | | | | | | | | |
|--------------------------------|---|------------------------------|--------------|----------------------|--|---------------|--|--|---|------------------------|---------------------------|---------------------------|----------------|
| | April 1, 2023 | Transfer in/(out) obligation | Service cost | Net interest expense | Sub-total included in statement of profit and loss | Benefit paid | Return on plan assets (excluding amounts included in net interest expense) | Actuarial changes arising from demographic assumptions | Actuarial changes arising from changes in financial assumptions | Experience adjustments | Sub-total included in OCI | Contributions by employer | March 31, 2024 |
| Gratuity | | | | | | | | | | | | | |
| Defined benefit obligation | 73.36 | - | 9.88 | 4.74 | 14.62 | (2.82) | - | - | 0.37 | 4.70 | 5.07 | - | 90.23 |
| Fair value of plan assets | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Benefit liability | 73.36 | - | 9.88 | 4.74 | 14.62 | (2.82) | - | - | 0.37 | 4.70 | 5.07 | - | 90.23 |
| Total benefit liability | 73.36 | - | 9.88 | 4.74 | 14.62 | (2.82) | - | - | 0.37 | 4.70 | 5.07 | - | 90.23 |

* Restated, refer Note 42

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown

Notes to the Financial Statements

for the year ended March 31, 2025

below:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|------------------------|---|---|
| Discount rate | 6.60% | 7.15%-7.20% |
| Future salary increase | 8.00% | 8.00% |
| Attrition rate | 40% at younger ages reducing to 5.00% at older ages | 40% at younger ages reducing to 5.00% at older ages |
| Mortality rate | Indian Assured Lives Mortality (2012-14) Table | Indian Assured Lives Mortality (2012-14) Table |
| Retirement age | 58 years | 58 years |

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

(₹ in Million)

| Particulars | Sensitivity level | (increase) / decrease in defined benefit obligation (Impact) | |
|-------------------------|--------------------|--|----------------------------|
| | | Year ended March 31, 2025 | Year ended March 31, 2024* |
| Gratuity | | | |
| Discount rate | 0.5% - 1% increase | 100.34 | 87.31 |
| | 0.5% - 1% decrease | 105.48 | 93.38 |
| Future Salary increase | 0.5% - 1% increase | 104.66 | 92.43 |
| | 0.5% - 1% decrease | 100.98 | 88.02 |
| Withdrawal rates (W.R.) | 0.5% - 1% increase | 102.65 | 90.12 |
| | 0.5% - 1% decrease | 103.01 | 90.34 |

* Restated, refer Note 42

The followings are the expected future benefit payments for the defined benefit plan:

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|------------------------------|-------------------------------|
| Gratuity | | |
| Within one year | 33.10 | 24.27 |
| After one year but not more than five years | 62.77 | 50.01 |
| More than five years | 22.85 | 30.72 |

* Restated, refer Note 42

Risk Exposure :

i. Investment risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Notes to the Financial Statements

for the year ended March 31, 2025

ii. Market Risk (Interest Rate)

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

iii. Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

iv. Actuarial Risk

a. Salary Increase Assumption

Actual Salary increases that are higher than the assumed salary escalation, will result in increase to the Obligation at a rate that is higher than expected.

b. Attrition/Withdrawal Assumption

If actual withdrawal rates are higher than assumed withdrawal rates, the benefits will be paid earlier than expected. Similarly if the actual withdrawal rates are lower than assumed, the benefits will be paid later than expected. The impact of this will depend on the demography of the company and the financials assumptions.

v. Regulatory Risk

Any Changes to the current Regulations by the Government, will increase (in most cases) or Decrease the obligation which is not anticipated. Sometimes, the increase is many fold which will impact the financials quite significantly.

Note 26 : Related Party disclosures.

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Company are as follows:

Name of Related Parties and Nature of Relationship:

| Sr. No. | Relationship | Name of company / person |
|---------|----------------------|--|
| 1 | Subsidiary Companies | Infibeam Digital Entertainment Private Limited |
| | | Nueromind Technologies Private Limited |
| | | Infibeam Logistics Private Limited |
| | | Avenues Infinite Private Limited |
| | | Vavian International Limited |
| | | Instant Global Paytech Private Limited |
| | | So Hum Bharat Digital Payment Limited |
| | | Uvik Technologies Private Limited |
| | | Infibeam Avenues Australia PTY Limited (with effect from June 06, 2022 upto April 17, 2023) |
| | | Infibeam Projects Management Private Limited |
| | | Rediff.com India Limited (with effect from October 01, 2024) |
| | | Infibeam Avenues Saudi Arabia For Information Systems Technology Co (with effect from July 01, 2022 upto April 17, 2023) |

Notes to the Financial Statements

for the year ended March 31, 2025

| Sr. No. | Relationship | Name of company / person |
|---------|--|--|
| 2 | Step-down Subsidiary Companies | Avenues World FZ LLC |
| | | Infibeam Avenues ME SPV Limited |
| | | Cardpay Technologies Private Limited |
| | | AI Fintech Inc |
| | | Infibeam Avenues Australia PTY Limited (with effect from April 18, 2023) |
| | | Infibeam Avenues Saudi Arabia For Information Systems Technology Co (with effect from April 18, 2023) |
| 3 | Associate Companies | Fable Fintech Private Limited (with effect from September 25, 2023 upto April 02, 2024) |
| | | Infibeam Global EMEA FZ LLC |
| | | Pirimid Technologies Limited (Associate (From March 01, 2024 to March 24, 2025) - Associate of subsidiary (w.e.f. March 25, 2025)) |
| | | Vishko22 Products and Services Private Limited |
| 4 | Key Management Personnel | Chariman & Managing Director |
| | | Vishal Ajit Mehta |
| | | Joint Managing Director |
| | | Vishwas Ambalal Patel |
| | | Non-executive Directors |
| | | Ajit Champaklal Mehta |
| | | Narayan Sadanandan (w.e.f July 09,2024) |
| | | Keyoor Madhusudan Bakshi (Upto August 24,2024) |
| | | Roopkishan Sohanlal Dave (Upto August 24,2024) |
| | | Vijaylaxmi Tulsidas Sheth (Upto March 19,2025) |
| | | Girija Verma (w.e.f March 06,2025) |
| 5 | Relatives of KMP | Piyushkumar Sinha |
| | | Chief Financial Officer (CFO) |
| | | Sunil Bhagat |
| | | Company Secretary (CS) |
| | | Shyamal Trivedi |
| | | Jayshree Ajit Mehta |
| | | Nirali Vishal Mehta |
| | | Malav A. Mehta |
| | | Anoli Malav Mehta |
| | | Varini Vishwas Patel |
| | | Vivek Vishwas Patel |
| 6 | Common Director and along with its relatives holds more than 2% | Odigma Consultancy Solutions Limited(With effect from April 01, 2023) (Refer Note 42)* |
| 7 | Company where Key Managerial personnel can exercise control / significant influence | Infinium Motors Private Limited |
| | | Vybe Ventures LLP (Upto March 23, 2024) |

* refer note 42

Notes to the Financial Statements

for the year ended March 31, 2025

Related party transactions

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|---|-------------|---|---|---|------------------------|---|----------------------|
| Issue of equity shares on exercising of ESOP (Number of shares) | | | | | | | |
| Chief Financial officer (CFO) | 31-Mar-25 | 3,00,000 | | | | | 3,00,000 |
| | 31-Mar-24 | 5,00,000 | | | | | 5,00,000 |
| Company secretary (CS) | 31-Mar-25 | 3,00,000 | | | | | 3,00,000 |
| | 31-Mar-24 | 5,00,000 | | | | | 5,00,000 |
| Investment in equity shares | | | | | | | |
| Vavian International Limited | 31-Mar-25 | | | | | 409.12 | 409.12 |
| | 31-Mar-24 | | | | | 805.22 | 805.22 |
| Nueromind Technologies Private Limited | 31-Mar-25 | | | | | 0.10 | 0.10 |
| | 31-Mar-24 | | | | | - | - |
| Rediff.com India Limited | 31-Mar-25 | | | | | 540.47 | 540.47 |
| | 31-Mar-24 | | | | | - | - |
| Fable fintech Private Limited | 31-Mar-25 | | | | - | | - |
| | 31-Mar-24 | | | | 31.24 | | 31.24 |
| So Hum Bharat Digital Payment Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 4.21 | 4.21 |
| Investment in 0% Compulsory Convertible debentures ("CCD") | | | | | | | |
| Fable Fintech Private Limited | 31-Mar-25 | | | | - | | - |
| | 31-Mar-24 | | | | 14.00 | | 14.00 |
| Share application money paid pending allotment | | | | | | | |
| Vavian International Limited | 31-Mar-25 | | | | | 423.12 | 423.12 |
| | 31-Mar-24 | | | | | 83.47 | 83.47 |
| Disinvestment in Infibeam Avenues Australia PTY Ltd | | | | | | | |
| Vavian International Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 2.06 | 2.06 |
| Disinvestment in Infibeam Avenues Saudi Arabia for Information Systems Technology Co | | | | | | | |
| Vavian International Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 2.89 | 2.89 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|--|------------------|---|---|---|------------------------|---|----------------------|
| Disinvestment in Pirimid Technologies Limited | | | | | | | |
| Rediff.Com India Limited | 31-Mar-25 | | | | | 264.45 | 264.45 |
| | 31-Mar-24 | | | | | - | - |
| Loans given | | | | | | | |
| Infibeam Logistics Private Limited | 31-Mar-25 | | | | | 0.42 | 0.42 |
| | 31-Mar-24 | | | | | - | - |
| Avenues Infinite Private Limited | 31-Mar-25 | | | | | 497.07 | 497.07 |
| | 31-Mar-24 | | | | | 0.03 | 0.03 |
| Infibeam Digital Entertainment Private Limited | 31-Mar-25 | | | | | 1.93 | 1.93 |
| | 31-Mar-24 | | | | | - | - |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | 4,090.21 | 4,090.21 |
| | 31-Mar-24* | | | | | 2,974.00 | 2,974.00 |
| Chief Financial Officer | 31-Mar-25 | 6.20 | | | | | 6.20 |
| | 31-Mar-24 | 1.10 | | | | | 1.10 |
| Repayment of loan given | | | | | | | |
| Infibeam Logistics Private Limited | 31-Mar-25 | | | | | 0.42 | 0.42 |
| | 31-Mar-24 | | | | | - | - |
| Avenues Infinite Private Limited | 31-Mar-25 | | | | | 370.30 | 370.30 |
| | 31-Mar-24 | | | | | 0.05 | 0.05 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | 2,110.76 | 2,110.76 |
| | 31-Mar-24 | | | | | 2,795.25 | 2,795.25 |
| Uvik Technologies Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 4.11 | 4.11 |
| Chief Financial Officer | 31-Mar-25 | 0.45 | | | | | 0.45 |
| | 31-Mar-24 | 0.85 | | | | | 0.85 |
| Business advance given | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 0.04 | 0.04 |
| | 31-Mar-24 | | | | | 265.00 | 265.00 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | - | - |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|---|-------------|---|---|---|------------------------|---|----------------------|
| | 31-Mar-24 | | | | | 2,350.04 | 2,350.04 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 942.37 | | | 942.37 |
| | 31-Mar-24* | | | 118.56 | | | 118.56 |
| Avenues Infinite Private Limited | 31-Mar-25 | | | | | 137.50 | 137.50 |
| | 31-Mar-24 | | | | | - | - |
| Repayment of business advance | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 0.04 | 0.04 |
| | 31-Mar-24 | | | | | 265.00 | 265.00 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 2,350.04 | 2,350.04 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 942.37 | | | 942.37 |
| | 31-Mar-24* | | | 118.56 | | | 118.56 |
| Avenues Infinite Private Limited | 31-Mar-25 | | | | | 137.50 | 137.50 |
| | 31-Mar-24 | | | | | - | - |
| Advance received towards services | | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | - | | | - |
| | 31-Mar-24* | | | 41.91 | | | 41.91 |
| Rediff.com India Limited | 31-Mar-25 | | | | | 0.55 | 0.55 |
| | 31-Mar-24 | | | | | - | - |
| Reimbursement of expenses from (amount receivable) | | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 35.87 | | | 35.87 |
| | 31-Mar-24* | | | 146.67 | | | 146.67 |
| Infibeam Logistics Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 0.10 | 0.10 |
| Avenues World FZ LLC | 31-Mar-25 | | | | | 0.03 | 0.03 |
| | 31-Mar-24 | | | | | 0.01 | 0.01 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | 0.21 | 0.21 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|---|------------------|---|---|---|------------------------|---|----------------------|
| | 31-Mar-24 | | | | | 0.03 | 0.03 |
| Infibeam Avenues Saudi Arabia For Information Systems Technology Co | 31-Mar-25 | | | | | 0.04 | 0.04 |
| | 31-Mar-24 | | | | | 0.03 | 0.03 |
| Nueromind Technologies Private Limited | 31-Mar-25 | | | | | 24.98 | 24.98 |
| | 31-Mar-24 | | | | | - | - |
| Sharing of expenses receivable | | | | | | | |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 2.02 | 2.02 |
| Purchase of Go Cards | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 0.76 | 0.76 |
| Services given | | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 154.77 | | | 154.77 |
| | 31-Mar-24* | | | 185.69 | | | 185.69 |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 232.13 | 232.13 |
| | 31-Mar-24 | | | | | 55.55 | 55.55 |
| Infinium Motors Private Limited | 31-Mar-25 | | 12.86 | | | | 12.86 |
| | 31-Mar-24 | | 13.03 | | | | 13.03 |
| Avenues World FZ LLC | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 270.24 | 270.24 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24* | | | | | 7.35 | 7.35 |
| Infibeam Avenues Saudi Arabia For Information Systems Technology Co | 31-Mar-25 | | | | | 167.69 | 167.69 |
| | 31-Mar-24 | | | | | - | - |
| Pirimid Technologies Limited | 31-Mar-25 | | | | 227.66 | | 227.66 |
| | 31-Mar-24 | | | | 9.50 | | 9.50 |
| Nueromind Technologies Private Limited | 31-Mar-25 | | | | | 48.96 | 48.96 |
| | 31-Mar-24 | | | | | - | - |
| Rediff.Com India Limited | 31-Mar-25 | | | | | 37.78 | 37.78 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|--|-------------|---|---|---|------------------------|---|----------------------|
| | 31-Mar-24 | | | | | - | - |
| Services given (Corporate guarantee) | | | | | | | |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 14.00 | 14.00 |
| Advance assignment | | | | | | | |
| Rediff.com India Limited | 31-Mar-25 | | | | | 487.77 | 487.77 |
| | 31-Mar-24 | | | | | - | - |
| Services taken | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 4.80 | 4.80 |
| | 31-Mar-24 | | | | | 1.40 | 1.40 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 4.17 | | | 4.17 |
| | 31-Mar-24* | | | - | | | - |
| Vishko22 Products and Services Private Limited | 31-Mar-25 | | | | - | | - |
| | 31-Mar-24 | | | | 3.80 | | 3.80 |
| Uvik Technologies Private Limited | 31-Mar-25 | | | | | 58.80 | 58.80 |
| | 31-Mar-24 | | | | | 48.00 | 48.00 |
| Rediff.com India Limited | 31-Mar-25 | | | | | 0.04 | 0.04 |
| | 31-Mar-24 | | | | | - | - |
| Rental Expense | | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 6.48 | | | | 6.48 |
| | 31-Mar-24 | | 6.48 | | | | 6.48 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | 42.12 | 42.12 |
| | 31-Mar-24 | | | | | - | - |
| Rental Income | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 0.30 | 0.30 |
| | 31-Mar-24 | | | | | 0.30 | 0.30 |
| Uvik Technologies Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 0.15 | 0.15 |
| Interest income | | | | | | | |
| Infibeam Digital Entertainment Private Limited | 31-Mar-25 | | | | | 0.31 | 0.31 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|--|------------------|---|---|---|------------------------|---|----------------------|
| | 31-Mar-24 | | | | | 0.73 | 0.73 |
| Chief financial officer | 31-Mar-25 | 0.47 | | | | | 0.47 |
| | 31-Mar-24 | - | | | | | - |
| Issue of Convertible Share Warrant | | | | | | | |
| Vybe Ventures LLP | 31-Mar-25 | | - | | | | - |
| | 31-Mar-24 | | 1,211.25 | | | | 1,211.25 |
| Dividend paid | 31-Mar-25 | 48.19 | 10.66 | | | | 58.84 |
| | 31-Mar-24 | 48.16 | 11.58 | | | | 59.73 |
| Transaction with key Management personnel | | | | | | | |
| Salaries and ESOP to key managerial personnel | | | | | | | |
| Chief Financial Officer | 31-Mar-25 | 13.64 | | | | | 13.64 |
| | 31-Mar-24 | 20.32 | | | | | 20.32 |
| Company Secretary | 31-Mar-25 | 13.57 | | | | | 13.57 |
| | 31-Mar-24 | 18.90 | | | | | 18.90 |
| Rent expense | | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 28.40 | | | | | 28.40 |
| | 31-Mar-24 | 17.34 | | | | | 17.34 |
| Reimbursement of expenses (amount payable) | | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 0.02 | | | | | 0.02 |
| | 31-Mar-24 | 0.54 | | | | | 0.54 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 0.37 | | | 0.37 |
| | 31-Mar-24* | | | - | | | - |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | 2.29 | 2.29 |
| | 31-Mar-24 | | | | | | - |
| Purchase of Fixed asset | | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 6.99 | | | | 6.99 |
| | 31-Mar-24 | | - | | | | - |
| Rent Deposit | | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 3.21 | | | | | 3.21 |
| | 31-Mar-24 | - | | | | | - |
| Directors sitting fees expense | | | | | | | |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|---|-------------|---|---|---|------------------------|---|----------------------|
| Director sitting fees to non-executive and independent directors | 31-Mar-25 | 1.49 | - | | - | - | 1.49 |
| | 31-Mar-24 | 0.96 | | | | | 0.96 |
| Closing balances | | | | | | | |
| Trade receivable | | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 1.30 | | | | 1.30 |
| | 31-Mar-24 | | 1.38 | | | | 1.38 |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 0.03 | 0.03 |
| Avenues World FZ LLC | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 104.43 | 104.43 |
| Infibeam Avenues Saudi Arabia For Information Systems Technology Co | 31-Mar-25 | | | | | 107.76 | 107.76 |
| | 31-Mar-24 | | | | | - | - |
| Pirimid Technologies Limited | 31-Mar-25 | | | | 22.92 | | 22.92 |
| | 31-Mar-24 | | | | 0.03 | | 0.03 |
| Unbilled revenue | | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 19.90 | | | 19.90 |
| | 31-Mar-24* | | | 10.35 | | | 10.35 |
| Infinium Motors Private Limited | 31-Mar-25 | | 1.10 | | | | 1.10 |
| | 31-Mar-24 | | 1.08 | | | | 1.08 |
| Nueromind Technologies Private Limited | 31-Mar-25 | | | | | 48.96 | 48.96 |
| | 31-Mar-24 | | | | | - | - |
| Pirimid Technologies Limited | 31-Mar-25 | | | | 29.81 | | 29.81 |
| | 31-Mar-24 | | | | | | - |
| Loans and advances given | | | | | | | |
| Avenues Infinite Private Limited | 31-Mar-25 | | | | | 126.77 | 126.77 |
| | 31-Mar-24 | | | | | - | - |
| Infibeam Digital Entertainment Private Limited | 31-Mar-25 | | | | | 12.78 | 12.78 |
| | 31-Mar-24 | | | | | 10.86 | 10.86 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | 2,248.81 | 2,248.81 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|---|------------------|---|---|---|------------------------|---|----------------------|
| | 31-Mar-24* | | | | | 269.36 | 269.36 |
| Chief Financial Officer | 31-Mar-25 | 6.00 | | | | | 6.00 |
| | 31-Mar-24 | 0.25 | | | | | 0.25 |
| Receivables for reimbursement | | | | | | | |
| Infibeam Digital Entertainment Private Limited | 31-Mar-25 | | | | | 0.34 | 0.34 |
| | 31-Mar-24 | | | | | 0.34 | 0.34 |
| Infibeam Avenues Saudi Arabia For Information Systems Technology Co | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 0.07 | 0.07 |
| Nueromind Technologies Private Limited | 31-Mar-25 | | | | | 24.98 | 24.98 |
| | 31-Mar-24 | | | | | - | - |
| Receivables for interest on loan | | | | | | | |
| Infibeam Digital Entertainment Private Limited | 31-Mar-25 | | | | | 2.28 | 2.28 |
| | 31-Mar-24 | | | | | 2.00 | 2.00 |
| Chief Financial Officer | 31-Mar-25 | 0.47 | | | | | 0.47 |
| | 31-Mar-24 | - | | | | | - |
| Advance received towards services | | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | - | | | - |
| | 31-Mar-24* | | | 41.91 | | | 41.91 |
| Rediff.com India Limited | 31-Mar-25 | | | | | 0.55 | 0.55 |
| | 31-Mar-24 | | | | | | - |
| Rent Payable | | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 14.36 | | | | | 14.36 |
| | 31-Mar-24 | 3.15 | | | | | 3.15 |
| Creditors for Expenses | | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 0.11 | | | 0.11 |
| | 31-Mar-24* | | | - | | | - |
| Uvik Technologies Private Limited | 31-Mar-25 | | | | | 8.39 | 8.39 |
| | 31-Mar-24 | | | | | | - |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ending | Key Management Personnel (KMP) and relatives of KMP | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | As-associate Companies | Subsidiary (including Step down Subsidiary) Companies | Total (₹ in Million) |
|--|-------------|---|---|---|------------------------|---|----------------------|
| Payable for settlement of payment gateway transactions | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 218.53 | 218.53 |
| | 31-Mar-24 | | | | | 76.31 | 76.31 |
| Rediff.com India Limited | 31-Mar-25 | | | | | 0.38 | 0.38 |
| | 31-Mar-24 | | | | | - | - |
| Advance paid for settlement of payment gateway transactions | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 18.86 | 18.86 |
| | 31-Mar-24 | | | | | 11.77 | 11.77 |
| Security deposit given | | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 7.79 | | | | | 7.79 |
| | 31-Mar-24 | 4.57 | | | | | 4.57 |
| Provision for expenses | | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 0.54 | | | | 0.54 |
| | 31-Mar-24 | | 0.54 | | | | 0.54 |
| Infibeam Projects Management Private Limited | 31-Mar-25 | | | | | 0.60 | 0.60 |
| | 31-Mar-24 | | | | | | - |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 0.25 | | | 0.25 |
| | 31-Mar-24* | | | | | | - |
| Advance to supplier | | | | | | | |
| Uvik Technologies Private Limited | 31-Mar-25 | | | | | - | - |
| | 31-Mar-24 | | | | | 1.51 | 1.51 |
| Security deposit taken | | | | | | | |
| Instant Global Paytech Private Limited | 31-Mar-25 | | | | | 0.10 | 0.10 |
| | 31-Mar-24 | | | | | 0.10 | 0.10 |

* Restated, refer note 42

Terms and conditions of transactions with related parties

- Transaction entered into with related party are made 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 except corporate guarantee to the bank of ₹ 1,400 Million in FY 2023-24 on behalf of one of its subsidiary - Infibeam Projects Management Private Limited.

Notes to the Financial Statements

for the year ended March 31, 2025

- (2) For the year ended 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024: ₹ Nil). 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.

Commitments with related parties

The Company has not provided any commitment to the related party as at March 31, 2025 (March 31, 2024: Nil)

Note 27 : Earning per share

| Particulars | 2024-25 | 2023-24 |
|--|----------------|----------------|
| Earing per share (Basic and Diluted) | | |
| Profit attributable to ordinary equity holders (₹ in Million) | 1,600.05 | 1520.45* |
| Total no. of equity shares at the end of the year | 2,78,94,95,346 | 2,78,20,02,130 |
| Weighted average number of equity shares | | |
| For basic EPS | 2,77,29,89,729 | 2,72,33,72,930 |
| For diluted EPS | 2,81,96,10,506 | 2,76,87,44,226 |
| Nominal value of equity shares | Re 1 per share | Re 1 per share |
| Basic earning per share | 0.58 | 0.56* |
| Diluted earning per share | 0.57 | 0.55* |
| Weighted average number of equity shares | | |
| Weighted average number of equity shares for basic EPS | 2,77,29,89,729 | 2,72,33,72,930 |
| Effect of dilution: Employee stock options | 4,66,20,778 | 4,53,71,296 |
| Weighted average number of equity shares adjusted for the effect of dilution | 2,81,96,10,506 | 2,76,87,44,226 |

* Restated, refer Note 42

Note 28: Share based payments

Employee stock option (ESOP) scheme (2013-14):

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 17, 2013, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on March 30, 2013. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled in demat mode. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of Re 1 which is 93% to 98% below the market price at the date of grant.

Employee stock option (ESOP) scheme (2014-15)

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 27, 2014, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on March 31, 2014. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled in demat mode. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of Re 1 which is 93% to 98% below the market price at the date of grant.

Notes to the Financial Statements

for the year ended March 31, 2025

Employee stock option (ESOP) scheme (2019-20)

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on June 29, 2019, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on July 30, 2019. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled in demat mode. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of Re 1 which is 93% to 98% below the market price at the date of grant.

| Scheme | ESOP Scheme 2013-14 | ESOP Scheme 2014-15 | ESOP Scheme 2019-20 | |
|---------------------------|---|---|---|---|
| Date of grant | April 1, 2024 | April 1, 2024 | April 1, 2024 | July 1, 2024 |
| Number of options granted | 61,969 | 4,10,000 | 52,89,444 | 34,25,233 |
| Exercise price per option | 1.00 | 1.00 | 1.00 | 1.00 |
| Vesting requirements | Vesting period as defined by the board in the letters issuing the options to employees. | Vesting period as defined by the board in the letters issuing the options to employees. | Vesting period as defined by the board in the letters issuing the options to employees. | Vesting period as defined by the board in the letters issuing the options to employees. |
| Exercise period | 1 years - 5 years | 1 years - 5 years | 1 years - 5 years | 1 years - 5 years |
| Method of settlement | Demat mode | Demat mode | Demat mode | Demat mode |

The following table sets forth a summary of the activity of options:

| Particulars | 2024-25 | | | 2023-24 | | |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | ESOP Scheme 13-14 | ESOP Scheme 14-15 | ESOP Scheme 19-20 | ESOP Scheme 13-14 | ESOP Scheme 14-15 | ESOP Scheme 19-20 |
| Options | | | | | | |
| Outstanding at the beginning of the year | 5,19,869 | 1,33,13,120 | 3,28,82,200 | 19,14,800 | 1,32,60,080 | 3,24,07,444 |
| Granted during the year | 61,969 | 4,10,000 | 87,14,677 | 5,49,869 | 3,25,000 | 77,15,844 |
| Exercised during the year | (3,57,816) | (3,25,000) | (68,10,400) | (18,59,900) | (2,71,960) | (70,89,088) |
| Lapse during the year | (1,59,000) | (19,200) | (3,21,200) | (84,900) | - | (1,52,000) |
| Outstanding at the end of the year | 65,022 | 1,33,78,920 | 3,44,65,277 | 5,19,869 | 1,33,13,120 | 3,28,82,200 |
| Exercisable at the end of the year | 65,022 | 1,33,78,920 | 3,44,65,277 | 5,19,869 | 1,33,13,120 | 3,28,82,200 |

Notes to the Financial Statements

for the year ended March 31, 2025

Expense arising from share- based payment transactions

Total expenses arising from share- based payment transactions recognised in profit or loss as part of employee benefit expense were as follows :

(₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|---|---------------|--------------|
| Employee stock option plan | 146.33 | 79.39 |
| Total employee share based payment expense | 146.33 | 79.39 |

The fair value of the share based payment options granted on is determined using the black scholes model using the following inputs at the grant date which takes in to account the exercise price, the term of the option, the share price at the grant date, and the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

| Particulars | March 31, 2025 | | March 31, 2024 | | |
|---|----------------|---------------|----------------|---------------|-----------------|
| | April 1, 2024 | July 01, 2024 | April 1, 2023 | July 01, 2023 | October 1, 2023 |
| Option grant date | April 1, 2024 | July 01, 2024 | April 1, 2023 | July 01, 2023 | October 1, 2023 |
| Weighted average share price | 34.82 | 30.70 | 14.14 | 15.83 | 17.76 |
| Exercise price | 1.00 | 1.00 | 1.00 | 1.00 | 1.00 |
| Expected volatility | 50.30% | 56.30% | 52.80% | 52.80% | 52.80% |
| Expected life (years) | 5 Years | 5 Years | 5 Years | 5 Years | 5 Years |
| Dividend yield | 0.15% | 0.17% | 0.35% | - | 0.28% |
| Risk-free interest rate (%) | 6.98% | 6.94% | 6.98% | 6.86% | 6.98% |
| Fair market value share | 33.12 | 29.24 | 13.17 | 14.77 | 16.77 |
| Weighted average remaining contractual life (Years) | 2 | 2 | 2 | 2 | 2 |

Employee Stock Appreciation Rights (SAR)

Pursuant to the resolution passed by the Board of Directors of the Company, at its meeting held on July 13, 2017 and the special resolution passed by the Members of the Company on August 11, 2017, the Infibeam Stock Appreciation Rights Scheme 2017 ("SAR Scheme 2017") was approved in accordance with the provisions of SEBI (SBEB) Regulations, having face value of ₹ 1.00 each. The Company has created "Infibeam Employees Welfare Fund" ("IEW Trust") by way of a trust on September 5, 2017 which will be involved in the execution of Infibeam Stock Appreciation Rights Scheme 2017 (SAR). Barclays Wealth Trustees (India) Private Limited (Barclays) are appointed as trustees of the same. Each SAR shall confer the right to the eligible employee to receive appreciation (cash settled / equity settled) with respect to the underlying Equity Share on the entitled shares after it has been exercised in accordance with terms of the Scheme.

Movement of shares acquired by IEW Trust:

| Particulars | As at March 31, 2025 | Price per Share (Indian Rupees) | As at March 31, 2024 | Price per Share (Indian Rupees) |
|---|-------------------------|---------------------------------------|-------------------------|---------------------------------------|
| Number of shares outstanding at the beginning of the year | 1,23,11,642 | 33.59 | 1,23,11,642 | 33.59 |
| Equity shares acquired during the year | - | - | - | - |
| Number of shares outstanding at the end of the year | 1,23,11,642 | | 1,23,11,642 | |

Notes to the Financial Statements

for the year ended March 31, 2025

Movement in options:

| Particulars | SAR Scheme 2017 As at March 31, 2025 | SAR Scheme 2017 As at March 31, 2024 |
|--|---|---|
| SAR Scheme 2017 | | |
| Outstanding at the beginning of the year | 1,23,11,642 | 1,23,11,642 |
| Granted during the year | - | - |
| Exercised during the year | - | - |
| Lapse during the year | - | - |
| Outstanding at the end of the year | 1,23,11,642 | 1,23,11,642 |
| Exercisable at the end of the year | 1,23,11,642 | 1,23,11,642 |

Note 29: Consolidation of Trust

The company has formed 'Infibeam Employee Welfare Trust' (IEW trust) for implementation of the schemes that are notified or may be notified from time to time by the Company under the plan, providing share based payment to its employees. IEW trust purchases Company's shares out of funds provided by the Company. The Company treats IEW as its extension and accordingly shares held by IEW are treated as treasury shares.

The Consolidation of the IEW trust financials statements with that of the Company does not in any manner affect the independence of the trustees where the rights and obligations are regulated by the trust deed.

Own equity instruments (treasury shares) are deducted from equity.

(i) The sources and application of funds of the IEW Trust consolidated as at March 31, 2025 were as follows:

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------------|-------------------------|-------------------------|
| Corpus Fund | 0.00 | 0.00 |
| Borrowing | 420.75 | 420.75 |
| Current liabilities and provision | 40.32 | 40.02 |
| Cash & Bank equivalents | 0.09 | 0.01 |
| Non current investments | 413.51 | 413.51 |
| Income tax assets | 0.00 | 0.00 |
| Net asset / (liability) | (47.47) | (47.24) |

(ii) Impact on the Company's profit and loss post IEW Trust consolidation for the year March 31, 2025

(₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|-----------------------------------|---------------|---------------|
| Income | | |
| Dividend on equity | 0.62 | 0.62 |
| Miscellaneous income | 0.00 | - |
| Expenses | | |
| Administrative expense | 0.62 | 0.62 |
| Income Tax | 0.22 | 0.22 |
| Impact on profit after tax | (0.23) | (0.23) |

Notes to the Financial Statements

for the year ended March 31, 2025

(iii) Summarised statement of cash flows of the Trust consolidated for the year ended March 31, 2025

(₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|---|-------------|-------------|
| Cash and cash equivalents 1st April, | 0.01 | 0.00 |
| Cash flow from operating activities | (0.54) | (1.31) |
| Cash flow from investing activities | 0.62 | 0.62 |
| Cash flow from financing activities | - | 0.70 |
| Cash and cash equivalents 31 March | 0.09 | 0.01 |

Other items adjusted owing to the Trust consolidation include:

(a) Treasury shares

Upon consolidation, the investment in the Parent Company's equity shares made by IEW Trust is debited to the Group's equity as treasury shares amounting to ₹ 413.51 million as at March 31, 2025 (previous year: ₹ 413.51 million).

(b) Dividend Income

The dividend income of the Trust is debited to the Group's retained earning amounting to ₹ 0.62 million as at March 31, 2025 (previous year: ₹ 0.62 million) (shown as deduction from dividend paid).

(c) Other Non Current Financial Assets and other income

Loan advanced to the Trust is eliminated on consolidation amounting to ₹ 420.75 million as at March 31, 2025 (previous year: ₹ 420.75 million) forming a part of current loans.

(d) Interest Expenses

Due to significant difference in the purchase price of the shares acquired and prevailing market price of the share, the Group foresees inability of the IEW Trust to service its loan obligations and interest payment temporarily. Accordingly the Group has reduced the interest on loan to zero.

Note 30: Segment reporting

"Based on the "management approach" as defined in Ind AS-108 - "Operating Segments" and evaluation by the Chief Operating Decision Maker, the Company operates in two business segments:

- (1) Payment Business includes Payment Gateway business with CC Avenue business brand and payment infrastructure including CPGS towards banks, and Credit & Lending related business and
- (2) E-Commerce Platform Business includes robust software framework and infrastructure designed to support e-commerce for large enterprises, along with related services such as advertising and infrastructure rental solutions.

Segment assets and liabilities:

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the Company as a whole. Segment assets include all operating assets used by a segment and principally consists of operating cash, trade receivables, other assets and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of trade payables, other liabilities and accrued liabilities. Segment assets and liabilities do not include those relating to income taxes.

Segment Expense:

Segment expense comprises the expense resulting from the operating activities of a segment that is directly

Notes to the Financial Statements

for the year ended March 31, 2025

attributable to the segment or that can be allocated on a reasonable basis to the segment and expense relating to transactions with other segments. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practicable to provide segment disclosures relating to such expenses, and accordingly such expenses are separately disclosed as 'unallocated' and directly charged against total income.

Certain assets and liabilities which are common to both the segments for which basis of allocation cannot be consistently identified are included under un-allocable assets and liabilities

Primary Segment:

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|--|------------------------------|-------------------------------|
| Revenue | | |
| Total revenue | | |
| (a) Payment Business | 35,463.49 | 27,675.10 |
| (b) E-Commerce Platform Business | 1,801.65 | 1,937.08 |
| External revenue | | |
| (a) Payment Business | 35,463.49 | 27,675.10 |
| (b) E-Commerce Platform Business | 1,801.65 | 1,937.08 |
| Total revenue | 37,265.14 | 29,612.17 |
| Segment result | | |
| (a) Payment Business | 860.90 | 787.37 |
| (b) E-Commerce Platform Business | 1,087.58 | 1,177.20 |
| Unallocated corporate expenses (net of unallocated income) | (41.04) | 14.44 |
| Operating profit | 1,989.52 | 1,950.14 |
| Interest expense | 64.84 | 23.63 |
| Interest income | 305.65 | 123.58 |
| Profit before tax | 2,230.33 | 2,050.09 |
| Income taxes | 630.28 | 529.64 |
| Profit after tax | 1,600.05 | 1,520.45 |
| Other Information: | | |
| Segment assets | | |
| (a) Payment Business | 31,991.32 | 34,659.03 |
| (b) E-Commerce Platform Business | 11,805.90 | 9,477.29 |
| (c) Unallocable corporate assets | 1,244.43 | 2,208.70 |
| Total assets | 45,041.65 | 46,345.03 |

Notes to the Financial Statements

for the year ended March 31, 2025

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|------------------------------|-------------------------------|
| Segment Liabilities | | |
| (a) Payment Business | 9,170.25 | 12,885.81 |
| (b) E-Commerce Platform Business | 2,243.27 | 1,696.91 |
| (c) Unallocable corporate liabilities | 196.07 | 55.73 |
| Total liabilities | 11,609.59 | 14,638.45 |
| Capital expenditure | | |
| (a) Payment Business | 190.89 | 235.05 |
| (b) E-Commerce Platform Business | 26.80 | 110.87 |
| (c) Unallocated | - | - |
| Depreciation & amortization | | |
| (a) Payment Business | 250.07 | 206.93 |
| (b) E-Commerce Platform Business | 284.92 | 322.57 |
| (c) Unallocated | - | - |
| Non cash expenses other than depreciation & amortization | | |
| (a) Payment Business | 167.67 | 47.06 |
| (b) E-Commerce Platform Business | 112.21 | 94.64 |
| (c) Unallocated | 20.26 | 11.77 |

* Restated, refer Note 42

Geographical information:

Geographical segments for the Company are secondary segments. Segment revenue is analysed based on the location of customers regardless of where the services are provided from. The following provides an analysis of the Company's sales by Geographical Markets. For management purpose, the Company operates in three principal geographical areas of the world, in India, in UAE and other countries.

(₹ in Million)

| | Year ending | India | UAE | Others | Total |
|---|-------------|-----------|----------|--------|-----------|
| Revenue from operations and other operating revenue | 31-03-2025 | 35,091.88 | 1,320.41 | 852.85 | 37,265.14 |
| | 31-03-2024* | 28,459.08 | 1,018.96 | 134.13 | 29,612.17 |
| Carrying amount of segment non current assets @ | 31-03-2025 | 24,816.90 | 3079.76 | - | 27,896.66 |
| | 31-03-2024* | 25,161.24 | 2,587.17 | - | 27,748.41 |

* Restated, refer Note 42

@ The carrying amount of Non Current Assets do not include Deferred Tax Asset, Income Tax Assets. Financial Assets are analysed by the geographical area in which the Assets are located.

Notes to the Financial Statements

for the year ended March 31, 2025

Note 31: Lease

Company as Lessee

The Company's lease asset primarily consist of leases of office buildings and vehicles having the various lease terms. Accordingly, the Company has adopted IND AS 116 "Leases" to all lease contracts.

Following is carrying value of right of use assets recognised and the movements thereof during the year ended March 31, 2025 and March 31, 2024:

(₹ in Million)

| Particulars | Right of use asset Vehicles | | Right of use asset Leasehold Building | |
|---|--------------------------------|----------------|--|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Opening Balance | 6.03 | 9.65 | 106.20 | 65.04 |
| Additions during the year | - | - | 119.19 | 76.90 |
| Deletion during the year | - | - | - | - |
| Depreciation of Right of use assets (refer note 5) | 3.62 | 3.62 | 54.97 | 35.74 |
| Closing Balance | 2.41 | 6.03 | 170.42 | 106.20 |

The following is the carrying value of lease liability and movement thereof during the year ended March 31, 2025 and March 31, 2024:

(₹ in Million)

| Particulars | Lease Liability Vehicles | | Lease Liability Leasehold Building | |
|--|-----------------------------|----------------|---------------------------------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Opening Balance | 6.39 | 9.72 | 110.34 | 70.53 |
| Additions during the year | - | - | 116.41 | 73.38 |
| Finance cost accrued during the year | 0.50 | 0.88 | 19.75 | 10.89 |
| Deletions | - | - | - | - |
| Payment of lease liabilities | (4.20) | (4.20) | (65.04) | (44.47) |
| Closing Balance | 2.69 | 6.39 | 181.46 | 110.34 |
| Current maturities of Lease liability (refer note 12) | 2.69 | 3.70 | 49.77 | 28.70 |
| Non-Current Lease Liability (refer note 12) | - | 2.69 | 131.68 | 81.63 |

Notes to the Financial Statements

for the year ended March 31, 2025

The following are the amounts recognised in statement of Profit & Loss:

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--------------------------------------|------------------------------|------------------------------|
| Amortisation of right of use assets | 58.59 | 39.36 |
| Interest expense on Lease obligation | 20.26 | 11.77 |
| Interest income on Lease deposit | (1.70) | (1.25) |
| | 77.15 | 49.88 |

For leasehold building, the Company had total cash out flows for leases of ₹ 65.04 million in the current year (year ended March 31, 2024 ₹ 44.47 million). The entire amount is in the nature of fixed lease payments. The Company had non-cash addition to right of use assets of ₹ 119.19 million (year ended March 31, 2024 ₹ 76.90 million) and lease liabilities of ₹ 116.41 million in the current year (year ended March 31, 2024 ₹ 73.38 million) on account of acquisition of right of use assets.

For Vehicles, the Company had total cash out flows for leases of ₹ 4.20 million in the current year (year ended March 31, 2024 ₹ 4.20 million). The entire amount is in the nature of fixed lease payments. The Company had non-cash addition to right of use assets of Nil (year ended March 31, 2024 Nil) and lease liabilities of Nil million in the current year (year ended March 31, 2024 Nil Million) on account of acquisition of right of use assets.

The weighted average incremental borrowing rate applied to lease liabilities is 10.65%

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Note 32 : Corporate Social Responsibility (CSR) Activities:

- The Company is required to spend ₹ 27.65 million (Previous Year ₹ 18.76 million) on CSR activities.
- Amount spent during the year on:

(₹ in Million)

| | | Year ended | | | | | |
|-------|--|---|---------------------------|-------|---|------------------------------|-------|
| | | March 31, 2025 | | | March 31, 2024 | | |
| | | In cash | Yet to be paid in cash | Total | In cash | Yet to be paid in cash | Total |
| (i) | Construction / Acquisition of an Assets | - | - | - | - | - | - |
| (ii) | Contribution to Trust/Universities | 27.65 | - | 27.65 | 18.76 | - | 18.76 |
| (iii) | On Purposes other than above | - | - | - | - | - | - |
| c. | Shortfall at the end of the year | | | - | | | - |
| d. | Total of previous years shortfall | | | - | | | - |
| e. | Reason for shortfall | Not Applicable | | | Not Applicable | | |
| f. | Nature of CSR activities undertaken by the company | Distributing food packets/ Grains to needy people, Rural developments, Education, Women empowerment, Medical activities and Environment protection activities | | | Distributing food packets/ Grains to needy people, Rural developments, Education, Women empowerment, Medical activities and Environment protection activities | | |
| g. | Details of related party transaction | Nil | | | Nil | | |

Notes to the Financial Statements

for the year ended March 31, 2025

Note 33 : Financial instruments – Fair values and risk management

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the Financial Statements.

Quantitative disclosures fair value measurement hierarchy for assets and liabilities:

As at 31 March 2025 (₹ in Million)

| Particulars | Carrying amount | | | Fair value | | | Total |
|---|-----------------|----------------------------|-----------------|--|---|---|-----------------|
| | Amortised Cost | Other comprehensive income | Profit and loss | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs | |
| Financial assets | | | | | | | |
| Non current investment | 7,763.62 | 525.87 | 402.19 | 8,691.69 | 371.78 | 887.27 | 7,432.64 |
| Other Non-current financial asset@ | 409.40 | - | - | 409.40 | - | - | 409.40 |
| | 8,173.02 | 525.87 | 402.19 | 9,101.09 | 371.78 | 887.27 | 7,842.04 |
| Financial liabilities | | | | | | | |
| Other financial liabilities-non-current | 267.28 | - | - | 267.28 | - | - | 267.28 |
| | 267.28 | - | - | 267.28 | - | - | 267.28 |
| As at 31 March 2024* | | | | | | | |

| Particulars | Carrying amount | | | Fair value | | | Total |
|---|-----------------|----------------------------|-----------------|--|---|---|-----------------|
| | Amortised Cost | Other comprehensive income | Profit and loss | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs | |
| Financial assets | | | | | | | |
| Non current investment | 7,329.06 | 769.62 | 279.31 | 8,377.98 | 311.06 | 338.06 | 7,728.87 |
| Other Non-current financial asset@ | 176.10 | - | - | 176.10 | - | - | 176.10 |
| | 7,505.15 | 769.62 | 279.31 | 8,554.08 | 311.06 | 338.06 | 7,904.97 |
| Financial liabilities | | | | | | | |
| Other financial liabilities-non-current | 84.33 | - | - | 84.33 | - | - | 84.33 |
| | 84.33 | - | - | 84.33 | - | - | 84.33 |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

The management assessed that cash and cash equivalents, other bank balances, loans, trade receivables, trade payables, other current financial assets and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

@ The management assessed that carrying value approximates to the fair value

Fair value hierarchy

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Level 1 - Valuation technique and significant observable inputs for assets and liabilities

Investments represents investment in quoted equity instruments. The fair value of investment is derived based on the closing market rate as per stock exchange.

Reconciliation of Level 1 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 1 fair values.

(₹ in Million)

| Paticulars | FY 2024-25 | FY 2023-24 |
|---------------------------------------|------------|------------|
| Opening Balance on April 1, | 311.06 | 610.97 |
| Net change in fair value (unrealised) | 121.32 | 75.15 |
| Purchases | - | 10.00 |
| Sales | (60.60) | (385.06) |
| Closing Balance on March 31, | 371.78 | 311.06 |

Level 2 - Valuation technique and significant observable inputs for assets and liabilities

The fair values of the unquoted non current investment have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows and discount rate. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted investments.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range. For other assets and liabilities categorised under level 3, a one percentage point change in the unobservable inputs used in fair valuation does not have a significant impact in its value.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages market risk through a treasury operations, which evaluates and exercises independent control over the entire process of market risk management. The Finance team recommends risk management objectives and policies. The activities of

Notes to the Financial Statements

for the year ended March 31, 2025

this operations include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

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, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee 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.

ii. Credit risk

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 receivables from customers and investments in debt securities. The carrying amount of following financial assets represents the maximum credit exposure.

Financial Instruments and Cash Deposits

The credit risk from balances/deposits with Banks, current investments and other financial assets are managed in accordance with company's policy. Investment of surplus funds are primarily made in Liquid/ Short Term Plan of Mutual Funds and in Bank Deposits which carry a high external rating.

Trade receivables

Trade receivables of the company are typically unsecured. Credit risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which company grants credit terms in the normal course of business. The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables.

The maximum exposure to credit risk for trade receivables by geographic region was as follows:

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---------------|-------------------------|--------------------------|
| Domestic | 363.18 | 617.47 |
| Other regions | 555.25 | 606.32 |
| | 918.43 | 1,223.79 |

* Restated, refer Note 42

Impairment

The ageing of trade and other receivables that were not impaired was as follows.

(₹ in Million)

| Particulars | As at March 31, 2025 | | As at March 31, 2024* | |
|-----------------|----------------------|--------------------|-----------------------|--------------------|
| | Upto 0-180 days | More than 180 days | Upto 0-180 days | More than 180 days |
| Gross | 1,014.24 | 99.32 | 1,345.43 | 67.63 |
| Less: Provision | (95.81) | (99.32) | (121.64) | (67.63) |
| Net | 918.43 | - | 1,223.79 | - |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. These financial assets were not impaired as there had not been a significant change in credit quality and the amounts were still considered recoverable based on the nature of the activity of the customer portfolio to which they belong and the type of customers. There are no other classes of financial assets that are past due but not impaired except for Trade receivables as at March 31, 2025 and March 31, 2024.

iii. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system.

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

(₹ in Million)

| Particulars | Total | Less than 1 year | 1-2 Years | 2-3 Years | More than 3 Years |
|-----------------------------------|---------------|---------------------|--------------|-------------|----------------------|
| Year ended March 31, 2025 | | | | | |
| Trade payables | 268.72 | 249.94 | 18.27 | 0.09 | 0.42 |
| Other financial liabilities | 229.53 | 229.53 | - | - | - |
| | 498.26 | 479.47 | 18.27 | 0.09 | 0.42 |
| Year ended March 31, 2024* | | | | | |
| Trade payables | 235.11 | 233.21 | 1.43 | 0.32 | 0.15 |
| Other financial liabilities | 216.41 | 216.41 | - | - | - |
| | 451.52 | 449.62 | 1.43 | 0.32 | 0.15 |

* Restated, refer Note 42

(a) 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. Financial instruments affected by market risk include loans and borrowings, deposits.

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 transacts business in local currency and in foreign currency, primarily in USD, AED, SAR, OMR. The Company has foreign currency trade payables and receivables and is, therefore, exposed to foreign exchange risk. The Company does not use any derivative instruments to hedge its risks associated with foreign currency fluctuations.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, AED, SAR and OMR rates to the functional currency of the Company, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| | Change in USD rate | Effect on profit before tax |
|-----------------|--------------------|-----------------------------|
| March 31, 2025 | +5% | 50.84 |
| | -5% | (50.84) |
| March 31, 2024* | +5% | 29.06 |
| | -5% | (29.06) |

(₹ in Million)

| | Change in AED rate | Effect on profit before tax |
|-----------------|--------------------|-----------------------------|
| March 31, 2025 | +5% | - |
| | -5% | - |
| March 31, 2024* | +5% | 5.22 |
| | -5% | (5.22) |

(₹ in Million)

| | Change in SAR rate | Effect on profit before tax |
|-----------------|--------------------|-----------------------------|
| March 31, 2025 | +5% | 6.91 |
| | -5% | (6.91) |
| March 31, 2024* | +5% | 0.46 |
| | -5% | (0.46) |

(₹ in Million)

| | Change in OMR rate | Effect on profit before tax |
|-----------------|--------------------|-----------------------------|
| March 31, 2025 | +5% | 0.83 |
| | -5% | (0.83) |
| March 31, 2024* | +5% | 0.22 |
| | -5% | (0.22) |

* Restated, refer Note 42

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed plus variable rate borrowings.

Equity price risk management

The Company's exposure to equity price risk arises from investment held by the Company and classified as FVTPL & FVTOCI. In general, these investments are strategic investments and are not held for trading purposes. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis.

Notes to the Financial Statements

for the year ended March 31, 2025

Equity price sensitivity analysis

If prices of quoted equity securities had been 5% higher / (lower), the effect on Profit before tax for the year ended March 31, 2025 and 2024 would increase / (decrease) by ₹ 18.59 million and ₹ 12.63 million respectively.

If prices of quoted equity securities had been 5% higher / (lower), the effect on OCI for the year ended March 31, 2025 and 2024 would increase / (decrease) by ₹ Nil and ₹ 2.92 million respectively.

Note 34 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Interest-bearing loans and borrowings (Note 12) | - | - |
| Less: cash and cash equivalent (Note 7) | (2,526.18) | (5,960.11) |
| Net debt | (2,526.18) | (5,960.11) |
| Equity share capital (Note 10) | 2,789.50 | 2,782.00 |
| Other equity (Note 11) | 30,642.56 | 28,924.58 |
| Shareholder's Equity | 33,432.05 | 31,706.59 |
| Gearing ratio | - | - |

* Restated, refer Note 42

Note 35 : Dues to micro, small and medium suppliers

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the MSMED Act') accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 and March 31, 2024 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance-sheet date.

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Dues remaining unpaid to any supplier: | | |
| Principal | 5.80 | 7.17 |
| Interest on the above | | |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 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 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; | | |
| The amount of interest accrued and remaining unpaid at the end of accounting year; and | | |
| The amount of further interest due and payable even in the succeeding period, 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. | | |

* Restated, refer Note 42

On basis of information and records available with the Company, the above disclosures are made in respect of amount due to the micro, small and medium enterprises, which have been registered with the relevant competent authorities. The above information takes into account only those suppliers who have submitted their registration details or has responded to the inquiries made by the Company for this purpose.

Note 36 : Additional Regulatory Information

- A** There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- B** The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- C** The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
- D** Utilisation of Borrowed funds and share premium;

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has 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 (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes to the Financial Statements

for the year ended March 31, 2025

- E** Undisclosed Income : The Company do not have any transaction 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). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- F** Details of Crypto Currency or Virtual Currency : The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2025 & year ended March 31, 2024. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- G** Details of Relationship with Struck off Companies

| Name of struck off Company | Nature of transactions with struck off Company | Balance outstanding as at March 31, 2025 | Balance outstanding as at March 31, 2024 | Relationship with the Struck off company, if any, to be disclosed |
|--------------------------------------|--|--|--|---|
| Life On Wheels (OPC) Private Limited | Payables | (0.02) | (0.02) | Merchant |
| Raycharge Ecommerce Private Limited | Payables | 0.00 | 0.01 | Merchant |

H Title deeds of Immovable Property not held in name of the Company

The company does not hold any immovable property not held in the name of the company.

- I** Disclosures of Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), that are repayable on demand:

| Type of Borrower | As at March 31, 2025 | | As at March 31, 2024 | |
|--|---|---|---|---|
| | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loans | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loans |
| Promoters | - | - | - | - |
| Directors | - | - | - | - |
| KMPs | 6.00 | 0.17% | 0.25 | 0.02% |
| Related Parties - Subsidiary Companies | 2,388.36 | 68.35% | 280.21 | 26.04% |
| Total | 2,394.36 | 68.52% | 280.46 | 26.06% |

J Disclosures pursuant to regulation 34 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and section 186 of the Companies Act, 2013.

i) Investment in Non convertible Debentures - Unquoted (note 7(C))

Surplus funds had been invested with corporate (un-related party) during FY 2023-24. It was repayable within 2 years and carried interest rate of 8.00% p.a. Maximum balance outstanding during the year is Nil (Previous year : ₹ 750 million)

ii) Inter-corporate Deposit (note 7)

Surplus funds have been invested with corporate (un-related party). It is repayable upon 1 year or such other date mutually agreed and carries interest rate of 8.25% p.a. Maximum balance outstanding during the year is ₹ 1050 million (Previous year : ₹ 750 million)

Notes to the Financial Statements

for the year ended March 31, 2025

Note 37 : Escrow balance

The Company maintains escrow account with ICICI Bank and HDFC Bank. The escrow accounts are operated as per RBI guidelines pertaining to settlement of payment for electronic payment transactions for payment gateway business. The balance in the escrow accounts represents money collected from customers on transaction undertaken and is used for settling of dues to various merchants as per RBI guidelines.

Receivable for settlement of transactions:

The balance in receivable for settlement of transaction represents the amount pending to be received from pooling bank account and payment gateway for successful online transaction completed by the customer of the merchant into the escrow accounts. These amounts once collected in escrow account will be utilized for payment to the merchants.

Payable for settlement of transactions:

The balance in payable for settlement of transaction represents the amount pending to be paid to merchant for successful online transaction completed by the customer of the merchant. The amount for the escrow accounts are transferred to the merchant designated bank account as per RBI guidelines, after deducting applicable charges.

Note 38 : The Company's transactions with associated enterprises are at arm's length. Management believes that company's domestic transactions with associated enterprises post March 31, 2025 continue to be at arm's length and that the transfer pricing legislation will not have any impact on the financial statements particularly on the amount of the tax expense for the year and the amount of the provision for the taxation at the period end.

Note 39 : Disclosure pursuant to Ind AS 115 "Revenue from contract with customers":

a) Disaggregation of revenue

The table below presents disaggregated revenue from contract with customers for the year ended March 31, 2025 and March 31, 2024 by offerings.

i) Revenue by offerings

(₹ in Million)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024* |
|--|--------------------------------------|---------------------------------------|
| Digital Payments and Checkout Web Services | 35,463.49 | 27,675.10 |
| E-Commerce Related Web Services | 1,801.65 | 1,937.08 |
| Total | 37,265.14 | 29,612.17 |

* Restated, refer Note 42

Digital Payments and Checkout Web Services

It comprises revenue from providing complete, simple and secure online payment gateway and checkout web services, with a real-time Credit Card, Debit Card, Net Banking, Digital and Mobile Wallet including UPI Payments, Recharge, Cash Card and Mobile Payment transaction validation process and platforms. This enables eCommerce websites to sell products and services online, and accept payments in real time.

Notes to the Financial Statements

for the year ended March 31, 2025

E-Commerce Related Web Services

These primarily include a comprehensive suite of E-Commerce related web services including technical analysis and testing of software web services, digital advertising, and infrastructure related services.

- ii) Refer note 30 for disaggregation of revenue by geographical segments
- iii) The Company believes that this disaggregation best depicts how the nature, amount, timing of its revenues and cash flows are affected by industry, market and other economic factors.

b) Transaction price allocated to remaining performance obligation

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2025 is ₹ 12.69 million (March 31, 2024 is ₹ 14.82 million*) which is expected to be recognize as revenue within the next one or more than one year. Remaining performance obligation estimates are subject to change and are affected by several factors, including changes in the scope of contracts, periodic revalidations, and adjustments for currency.

* Restated, refer Note 42

c) Changes in contract assets are as follows:

(₹ in Million)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024* |
|---------------------------------------|--------------------------------------|---------------------------------------|
| Balance at the beginning of the year | 1,695.09 | 1,455.40 |
| Revenue recognised during the year | 1820.97 | 1,766.44 |
| Invoices raised during the year | (1,424.41) | (1,526.75) |
| Balance at the end of the year | 2091.65 | 1,695.09 |

* Restated, refer Note 42

d) Changes in unearned and deferred revenue are as follows:

(₹ in Million)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024* |
|--|--------------------------------------|---------------------------------------|
| Balance at the beginning of the year | 14.82 | 5.00 |
| Revenue recognised that was included in the excess billing over revenue at the beginning of the year | (2.13) | (4.17) |
| Increase due to invoicing during the year, excluding amounts recognised as revenue during the year | | 13.99 |
| Translation exchange difference | | |
| Balance at the end of the year | 12.69 | 14.82 |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

Note 40 : Ageing Schedule

A. Trade Receivables Ageing Schedule

As at March 31, 2025

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|--|--|-------------------|--------------|--------------|-------------------|-----------------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| Undisputed Trade Receivables, considered good | 1,013.36 | - | - | - | - | 1,013.36 |
| Undisputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade Receivables, credit impaired | 0.88 | 32.66 | 18.79 | 10.25 | 37.61 | 100.20 |
| Disputed Trade Receivables, considered good | - | - | - | - | - | - |
| Disputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade Receivables, credit impaired | - | - | - | - | - | - |
| | 1,014.24 | 32.66 | 18.79 | 10.25 | 37.61 | 1,113.56 |
| Less: Allowance for doubtful trade receivables | 95.81 | 32.66 | 18.79 | 10.25 | 37.61 | 195.13 |
| Total | 918.43 | - | - | - | - | 918.43 |

As at March 31, 2024*

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|--|--|-------------------|--------------|--------------|-------------------|-----------------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| Undisputed Trade Receivables, considered good | 1,343.76 | - | - | - | - | 1,343.76 |
| Undisputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade Receivables, credit impaired | 1.66 | 23.27 | 15.78 | 21.78 | 6.81 | 69.30 |
| Disputed Trade Receivables, considered good | - | - | - | - | - | - |
| Disputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade Receivables, credit impaired | - | - | - | - | - | - |
| | 1,345.43 | 23.27 | 15.78 | 21.78 | 6.81 | 1,413.06 |
| Less: Allowance for doubtful trade receivables | 121.64 | 23.27 | 15.78 | 21.78 | 6.81 | 189.27 |
| Total | 1,223.79 | - | - | - | - | 1,223.79 |

* Restated, refer Note 42

Notes to the Financial Statements

for the year ended March 31, 2025

B. Trade Payables Ageing Schedule

As at March 31, 2025

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|--------------|--|-------------------|--------------|-------------|-------------------|---------------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| MSME | 5.80 | - | - | - | - | 5.80 |
| Others | 210.68 | 33.45 | 18.27 | 0.09 | 0.42 | 262.92 |
| Total | 216.48 | 33.45 | 18.27 | 0.09 | 0.42 | 268.72 |

As at March 31, 2024*

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|--------------|--|-------------------|-------------|-------------|-------------------|---------------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| MSME | 7.17 | - | - | - | - | 7.17 |
| Others | 224.82 | 1.22 | 1.43 | 0.32 | 0.15 | 227.94 |
| Total | 231.99 | 1.22 | 1.43 | 0.32 | 0.15 | 235.11 |

* Restated, refer Note 42

Note 41 : Analytical Ratios

| Ratios | Numerator | Denominator | As on March 31, 2025 | As on March 31, 2024* | % Variance | Reason for Variance |
|---|------------------------|---|----------------------|-----------------------|------------|---|
| Current Ratio | Current Assets | Current Liabilities | 1.88 | 1.41 | 33% | Improvement in view of better working capital management. |
| Debt Equity Ratio | Borrowings | Total Equity | - | - | - | Not applicable |
| Debt Service Coverage Ratio | EBITDA | Interest + Principal | - | - | - | Not applicable |
| Return on Equity Ratio | EBIT | Total Assets less Total Liabilities | 6.87% | 6.54% | 5% | There is no significant change. |
| Net Capital Turnover Ratio | Income from Operations | Average Working Capital (Current Assets less Current Liabilities) | 5.61 | 7.18 | -22% | There is no significant change. |
| Net Profit Ratio | Net Profit | Total Income | 4.24% | 5.10% | -17% | There is no significant change. |
| Trade receivables turnover ratio | Income from Operations | Average Trade Receivables | 34.79 | 33.68 | 3% | There is no significant change. |
| Trade payables turnover ratio | Contracting Expenses | Average Trade Payables | 132.03 | 146.34 | -10% | There is no significant change. |

Notes to the Financial Statements

for the year ended March 31, 2025

| Ratios | Numerator | Denominator | As on March 31, 2025 | As on March 31, 2024* | % Variance | Reason for Variance |
|-----------------------------------|-----------------------------------|---------------------------------------|----------------------------|-----------------------------|---------------|--|
| Return on capital employed | EBIT | Total Assets less Current Liabilities | 6.38% | 6.20% | 3% | There is no significant change. |
| Inventory turnover ratio | NA | NA | NA | NA | NA | NA |
| Return on investment | Income generated from investments | Average Investments | 0.33% | 0.04% | 800% | Due to increase in profit on sale of investment during the year. |

* Restated, refer Note 42

Note 42 :

The Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its order dated August 29, 2024, sanctioned the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ('Infibeam'), Odigma Consultancy Solutions Limited ('Odigma'), Infibeam Projects Management Private Limited ('IPMPL') and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme') leading to demerger of Global Top Level Domain (gTLD) Undertaking from Infibeam to Odigma and transfer of the Project Management Undertaking as a going concern on slump sale basis. The Scheme became effective upon filing of certified copy of the order with the Registrar of Companies (RoC) on September 14, 2024. The Appointed Date for the Composite Scheme of Arrangement was April 1, 2023 and the Record Date was set as September 11, 2024 for the purpose of determining the shareholders for issuance of Equity Shares.

Demerger of Global Top Level Domain(gTLD) Undertaking :

In accordance with the provisions of the aforesaid scheme, upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Global Top Level Domain(gTLD) Undertaking into Odigma pursuant to the provisions of this Scheme, Odigma has, without any further act or deed, to issue and allot to each equity shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

1 (One) equity share of ₹ 1/- (Rupee One Only) each of Odigma credited as fully paid-up for every 89 (Eighty Nine) equity shares of ₹ 1/- (Rupee One Only) each held by such equity shareholder in Infibeam. Further, as per the Order, Equity Shares issued to Infibeam Avenues Limited comprising of 43,90,400 shares of ₹ 1 each stand cancelled.

In accordance with the scheme, the demerger of gTLD undertaking has been accounted as prescribed by Ind AS 103 "Business Combinations" considering it as an adjusting event.

Accordingly, the accounting treatment has been given as under:

All the assets and liabilities of gTLD undertaking as at 1 April 2023 have been transferred at their book values from the financial statements of the Company and the net assets value have been adjusted against Capital Reserves and Retained earnings under Other Equity.

Further, the gTLD Undertaking has been disclosed as discontinued operations and financial results of FY 2022-23 and FY 2023-24 presented have been restated accordingly, to disclose the results of demerged undertakings separately from the Company's continuing business operations.

Notes to the Financial Statements

for the year ended March 31, 2025

Slump sale of Project Management Undertaking:

In accordance with the provisions of the aforesaid scheme, upon the coming into effect of this Scheme and in consideration of the transfer and vesting, of the Project Management Undertaking into Infibeam Projects management private limited, IPMPL shall pay consideration equal to the Net worth of the Project Management undertaking. IPMPL shall pay the consideration by way of issuance and allotment to the Infibeam Avenues Limited 55,78,114 equity shares of face value of INR 10 each at share premium of INR 203 as fully paid up.

In accordance with the scheme, the slump sale of Project Management undertaking has been accounted as prescribed by Ind AS 103 "Business Combinations" considering it as an adjusting event.

Accordingly, the accounting treatment has been given as under:

All the assets and liabilities of Project Management undertaking as at 1 April 2023 have been transferred at their book values from the financial statements of the Company.

Further, the Project Management Undertaking have been disclosed as discontinued operations and financial results of FY 2022-23 and FY 2023-24 presented have been restated accordingly, to disclose the results of slump sale of Project Management undertakings separately from the Company's continuing business operations.

Assets and liabilities transferred

The book values of the assets and liabilities of demerged undertakings transferred at the appointed date (April 01, 2023) were as follows:

(₹ in Million)

| Particulars | gTLD Undertaking | Project Management undertaking | Total |
|---|------------------|--------------------------------|-----------------|
| Assets: | | | |
| Property, Plant and Equipment | 0.01 | 1,276.25 | 1,276.27 |
| Non-current tax assets | - | 2.17 | 2.17 |
| Other intangible assets | 32.18 | - | 32.18 |
| Trade receivables | 1.45 | - | 1.45 |
| Cash and cash equivalents | 1.66 | 90.71 | 92.37 |
| Other current assets | 0.06 | 0.52 | 0.58 |
| | 35.36 | 1,369.66 | 1,405.02 |
| Liabilities: | | | |
| Deferred tax liabilities | 0.78 | 92.39 | 93.17 |
| Trade payables | 0.07 | 9.71 | 9.78 |
| Other financial liabilities | 0.73 | 79.42 | 80.15 |
| Income tax liabilities | 0.77 | - | 0.77 |
| Other current Liabilities | 12.85 | - | 12.85 |
| | 15.20 | 181.52 | 196.71 |
| Net Assets Transferred | 20.16 | 1,188.14 | 1,208.30 |
| Investments stands cancelled pursuant to the scheme | | | |
| 43,90,400 Equity shares Odigma of Rs 1 each | 647.17 | - | 647.17 |

Notes to the Financial Statements

for the year ended March 31, 2025

| | Particulars | gTLD Undertaking | Project Management undertaking | Total |
|----------|---|---------------------|--------------------------------------|-----------------|
| A | Total value of assets transferred and investment cancelled | 667.34 | 1,188.14 | 1,855.47 |
| | Net Assets Transferred as on April 01, 2023 adjusted against following: | | | |
| | Capital Reserve | 100.00 | | 100.00 |
| | Retained Earnings | 567.34 | | 567.34 |
| B | Distribution of Net assets of demerged undertakings to equity shareholders | 667.34 | - | 667.34 |
| | Shares required to be issued by IPMPL to IAL | | | |
| | 55,78,114 Equity shares IPMPL of Rs 10 each at a premium of INR 203 per share | - | 1,188.14 | 1,188.14 |
| C | Consideration to be received | - | 1,188.14 | 1,188.14 |
| | Total (A=B+C) | 667.34 | 1,188.14 | 1,855.47 |

In view of demerger of gTLD undertaking and Project management undertaking as well as Odigma ceased to be Subsidiary, the previous year's figures were restated to give the impact of scheme of arrangement as mentioned above and as a result, the profit before tax was higher by ₹ 59.88 Million, Profit after tax was higher by ₹ 44.20 Million and Total Comprehensive income was higher by ₹ 44.19 Million for the year ended 31 March 2024. Consequently, the earnings per share (EPS) (Basic and diluted) was higher by ₹ 0.02 per share for the year ended 31 March 2024.

As per our report of even date

For Shah & Taparia

Chartered Accountants

ICAI Firm Registration No. 109463W

For and on behalf of the Board of Directors of

Infibeam Avenues Limited

CIN: L64203GJ2010PLC061366

Ramesh Joshi

Partner

Membership No.: 033594

Gandhinagar

Date: May 26, 2025

Vishal Mehta

Chairman & Managing Director

DIN: 03093563

Gandhinagar

Date: May 26, 2025

Vishwas Patel

Joint Managing Director

DIN: 00934823

Gandhinagar

Date: May 26, 2025

Sunil Bhagat

Chief Financial Officer

Gandhinagar

Date: May 26, 2025

Shyamal Trivedi

Sr. Vice President and

Company Secretary

Gandhinagar

Date: May 26, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of Infibeam Avenues Limited

Report on the Audit of the Consolidated IND AS financial Statements

Opinion

We have audited the accompanying consolidated IND AS financial statements of Infibeam Avenues Limited (hereinafter referred to as "the Holding Company"), its subsidiaries, (the Holding Company and its subsidiaries together referred to as "the Group") which includes the share of profit of the Group in its associates, which comprise the consolidated Balance sheet as at March 31 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated IND AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated IND AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated IND AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian

Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended (IND AS) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2025, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated 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 Consolidated IND AS Financial Statements section of our report. We are independent of the Group and its associates 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 obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated 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 consolidated IND AS financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated 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.

| Sr No | Key Audit Matter | Auditors Response |
|-------|---|--|
| 1. | <p>Goodwill Impairment testing</p> <p>Included on the balance sheet of the holding company is an intangible assets balance of ₹ 20,859.55 million as on March 31, 2025 which relates to goodwill of ₹ 16,124.18 million which arose mainly from past acquisition and other intangible assets like Computer Software, Trademark and Customer relationship of ₹ 4,154.96 million are classified as other Intangible assets.</p> <p>The group is required to perform impairment assessments of goodwill annually. For intangible assets with useful lives, the group is required to review these for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable, and at least annually, review whether there is any change in their expected useful lives.</p> <p>For the purpose of performing impairment assessments, all intangible assets including goodwill have been allocated to groups of cash generating units ("CGUs"). The recoverable amount of the underlying CGUs is supported by value-in-use calculations which are based on future discounted cash flows. Management concluded that the intangible assets including goodwill were not impaired as of March 31, 2025.</p> <p>The above assessment on annual impairment of goodwill is considered as significant accounting judgement and estimate to the consolidated IND AS financial statements and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the consolidated financial statements as a whole.</p> <p>Kindly refer Note No. 6 to the consolidated IND AS financial statements.</p> | <p>Principal Audit Procedures</p> <p>Focusing on group's business, we understood, evaluated and validated management's key controls over the impairment assessment process. The group had obtained a valuation report from external independent valuer. On observing the same, following audit procedures were adopted:</p> <ul style="list-style-type: none"> Evaluating the methodical and mathematical accuracy of the model used for the impairment testing, the appropriateness of the assumptions, and the methodology used to prepare its cash flow forecasts. gaining an understanding and assessing the reasonableness of business plans by comparing them to prior year's assumptions; comparing the current years actual results included in the model to consider whether forecasts including assumptions that, with hindsight, have been appropriate. discussing the potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable. recalculating the value in use calculations challenging the robustness of the key assumptions used to determine the value in use, including the allocation of goodwill to the adequate CGUs, cash flow forecasts, long-term growth rates and the discount rates based on our understanding of the commercial prospects of the related CGUs and by comparing them with publicly available data, where possible; <p>We also considered the appropriateness of disclosures in the consolidated IND AS financial statements and conclude that our audit procedures did not lead to any reservations regarding the goodwill impairment test.</p> |

Information Other than the Consolidated IND AS financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated IND AS financial statements, standalone IND AS financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated IND AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated IND AS 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.

Responsibility of Management and Those Charged with Governance for the Consolidated IND AS financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated IND AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates 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 respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated IND AS financial statements that give a true and fair view

and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated IND AS financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of the respective entities.

Auditor's Responsibilities for the Audit of the Consolidated IND AS financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated IND AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated 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 consolidated IND AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding

Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated IND AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated IND AS financial statements, including the disclosures, and whether the consolidated IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates of which we are the independent auditors, to express an opinion on the consolidated IND AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated IND AS financial statements of which we are the independent auditors. For the other entities included in the consolidated IND AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated IND AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated IND AS financial statements for the financial year ended 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.

Other Matters

We draw attention to Note 43 of the consolidated IND AS financial statements of the company. The Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its order dated August 29, 2024, sanctioned the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ('Infibeam'), Odigma Consultancy Solutions Limited ('Odigma'), Infibeam Projects Management Private Limited ('IPMPL') and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme') leading to demerger of Global Top Level Domain (GTLD) Undertaking from Infibeam to Odigma and transfer of the Project Management Undertaking as a going concern on slump sale basis. The Scheme became effective upon filing of certified copy of the order with the Registrar of Companies (RoC) on September 14, 2024. The Appointed Date for the Composite Scheme of Arrangement was April 1, 2023 and the Record Date was set as September 11, 2024 for the purpose of determining the shareholders for issuance of Equity Shares.

Further as stated in the aforesaid note, the comparative financial information for the year ended March 31, 2024 have been restated to give effect to the terms of the scheme. Our opinion is not modified in respect of this matter.

We did not audit, the financial statements/consolidated financial information of 15 subsidiaries whose financial statements/consolidated financial information reflects total assets of ₹ 7,421.65 million as at March 31, 2025, total revenue of ₹ 3,033.10 million and net cash flow of ₹ 55.53 million for the year ended on that date as considered in the consolidated financial statements. The consolidated IND AS financial statements includes the Group's share of net comprehensive income of ₹ 61.06 million for the year ended March 31, 2025, as considered in the consolidated IND AS financial statements, in respect of 3 associates. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management. Our opinion on the consolidated IND AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of such other auditors. Our opinion is not modified in respect of this matter.

Certain of these subsidiaries and associates are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries and associates located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries and associates located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated IND AS financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associates, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of

the aforesaid consolidated IND AS financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph j below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated IND AS financial statements;
- d) In our opinion, the aforesaid consolidated IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associates, none of the directors of the Group's companies, its associates incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 1(b) above on reporting under section 143(3)(b) of the Act and paragraph j below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated IND AS financial statements of the Holding Company and its subsidiary companies, and associates incorporated in India, refer to our separate Report in "Annexure A" to this report.
- h) In our opinion and based on the consideration of reports of other statutory auditors of the

subsidiaries and associates incorporated in India, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company, its subsidiaries and associates incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act.

- i) With respect to the other matter 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associates, as noted in the 'Other matter' paragraph:

- i) The consolidated IND AS financial statements disclose impact of pending litigations on the consolidated IND AS financial position of the Group and its associates in its consolidated IND AS financial statements – Refer note no. 24 to the consolidated IND AS financial statements;
- ii) The Group and its associates did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associates incorporated in India during the year ended March 31, 2025.
- iv) a) The respective management of the holding company and its subsidiaries and associates incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of its knowledge and belief, as disclosed in Note No. 35 to the consolidated IND AS 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 Holding Company or any of such subsidiaries and associates 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 Holding Company or any of such subsidiaries and associates or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The respective management of the holding company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of its knowledge and belief, as disclosed in Note No. 35 to the consolidated IND AS financial statements, no funds have been received by the Holding Company or any of such subsidiaries and associates from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any such subsidiaries or associates 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; and
- c) Based on the audit procedures as considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associates, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under subclause (iv) (a) and (iv) (b) contain any material mis-statement.

- iv) As stated in Note 10.8 to the consolidated IND AS financial statements, the final dividend paid by the Board of Directors of the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act, 2013 to the extent it applies to payment of dividend. The Board of Directors of the Holding Company have not proposed final dividend for the year ended March 31, 2025. No dividend has been declared or paid during the year by its subsidiaries or associate companies, incorporated in India.
- j) Based on our examination which included test checks, and based on the other auditor's reports of its subsidiaries and its associates, companies incorporated in India whose financial statements have been audited under the Act, except for instances mentioned below, the Holding Company, its subsidiaries and its associates, being companies incorporated in India, have used accounting software systems for maintaining their respective books of account for the financial year ended 31 March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.
- In respect of two subsidiary the accounting software used by the subsidiary did not have a feature of recording audit trail (edit log) enabled for accounting software for part of the year which was enabled from May 31, 2024 and June 20, 2024. Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, based on the reports of the respective auditors, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Holding Company and its subsidiary companies incorporated in India as per the statutory requirements for record retention.
- k) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries and associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports except the following:

| Name of the Company | CIN | Nature of Relationship | Clause Number of CARO report with qualification or adverse remark |
|--|-----------------------|------------------------|---|
| Infibeam Logistics Private Limited | U63090GJ2013PTC074135 | Subsidiary | Clause 3(xvii) |
| Rediff.com India Limited | U22100MH1996PLC096077 | Subsidiary | Clause 3(xvii) |
| Cardpay Technologies Private Limited | U72900MH2020PTC384707 | Subsidiary | Clause 3(xvii) |
| Nueromind Technologies Private Limited | U47413GJ2024PTC155472 | Subsidiary | Clause 3(xvii) |

For Shah & Taparia

Chartered Accountants

ICAI Firm Registration No.: 109463W

Ramesh Joshi

Partner

Membership Number: 033594

UDIN: 25033594BMJKSU3033

Date: May 26, 2025

Place: Gandhinagar

ANNEXURE "A"

TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Infibeam Avenues Limited of even date)

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

In conjunction with our audit of the consolidated IND AS financial statements of Infibeam Avenues Limited as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of Infibeam Avenues Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies and associates, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated IND AS financial statements 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls. 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 these consolidated IND AS 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 over financial reporting with reference to these consolidated IND AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated IND AS 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated IND AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these consolidated IND AS financial statements

A company's internal financial control over financial reporting with reference to these consolidated IND AS 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 these consolidated IND AS 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these consolidated IND AS financial statements

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

Opinion

In our opinion, the Holding Company, its subsidiary companies and associates, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated IND AS financial statements and such internal financial controls over financial reporting with reference to these consolidated IND AS financial statements were operating effectively as at March 31, 2025, based on the internal

control over financial reporting criteria established by the Holding 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.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated IND AS financial statements of the Holding Company, insofar as it relates to these 10 subsidiary companies and 2 associates, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary and associates.

Our opinion is not modified in respect of this matter

For Shah & Taparia

Chartered Accountants
ICAI Firm Registration No.: 109463W

Ramesh Joshi

Partner
Membership Number: 033594
UDIN: 25033594BMJKSU3033

Date: May 26, 2025
Place: Gandhinagar

Consolidated Balance Sheet

as at March 31, 2025

(₹ in Million)

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024* |
|--|-------|-------------------------|--------------------------|
| ASSETS | | | |
| I. Non-current assets | | | |
| Property, plant and equipments | 5 | 1,703.43 | 1,787.83 |
| Capital work-in-progress | 5 | 1,202.11 | 970.37 |
| Right of use assets | 5 | 187.65 | 112.23 |
| Goodwill | 6 | 16,704.59 | 16,454.55 |
| Other intangible assets | 6 | 4,154.96 | 2,894.44 |
| Intangible assets under development | 6 | 3,275.75 | 2,143.61 |
| Financial assets | 7 | | |
| (i) Investments | | 4,745.06 | 5,427.47 |
| (ii) Loans | | 0.69 | - |
| (iii) Other financial assets | | 2,171.54 | 269.27 |
| Non-current tax assets (net) | 8 | 183.86 | 450.92 |
| Other non-current assets | 9 | 593.34 | 775.33 |
| Total non-current assets | | 34,922.98 | 31,286.02 |
| II. Current assets | | | |
| Financial assets | 7 | | |
| (i) Investments | | 108.38 | - |
| (ii) Trade receivables | | 892.74 | 1,162.05 |
| (iii) Cash and cash equivalents | | 3,313.28 | 6,951.97 |
| (iv) Bank balance other than (iii) above | | 0.79 | 7.17 |
| (v) Loans | | 1,734.37 | 763.75 |
| (vi) Others financial assets | | 5,091.91 | 3,277.70 |
| Other current assets | 8 | 7,622.59 | 7,975.75 |
| Total current assets | | 18,764.06 | 20,138.39 |
| Total Assets | | 53,687.04 | 51,424.41 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 10 | 2,789.50 | 2,782.00 |
| Other equity | 11 | 34,565.09 | 31,103.94 |
| Equity attributable to equity holders of the parent | | 37,354.59 | 33,885.94 |
| Non-controlling interests | | 1,081.99 | (16.49) |
| Total equity | | 38,436.58 | 33,869.45 |
| LIABILITIES | | | |
| I. Non-current liabilities | | | |
| Financial liabilities | 12 | | |
| (i) Borrowings | | 658.59 | 706.00 |
| (ii) Lease liabilities | | 140.81 | 84.33 |
| Provisions | 13 | 122.63 | 73.24 |
| Deferred tax liabilities (net) | 23 | 2,474.68 | 1,798.25 |
| Other non-current liabilities | 14 | 71.22 | 74.22 |
| Total non-current liabilities | | 3,467.93 | 2,736.04 |
| II. Current liabilities | | | |
| Financial liabilities | 12 | | |
| (i) Borrowings | | 866.95 | 11.20 |
| (ii) Lease liabilities | | 58.37 | 32.40 |
| (iii) Trade payables | | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | 7.90 | 8.37 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 312.57 | 141.43 |
| (iv) Other financial liabilities | | 1,173.39 | 1,001.75 |
| Other current liabilities | 14 | 9,246.71 | 13,597.18 |
| Provisions | 13 | 58.48 | 25.04 |
| Current tax liabilities (net) | | 58.16 | 1.55 |
| Total current liabilities | | 11,782.53 | 14,818.92 |
| Total equity and liabilities | | 53,687.04 | 51,424.41 |
| Summary of significant accounting policies | 1-4 | | |

* Restated, refer note 43

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No. 109463W

Ramesh Joshi
Partner
Membership No.: 033594
Gandhinagar
Date: May 26, 2025

For and on behalf of the Board of Directors of

Infibeam Avenues Limited
CIN: L64203GJ2010PLC061366

Vishal Mehta
Chairman & Managing Director
DIN: 03093563
Gandhinagar
Date: May 26, 2025

Sunil Bhagat
Chief Financial Officer
Gandhinagar
Date: May 26, 2025

Vishwas Patel
Joint Managing Director
DIN: 00934823
Gandhinagar
Date: May 26, 2025

Shyamal Trivedi
Sr. Vice President and Company Secretary
Gandhinagar
Date: May 26, 2025

Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in Million)

| Particulars | Notes | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|-------|------------------------------|-------------------------------|
| Income | | | |
| Revenue from operations | 15 | 39,925.78 | 31,502.80 |
| Other income | 16 | 731.39 | 248.31 |
| Total income (I) | | 40,657.17 | 31,751.11 |
| Expenses | | | |
| Operating expenses | 17 | 34,668.14 | 27,310.98 |
| Employee benefits expenses | 18 | 1,481.86 | 1,209.39 |
| Finance costs | 19 | 82.80 | 23.70 |
| Depreciation and amortisation expense | 20 | 703.61 | 666.11 |
| Other expenses | 21 | 741.79 | 445.75 |
| Total expenses (II) | | 37,678.20 | 29,655.93 |
| Profit before exceptional items, share of profit / (loss) of an associate and tax (III) = (I - II) | | 2,978.97 | 2,095.18 |
| Exceptional items (IV) | 22 | 41.93 | - |
| Profit after exceptional items but before share of profit / (loss) of associates and tax (V) = (III + IV) | | 3,020.90 | 2,095.18 |
| Add : Share in net profit / (loss) of associates (VI) | | 61.06 | (20.18) |
| Profit before tax (VII) = (V + VI) | | 3,081.96 | 2,075.00 |
| Tax expenses | 23 | | |
| Current tax | | | |
| - for current year | | 55.83 | - |
| - for previous year | | (0.20) | - |
| Deferred tax (net) | | 666.11 | 515.92 |
| Total tax expense (VIII) | | 721.74 | 515.92 |
| Profit for the year (IX) = (VII - VIII) | | 2,360.22 | 1,559.08 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Re-measurement gains / (losses) on defined benefit plans | | (7.78) | (5.42) |
| Net Change in fair value of Investments in equity and preference instruments | | 42.19 | 67.46 |
| Income tax on items that will not be reclassified to profit or loss | | (10.32) | (3.10) |
| Total other comprehensive income for the year(X) | | 24.08 | 58.94 |
| Total Comprehensive Income for the year comprising Profit and Other comprehensive Income for the year(XI) = (IX+X) | | 2,384.30 | 1,618.02 |
| Profit for the year attributable to: | | | |
| Equity holders of the parent | | 2,254.28 | 1,580.89 |
| Non-controlling interest | | 105.94 | (21.81) |
| | | 2,360.22 | 1,559.08 |
| Other comprehensive income attributable to: | | | |
| Equity holders of the parent | | 25.11 | 59.07 |
| Non-controlling interest | | (1.03) | (0.13) |
| | | 24.08 | 58.94 |
| Total comprehensive income attributable to: | | | |
| Equity holders of the parent | | 2,279.39 | 1,639.96 |
| Non-controlling interest | | 104.91 | (21.94) |
| | | 2,384.30 | 1,618.02 |
| Earning per equity share [nominal value per share ₹1/- (March 31, 2024: ₹1/-)] | 29 | | |
| Basic | | 0.85 | 0.57 |
| Diluted | | 0.84 | 0.56 |
| Summary of significant accounting policies | 1-4 | | |

* Restated, refer note 43

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No. 109463W

Ramesh Joshi
Partner
Membership No.: 033594
Gandhinagar
Date: May 26, 2025

**For and on behalf of the Board of Directors of
Infibeam Avenues Limited**
CIN: L64203GJ2010PLC061366

Vishal Mehta
Chairman & Managing Director
DIN: 03093563
Gandhinagar
Date: May 26, 2025

Sunil Bhagat
Chief Financial Officer
Gandhinagar
Date: May 26, 2025

Vishwas Patel
Joint Managing Director
DIN: 00934823
Gandhinagar
Date: May 26, 2025

Shyamal Trivedi
Sr. Vice President and Company Secretary
Gandhinagar
Date: May 26, 2025

Statement of changes in Equity

for the year ended March 31, 2025

| A. Equity share capital | | | | | | | | | | | (₹ in Million) | |
|--|--|---|-----------------------|--|----------------------|---|-------------------------|------------------------------|---|---------------------------------------|---------------------------------|---------|
| As at March 31, 2024 | | Changes in Equity Share Capital due to prior period errors | | Restated balance as at March 31, 2024 | | Changes in equity share capital during the year | | As at March 31, 2025 | | Note 10 | | |
| 2,782.00 | | - | | 2,782.00 | | 7.49 | | 2,789.50 | | | | |
| | | | | | | | | | | | | |
| As at March 31, 2023 | | Changes in Equity Share Capital due to prior period errors | | Restated balance as at March 21, 2023 | | Changes in equity share capital during the year | | As at March 31, 2024 | | | | |
| 2,677.78 | | - | | 2,677.78 | | 104.22 | | 2,782.00 | | (₹ in Million) | | |
| B. Other equity | | | | | | | | | | | | |
| Particulars | Attributable to the equity holders of the parent | | | | | | | | | | | |
| | Capital reserve | Employee stock option outstanding account | Securities premium | General Reserve | Retained Earnings | Foreign currency monetary item translation reserve | Treas- ury Shares | IEW Trust Reserve @ | Money Received against Share war- rants | Other Compre- hensive Income | Non- Controlling Interest | |
| Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | | |
| Balance as at March 31, 2023* | - | 813.35 | 23,482.40 | 27.62 | 4,713.64 | 130.40 | (413.51) | 0.00 | 403.75 | (868.20) | 28,289.46 | 9.67 |
| Profit for the year* | | | | | 1,580.89 | | | | | | 1,580.89 | (21.81) |
| Re-measurement gains / (losses) on defined benefit plans | | | | | (5.29) | | | | | | (5.29) | (0.13) |
| Net Change in fair value of Investments in equity and preference instruments | | | | | - | | | | | 64.36 | 64.36 | |
| Employee compensation expense for the year | | 131.56 | | | | | | | | | 131.56 | |
| Transfer to securities premium on exercise of options | | (154.24) | 154.24 | | | | | | | | - | |
| Purchase of non-controlling interests | | | | | | | | | | | - | (4.23) |
| Dividend paid | | | | | (133.55) | | | | | | (133.55) | |
| On lapse of stock options | | (2.99) | | 2.99 | | | | | | | - | |
| On issue of equity shares on acquisition of subsidiary | 0.02 | | | | | | | | | | 0.02 | |
| Fair value impact on contingent consideration | | 22.04 | | | | | | | | | 22.04 | |
| Money Received against Share warrants | | | | | | | | | 1,211.25 | | 1,211.25 | |
| On conversion of share warrant into equity share | | | 1,520.00 | | | | | | (1,615.00) | | (95.00) | |
| Adjustment on account of Foreign currency translation | | | | | | 38.20 | | | | | 38.20 | |
| Balance as at March 31, 2024* | 0.02 | 809.72 | 25,156.64 | 30.61 | 6,155.69 | 168.61 | (413.51) | 0.00 | - | (803.83) | 31,103.94 | (16.49) |
| Profit for the year | | | | | 2,254.28 | | | | | | 2,254.28 | 105.94 |
| Re-measurement gains / (losses) on defined benefit plans | | | | | (6.76) | | | | | | (6.76) | (0.02) |

Statement of changes in Equity (Continued)

for the year ended March 31, 2025

| Particulars | Attributable to the equity holders of the parent | | | | | | | | | | Total other equity | Non-Controlling Interest |
|--|--|---|--------------------|-----------------|-------------------|--|------------------|---------------------|--|-----------------------------|--------------------|--------------------------|
| | Capital reserve | Employee stock option outstanding account | Securities premium | General Reserve | Retained Earnings | Foreign currency monetary item translation reserve | Treas-ury Shares | IEW Trust Reserve @ | Money Received against Share war-rants | Other Compre-hensive Income | | |
| | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | Note 11 | | |
| Net Change in fair value of Investments in equity and preference Instruments | | | | | | | | | | 31.86 | 31.86 | |
| Employee compensation expense for the year | | 219.28 | | | | | | | | | 219.28 | |
| Transfer to securities premium on exercise of options | | (122.84) | 122.84 | | | | | | | | - | |
| Share issue expenses of subsidiary | | | (6.70) | | | | | | | | (6.70) | |
| Purchase of non-controlling interests | | | | | (138.48) | | | | | | - | 992.57 |
| Dividend paid | | | | | | | | | | | (138.48) | |
| On lapse of stock options | | (5.68) | | 5.68 | | | | | | | - | |
| Adjustment on account of Foreign currency translation | | | | | | 29.02 | | | | | 29.02 | |
| Adjustment for changes in ownership interests | | | | | 1,008.50 | | | | | | 1,008.50 | |
| Adjustment on account of reversal of share of loss in associate | | | | | 70.13 | | | | | | 70.13 | |
| Balance as at March 31, 2025 | 0.02 | 900.49 | 25,272.78 | 36.29 | 9,343.36 | 197.63 | (413.51) | 0.00 | - | (771.97) | 34,565.09 | 1,081.99 |

* Restated, refer note 4.3

@ Represents amount less than one million

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date

For Shah & Taparia

Chartered Accountants

ICAI Firm Registration No. 109463W

For and on behalf of the Board of Directors of

Infibeam Avenues Limited

CIN: L64203GJ2010PLC061366

Ramesh Joshi

Partner

Membership No.: 033594

Gandhinagar

Date: May 26, 2025

Vishal Mehta

Chairman & Managing Director

DIN: 03093563

Gandhinagar

Date: May 26, 2025

Vishwas Patel

Joint Managing Director

DIN: 00934823

Gandhinagar

Date: May 26, 2025

Sunil Bhagat

Chief Financial Officer

Gandhinagar

Date: May 26, 2025

Shyamal Trivedi

Sr. Vice President and Company Secretary

Gandhinagar

Date: May 26, 2025

Statement of cash flows

for the year ended March 31, 2025

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|--|------------------------------|-------------------------------|
| A Cash Flow from operating activities: | | |
| Profit Before taxation | 3,020.90 | 2,095.18 |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i> | | |
| Depreciation and amortization expenses | 703.61 | 666.11 |
| ESOP expense (net) | 146.95 | 79.39 |
| Dividend Income | (0.38) | (0.45) |
| Finance cost | 82.80 | 23.70 |
| Interest income | (424.43) | (133.79) |
| (Profit) / Loss on sale of Investments | 72.06 | (0.38) |
| (Profit) / Loss on sale of fixed assets | 39.51 | (0.55) |
| Fair value (gain)/loss on equity instruments | (220.15) | (91.46) |
| Profit on sale of mutual fund | - | (0.19) |
| Unrealised foreign currency loss / (gain) (net) | (4.20) | (1.77) |
| Liabilities / allowance written back | (91.09) | (5.95) |
| Balances written off | 0.01 | 0.72 |
| Allowance for doubtful debts | 5.89 | 62.68 |
| Bad Debts written off | 0.06 | - |
| | 310.65 | 598.06 |
| Operating Profit before Working Capital Changes | 3,331.54 | 2,693.24 |
| <i>Adjustments for:</i> | | |
| Increase / (decrease) in trade payables | 115.07 | 14.32 |
| Increase /(decrease) in provisions and other liabilities | (4,151.14) | 6,999.60 |
| (Increase) / decrease in trade receivables | 283.72 | (638.73) |
| (Increase) / decrease in other assets | 856.99 | (2,175.81) |
| Net Changes in Working Capital | (2,895.37) | 4,199.38 |
| Cash Generated from Operations | 436.17 | 6,892.62 |
| Direct Taxes paid (Net of Income Tax refund) | 284.36 | 391.30 |
| Net Cash (used in) Operating Activities | 720.53 | 7,283.92 |
| B Cash Flow from Investing Activities | | |
| Payment for acquisition of property, plant and equipment and intangible assets (including capital work-in-progress, intangible under development and capital advances) | (3,764.01) | (2,915.88) |
| Proceeds from sale of property, plant and equipment and intangible assets | 2.97 | 1.23 |
| Loans and advances given (net) | (969.15) | (682.78) |
| Dividend income | 0.38 | 0.45 |
| Interest received | 364.69 | 138.86 |
| Fixed deposits with bank (net) | (3,246.00) | (345.97) |
| Proceeds / (payment) from investments (net) | 895.51 | (1,052.63) |
| Purchase of Mutual fund | - | (10.00) |

Statement of cash flows (Continued)

for the year ended March 31, 2025

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|--|------------------------------|-------------------------------|
| Proceeds from sale of mutual fund | - | 385.26 |
| Net cash (used in) Investing Activities | (6,715.60) | (4,481.47) |
| C Cash Flow from Financing Activities | | |
| Dividend Paid | (138.36) | (133.42) |
| Proceeds from issue of employee stock options | 7.49 | 9.22 |
| Proceeds from issue of Share Capital in subsidiary | 1,726.56 | - |
| Money Received against share warrants | - | 1,211.25 |
| Share issue expenses in subsidiary | (6.70) | - |
| Interest paid | (62.05) | (23.71) |
| Proceeds / (Repayment) of borrowings (net) | 555.86 | 717.20 |
| Net Cash flow from Financing Activities | 2,082.80 | 1,780.55 |
| Net Increase/(Decrease) in cash & cash equivalents | (3,912.26) | 4,583.01 |
| Cash & Cash equivalent at the beginning of the year | 6,951.97 | 2,368.96 |
| Add : Cash & Cash equivalent acquired on acquisition of subsidiaries | 273.58 | - |
| Cash & Cash equivalent at the end of the year | 3,313.28 | 6,951.97 |

* Restated, refer note 43

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (IND AS) - 7 "Statement of Cash Flows" issued by the Institute of Chartered Accountants of India.

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Cash and cash equivalents comprises of (Note 7) | | |
| Balances with banks: | | |
| - Current accounts | 1,246.58 | 1,905.04 |
| - Balance with bank in escrow accounts | 2,064.60 | 5,046.15 |
| Cash on hand | 1.17 | 0.77 |
| Fixed deposits Having Maturity Less Than Three months | 0.93 | - |
| Cash and cash equivalents | 3,313.28 | 6,951.97 |

* Restated, refer note 43

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No. 109463W

Ramesh Joshi
Partner
Membership No.: 033594
Gandhinagar
Date: May 26, 2025

**For and on behalf of the Board of Directors of
Infibeam Avenues Limited**
CIN: L64203GJ2010PLC061366

Vishal Mehta
Chairman & Managing Director
DIN: 03093563
Gandhinagar
Date: May 26, 2025

Sunil Bhagat
Chief Financial Officer
Gandhinagar
Date: May 26, 2025

Vishwas Patel
Joint Managing Director
DIN: 00934823
Gandhinagar
Date: May 26, 2025

Shyamal Trivedi
Sr. Vice President and Company Secretary
Gandhinagar
Date: May 26, 2025

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

1. Corporate Information

Infibeam Avenues Limited ("the Company") was incorporated on 30 June 2010 under the Companies Act, 1956. The Group [along with its subsidiaries and associate, collectively referred to as (the "Group")] is primarily engaged in business software of development services, maintenance, web development, payment gateway services, e-commerce and other ancillary services.

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on the BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 355.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 26, 2025.

2. Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2.1 Basis of preparation of consolidated financial statements

These consolidated financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. The Group considers all highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents.

The functional currency of the Company and its Indian subsidiaries is the Indian Rupee ('INR'). The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates.

The financial statements are presented in Indian Rupee ('INR') which is also the Group's functional currency and all values are rounded to the nearest millions, except when otherwise indicated.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and associate as at March 31, 2025.

Subsidiaries: Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Equity accounted investees: The Group's interests in equity accounted investees comprise interests in associate. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Interests in associate are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence ceases.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of each of the subsidiaries and associate used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on 31 March.

Consolidation procedure:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. Assets and liabilities of entities with functional currency other than the functional currency of the Company have been translated using exchange rates prevailing on the balance sheet date. Statement of profit and loss of such entities has been translated using weighted average exchange rates. Translation adjustments have been reported as foreign currency translation reserve in the statement of changes in equity.
- b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any interest retained in the form of subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the statement of profit and loss.
- d) Changes in ownership that do not result in a change of control are accounted for as equity transactions and therefore do not have any impact on goodwill. The difference between consideration and the non-controlling share of net assets acquired is recognised within equity.

The consolidated financial statements comprise the financial statements of the Company, and its subsidiaries and associate as disclosed below.

| Name of the company | Country of incorporation | % of shareholding | |
|--|--------------------------|----------------------|----------------------|
| | | As at March 31, 2025 | As at March 31, 2024 |
| Subsidiaries: | | | |
| Infibeam Digital Entertainment Private Limited | India | 100.00% | 74.00% |
| Infibeam Logistics Private Limited | India | 100.00% | 100.00% |
| Avenues Infinite Private Limited | India | 100.00% | 100.00% |
| Uvik Technologies Pvt Ltd | India | 100.00% | 100.00% |

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| Name of the company | Country of incorporation | % of shareholding | |
|--|--------------------------|----------------------|----------------------|
| | | As at March 31, 2025 | As at March 31, 2024 |
| Vavian International Limited | U.A.E | 100.00% | 100.00% |
| Avenues World FZ LLC | U.A.E | 80.00% | 100.00% |
| AI Fintech Inc | U.S.A. | 100.00% | 100.00% |
| Infibeam Avenues Australia Pty Limited | Australia | 100.00% | 100.00% |
| Infibeam Avenues Saudi Arabia for Information System Technology Co | Saudi | 100.00% | 100.00% |
| Infibeam Projects Management Private Limited | India | 100.00% | 100.00% |
| Instant Global Paytech Private Limited | India | 54.80% | 54.80% |
| Cardpay Technologies Private Limited | India | 54.80% | 54.80% |
| So Hum Bharat Digital Payments Private Limited | India | 100.00% | 100.00% |
| Infibeam Avenues ME SPV Ltd | U.A.E | 80.00% | - |
| Rediff.com India Limited (From October 01,2024) | India | 54.05% | - |
| Rediff Holdings Inc. (From October 01,2024) | U.S.A. | 54.05% | - |
| Rediff.com Inc. (From October 01,2024) | U.S.A. | 54.05% | - |
| Value Communication Corporation Inc. (From October 01,2024) | U.S.A. | 54.05% | - |
| Nueromind Technologies Private Limited (From October 01,2024) | India | 90.00% | - |
| Associate: | | | |
| Fable Fintech Private Limited (From September 25, 2023 upto April 02,2024) | India | - | 41.10%- |
| Infibeam Global EMEA FZ LLC | U.A.E | 49.00% | 49.00% |
| Rich Relevants Limited (Upto June 30,2024) | U.A.E | - | 49.00% |
| Vishko22 Products & Services Private Limited | India | 50.00% | 50.00% |
| Pirimid Technologies Private Limited (From March 01, 2024) | India | 49.00% | 49.00% |

Business combinations (other than common control business combinations) on or after 1 April 2015

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as

goodwill. Any goodwill that arises is tested annually for impairment (see Note 4.10). Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

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for the year ended March 31, 2025

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss. If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholders' equity.

3. Critical accounting estimates

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Group to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of consolidated financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Group uses the following critical accounting judgements, estimates and assumptions in preparation of its consolidated financial statements:

3.1 Estimate and assumption

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 Group based its assumptions and estimates on parameters available when the consolidated 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 Group. Such changes are reflected in the assumptions when they occur.

3.2 Defined benefit plans

The cost of the defined benefit plans and the present value of the 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. Discount rate has been determined by reference to market yields on the government bonds as at the balance sheet date. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 27.

3.3 Share-based payments

The Group initially measures the cost of equity-settled transactions with employees using a black schole model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making

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assumptions about them. For equity-settled share-based payment transactions, the liability needs to be measured at the time of grant.

The Group has also approved the grant of Employee Stock Appreciation Rights (SARs) to the eligible employees of the Group. Each SAR shall confer the right to the eligible employee to receive appreciation (cash settled / equity settled) with respect to the underlying Equity Share on the entitled shares after it has been exercised in accordance with terms of the Scheme.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 30.

3.4 Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. 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.

3.5 Intangible asset including intangible asset under development

Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use. Research and maintenance costs are expensed as incurred. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Refer Note 4.6 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 6.

3.6 Property, plant and equipment

Refer Note 4.5 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 5.

3.7 Revenue recognition

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those services.

3.8 Investments

Investment in associate is carried at cost in the consolidated financial statements.

3.9 Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the noncancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group 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 Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group 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.

4. Summary of Significant accounting policies

The following are the significant accounting policies applied by the Group in preparing Consolidated financial statement:

4.1 Current versus non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a

Notes to the Consolidated Financial Statements

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liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

4.2 Business combinations and goodwill

Business combinations are accounted for using the acquisition method prescribed under accounting standard. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value.

Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in

accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Notes to the Consolidated Financial Statements

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4.3 Foreign currencies

The Group's financial statements are presented in Indian rupees. The functional currency of Parent and Indian Subsidiaries and Associates is the Indian Rupee. The functional currency of Overseas Subsidiaries and Associates is local currency of the respective countries in which they are incorporated.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rate 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 statement of 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 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 statement of profit or loss are also recognised in OCI or profit or loss, respectively).

The translations of financial statements of the foreign subsidiaries to the presentation currency is performed for assets and liabilities using exchange rate in the effect at the balance sheet and for revenue, expense and cash-flow items using average exchange rate for respective periods. The gains or losses resulting from such translations are included in currency translation reserve under other component of equity. When a subsidiary is disposed of, in full, the relevant amount is transferred to net profit in the Statement of Profit and Loss. However, when a change in the parent's ownership does not result in loss of control of a subsidiary, such changes are recorded through equity.

4.4 Fair value measurement

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:

- In the principal market for the asset or liability
- Or
- 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 Group.

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 economic best 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 Group 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 consolidated financial statements are categorised within the fair value hierarchy, as described below, 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group 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 Group 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.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

4.5 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part 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 Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All repair and maintenance costs are recognised in statement of profit or loss as incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

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.

Depreciation

Depreciation is calculated on written down value based on useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, which represents the estimated useful lives of the assets. Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition. Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as follows:

- Building – 60 years
- Leasehold Improvements - 5 years
- Plant and equipment - 5 to 10 years
- Furniture & Fixtures - 10 years
- Vehicles - 8 years
- Computer & Peripherals - 3 to 8 years

The Group, depreciates certain items of building, plant and equipment over useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, which represents the estimated useful lives of the assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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.

4.6 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Cost include acquisition and other incidental cost related to acquiring the intangible asset.

Research costs are expensed as incurred. Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use.

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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.

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 and Loss when the asset is derecognised.

Amortisation

Period of Amortisation of Intangibles is calculated as follows:

- Computer software acquired on Amalgamation – 5 years
- Computer software generated/acquired – 3 to 10 years
- Trademark acquired on Amalgamation – 25 years
- IT Platform acquired on Amalgamation – 5 years
- Customer Relationship acquired on Amalgamation – 25 years
- Trademark – 10 years

Intangible assets under development

Expenditure incurred on acquisition /construction of intangible assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development. During the period of development, the asset is tested for impairment annually.

4.7 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an

identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group's lease asset classes comprise of lease for building and for vehicles. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset. The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. For lease of building right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years) and for lease of vehicles right of- use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 8 years). If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed

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payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group's lease liabilities are included in other current and non-current financial liabilities.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term. "Lease liability" and "Right of Use" asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised

on a straight-line basis over the term of the relevant lease.

4.8 Impairment of non-financial assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generated unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

4.9 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

4.10 Revenue Recognition

Rendering of services

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those services.

Revenue from payment gateway services is recognised on settlement of transactions measured by value of transactions processed as per the rates and terms agreed between parties.

Revenue from Web Services is recognised upfront at the point in time when the service is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises, these service is recognised proportionally over the period.

Revenue is measured based on the consideration specified in a contract with the customer and excludes amounts collected on behalf of customers. The Group presents revenue net of discounts and collection charges. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Excess billing over revenue ("contract liability") is recognised when there is billing in excess of revenues.

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing

obligation, a cumulative adjustment is accounted for.

The Group disaggregates revenue from contracts with customers by offering and geography.

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date as per contract.

Interest income

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

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss due to its nature.

4.11 Financial instruments – initial recognition and subsequent measurement

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.

a) Financial assets

i) 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 assets.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

ii) 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 at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Equity instruments measured at fair value through statement of profit and loss (FVTPL)

• **Debt instruments at amortised cost:**

A debt instrument is measured at amortised cost if both the following conditions are met:

- the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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 statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

• **Debt instruments at fair value through other comprehensive income (FVTOCI)**

A debt instrument is measured at fair value through other comprehensive income if both of the following criteria are met:

- the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- 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, interest income, impairment losses & reversals and foreign exchange gain or loss are recognised in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

• **Debt instruments at fair value through profit or loss (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 Group may elect to designate a debt instrument, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of profit and loss.

• **Equity instruments:**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- Investment in associates:

Investment in associates is carried at cost in the consolidated financial statements.

iii) De-recognition of financial assets

A financial asset (or where applicable a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group 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 Group could be required to repay.

iv) Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b) Financial Liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair

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for the year ended March 31, 2025

value through profit or loss, loans and borrowings, payables, 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 Group's financial liabilities include trade and other payables, loans and borrowings.

ii) **Subsequent measurement of financial liabilities**

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 are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the 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 risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group 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 and loss. The Group has not designated any financial liability as at fair value through profit and loss.

- **Loans and Borrowings**

After initial recognition, interest-bearing

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.

iii) **De-recognition of financial liabilities**

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 de-recognition 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 and loss.

c) **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.

4.12 Cash and cash equivalent

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.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

4.13 Treasury shares

The Group has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Group uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the company from the market, for giving appreciation (cash settled /equity settled) to employees. The Group treats EBT as its extension and shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

4.14 Taxes

Tax expense comprises of current income tax and deferred tax.

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 Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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;

- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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;
- In respect of deductible temporary differences associated with investments in subsidiaries, associate and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income 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.

The Group does not recognize tax credits in the nature of MAT credit as an asset since there is no convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the future year in which the Group recognizes tax credits as an asset, the said asset will be created by way of tax credit to the Statement of profit and loss.

4.15 Retirement and other employee benefits

a) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year.

b) Post-Employment Benefits

i) Defined benefit plan

Gratuity benefit scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet reduced by the fair value of any plan assets. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

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 Statement of Profit and 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 Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group 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

The Group has not invested in any fund for meeting liability.

4.16 Share-based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made in accordance with SEBI regulation and Ind As 102: Share based payment.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Employee Stock Appreciation Rights (SAR)

The Group has formed 'Infibeam Employee Welfare Trust' (IEW trust) for implementation of the schemes that are notified or may be notified from time to time by the Group under the plan, providing share based payment to its employees. IEW trust purchases holding Company's shares out of funds provided by the Group. Accordingly, the Group has approved the grant of Employee Stock Appreciation Rights (SARs) to the eligible employees of the Group. Each SAR shall confer the right to the eligible employee to receive appreciation (cash settled / equity settled) with respect to the underlying Equity Share on the entitled shares after it has been exercised in accordance with terms of the Scheme.

The Group follows the fair value method to account for its Employee Stock Appreciation Rights (SARs) using an appropriate valuation model. Compensation cost is measured by the excess, if any, of the market price of the underlying stock over the exercise price as determined under the option plan. The market price is the closing price on the stock exchange where there is highest trading volume on the working day immediately preceding the date of grant. Compensation cost, if any, is amortised over the vesting period.

4.17 Earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity shareholders for the period by the 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 dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.18 Segment reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. Un allocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment policies:

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

4.19 Dividend distribution

The Group recognises a liability to make cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

4.20 Provisions

Provisions are recognised when the Group 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 Group expects some or all of a provision to be reimbursed, 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 or loss net of any reimbursement.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

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.

Contingencies

Provision in respect of contingencies relating to claims, litigation, assessment, fines, penalties etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of

resources is remote. Contingent assets are neither recognised nor disclosed in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

4.21 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, relevant to the Group w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 5 : Property, plant and equipment

| (₹ in Million) | | | | | | | | | | | | |
|--|-----------|-------------------|------------------------|--------------------------|----------------------|------------------------|----------------------|----------|--|-----------------------------|--------------------------|----------|
| Particulars | Buildings | Office Equip-ment | Electron-ic Equip-ment | Lease-hold Improve-ments | Plant and machin-ery | Furniture and fixtures | Comput-er equip-ment | Vehicles | Right of use asset Lease-holdBuild-ing | Right of use asset Vehicles | Capital Work in Progress | Total |
| Cost | | | | | | | | | | | | |
| As at March 31, 2023* | 1,714.19 | 13.60 | 53.76 | 29.03 | 6.07 | 62.84 | 1,416.80 | 83.53 | 146.62 | 10.86 | - | 3,537.32 |
| Additions | 78.29 | 1.98 | 9.31 | 12.58 | - | 16.99 | 33.39 | 9.59 | 76.90 | - | 1,064.12 | 1,303.16 |
| Deductions | - | (0.42) | - | - | - | - | - | (4.59) | - | - | (93.76) | (98.77) |
| Foreign currency translation | - | - | - | - | 0.01 | 0.05 | 0.01 | 0.04 | - | - | - | 0.10 |
| | - | - | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2024* | 1,792.48 | 15.16 | 63.07 | 41.61 | 6.08 | 79.87 | 1,450.20 | 88.57 | 223.52 | 10.86 | 970.37 | 4,741.81 |
| Acquired on Acquisition | - | 11.97 | - | 24.99 | - | 12.92 | 259.66 | 4.69 | 3.20 | - | - | 317.43 |
| Additions | 61.51 | 7.56 | 11.76 | 0.49 | 0.02 | 7.41 | 54.14 | 21.26 | 121.59 | 14.26 | 286.72 | 586.72 |
| Deductions | - | (3.21) | (0.03) | - | - | (1.89) | (342.10) | (5.63) | - | - | (54.98) | (407.83) |
| Foreign currency translation | - | - | - | - | 0.01 | 0.08 | 0.02 | 0.30 | - | - | - | 0.41 |
| | - | - | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2025 | 1,854.00 | 31.47 | 74.81 | 67.09 | 6.11 | 98.40 | 1,421.92 | 109.19 | 348.30 | 25.12 | 1,202.11 | 5,238.52 |
| Depreciation: | | | | | | | | | | | | |
| As at March 31, 2023* | 366.69 | 10.96 | 41.60 | 25.34 | 5.75 | 49.33 | 950.92 | 58.99 | 81.58 | 1.21 | - | 1,592.38 |
| Depreciation | 60.75 | 0.68 | 5.16 | 4.25 | 0.04 | 5.42 | 159.66 | 7.95 | 35.74 | 3.62 | - | 283.27 |
| Foreign currency translation | - | - | - | - | 0.00 | 0.03 | 0.01 | 0.03 | - | - | - | 0.07 |
| Accumulated depreciation on deductions | - | (0.40) | - | - | - | - | - | (3.93) | - | - | - | (4.33) |
| | - | - | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2024* | 427.44 | 11.24 | 46.76 | 29.59 | 5.80 | 54.77 | 1,110.60 | 63.04 | 117.32 | 4.83 | - | 1,871.38 |
| Acquired on acquisition | - | 11.83 | - | 24.99 | - | 12.92 | 241.45 | 4.69 | 2.26 | - | - | 298.15 |
| Depreciation | 63.03 | 2.96 | 6.19 | 5.34 | 0.04 | 7.08 | 131.27 | 8.75 | 55.76 | 5.60 | - | 286.01 |
| Foreign currency translation | - | 0.00 | - | - | 0.00 | 0.05 | 0.02 | 0.08 | - | - | - | 0.15 |
| Accumulated depreciation on deductions | - | (3.20) | - | - | - | (1.80) | (300.07) | (5.31) | - | - | - | (310.37) |
| | - | - | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2025 | 490.47 | 22.83 | 52.95 | 59.93 | 5.84 | 73.03 | 1,183.27 | 71.25 | 175.35 | 10.43 | - | 2,145.33 |
| Net Block | | | | | | | | | | | | |
| As at March 31, 2025 | 1,363.53 | 8.64 | 21.86 | 7.16 | 0.27 | 25.37 | 238.65 | 37.95 | 172.96 | 14.69 | 1,202.11 | 3,093.20 |
| As at March 31, 2024* | 1,365.04 | 3.92 | 16.31 | 12.02 | 0.28 | 25.10 | 339.61 | 25.53 | 106.20 | 6.03 | 970.37 | 2,870.42 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Net book value

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|-------------------------------|-------------------------|--------------------------|
| Property, Plant and Equipment | 1,703.43 | 1,787.83 |
| Right of use asset | 187.65 | 112.23 |
| Capital Work-in-progress | 1,202.11 | 970.37 |

* Restated, refer note 43

- Right of use assets - Leasehold Building represents properties taken on lease for office accounted for in accordance with principal of IND AS 116 "Leases" (refer note 32)
- Right of use assets - Vehicles represents vehicles taken on lease for employees, are accounted for in accordance with the principal of Ind AS 116 "Leases". (refer note 32)

Capital work-in-progress ageing:

Ageing for capital work-in-progress as at March 31, 2025 is as follows:

(₹ in Million)

| Capital work-in-progress | Amount in capital work-in-progress for a period of | | | | Total |
|--------------------------|--|---------------|-----------|-------------------|-----------------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Projects in progress | 231.75 | 970.37 | - | - | 1,202.11 |
| | 231.75 | 970.37 | - | - | 1,202.11 |

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

(₹ in Million)

| Capital work-in-progress | Amount in capital work-in-progress for a period of | | | | Total |
|--------------------------|--|-----------|-----------|-------------------|---------------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Projects in progress | 970.37 | - | - | - | 970.37 |
| | 970.37 | - | - | - | 970.37 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 6 : Goodwill, other Intangible assets and intangible assets under development (₹ in Million)

| Particulars | Computer Software | Trademark | Customer Relationship | IT Platform | Total | Intangible assets under development | Goodwill |
|------------------------------|-------------------|---------------|-----------------------|---------------|-----------------|-------------------------------------|------------------|
| Cost | | | | | | | |
| As at March 31, 2023* | 2,134.12 | 598.02 | 1,563.10 | 360.10 | 4,655.34 | 743.18 | 16,454.53 |
| Additions | 308.00 | 0.32 | - | - | 308.32 | 1,495.15 | 0.02 |
| Foreign currency translation | 14.19 | 0.00 | - | - | 14.20 | 10.47 | - |
| Capitalised during the year | - | - | - | - | - | (105.19) | - |
| As at March 31, 2024* | 2,456.31 | 598.35 | 1,563.10 | 360.10 | 4,977.85 | 2,143.61 | 16,454.55 |
| Acquired on Acquisition | 308.35 | - | - | - | 308.35 | - | - |
| Additions | 1,659.98 | - | - | - | 1,659.98 | 2,685.21 | 250.04 |
| Foreign currency translation | 26.00 | 0.01 | - | - | 26.01 | 78.40 | - |
| Capitalised during the year | - | - | - | - | - | (1,631.46) | - |
| As at March 31, 2025 | 4,450.64 | 598.35 | 1,563.10 | 360.10 | 6,972.19 | 3,275.75 | 16,704.59 |
| Amortisation: | | | | | | | |
| As at March 31, 2023* | 649.02 | 135.00 | 600.23 | 305.48 | 1,689.72 | - | - |
| Amortisation | 289.13 | 21.13 | 43.77 | 28.81 | 382.83 | - | - |
| Foreign currency translation | 10.85 | 0.00 | - | - | 10.86 | - | - |
| As at March 31, 2024* | 948.99 | 156.13 | 644.00 | 334.29 | 2,083.42 | - | - |
| Acquired on Acquisition | 308.35 | - | - | - | 308.35 | - | - |
| Amortisation | 326.92 | 21.10 | 43.77 | 25.81 | 417.60 | - | - |
| Foreign currency translation | 7.87 | 0.01 | - | - | 7.87 | - | - |
| As at March 31, 2025 | 1,592.13 | 177.24 | 687.76 | 360.10 | 2,817.24 | - | - |
| Net Block | | | | | | | |
| As at March 31, 2025 | 2,858.51 | 421.11 | 875.34 | - | 4,154.96 | 3,275.75 | 16,704.59 |
| As at March 31, 2024* | 1,507.31 | 442.21 | 919.10 | 25.81 | 2,894.44 | 2,143.61 | 16,454.55 |

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Intangible assets under development ageing:

Ageing for intangible assets under development as on March 31, 2025:

(₹ in Million)

| Intangible assets under development | Amount in intangible assets under development for a period of | | | | Total |
|-------------------------------------|---|-----------|-----------|-------------------|----------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Projects in progress | 2,763.61 | 512.15 | - | - | 3,275.75 |
| Projects temporarily suspended | - | - | - | - | - |

Ageing for intangible assets under development as on March 31, 2024:

| Intangible assets under development | Amount in intangible assets under development for a period of | | | | Total |
|-------------------------------------|---|-----------|-----------|-------------------|----------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Projects in progress | 1,505.62 | - | 637.99 | - | 2,143.61 |
| Projects temporarily suspended | - | - | - | - | - |

Intangible assets under development as at March 31, 2025 and March 31, 2024 comprises expenditure for the development of computer software i.e. IT framework.

Note 7. Financial assets

7 - Investments

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|----------------------|-----------------------|
| NON-CURRENT | | |
| Investment stated at cost | | |
| (A) Equity Instruments | | |
| In Associates (Unquoted) | | |
| Infibeam Global EMEA FZ - LLC | | |
| 36,016 (March 31, 2024: 36,016) equity shares of AED 1000 each, fully paid up | 675.86 | 675.86 |
| Add /Less: Share of profit / (loss) | 2,520.61 | 2,517.37 |
| Vishko22 Products and Services Private Limited | | |
| 1,25,000 (March 31, 2024: 1,25,000) equity shares of ₹ 10 each, fully paid up | 1.25 | 1.25 |
| Add /Less: Share of profit / (loss) | 0.08 | 0.31 |
| Traveljini.com Limited | | |
| 88,350 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 60.30 | - |
| Less: Provision for diminution in value of investments in equity shares | (60.30) | - |
| Tachyon Technologies Private Limited | | |
| 13,177 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 41.70 | - |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Less: Provision for diminution in value of investments in equity shares | (41.70) | - |
| Vakow Technologies Private Limited | | |
| 5,00,000 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 5.00 | - |
| Less: Provision for diminution in value of investments in equity shares | (5.00) | - |
| BigSlick Infotech Private Limited | | |
| 59,230 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 4.00 | - |
| Less: Provision for diminution in value of investments in equity shares | (4.00) | - |
| Pirimid Technologies Limited | | |
| 26,44,271 (March 31, 2024: 26,44,271) equity shares of ₹ 10 each, fully paid up | 249.88 | 249.88 |
| Add /Less: Share of profit / (loss) | 54.68 | (3.38) |
| | 3,502.36 | 3,441.30 |
| (B) Debentures | | |
| In Others (Unquoted) | | |
| Trust Capital Services (India) Private Limited | | |
| Nil (31 March 2024 : 7500) 8% Redeemable, Non-Convertible Debentures (NCDs) of ₹ 1,00,000 each | - | 750. 00 |
| | - | 750.00 |
| Investment stated at Fair Value through Profit and loss | | |
| (A) In Equity Instruments (Quoted) | | |
| DRC Systems India Limited | | |
| 2,28,28,932 (March 31, 2024: 2,28,28,932) equity shares of ₹ 1 each, fully paid up** | 20.29 | 20.29 |
| Add/(less): Fair value changes | 664.58 | 443.08 |
| ** During FY 2023-24 DRC Systems India Limited has issued 2 (Two) Bonus Equity Shares of ₹ 1/- each for every 1 (One) existing equity share of Re 1/- each | 684.87 | 463.38 |
| (B) In Mutual Fund Units (Unquoted) | | |
| Beams Fintech Fund | | |
| 3,000 (31 March 2024 : 2,500) Units of Rs 10,000 each, fully paid up | 30.00 | 25.00 |
| Add / Less : Fair value changes | 0.41 | 1.75 |
| | 30.41 | 26.75 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Investment stated at Fair Value through OCI | | |
| (A) In Equity Instruments (Unquoted) | | |
| In Associates | | |
| Fable Fintech Private Limited | | |
| Nil (March 31, 2024 :98,441) equity shares of ₹ 10 each, fully paid up | - | 245.28 |
| Add / Less : Fair value changes | - | 63.95 |
| Add / Less: Share of profit / (loss) | - | (70.14) |
| | - | 239.08 |
| In Others | | |
| Fable Fintech Private Limited | | |
| 13,441 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 6.60 | - |
| Add / Less : Fair value changes | 107.39 | - |
| NSI Infinium Global Limited | | |
| 1,830 (March 31, 2024: 1,830) equity shares of ₹ 10 each, fully paid up | 605.16 | 605.16 |
| Add/Less: Share of profit / (loss) | (38.29) | (38.29) |
| Less: Allowance for diminution in value of investments in equity shares | (605.16) | (605.16) |
| TCT Ventures Private Limited | | |
| Nil (March 31, 2024: 100) equity shares of ₹ 10 each, fully paid up | - | 11.70 |
| Add / Less : Fair value changes | - | 16.67 |
| JRI Technology Private Limited | | |
| 220,625 (March 31, 2024: 220,625) equity shares of ₹ 10 each, fully paid up | 15.79 | 15.79 |
| Add / Less : Fair value changes | 329.19 | 322.27 |
| Tradohub B2B Limited | | |
| 355,320 (March 31, 2024 : 355,320) equity shares of ₹ 10 each, fully paid up | 600.29 | 600.29 |
| Less: Allowance for diminution in value of investments in equity shares | (600.29) | (600.29) |
| | 420.68 | 328.14 |
| (B) In Equity Instruments (Quoted) | | |
| Suvidhaa Infoserve Limited | | |
| 1,00,85,953 (March 31, 2024: 1,00,85,953) equity shares of ₹ 1 each, fully paid up | 523.86 | 523.86 |
| Add /Less : Fair value changes | (484.02) | (467.38) |
| | 39.84 | 56.48 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Life Insurance Corporation of India | | |
| Nil (March 31, 2024 :63,852) equity shares of ₹ 10 each, fully paid up | - | 60.60 |
| Less : Fair value changes | - | (2.10) |
| | - | 58.50 |
| (C) In Preference Instruments (Unquoted) | | |
| In Associates | | |
| Fable Fintech Private Limited | | |
| Nil (March 31, 2024 : 6,238) preference shares of ₹ 10 each, fully paid up | - | 40.00 |
| Add /Less : Fair value changes | - | 9.84 |
| | - | 49.84 |
| In Others | | |
| Fable Fintech Private Limited | | |
| 6238 (March 31, 2024 : Nil) preference shares of ₹ 10 each, fully paid up | 40.00 | - |
| Add /Less : Fair value changes | 12.90 | - |
| | 52.90 | - |
| (D) In Debentures (Unquoted) | | |
| In Associates | | |
| Fable Fintech Private Limited | | |
| Nil (31 March 2024 :14) 0% Compulsory Convertible debentures ("CCD") of ₹ 10,00,000 each | | 14.00 |
| | - | 14.00 |
| In Others | | |
| Fable Fintech Private Limited | | |
| 14 (31 March 2024 :Nil) 0% Compulsory Convertible debentures ("CCD") of ₹ 10,00,000 each | 14.00 | - |
| | 14.00 | - |
| Total Non - Current Investments | 4,745.06 | 5,427.47 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Total non-current investment | 4,745.06 | 5,427.47 |
| Aggregate amount of unquoted investments | 5,225.80 | 6,054.56 |
| Impairment of investment | (1,205.45) | (1,205.45) |
| Carrying value of unquoted investments | 4,020.35 | 4,849.11 |
| Aggregate amount of quoted investments | 544.16 | 604.75 |
| Add/Less : Fair Value changes | 180.55 | (26.40) |
| Carrying value of quoted investments | 724.71 | 578.35 |
| | - | - |
| Market Value of quoted investments | 724.71 | 578.35 |
| CURRENT | | |
| Investment stated at Fair Value through OCI | | |
| TCT Ventures Private Limited | | |
| 100 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid up | 11.70 | - |
| Add / Less : Fair value changes | 17.77 | - |
| Initor Global Bot Books Private Limited | | |
| 504 (March 31, 2024: Nil) equity shares of ₹ 10/- each | 25.20 | - |
| Add: Fair value changes | 0.56 | - |
| Unison Globus Aalliances Private Limited | | |
| 515 (March 31, 2024: Nil) equity shares of ₹ 10/- each | 51.50 | - |
| Add: Fair value changes | 1.64 | - |
| | 108.38 | - |
| Total Investments | 4,853.44 | 5,427.47 |
| * Restated, refer note 43 | | |
| Total current investment and amount | 108.38 | - |
| Aggregate amount of unquoted investments | 108.38 | - |
| Impairment of investment | - | - |
| Carrying value of unquoted investments | 108.38 | - |
| Aggregate amount of quoted investments | - | - |
| Add/Less : Fair Value changes | - | - |
| Carrying value of quoted investments | - | - |
| Market Value of quoted investments | - | - |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

7 - Loans

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------------|-------------------------|-------------------------|
| Non-current | | |
| Unsecured considered good | | |
| Loans to Employees | 0.69 | - |
| | 0.69 | - |
| Current | | |
| Unsecured considered good | | |
| Loans to employees | 0.62 | - |
| Loan to others @ | 683.75 | 13.75 |
| Inter-corporate deposits # | 1,050.00 | 750.00 |
| | 1,734.37 | 763.75 |
| Total Loans | 1,735.05 | 763.75 |

@The above loans are unsecured, repayable on demand, and carrying interest.

Inter-corporate deposits yields fixed interest rate and are repayable on demand.

For amount due from Related Parties, refer note 28

7 - Other financial assets

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Non-current | | |
| Unsecured, considered good | | |
| Security deposits** | 82.20 | 18.23 |
| Advance to employees | 31.93 | 30.80 |
| Prepaid employees benefits | - | 1.78 |
| Bank deposits with original maturity of more than 12 months (including accrued interest) # | 2,057.41 | 218.47 |
| Unsecured, considered doubtful | | |
| Security deposits | 1.40 | 1.48 |
| Less: Provision for doubtful security deposits | (1.40) | (1.48) |
| | 2,171.54 | 269.27 |
| Current | | |
| Unsecured, considered good | | |
| Security deposits** | 11.33 | 4.23 |
| Unbilled revenue | 2,042.69 | 1,717.52 |
| Advance to employees | 24.18 | 15.12 |
| Wallet balance receivable | 258.73 | 421.22 |
| Other assets | 71.12 | 26.28 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Interest on loan receivable@ | 62.39 | 2.65 |
| Bank deposits maturing within 12 months from reporting date (including accrued interest)# | 2,417.24 | 1,075.22 |
| Prepaid balances | 130.19 | 12.60 |
| Interest accrued but not due on bank deposits | 72.26 | 0.71 |
| Prepaid employees benefit | 1.78 | 2.13 |
| | 5,091.91 | 3,277.70 |
| Total other financial assets | 7,263.45 | 3,546.97 |

* Restated, refer note 43

** Includes deposit given to director of the Company (refer note 29)

Fixed deposits of ₹ 4179.37 million (March 31, 2024: ₹1124.38 million) are under lien against credit facilities from banks.

@ includes interest receivable from related parties (refer note 29)

7 - Trade receivables

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--------------------------------|-------------------------|--------------------------|
| Trade receivables | | |
| Unsecured, considered good | 892.74 | 1,162.05 |
| Unsecured, considered doubtful | 204.72 | 190.06 |
| Less : Allowance for Bad Debts | (204.72) | (190.06) |
| Total Trade receivables | 892.74 | 1,162.05 |

* Restated, refer note 43

(i) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days

(ii) For amount dues and terms and conditions relating to Related Party Transactions, refer note 28

(iii) For explanation on Company's credit risk management process, refer note 33

(iv) For trade receivables ageing schedule, refer note 39

7 Cash and cash equivalent

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Balance with Bank | | |
| Current accounts | 1,246.58 | 1,905.04 |
| Balance with bank in escrow accounts @ | 2,064.60 | 5,046.15 |
| Cash on hand | 1.17 | 0.77 |
| Fixed deposit having maturity less than three months | 0.93 | - |
| Total cash and cash equivalents | 3,313.28 | 6,951.97 |

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

@In current year, the company converted its nodal account into escrow account as per the relevant provisions of RBI guidelines for payment aggregator. The amounts held in escrow account are restricted to use as per RBI Guidelines on Regulation of Payment Aggregators and Payment gateways.

7 - Bank balance other than the above

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Deposits with original maturity of more than three months but less than 12 months | - | 6.51 |
| Earmarked balances for unclaimed dividend | 0.79 | 0.66 |
| Bank balance other than the above | 0.79 | 7.17 |

* Restated, refer note 43

7 - Financial assets by category

(₹ in Million)

| Particulars | Cost | FVOCI | FVTPL | Amortised cost |
|---|-----------------|---------------|---------------|------------------|
| March 31, 2025 | | | | |
| Investment | | | | |
| - Equity shares | 3,502.36 | 568.90 | 684.87 | |
| - Preference shares | | 52.90 | | |
| - Debentures | - | 14.00 | | |
| - Mutual Fund | | | 30.41 | |
| Trade receivables | | | | 892.74 |
| Loans | | | | 1,735.05 |
| Cash and cash equivalents and other bank balances | | | | 3,314.07 |
| Other financial assets | | | | 7,263.45 |
| Total Financial assets | 3,502.36 | 635.80 | 715.28 | 13,205.31 |
| March 31, 2024* | | | | |
| Investment | | | | |
| - Equity shares | 3,441.30 | 682.20 | 463.38 | |
| - Preference shares | | 49.84 | | |
| - Debentures | 750.00 | 14.00 | - | - |
| - Mutual Fund | | | 26.75 | |
| Trade receivables | | | | 1,162.05 |
| Loans | | | | 763.75 |
| Cash and cash equivalents and other bank balances | | | | 6,959.14 |
| Other financial assets | | | | 3,546.97 |
| Total Financial assets | 4,191.30 | 746.04 | 490.13 | 12,431.92 |

For Financial instruments risk management objectives and policies, refer Note 33

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment are in Note 33

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 8 : Income tax assets (net)

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Tax paid in advance (net of provision) (refer note 23) | 183.86 | 450.95 |
| Total | 183.86 | 450.95 |
| Provision for tax (net of advance tax) (refer note 23) | 58.16 | 1.55 |
| Total | 58.16 | 1.55 |

* Restated, refer note 43

Note 9 : Other assets

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Non-current | | |
| Unsecured, considered good | | |
| Capital advances | 580.09 | 736.22 |
| Prepaid expense | 10.59 | 39.11 |
| Advances to suppliers | 2.66 | - |
| | 593.34 | 775.33 |
| Current | | |
| Unsecured, considered good | | |
| Advance to suppliers | 849.01 | 826.95 |
| Considered doubtful | 0.03 | - |
| Less : Provision for doubtful advances | (0.03) | - |
| Balance with government authorities | 55.08 | 21.01 |
| Capital advances | 903.02 | 88.02 |
| Security deposit | 1.49 | 0.49 |
| Prepaid expenses | 95.11 | 28.18 |
| Other assets | 26.45 | 27.12 |
| Receivable for settlement of payment gateway transaction (refer note 36) | 5,692.40 | 6,983.28 |
| Advance to Staff | 0.03 | 0.70 |
| Unsecured, considered doubtful | | |
| Advance to suppliers | 2.99 | 2.99 |
| Less : Allowance for doubtful advances | (2.99) | (2.99) |
| | 7,622.59 | 7,975.75 |
| Total | 8,215.93 | 8,751.08 |

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 10 : Equity share capital

(₹ in Million)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|--|-----------------------|-----------------|-----------------------|-----------------|
| | No. of shares | (₹ in Million) | No. of shares | (₹ in Million) |
| Authorised share capital | | | | |
| Equity shares of ₹ 1 each | 3,50,00,00,000 | 3,500.00 | 3,50,00,00,000 | 3,500.00 |
| Issued and subscribed share capital | | | | |
| Equity shares of ₹ 1 each | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |
| Subscribed and fully paid up | | | | |
| Equity shares of ₹ 1 each | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |
| Total | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |

10.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------------------|----------------|----------------------|----------------|
| | No. of shares | (₹ in Million) | No. of shares | (₹ in Million) |
| Outstanding at the beginning of the year | 2,78,20,02,130 | 2,782.00 | 2,67,77,81,182 | 2,677.78 |
| Add: | | | | |
| Shares allotted pursuant to exercise of Employee Stock Option Plan | 74,93,216 | 7.49 | 92,20,948 | 9.22 |
| Shares issued on conversion of warrants | - | - | 9,50,00,000 | 95.00 |
| Outstanding at the end of the year | 2,78,94,95,346 | 2,789.50 | 2,78,20,02,130 | 2,782.00 |

10.2. Terms/Rights attached to the equity shares

The Company has equity shares having a par value of Re 1 per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share.

On winding up of Company, the holder of equity shares will be entitled to receive the residual assets of Company, remaining after distribution of all preferential amounts in proportion to number of equity shares held. Terms attached to stock options granted to employees are described in note 30 regarding employee share based payments.

10.3. Number of Shares held by each shareholder holding more than 5% Shares in the Company

| Name of the Shareholder | As at March 31, 2025 | | As at March 31, 2024 | |
|---------------------------------|----------------------|-------------------|----------------------|-------------------|
| | No. of shares | % of shareholding | No. of shares | % of shareholding |
| Vishal A Mehta | 23,98,37,600 | 8.60 | 23,98,37,600 | 8.62 |
| Infinium Motors Private Limited | 21,31,27,500 | 7.64 | 21,31,27,500 | 7.66 |
| Vishwas A Patel | 30,63,82,648 | 10.98 | 30,63,82,648 | 11.01 |

Note: As per records of the Company, including its register of shareholders / members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

10.4 Number of Shares held by Promoters at the end of the year

| Name of the Promoter | As at March 31, 2025 | | % Change during the year |
|---------------------------------|----------------------|-------------------|--------------------------|
| | No. of shares | % of shareholding | |
| Promoters | | | |
| Mr. Ajit Champaklal Mehta | 12,04,59,120 | 4.32% | -0.01% |
| Mr. Vishal Ajitbhai Mehta | 23,98,37,600 | 8.60% | -0.02% |
| Ms. Jayshreeben Ajitbhai Mehta | 12,04,59,120 | 4.32% | -0.01% |
| Mr. Malav Ajitbhai Mehta @ | - | - | - |
| Promoter group | | | |
| Ms. Nirali Vishal Mehta | 6,02,36,800 | 2.16% | -0.01% |
| Ms. Anoli Malav Mehta @ | - | - | - |
| Mr. Subhashchandra Rambhai Amin | 82,35,160 | 0.30% | 0.00% |
| Ms. Achalaben S. Amin | 7,05,800 | 0.03% | 0.00% |
| Ms. Pallavi Kumarpal | 93,360 | 0.00% | 0.00% |
| Infinium Motors Private Limited | 21,31,27,500 | 7.64% | -0.02% |

| Name of the Promoter | As at March 31, 2024 | | % Change during the year |
|---------------------------------|----------------------|-------------------|--------------------------|
| | No. of shares | % of shareholding | |
| Promoters | | | |
| Mr. Ajit Champaklal Mehta | 12,04,59,120 | 4.33% | -0.17% |
| Mr. Vishal Ajitbhai Mehta | 23,98,37,600 | 8.62% | -0.34% |
| Ms. Jayshreeben Ajitbhai Mehta | 12,04,59,120 | 4.33% | -0.17% |
| Mr. Malav Ajitbhai Mehta | - | 0.00% | -1.29% |
| Promoter group | | | |
| Ms. Nirali Vishal Mehta | 6,02,36,800 | 2.17% | -0.08% |
| Ms. Anoli Malav Mehta | - | 0.00% | -0.14% |
| Mr. Subhashchandra Rambhai Amin | 82,35,160 | 0.30% | -0.01% |
| Ms. Achalaben S. Amin | 7,05,800 | 0.03% | 0.00% |
| Ms. Pallavi Kumarpal | 93,360 | 0.00% | 0.00% |
| Infinium Motors Private Limited | 21,31,27,500 | 7.66% | -0.99% |

@ Reclassified from Promoter Group Category to Public Category upon receipt of approval from both the Stock Exchanges w.e.f. December 04, 2024

10.5 Shares reserved for issue under options

For information relating to Infibeam Avenues Limited Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period please refer to note 30.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

10.6 Aggregate number of equity shares issued as bonus shares during five years prior to March 31, 2025

| Year | Number of Shares |
|---------|------------------|
| 2021-22 | 1,33,81,55,231 |
| 2020-21 | 66,55,26,790 |

10.7 Aggregate number of equity shares issued for a consideration other than cash during five years prior to March 31, 2025

| Year | Number of Shares |
|---------|------------------|
| 2021-22 | 1,34,42,66,342 |
| 2020-21 | 66,55,26,790 |

10.8 Distribution made and proposed

(₹ in Million)

The final dividend on shares is recorded as a liability on the date of approval by the shareholders. Interim dividends are recorded as a liability on the date of declaration by the Company's Board. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.

The Company declares and pays dividends in Indian Rupees. Companies are required to pay / distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Cash dividends on Equity Shares declared and paid: | | |
| Final dividend for year ended March 31, 2025: Nil (March 31, 2024: ₹0.05 Per share) | | 139.10 |
| Less: Paid to IEW Trust (refer note 37) | | (0.62) |
| Net final dividend paid | - | 138.48 |

Note: Refer note 28 for dividend paid to related party transactions

Note 11 : Other Equity

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Capital reserve | | |
| Opening balance | 0.02 | - |
| Add: On acquisition of equity shares of subsidiary | - | 0.02 |
| Balance at the end of the year | 0.02 | 0.02 |
| General reserve | | |
| Opening balance | 30.61 | 27.62 |
| Add: Addition on account of lapse of options | 5.68 | 2.99 |
| Balance at the end of the year | 36.29 | 30.61 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Securities premium account | | |
| Opening balance | 25,156.64 | 23,482.40 |
| Add: on conversion of share warrant | - | 1,520.00 |
| Add: on exercising of employee stock options | 122.84 | 154.24 |
| Less: Share issue Expenses of subsidiary | (6.70) | - |
| Balance at the end of the year | 25,272.78 | 25,156.64 |
| Foreign currency monetary item translation reserve | | |
| Opening balance | 168.61 | 130.40 |
| Add: adjustment during the year | 29.02 | 38.20 |
| Balance at the end of the year | 197.63 | 168.61 |
| Employees Stock Options Outstanding (Net)- (Refer Note 30) | | |
| Opening balance | 809.72 | 813.35 |
| Add : Employee compensation expense for the year | 219.28 | 131.56 |
| Add : Fair value impact on contingent consideration | - | 22.04 |
| Less: Transfer to securities premium on exercise of options | (122.84) | (154.24) |
| Less: Reversal due to lapse of options | (5.68) | (2.99) |
| Balance at the end of the year | 900.49 | 809.72 |
| Treasury Shares (refer note 37) | | |
| Opening balance | (413.51) | (413.51) |
| Add : (Purchase)/sale of treasury shares by the trust during the year | - | - |
| Balance at the end of the year | (413.51) | (413.51) |
| IEW Trust Reserve (refer note 37) @ | | |
| Opening balance | 0.00 | 0.00 |
| Balance at the end of the year | 0.00 | 0.00 |
| Money received against share warrants | | |
| Opening balance | - | 403.75 |
| Add: Received during the year | - | 1,211.25 |
| Less : On conversion of share warrant | - | (1,615.00) |
| Balance at the end of the year | - | - |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Retained earnings | | |
| Opening balance | 6,155.69 | 4,713.64 |
| Add: Profit for the year | 2,254.28 | 1,580.89 |
| Add: Re-measurement gains / (losses) on defined benefit plans | (6.76) | (5.29) |
| Add: Adjustment for changes in ownership interests | 1,008.50 | - |
| Add: Adjustment on account of reversal of share of loss of associate | 70.13 | - |
| | 9,481.85 | 6,289.24 |
| Less: Appropriation | | |
| Dividend paid | (138.48) | (133.55) |
| Balance at the end of the year | 9,343.36 | 6,155.69 |
| Other Comprehensive Income | | |
| Opening balance | (803.83) | (868.20) |
| Change during the year (net) | 31.86 | 64.36 |
| Balance at the end of the year | (771.97) | (803.83) |
| Total Other equity | 34,565.09 | 31,103.94 |

* Restated, refer note 43

@ Represents amount less than one million

Securities Premium Reserve

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium". The Company may issue fully paid-up bonus shares to its members out of the Securities Premium and the Company can use this reserve for buy-back of shares.

General reserve

General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the Statement of Profit and Loss. The Company can use this reserve for payment of dividend and issue of fully paid-up bonus shares.

Employees Stock Options Outstanding

The share based option outstanding account is used to recognise the grant date fair value of options issued to employees under group's employee stock option schemes.

Money received against share warrants

The Board of Directors in its meeting held on August 25, 2022 and the Shareholders in their meeting held on September 23, 2022 approved issue of 9,50,00,000 Fully Convertible Warrants on Preferential Issue basis to Vybe Ventures LLP (Other than Promoter & Promoter Group) at an issue price of ₹ 17/- (including premium of ₹ 16/- each) per warrant. The said Warrants were allotted during the FY 2022-23 upon receipt of ₹ 404.75 million (being 25% of the total consideration) as upfront payment. During the FY 2023-24, the said warrants were converted into equity shares upon receipt of balance consideration.

Retained earnings

Retained Earnings are profits that the Company has earned till date less dividend or other distribution or transaction with shareholders.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 12 : Financial liabilities

12 - Borrowings

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|------------------------------------|-------------------------|-------------------------|
| Long-term Borrowings | | |
| Secured | | |
| Term loan from Bank | 658.59 | 706.00 |
| Total long-term borrowings | 658.59 | 706.00 |
| Short-term Borrowings | | |
| Secured | | |
| Term loan from Bank | 47.41 | 11.20 |
| Bank overdraft facility^ | 819.54 | - |
| Total short-term borrowings | 866.95 | 11.20 |
| Total | 1,525.54 | 717.20 |

Terms of Borrowing:

Secured term loan :

Term loan from bank carrying an interest at prevailing Repo rate + 2.00 % and is secured through first and exclusive hypothecation / mortgage on immovable and movable properties, leasehold rights over the property, current assets and receivables, both present and future. Repayment of loan from bank is repayable in 120 monthly instalments from January, 2025.

Loan Covenant:

Bank term loan availed by one of the subsidiary company is subject to certain covenants relating to Debt Service Coverage Ratio (DSCR), Fixed Asset Coverage Ratio (FACR) and External Rating which subsidiary company has to maintain from Financial Year 2025-2026.

Bank overdraft facility:

Bank overdraft facility secured against fixed deposit (FD) carrying Floating interest rate of FD rate + 0.25% to 0.50% from various banks.

12 - Trade payable

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Current | | |
| Total outstanding dues of micro enterprises and small enterprises | 7.90 | 8.37 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 312.57 | 141.43 |
| Total | 320.47 | 149.80 |

* Restated, refer note 43

(i) Trade payables are non-interest bearing and are normally settled on 30-90 days terms.

(ii) For explanation on Company's liability risk management process, refer note 33.

(iii) Refer note 28 for trade payable to related parties.

(iv) For trade payable ageing schedule, refer note 39

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

12 - Other financial liabilities

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|------------------------------------|-------------------------|--------------------------|
| Non-current | | |
| Lease Liability (refer note 32) | 140.81 | 84.33 |
| | 140.81 | 84.33 |
| Current | | |
| Lease Liability (refer note 32) | 58.37 | 32.40 |
| | 58.37 | 32.40 |
| Other financial liabilities | | |
| Employee benefits payable | 73.96 | 78.19 |
| Creditor for capital goods | 51.71 | 47.23 |
| Creditor for expenses | 14.91 | 15.67 |
| Other payables | 10.72 | 63.59 |
| Unpaid dividends | 0.79 | 0.66 |
| Wallet balance payable to agents | 748.72 | 563.46 |
| Security deposits from merchants | 24.17 | 13.45 |
| Provision for expenses | 248.41 | 219.49 |
| | 1,173.39 | 1,001.75 |
| | 1,231.76 | 1,034.15 |
| Total | 1,372.57 | 1,118.48 |

*Restated, refer note 43

12 Financial liabilities by category

(₹ in Million)

| Particulars | FVTPL | FVOCI | Amortised cost |
|------------------------------------|--------------|--------------|-----------------------|
| March 31, 2025 | | | |
| Borrowings | - | - | 1,525.54 |
| Trade payable | - | - | 320.47 |
| Lease liabilities | - | - | 199.18 |
| Other financial liabilities | - | - | 1,173.39 |
| Total Financial liabilities | - | - | 3,218.58 |
| Particulars | FVTPL | FVOCI | Amortised cost |
| March 31, 2024* | | | |
| Borrowings | - | - | 717.20 |
| Trade payable | - | - | 149.80 |
| Lease liabilities | - | - | 116.73 |
| Other financial liabilities | - | - | 1,001.75 |
| Total Financial liabilities | - | - | 1,985.48 |

*Restated, refer note 43

For Financial instruments risk management objectives and policies, refer Note 33

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment, refer Note 33

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 13 : Provisions

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Non - current | | |
| Provision for employee benefits (refer Note 27) | | |
| Provision for Compensated absences | 8.64 | - |
| Provision for gratuity | 113.99 | 73.24 |
| | 122.63 | 73.24 |
| Current | | |
| Provision for employee benefits (refer Note 27) | | |
| Provision for Compensated absences | 5.22 | - |
| Provision for gratuity | 53.26 | 25.04 |
| | 58.48 | 25.04 |
| Total | 181.11 | 98.28 |

*Restated, refer note 43

Note 14 : Other Non-current / current liabilities

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Non-current | | |
| ESOP Compensation Payable@ | 39.00 | 74.22 |
| Excess billing over revenue | 32.21 | - |
| | 71.22 | 74.22 |
| Current | | |
| Advance from customers | 16.55 | 82.62 |
| Security deposits from customers | 52.42 | 92.70 |
| Excess billing over revenue | 134.01 | 0.83 |
| Other current liabilities | 14.84 | 10.20 |
| ESOP Compensation Payable@ | 37.11 | 74.23 |
| Payable for settlement of payment gateway transaction (refer note 36) | 8,919.58 | 13,201.40 |
| Statutory dues including provident fund and tax deducted at source | 72.20 | 135.21 |
| | 9,246.71 | 13,597.18 |
| Total | 9,317.93 | 13,671.40 |

*Restated, refer note 43

@ With respect to the acquisition of 100% shareholding of UVIK Technologies Private Limited, the Employee stock options are required to be issued over a period of 5 years is an arrangement in the nature of Contingent Consideration, the present value of which is recognised as above.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 15 : Revenue from operations

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|------------------|------------------|------------------|
| Sale of services | 39,925.78 | 31,502.80 |
| Total | 39,925.78 | 31,502.80 |

Refer note 42 Disclosure pursuant to Ind AS 115 "Revenue from contract with customers":

*Restated, refer note 43

Note 16 : Other income

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|---|---------------|---------------|
| Interest income on: | | |
| - bank deposits | 257.06 | 84.76 |
| - Others | 167.36 | 49.03 |
| Rental income | 0.36 | - |
| Foreign exchange gain/loss | 20.27 | 5.77 |
| Profit on sale of Property, plant and equipment | 1.16 | 0.63 |
| Profit on sale of investment | 13.61 | 0.38 |
| Short Term Capital Gain on sale of mutual funds | - | 0.19 |
| Excess Provision written back | 6.38 | 0.02 |
| Liabilities / Provision no longer required written back | 42.78 | 5.93 |
| Gain on fair value of Investment | 221.49 | 91.64 |
| Dividend Income | 0.38 | 0.45 |
| Miscellaneous income | 0.52 | 9.51 |
| Total | 731.39 | 248.31 |

*Restated, refer note 43

Note 17: Operating Expenses

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--------------------|------------------|------------------|
| Operating Expenses | 34,668.14 | 27,310.98 |
| Total | 34,668.14 | 27,310.98 |

*Restated, refer note 43

Note 18 : Employee benefits expense

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|-----------------|-----------------|
| Salaries, wages and bonus^ | 1,281.95 | 1,086.07 |
| Contribution to provident fund and other funds (refer note 27) | 38.45 | 30.85 |
| Share based payments to employees** (refer note 30) | 146.95 | 79.39 |
| Staff welfare expenses | 14.52 | 13.08 |
| Total | 1,481.86 | 1,209.39 |
| ^Salaries,wages and bonus (net of capitalisation) | | |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | 2024-25 | 2023-24* |
|--|-----------------|-----------------|
| Salaries, wages and bonus | 1,281.95 | 1,086.07 |
| Less : Cost capitalised | - | - |
| Salaries, wages and bonus cost for the year | 1,281.95 | 1,086.07 |
| ** Employee stock option outstanding expenses | | |
| Share based payment expenses | 219.28 | 131.56 |
| Less : Cost capitalised | - | - |
| Less: Adjusted against Contingent Consideration on acquisition of subsidiary | (72.33) | (52.17) |
| ESOP cost for the year | 146.95 | 79.39 |

*Restated, refer note 43

Note 19 : Finance costs

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|---------------------------|--------------|--------------|
| Interest expense on: | | |
| - Bank loans | 61.68 | 11.58 |
| - Statutory dues | 0.27 | 0.29 |
| - Others | 0.11 | 0.06 |
| Interest on lease payment | 20.75 | 11.77 |
| Total | 82.80 | 23.70 |

*Restated, refer note 43

Note 20 : Depreciation and Amortization expense

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|---------------|---------------|
| Depreciation on Property, plant and equipment (refer note 5) | 224.65 | 243.91 |
| Amortization on intangible assets (refer note 6) | 417.60 | 382.83 |
| Depreciation on right of use assets (refer note 5) | 61.36 | 39.36 |
| Total | 703.61 | 666.11 |

Note 21 : Other expenses

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|---------|----------|
| Bank charges | 4.55 | 5.72 |
| Telephone and other communication expenses | 15.93 | 14.56 |
| CSR Expenses | 27.65 | 18.76 |
| Power and fuel | 20.07 | 16.72 |
| Legal and professional fees | 196.36 | 132.81 |
| Retainership fees expenses | 40.24 | 17.27 |
| Office expenses | 36.14 | 20.75 |
| Rent (refer note 32) | 30.07 | 21.13 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | 2024-25 | 2023-24* |
|---|---------------|---------------|
| Rates and taxes | 8.02 | 3.80 |
| Insurance | 6.84 | 0.81 |
| Repairs and maintenance | | |
| Other | 5.17 | 0.38 |
| Security service charges | 1.65 | 0.85 |
| Travelling and conveyance | 23.51 | 21.35 |
| Payment to auditors | 10.07 | 8.71 |
| Web hosting and server support expenses | 135.86 | 81.32 |
| Donation | - | 0.03 |
| Director sitting fees | 2.59 | 0.96 |
| Allowance for doubtful debts | 5.89 | 62.68 |
| Advertisement and Sales Promotion expenses | 33.01 | 4.22 |
| Loss on sale of Property, plant and equipment | 40.67 | 0.08 |
| Loss on Sale of Investment | 85.68 | - |
| Balances writtten off | 0.06 | - |
| Bad Debts writtten off | 0.01 | 0.72 |
| Loss on fair value of Investment | 1.34 | 0.19 |
| Miscellaneous expenses | 10.41 | 11.94 |
| Total | 741.79 | 445.75 |

*Restated, refer note 43

Note 22 : Exceptional items

(₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|--|--------------|----------|
| Liabilities no longer payable - written back # | 41.93 | - |
| Total | 41.93 | - |

The amount represents liabilities pertaining to the acquisition of the subsidiary that are no longer payable.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 23 : Income tax

The major component of income tax expense for the years ended March 31, 2025 and March 31, 2024 are :

(₹ in Million)

| Particulars | 2024-25 | 2023-24* |
|--|---------------|---------------|
| Tax paid in advance (net of provision) | 183.86 | 450.92 |
| Total | 183.86 | 450.92 |
| Provision for tax (net of advance tax) | 58.16 | 1.55 |
| Total | 58.16 | 1.55 |

*Restated, refer note 43

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Statement of Profit and Loss | | |
| Current tax | | |
| - for the current year | 55.83 | - |
| - for the previous year | (0.20) | - |
| Deferred tax | | |
| Deferred tax (income)/expense during the year recognised in profit or loss | 666.11 | 515.92 |
| Deferred tax (income)/expense during the year recognised in OCI | 10.32 | 3.10 |
| Income tax expense reported in the statement of profit and loss | 732.06 | 519.02 |

*Restated, refer note 43

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2025 and March 31, 2024

A) Current tax

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|--|-------------------------|--------------------------|
| Accounting profit before tax | 3,020.90 | 2,095.18 |
| Total profit before tax from operations | 3,020.90 | 2,095.18 |
| Enacted tax rate | 25.17% | 25.17% |
| Computed expected tax expense | 760.41 | 527.31 |
| Adjustments | | |
| Effect of non-deductible expenses | 60.17 | 26.59 |
| Tax impact on Ind AS adjustment | (57.45) | (23.11) |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Tax expenses /(income) for earlier year | (0.20) | - |
| Tax benefit on brought forward losses | (622.05) | (501.40) |
| Tax exempt income of foreign subsidiaries | (85.25) | (29.38) |
| Income tax expenses: | 55.62 | - |

*Restated, refer note 43

B) Deferred tax

(₹ in Million)

| Particulars | Balance Sheet | | Statement of Profit and Loss | |
|---|-------------------|--------------------|------------------------------|--------------------|
| | March 31, 2025 | March 31, 2024* | March 31, 2025 | March 31, 2024* |
| Deferred income tax assets | | | | |
| Provision for employee benefits | 27.95 | 23.26 | (4.69) | (5.61) |
| Provision for doubtful trade receivables | 50.21 | 48.76 | (1.45) | (15.56) |
| Lease hold Property INDAS 116 | 2.71 | 0.76 | (1.95) | (0.07) |
| Brought forward losses | 477.56 | 1,071.66 | 594.10 | 506.17 |
| Impact of fair valuation of investments | (36.34) | 28.82 | 65.16 | 74.69 |
| Total deferred income tax assets | 522.09 | 1,173.26 | 651.18 | 559.62 |
| Deferred income tax liabilities | | | | |
| Excess of amortization on fixed assets under income-tax law over amortization provided in accounts. | (2,808.94) | (2,783.68) | 25.25 | (40.61) |
| DTL on Fair valuation of intangibles on acquisition of subsidiary (No P&L Impact) | (187.83) | (187.83) | - | - |
| Total deferred income tax liabilities | (2,996.77) | (2,971.51) | 25.25 | (40.61) |
| Deferred tax expense / (income)@ | | | 676.43 | 519.02 |
| Net deferred tax assets/(liabilities)@ | (2,474.68) | (1,798.25) | | |

*Restated, refer note 43

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|-------------------------|--------------------------|
| Reflected in the balance sheet as follows | | |
| Deferred tax assets | - | - |
| Deferred tax liabilities | (2,474.68) | (1,798.25) |
| Deferred tax assets (net) | (2,474.68) | (1,798.25) |

*Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|------------------------------|-------------------------------|
| Reconciliation of deferred tax assets / (liabilities), net | | |
| Opening balance as of April 1 | (1,798.25) | (1,279.23) |
| Tax income/(expense) during the year recognised in profit or loss | (666.11) | (515.92) |
| Tax income/(expense) during the year recognised in OCI | (10.32) | (3.10) |
| Closing balance as at March 31 | (2,474.68) | (1,798.25) |

*Restated, refer note 43

@ The Group 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.

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Note 24 : Contingent liabilities

The Company does not have any contingent liability as at balance sheet date.

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Contingent liabilities not provided for | | |
| a. Claims against Company not acknowledged as debts | 2.70 | 2.70 |
| b. Guarantees given by bank on behalf of the Company | 1,706.07 | 1,400.00 |
| c. Direct tax matters | 499.41 | 14.88 |

During the previous year, the Company has provided guarantees to bank on behalf of its subsidiary. The Company does not expect any outflow of resources in respect of the above.

Note 25 : Capital commitment and other commitments

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| Capital commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) | 700.91 | 848.93 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 26 : Foreign Exchange Derivatives and Exposures not hedged

A. Foreign Exchange Derivatives: The group does not have any foreign exchange derivatives

B. Exposure Not Hedged

(₹ in Million)

| Nature of exposure | Year ended March 31, 2025 | | Year ended March 31, 2024* | |
|-----------------------|---------------------------|----------------|----------------------------|----------------|
| | Foreign currency | Local currency | Foreign currency | Local currency |
| Financial Assets | OMR | 16.50 | OMR | 4.32 |
| | SAR | 30.39 | SAR | 9.27 |
| | USD | 1,024.97 | USD | 588.91 |
| Current asset | USD | 7.66 | USD | - |
| Financial Liabilities | USD | 12.10 | USD | 7.66 |

* Restated, refer note 43

Note 27 : Disclosure pursuant to Employee benefits

The group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance.

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|----------------|-------------------------|--------------------------|
| Provident Fund | 38.35 | 30.67 |
| ESIC | 0.10 | 0.18 |
| | 38.45 | 30.85 |

* Restated, refer note 43

The group has gratuity and compensatory absences in the nature of defined benefit plans:

Gratuity (Unfunded)

The group operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the group, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

March 31, 2025: Changes in defined benefit obligation and plan assets

(₹ in Million)

| | Gratuity cost charged to statement of profit and loss | | | | Remeasurement gains/(losses) in other comprehensive income | | | | | | | | |
|----------------------------|---|------------------------------|--------------|----------------------|--|-----------------------|--|---|---|------------------------|---------------------------|----------------|--------|
| | On acquisition of subsidiary | Transfer in/(out) obligation | Service cost | Net interest expense | Sub-total included in statement of profit and loss | Benefit paid/Reversal | Return on plan assets (excluding amounts included in net interest expense) | Actuarial changes arising from changes in demographic assumptions | Actuarial changes arising from changes in financial assumptions | Experience adjustments | Sub-total included in OCI | March 31, 2025 | |
| Gratuity | | | | | | | | | | | | | |
| Defined benefit obligation | 98.28 | 51.57 | - | 14.99 | 7.67 | 22.66 | (13.05) | - | (3.15) | 2.22 | 8.71 | 7.78 | 167.24 |
| Fair value of plan assets | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Benefit liability | 98.28 | 51.57 | - | 14.99 | 7.67 | 22.66 | (13.05) | - | (3.15) | 2.22 | 8.71 | 7.78 | 167.24 |
| Total benefit liability | 98.28 | 51.57 | - | 14.99 | 7.67 | 22.66 | (13.05) | | (3.15) | 2.22 | 8.71 | 7.78 | 167.24 |

* Restated, refer note 43

March 31, 2024 : Changes in defined benefit obligation and plan assets*

(₹ in Million)

| Gratuity cost charged to statement of profit and loss | | | | Remeasurement gains/(losses) in other comprehensive income | | | | | | | |
|---|------------------------------|--------------|----------------------|--|-----------------------|--|---|---|------------------------|---------------------------|----------------|
| On acquisition of subsidiary | Transfer in/(out) obligation | Service cost | Net interest expense | Sub-total included in statement of profit and loss | Benefit paid/Reversal | Return on plan assets (excluding amounts included in net interest expense) | Actuarial changes arising from changes in demographic assumptions | Actuarial changes arising from changes in financial assumptions | Experience adjustments | Sub-total included in OCI | March 31, 2024 |
| Gratuity | | | | | | | | | | | |
| Defined benefit obligation | - | 12.06 | 5.09 | 17.15 | (2.82) | - | - | 0.61 | 4.81 | 5.42 | 98.28 |
| Fair value of plan assets | - | - | - | - | - | - | - | - | - | - | - |
| Benefit liability | - | 12.06 | 5.09 | 17.15 | (2.82) | - | - | 0.61 | 4.81 | 5.42 | 98.28 |
| Total benefit liability | - | 12.06 | 5.09 | 17.15 | (2.82) | - | - | 0.61 | 4.81 | 5.42 | 98.28 |

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

The principal assumptions used in determining above defined benefit obligations for the group's plans are shown below:

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|------------------------|--|---|
| Discount rate | 6.55% to 6.72% | 7.15% to 7.20% |
| Future salary increase | 7.00% to 8.00% | 8.00% |
| Attrition rate | 25% to 40%at younger ages reducing to 5% to 12%at older ages | 40%at younger ages reducing to 5.00%at older ages |
| Mortality rate | Indian Assured Lives Mortality (2012-14) Table | Indian Assured Lives Mortality (2012-14) Table |
| Retirement age | 58-60 years | 58 years |

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

(₹ in Million)

| Particulars | Sensitivity level | (increase) / decrease in defined benefit obligation (Impact) | |
|------------------------|--------------------|---|-------------------------------|
| | | Year ended March 31, 2025 | Year ended March 31, 2024* |
| Gratuity | | | |
| Discount rate | 0.5% - 1% increase | 165.74 | 96.27 |
| | 0.5% - 1% decrease | 169.35 | 100.69 |
| Future Salary increase | 0.5% - 1% increase | 168.84 | 99.47 |
| | 0.5% - 1% decrease | 165.86 | 97.33 |

The followings are the expected future benefit payments for the defined benefit plan:

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|--|------------------------------|-------------------------------|
| Gratuity | | |
| Within the next 12 months (next annual reporting period) | 53.26 | 25.04 |
| Between 2 and 5 years | 86.89 | 51.13 |
| Beyond 5 years | 52.88 | 31.35 |
| Total expected payments | 193.02 | 107.52 |

* Restated, refer note 43

Risk Exposure :

i. Investment risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

ii. Market Risk (Interest Rate)

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

iii. Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

iv. Actuarial Risk

a. Salary Increase Assumption

Actual Salary increases that are higher than the assumed salary escalation, will result in increase to the Obligation at a rate that is higher than expected.

b. Attrition/Withdrawal Assumption

If actual withdrawal rates are higher than assumed withdrawal rates, the benefits will be paid earlier than expected. Similarly if the actual withdrawal rates are lower than assumed, the benefits will be paid later than expected. The impact of this will depend on the demography of the company and the financials assumptions.

v. Regulatory Risk

Any Changes to the current Regulations by the Government, will increase (in most cases) or Decrease the obligation which is not anticipated. Sometimes, the increase is many fold which will impact the financials quite significantly.

Note 28 : Related Party disclosures.

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Group are as follows :

Name of Related Parties and Nature of Relationship :

| Description of relationship | Name of the parties |
|--|--|
| Parties with whom transactions have been entered into | |
| Company where Key Managerial Personnel can exercise control / significant influence | Infinium Motors Private Limited Vybe Ventures LLP (upto March 23, 2024) |
| Common Director and along with its relatives holds more than 2% | Odigma Consultancy Solutions Limited (With effect from April 01, 2023)* |
| Key Management Personnel ('KMP') | |
| Chairman & Managing Director | Vishal Ajit Mehta |
| Joint Managing Director | Vishwas Ambalal Patel |
| Non-executive Directors | Ajit Champaklal Mehta |
| | Roopkishan Sohanlal Dave (Upto August 24, 2024) |
| | Keyoor Madhusudan Bakshi (Upto August 24, 2024) |
| | Vijaylaxmi Tulsidas Sheth (Upto March 19, 2025) |
| | Piyushkumar Sinha |
| | Narayan Sadanandan (w.e.f July 09, 2024) |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| | |
|---|---|
| | Girija Verma (w.e.f March 06, 2025) |
| Chief Financial Officer (CFO) | Sunil Bhagat |
| Company Secretary (CS) | Shyamal Trivedi |
| Relatives of KMP | Jayshree Ajit Mehta |
| | Nirali Vishal Mehta |
| | Malav A. Mehta |
| | Anoli Malav Mehta |
| | Varini Vishwas Patel |
| | Anushka Vishwas Patel |
| | Vivek Vishwas Patel |
| Directors/Executives of subsidiaries | Daykin Creado |
| | Anushka Vishwas Patel |
| Associate Company | Fable Fintech Private Limited (with effect from September 25, 2023 upto April 02, 2024) |
| | Infibeam Global EMEA FZ LLC |
| | Vlshko22 Products and Services Private Limited |
| | Pirimid Technologies Limited |

(₹ in Million)

| Particulars | Period ending | Key Management Personnel (KMP), relatives of KMP and Directors/ Executives of subsidiaries | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | Associate Companies | Total |
|--|---------------|--|---|---|---------------------|---------|
| Issue of equity shares on exercising of ESOP (Number of shares) | | | | | | |
| Chief Financial officer (CFO) | 31-Mar-25 | 300,000 | | | | 300,000 |
| | 31-Mar-24 | 500,000 | | | | 500,000 |
| Company secretary (CS) | 31-Mar-25 | 300,000 | | | | 300,000 |
| | 31-Mar-24 | 500,000 | | | | 500,000 |
| Issue of equity shares of subsidiary (Number of shares) | | | | | | |
| Rajeshkumar Saligrama (Director of Nueromind Technologies Private Limited) | 31-Mar-25 | 1,111 | | | | 1,111 |
| | 31-Mar-24 | - | | | | - |
| Investment in equity shares | | | | | | - |
| Fable Fintech Private Limited | 31-Mar-25 | | | | - | - |
| | 31-Mar-24 | | | | 31.24 | 31.24 |
| Investment in 0% Compulsory Convertible debentures ("CCD") | | | | | | |
| Fable Fintech Private Limited | 31-Mar-25 | | | | - | - |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | Period ending | Key Management Personnel (KMP), relatives of KMP and Directors/ Executives of subsidiaries | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | Associate Companies | Total |
|---|---------------|--|---|---|---------------------|--------|
| | 31-Mar-24 | | | | 14.00 | 14.00 |
| Loans given | | | | | | |
| Chief Financial Officer | 31-Mar-25 | 6.20 | | | | 6.20 |
| | 31-Mar-24 | 1.10 | | | | 1.10 |
| Repayment of loan given | | | | | | |
| Chief Financial Officer | 31-Mar-25 | 0.45 | | | | 0.45 |
| | 31-Mar-24 | 0.85 | | | | 0.85 |
| Directors/Executives of subsidiaries | 31-Mar-25 | 231.53 | | | | 231.53 |
| | 31-Mar-24 | - | | | | - |
| Business advance given | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 942.37 | | 942.37 |
| | 31-Mar-24* | | | 118.56 | | 118.56 |
| Repayment of business advance | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 942.37 | | 942.37 |
| | 31-Mar-24* | | | 118.56 | | 118.56 |
| Advance received towards services | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | | | |
| | 31-Mar-24* | | | 41.91 | | 41.91 |
| Security deposit taken | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | - | | - |
| | 31-Mar-24* | | | 92.70 | | 92.70 |
| Repayment of Security deposit taken | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 92.70 | | 92.70 |
| | 31-Mar-24* | | | - | | - |
| Business advance received | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 35.48 | | 35.48 |
| | 31-Mar-24* | | | 171.49 | | 171.49 |
| Repayment of Business advance received | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 35.48 | | 35.48 |
| | 31-Mar-24* | | | 171.49 | | 171.49 |
| Reimbursement of expenses from (amount receivable) | | | | | | |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | Period ending | Key Management Personnel (KMP), relatives of KMP and Directors/ Executives of subsidiaries | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | Associate Companies | Total |
|---|---------------|--|---|---|---------------------|----------|
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 35.87 | | 35.87 |
| | 31-Mar-24* | | | 146.67 | | 146.67 |
| Services given | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 12.86 | | | 12.86 |
| | 31-Mar-24 | | 13.03 | | | 13.03 |
| Pirimid Technologies Limited | 31-Mar-25 | | | | 227.66 | 227.66 |
| | 31-Mar-24 | | | | 9.50 | 9.50 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 154.83 | | 154.83 |
| | 31-Mar-24* | | | 185.75 | | 185.75 |
| Services taken | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 6.12 | | 6.12 |
| | 31-Mar-24* | | | - | | - |
| Vishko22 Products and Services Private Limited | 31-Mar-25 | | | | | |
| | 31-Mar-24 | | | | 3.80 | 3.80 |
| Pirimid Technologies Limited | 31-Mar-25 | | | | 30.03 | 30.03 |
| | 31-Mar-24 | | | | | |
| Purchase of fixed assets | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 14.69 | | | 14.69 |
| | 31-Mar-24 | | - | | | - |
| Rental Expense | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 6.48 | | | 6.48 |
| | 31-Mar-24 | | 6.48 | | | 6.48 |
| Interest income | | | | | | |
| Chief financial officer | 31-Mar-25 | 0.47 | | | | 0.47 |
| | 31-Mar-24 | - | | | | |
| Issue of Convertible Share Warrant | | | | | | |
| Vybe Ventures LLP | 31-Mar-25 | | - | | | |
| | 31-Mar-24 | | 1,211.25 | | | 1,211.25 |
| Dividend paid | 31-Mar-25 | 48.19 | 10.66 | | | 58.84 |
| | 31-Mar-24 | 48.17 | 11.58 | | | 59.74 |
| Salaries and ESOP to Directors/ Executives of subsidiaries | 31-Mar-25 | 30.87 | | | | 30.87 |
| | 31-Mar-24 | 22.12 | | | | 22.12 |
| Salaries and ESOP to key managerial personnel | | | | | | |
| Chief Financial Officer | 31-Mar-25 | 13.64 | | | | 13.64 |
| | 31-Mar-24 | 20.32 | | | | 20.32 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | Period ending | Key Management Personnel (KMP), relatives of KMP and Directors/ Executives of subsidiaries | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | Associate Companies | Total |
|--|---------------|--|---|---|---------------------|-------|
| Company Secretary | 31-Mar-25 | 13.57 | | | | 13.57 |
| | 31-Mar-24 | 18.90 | | | | 18.90 |
| Rent expense | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 28.40 | | | | 28.40 |
| | 31-Mar-24 | 17.34 | | | | 17.34 |
| Rent Deposit | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 3.21 | | | | 3.21 |
| | 31-Mar-24 | - | | | | - |
| Reimbursement of expenses (amount payable) | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 0.02 | | | | 0.02 |
| | 31-Mar-24 | 0.54 | | | | 0.54 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 8.69 | | 8.69 |
| | 31-Mar-24* | | | 1.87 | | 1.87 |
| Directors/Executives of subsidiaries | 31-Mar-25 | 0.02 | | | | 0.02 |
| | 31-Mar-24 | - | | | | - |
| Directors sitting fees expense | | | | | | |
| Director sitting fees to non-executive and independent directors | 31-Mar-25 | 2.59 | | | | 2.59 |
| | 31-Mar-24 | 0.96 | | | | 0.96 |
| Closing balances | | | | | | |
| Trade receivable | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 1.30 | | | 1.30 |
| | 31-Mar-24 | | 1.38 | | | 1.38 |
| Pirimid Technologies Limited | 31-Mar-25 | | | | 22.92 | 22.92 |
| | 31-Mar-24 | | | | 0.03 | 0.03 |
| Unbilled revenue | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 1.10 | | | 1.10 |
| | 31-Mar-24 | | 1.08 | | | 1.08 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 19.90 | | 19.90 |
| | 31-Mar-24* | | | 10.35 | | 10.35 |
| Pirimid Technologies Limited | 31-Mar-25 | | | | 29.81 | 29.81 |
| | 31-Mar-24 | | | | - | - |
| Advance received towards services | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | - | | - |
| | 31-Mar-24* | | | 41.91 | | 41.91 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | Period ending | Key Management Personnel (KMP), relatives of KMP and Directors/ Executives of subsidiaries | Company where Key Managerial personnel can exercise control / significant influence | Common Director and along with its relatives holds more than 2% | Associate Companies | Total |
|---|---------------|--|---|---|---------------------|-------|
| Provision for expenses | | | | | | |
| Infinium Motors Private Limited | 31-Mar-25 | | 0.54 | | | 0.54 |
| | 31-Mar-24 | | 0.54 | | | 0.54 |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 0.25 | | 0.25 |
| | 31-Mar-24* | | | - | | - |
| Unbilled revenue | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 19.90 | | 19.90 |
| | 31-Mar-24* | | | 10.35 | | 10.35 |
| Loans and advances given | | | | | | |
| Chief Financial Officer | 31-Mar-25 | 6.00 | | | | 6.00 |
| | 31-Mar-24 | 0.25 | | | | 0.25 |
| Receivables for interest on loan | | | | | | |
| Chief Financial Officer | 31-Mar-25 | 0.47 | | | | 0.47 |
| | 31-Mar-24 | - | | | | - |
| Rent Payable | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 14.36 | | | | 14.36 |
| | 31-Mar-24 | 3.15 | | | | 3.15 |
| Reimbursement of expense payable | | | | | | |
| Directors/Executives of subsidiaries | 31-Mar-25 | 0.01 | | | | 0.01 |
| | 31-Mar-24 | - | | | | - |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | - | | - |
| | 31-Mar-24* | | | 1.55 | | 1.55 |
| Creditors for Expenses | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | 0.11 | | 0.11 |
| | 31-Mar-24* | | | - | | - |
| Security deposit given | | | | | | |
| Vishwas Ambalal Patel | 31-Mar-25 | 7.79 | | | | 7.79 |
| | 31-Mar-24 | 4.57 | | | | 4.57 |
| Security deposit taken | | | | | | |
| Odigma Consultancy Solutions Limited | 31-Mar-25 | | | - | | - |
| | 31-Mar-24* | | | 92.70 | | 92.70 |

* Refer note 43

Related party transactions

Terms and conditions of transactions with related parties

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

- (1) Transaction entered into with related party are made 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 except corporate guarantee to the bank of ₹ 1400 Million on behalf of one of its subsidiary - Infibeam Projects Management Private Limited in FY 2023-24.
- (2) For the year ended 31 March 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. 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.

Commitments with related parties

The Group has not provided any commitment to the related party as at March 31, 2025 (March 31, 2024: ₹ Nil)

Note 29 : Earning per share

| Particulars | 2024-25 | 2023-24 |
|--|-----------------|-----------------|
| Earing per share (Basic and Diluted) | | |
| Profit attributable to ordinary equity holders | 2,360.22 | 1,559.08* |
| Total no. of equity shares at the end of the year | 2,78,94,95,346 | 2,78,20,02,130 |
| Weighted average number of equity shares | | |
| For basic EPS | 2,77,29,89,729 | 2,72,33,72,930 |
| For diluted EPS | 2,81,96,10,506 | 2,76,87,44,226 |
| Nominal value of equity shares | Re. 1 per share | Re. 1 per share |
| From continuing operations | | |
| Basic earning per share | 0.85 | 0.57* |
| Diluted earning per share | 0.84 | 0.56* |
| Weighted average number of equity shares | | |
| Weighted average number of equity shares for basic EPS | 2,77,29,89,729 | 2,72,33,72,930 |
| Effect of dilution: Employee stock options | 4,66,20,778 | 4,53,71,296 |
| Weighted average number of equity shares adjusted for the effect of dilution | 2,81,96,10,506 | 2,76,87,44,226 |

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 30: Share based payments

Infibeam Avenues Employee stock option (ESOP) scheme (2013-14):

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 17, 2013, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on March 30, 2013. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled in demat mode. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of Re 1 which is 93% to 98% below the market price at the date of grant.

Infibeam Avenues Employee stock option (ESOP) scheme (2014-15)

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on February 27, 2014, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on March 31, 2014. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled in demat mode. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of Re 1 which is 93% to 98% below the market price at the date of grant.

Infibeam Avenues Employee stock option (ESOP) scheme (2019-20)

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on June 29, 2019, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on July 30, 2019. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled in demat mode. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of Re 1 which is 93% to 98% below the market price at the date of grant.

Rediff.com Employee Stock Option Plan 2018 (ESOP 2018):

The plan has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on March 8, 2018, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on April 18, 2018. The maximum number of shares under the ESOP 2018 plan shall not exceed 10,00,000 equity shares of the Company. As per the plan, one options is equal to one equity share of the Company.

Rediff.com Employee Stock Option Plan 2024-25 (ESOP 2024-25):

The plan has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on December 10, 2024, read with Special Resolution passed by shareholder of the company at the extra ordinary general meeting held on December 27, 2024. The maximum number of shares under the ESOP 2018 plan shall not exceed 30,00,000 equity shares of the Company. As per the plan, one options is equal to one equity share of the Company.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Scheme | Rediff.com ESOP Scheme 2024-25 | Infibeam Avenues ESOP Scheme 2013-14 | Infibeam Avenues ESOP Scheme 2014-15 | Infibeam Avenues ESOP Scheme 2019-20 |
|---------------------------|---|---|---|---|
| Date of grant | January 28, 2025 | April 1, 2024 | April 1, 2024 | April 1, 2024 |
| Number of options granted | 25,57,000 | 61,969 | 4,10,000 | 34,25,233 |
| Exercise price per option | 5.00 | 1.00 | 1.00 | 1.00 |
| Vesting requirements | Vesting period as defined by the board in the letters issuing the options to employees. | Vesting period as defined by the board in the letters issuing the options to employees. | Vesting period as defined by the board in the letters issuing the options to employees. | Vesting period as defined by the board in the letters issuing the options to employees. |
| Exercise period | From vesting date untill January 28, 2038 (the plan expiry date) | 1 years - 5 years | 1 years - 5 years | 1 years - 5 years |
| Method of settlement | Equity -settled | Equity -settled | Equity -settled | Equity -settled |

The following table sets forth a summary of the activity of options:

| | 2024-25 | | | | 2023-24 | | | |
|--|-------------------------------|--------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Particulars | ESOP Scheme 2018 (Rediff.com) | ESOP Scheme 24-25 (Rediff.com) | ESOP Scheme 13-14 (Infibeam Avenues) | ESOP Scheme 14-15 (Infibeam Avenues) | ESOP Scheme 19-20 (Infibeam Avenues) | ESOP Scheme 14-15 (Infibeam Avenues) | ESOP Scheme 19-20 (Infibeam Avenues) | ESOP Scheme 19-20 (Infibeam Avenues) |
| Options | | | | | | | | |
| Outstanding at the beginning of the year | 846,667 | - | 519,869 | 13,313,120 | 32,882,200 | 1,914,800 | 13,260,080 | 32,407,444 |
| Granted during the year | - | 2,557,000 | 61,969 | 410,000 | 8,714,677 | 549,869 | 325,000 | 7,715,844 |
| Exercised during the year | - | - | (357,816) | (325,000) | (6,810,400) | (1,859,900) | (271,960) | (7,089,088) |
| Lapse during the year | - | - | (159,000) | (19,200) | (321,200) | (84,900) | - | (152,000) |
| Outstanding at the end of the year | 846,667 | 2,557,000 | 65,022 | 13,378,920 | 34,465,277 | 519,869 | 13,313,120 | 32,882,200 |
| Exercisable at the end of the year | 846,667 | - | 65,022 | 13,378,920 | 34,465,277 | 519,869 | 13,313,120 | 32,882,200 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Expense arising from share- based payment transactions

Total expenses arising from share- based payment transactions recognised in profit or loss as part of employee benefit expense were as follows :

(₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|---|---------------|--------------|
| Employee stock option plan | 146.95 | 79.39 |
| Total employee share based payment expense | 146.95 | 79.39 |

The fair value of the share based payment options granted on is determined using the black scholes model using the following inputs at the grant date which takes in to account the exercise price, the term of the option, the share price at the grant date, and the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

| Particulars | March 31, 2025 | | | March 31, 2024 | | |
|---|----------------|---------------|------------------|----------------|---------------|-----------------|
| Option grant date | April 1, 2024 | July 01, 2024 | January 28, 2025 | April 1, 2023 | July 01, 2023 | October 1, 2023 |
| Weighted average share price | 34.82 | 30.70 | 4.56 | 14.14 | 15.83 | 17.76 |
| Exercise price | 1.00 | 1.00 | 5.00 | 1.00 | 1.00 | 1.00 |
| Expected volatility | 50.30% | 56.30% | 30.11% | 52.80% | 52.80% | 52.80% |
| Expected life (years) | 5 Years | 5 Years | 5 Years | 5 Years | 5 Years | 5 Years |
| Dividend yield | 0.15% | 0.17% | 0.00% | 0.35% | - | 0.28% |
| Risk-free interest rate (%) | 6.98% | 6.94% | 6.63% | 6.98% | 6.86% | 6.98% |
| Fair market value share | 33.12 | 29.24 | 7.95 | 13.17 | 14.77 | 16.77 |
| Weighted average remaining contractual life (Years) | 2 | 2 | 9.84 | 2 | 2 | 2 |

Employee Stock Appreciation Rights (SAR)

Pursuant to the resolution passed by the Board of Directors of the Company, at its meeting held on July 13, 2017 and the special resolution passed by the Members of the Company on August 11, 2017, the Infibeam Stock Appreciation Rights Scheme 2017 ("SAR Scheme 2017") was approved in accordance with the provisions of SEBI (SBEB) Regulations, having face value of ₹ 1.00 each. The Company has created "Infibeam Employees Welfare Fund" by way of a trust on September 5, 2017 which will be involved in the execution of Infibeam Stock Appreciation Rights Scheme 2017 (SAR). Barclays Wealth Trustees (India) Private Limited (Barclays) are appointed as trustees of the same. Each SAR shall confer the right to the eligible employee to receive appreciation (cash settled / equity settled) with respect to the underlying Equity Share on the entitled shares after it has been exercised in accordance with terms of the Scheme.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Movement of shares acquired by IEW Trust:

| Particulars | As at March 31, 2025 | Price per Share (Indian Rupees) | As at March 31, 2024 | Price per Share (Indian Rupees) |
|--|-------------------------|---------------------------------------|-------------------------|---------------------------------------|
| Number of shares outstanding at the beginning of the year | 1,23,11,642 | 33.59 | 1,23,11,642 | 33.59 |
| Equity shares acquired during the year | | | - | - |
| Number of shares outstanding at the end of the year | 1,23,11,642 | | 1,23,11,642 | |

Movement in options:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| SAR Scheme 2017 | | |
| Outstanding at the beginning of the year | 1,23,11,642 | 1,23,11,642 |
| Granted during the year | - | - |
| Exercised during the year | - | - |
| Lapse during the year | - | - |
| Outstanding at the end of the year | 1,23,11,642 | 1,23,11,642 |
| Exercisable at the end of the year | 1,23,11,642 | 1,23,11,642 |

Note 31: Segment reporting

Based on the "management approach" as defined in Ind AS-108 - "Operating Segments" and evaluation by the Chief Operating Decision Maker, the Group operates in two business segments:

- (1) Payment Business includes Payment Gateway business with CC Avenue business brand and payment infrastructure including CPGS towards banks, and Credit & Lending related business and
- (2) E-Commerce Platform Business includes robust software framework and infrastructure designed to support e-commerce for large enterprises, along with related services such as advertising and infrastructure rental solutions.

Segment assets and liabilities:

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the Consolidated financial statements of the Group as a whole. Segment assets include all operating assets used by a segment and principally consists of operating cash, trade receivables, other assets and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of trade payables, other liabilities and accrued liabilities. Segment assets and liabilities do not include those relating to income taxes.

Segment Expense:

Segment expense comprises the expense resulting from the operating activities of a segment that is directly attributable to the segment or that can be allocated on a reasonable basis to the segment and expense relating to transactions with other segments. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group therefore believes that it is not practicable to provide segment disclosures relating to such expenses, and accordingly such expenses are separately disclosed as 'unallocated' and directly charged against total income.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Certain assets and liabilities which are common to both the segments for which basis of allocation cannot be consistently identified are included under un-allocable assets and liabilities.

Primary Segment:

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|------------------------------|-------------------------------|
| Revenue | | |
| Total revenue | | |
| (a) Payment Business | 37,866.37 | 29,531.47 |
| (b) E-Commerce Platform Business | 2,059.41 | 1,971.34 |
| External revenue | | |
| (a) Payment Business | 37,866.37 | 29,531.47 |
| (b) E-Commerce Platform Business | 2,059.41 | 1,971.34 |
| Total revenue | 39,925.78 | 31,502.80 |
| Segment result | | |
| (a) Payment Business | 1,446.22 | 836.05 |
| (b) E-Commerce Platform Business | 1,065.13 | 1,114.92 |
| Unallocated corporate expenses (net of unallocated income) | (167.91) | (34.13) |
| Operating profit | 2,679.27 | 1,985.09 |
| Interest expense | 82.80 | 23.71 |
| Interest income | 424.43 | 133.79 |
| Profit before tax | 3,020.90 | 2,095.18 |
| Add : Share in net profit / (loss) of associates | 61.06 | -20.18 |
| Profit before tax after share of profit/(loss) of associates | 3,081.96 | 2,075.00 |
| Income taxes | 721.74 | 515.92 |
| Profit after tax | 2,360.22 | 1,559.08 |
| Other Information: | | |
| Segment assets | | |
| (a) Payment Business | 37,223.74 | 39,050.96 |
| (b) E-Commerce Platform Business | 15,218.87 | 10,164.75 |
| (c) Unallocable corporate assets | 1,244.43 | 2,208.70 |
| Total assets | 53,687.04 | 51,424.41 |
| Segment Liabilities | | |
| (a) Payment Business | 11,369.70 | 14,684.02 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|---|------------------------------|-------------------------------|
| (b) E-Commerce Platform Business | 3,684.68 | 2,815.21 |
| (c) Unallocable corporate liabilities | 196.08 | 55.73 |
| Total liabilities | 15,250.46 | 17,554.96 |
| Capital expenditure | | |
| (a) Payment Business | 3,046.62 | 1,874.49 |
| (b) E-Commerce Platform Business | 450.41 | 1,081.24 |
| (c) Unallocated | - | - |
| Depreciation & amortization | | |
| (a) Payment Business | 333.86 | 273.26 |
| (b) E-Commerce Platform Business | 369.75 | 392.85 |
| (c) Unallocated | - | - |
| Non cash expenses other than depreciation & amortization | | |
| (a) Payment Business | 167.67 | 47.88 |
| (b) E-Commerce Platform Business | 113.42 | 95.17 |
| (c) Unallocated | 20.26 | 11.77 |

* Restated, refer note 43

Geographical information:

Geographical segments for the Group are secondary segments. Segment revenue is analysed based on the location of customers regardless of where the services are provided from. The following provides an analysis of the Group's sales by Geographical Markets. For management purposes, the Group operates in three principal geographical areas of the world, in India, UAE and the other countries.

(₹ in Million)

| | Period ending | India | UAE | Others | Total |
|---|---------------|-----------|----------|--------|-----------|
| Revenue from operations and other operating revenue | 31-03-2025 | 36,210.50 | 2,983.46 | 731.82 | 39,925.78 |
| | 31-03-2024* | 29,411.84 | 1,444.21 | 646.76 | 31,502.80 |
| Carrying amount of segment non current assets# | 31-03-2025 | 27,985.51 | 6,441.25 | 312.35 | 34,739.12 |
| | 31-03-2024* | 28,755.43 | 1,771.68 | 307.96 | 30,835.08 |

* Restated, refer note 43

The carrying amount of non current assets, which do not include deferred tax assets, income tax assets. Financial assets analysed by the Geographical area in which the Assets are located.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note 32: Lease

The Group's lease asset primarily consist of leases of buildings offices and Vehicles having the various lease terms. Accordingly, the Group has adopted IND AS 116 "Leases" to all lease contracts

Following is carrying value of right of use assets recognised and the movements thereof during the year ended March 31, 2025 and March 31, 2024:

(₹ in Million)

| Particulars | Right of use asset Vehicles | | Right of use asset Leasehold Building | |
|--|-----------------------------|----------------|---------------------------------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Opening Balance | 6.03 | 9.65 | 106.20 | 65.04 |
| On acquisition of Subsidiary | - | - | 0.93 | - |
| Additions during the year | 14.26 | | 121.59 | 76.90 |
| Deletion during the year | - | | - | - |
| Depreciation of Right of use assets (refer note 5) | 5.60 | 3.62 | 55.76 | 35.74 |
| Closing Balance | 14.69 | 6.03 | 172.96 | 106.20 |

The following is the carrying value of lease liability and movement thereof during the year ended March 31, 2025 and March 31, 2024:

(₹ in Million)

| Particulars | Lease Liability | | Lease Liability | |
|---|-----------------|----------------|--------------------|----------------|
| | Vehicles | | Leasehold Building | |
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Opening Balance | 6.39 | 9.72 | 110.34 | 70.53 |
| On acquisition of Subsidiary | | | 1.00 | |
| Additions during the year | 14.26 | - | 118.76 | 73.38 |
| Finance cost accrued during the year | 0.87 | 0.88 | 19.88 | 10.89 |
| Payment of lease liabilities | (6.43) | (4.20) | (65.88) | (44.47) |
| Closing Balance | 15.09 | 6.39 | 184.09 | 110.34 |
| Current maturities of Lease liability (refer note 12) | 7.18 | 3.70 | 51.19 | 28.70 |
| Non-Current Lease Liability (refer note 12) | 7.91 | 2.69 | 132.90 | 81.63 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

The following are the amounts recognised in statement of Profit & Loss :

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--------------------------------------|------------------------------|------------------------------|
| Amortisation of Right of use assets | 61.36 | 39.36 |
| Interest expense on Lease obligation | 20.75 | 11.77 |
| Interest income on Lease deposit | (1.72) | (1.25) |
| | 80.39 | 49.88 |

For leasehold building , the Group had total cash out flows for leases of ₹ 65.88 million in the current year (year ended March 31, 2024 ₹ 44.47 million). The entire amount is in the nature of fixed lease payments. The group had non-cash addition to right of use assets of ₹ 121.59 million (year ended March 31, 2024 ₹ 76.90 million) and lease liabilities of ₹ 118.76 million in the current year (year ended March 31, 2024 ₹ 73.38 million) on account of acquisition of right of use assets.

For Vehicles , the Group had total cash out flows for leases of ₹ 6.43 million in the current year (year ended March 31, 2024 4.20 million). The entire amount is in the nature of fixed lease payments. The group had non-cash addition to right of use assets of ₹ 14.26 (year ended March 31, 2024 Nil) and lease liabilities of ₹ 14.26 in the current year (year ended March 31, 2024 Nil) on account of acquisition of right of use assets.

The weighted average incremental borrowing rate applied to lease liabilities is 8.25% & 10.65%

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Note 33 : Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the Financial Statements.

Quantitative disclosures fair value measurement hierarchy for assets and liabilities:

As at 31 March 2025

(₹ in Million)

| Particulars | Carrying amount | | | | Fair value | | | |
|---|------------------------|------------------------------------|--------------------|-----------------|---|--|--|-----------------|
| | Amor- tised Cost | Fair value through | | Total | Level 1 - Quoted price in active markets | Level 2 - Significant observa- ble inputs | Level 3 - Significant unobserv- able inputs | Total |
| | | Other com- prehensive income | Profit and loss | | | | | |
| Financial assets | | | | | | | | |
| Non current investment | 3,502.36 | 527.42 | 715.28 | 4,745.06 | 724.71 | 542.28 | 3,478.07 | 4,745.06 |
| Current investment | - | 108.38 | - | 108.38 | - | 108.38 | - | 108.38 |
| Loans | 0.69 | - | - | 0.69 | - | - | 0.69 | 0.69 |
| Other Non-current financial asset# | 2,171.54 | - | - | 2,171.54 | - | - | 2,171.54 | 2,171.54 |
| | 5,674.59 | 635.80 | 715.28 | 7,025.66 | 724.71 | 650.66 | 5,650.30 | 7,025.66 |
| Financial liabilities | | | | | | | | |
| Long term borrowing | 658.59 | - | - | 658.59 | - | 658.59 | - | 658.59 |
| Other financial liabilities-non-current | 140.81 | - | - | 140.81 | - | - | 140.81 | 140.81 |
| | 799.40 | - | - | 799.40 | - | 658.59 | 140.81 | 799.40 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

As at 31 March 2024*

(₹ in Million)

| Particulars | Carrying amount | | | | Fair value | | | Total |
|---|-----------------|--|--------------------|-----------------|---|--|--|-----------------|
| | Amortised Cost | Fair value through Other com- prehensive income | Profit and loss | Total | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs | |
| Financial assets | | | | | | | | |
| Non current investment | 4,191.30 | 746.04 | 490.13 | 5,427.47 | 578.35 | 682.10 | 4,167.01 | 5,427.47 |
| Current investment | - | - | - | - | - | - | - | - |
| Loans | - | - | - | - | - | - | - | - |
| Other Non-current financial asset# | 269.27 | - | - | 269.27 | - | - | 269.27 | 269.27 |
| | 4,460.57 | 746.04 | 490.13 | 5,696.74 | 578.35 | 682.10 | 4,436.28 | 5,696.74 |
| Financial liabilities | | | | | | | | |
| Long term borrowing | 706.00 | - | - | 706.00 | - | 706.00 | - | 706.00 |
| Other financial liabilities-non-current | 84.33 | - | - | 84.33 | - | - | 84.33 | 84.33 |
| | 790.33 | - | - | 790.33 | - | 706.00 | 84.33 | 790.33 |

The group assessed that cash and cash equivalents, other bank balances, loans, trade receivables, trade payables, other current financial assets and other current financial liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The group assessed that carrying value approximates to the fair value

* Restated, refer note 43

Fair value hierarchy

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Level 1 - Valuation technique and significant observable inputs for assets and liabilities

Non Current Investment represents investment in quoted equity instruments. The fair value of investment is derived based on the closing market rate as per stock exchange.

Reconciliation of Level 1 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 1 fair values.

| Particulars | 2024-25 (₹ in Million) | 2023-24 (₹ in Million) |
|---------------------------------------|---------------------------|---------------------------|
| Opening Balance on April 1, | 578.35 | 813.69 |
| Net change in fair value (unrealised) | 206.95 | 139.72 |
| Purchases | - | 10.00 |
| Sales | (60.60) | (385.06) |
| Closing Balance on March 31, | 724.71 | 578.35 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Level 2 - Valuation technique and significant observable inputs for assets and liabilities

Long term borrowings represents loan taken from bank. The fair value of borrowing is derived based on market observable interest rate.

The fair values of the unquoted non current investment have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows and discount rate. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted preference investments.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range. For other assets and liabilities categorised under level 3, a one percentage point change in the unobservable inputs used in fair valuation does not have a significant impact in its value.

B. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group manages market risk through a treasury operations, which evaluates and exercises independent control over the entire process of market risk management. The treasury team recommends risk management objectives and policies. The activities of this operations include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, 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 Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities. The carrying amount of following financial assets represents the maximum credit exposure.

Financial Instruments and Cash Deposits

The Group maintains its Cash and cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

Trade receivables

Trade receivables of the Group are typically unsecured. Credit risk is managed through periodic monitoring of the creditworthiness of customers to which Group grants credit terms in the normal course of business. The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

At March 31, 2025, the maximum exposure to credit risk for trade receivables by geographic region was as follows:

(₹ in Million)

| Particulars | Carrying amount | |
|---------------|-------------------------|--------------------------|
| | As at March 31, 2025 | As at March 31, 2024* |
| Domestic | 430.51 | 660.17 |
| Other regions | 462.23 | 501.88 |
| | 892.74 | 1,162.05 |

*Restated, refer note 43

Impairment

At March 31, 2025, the ageing of trade and other receivables that were not impaired was as follows.

(₹ in Million)

| Particulars | Carrying amount | | | |
|--------------------------------|-------------------------|-----------------------|--------------------------|-----------------------|
| | As at March 31, 2025 | | As at March 31, 2024* | |
| | Upto 0-180 days | More than 180 days | Upto 0-180 days | More than 180 days |
| Unsecured, considered good | 882.38 | 10.36 | 1,155.13 | 6.92 |
| Unsecured, considered doubtful | 97.97 | 106.75 | 121.74 | 68.32 |
| Less : Allowance for Bad Debts | (97.97) | (106.75) | (121.74) | (68.32) |
| Net | 882.38 | 10.36 | 1,155.13 | 6.92 |

*Restated, refer note 43

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. These financial assets were not impaired as there had not been a significant change in credit quality and the amounts were still considered recoverable based on the nature of the activity of the customer portfolio to which they belong and the type of customers. There are no other classes of financial assets that are past due but not impaired except for Trade receivables as at March 31, 2025 and March 31, 2024.

iii. Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system.

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

(₹ in Million)

| Particulars | On demand | Less than 1 year | More than 1 year |
|----------------------------------|-----------|------------------|------------------|
| Year ended March 31, 2025 | | | |
| Interest bearing borrowings# | - | 866.95 | 658.59 |
| Trade payables | - | 295.07 | 25.41 |
| Lease liabilities | - | 58.37 | 140.81 |
| Other financial liabilities | - | 1,173.39 | - |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Particulars | On demand | Less than 1 year | More than 1 year |
|-----------------------------------|-----------|------------------|------------------|
| | - | 2,393.78 | 824.81 |
| Year ended March 31, 2024* | | | |
| Interest bearing borrowings# | - | 11.20 | 706.00 |
| Trade payables | - | 147.66 | 2.14 |
| Lease liabilities | - | 32.40 | 84.33 |
| Other financial liabilities | - | 1,001.75 | - |
| | - | 1,193.01 | 792.47 |

Includes contractual interest payment based on interest rate prevailing at the end of the reporting period over the tenor of the borrowings.

* Restated, refer note 43

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. Financial instruments affected by market risk include loans and borrowings, deposits.

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 Group transacts business in local currency and in foreign currency USD, SAR, OMR. The Group has foreign currency trade payables and receivables and is, therefore, exposed to foreign exchange risk. The Group does not use any derivative instruments to hedge its risks associated with foreign currency fluctuations.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, SAR, OMR rates to the functional currency of respective entity, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ in Million)

| | Change in USD rate | Effect on profit before tax |
|-----------------------|-----------------------|--------------------------------|
| March 31, 2025 | +5% | 51.03 |
| | -5% | (51.03) |
| March 31, 2024* | +5% | 29.06 |
| | -5% | (29.06) |
| | Change in SAR rate | Effect on profit before tax |
| March 31, 2025 | +5% | 1.52 |
| | -5% | (1.52) |
| March 31, 2024* | +5% | 0.46 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| | | |
|-----------------------|---------------------------|------------------------------------|
| | -5% | (0.46) |
| | | |
| | Change in OMR rate | Effect on profit before tax |
| March 31, 2025 | +5% | 0.83 |
| | -5% | (0.83) |
| March 31, 2024* | +5% | 0.22 |
| | -5% | (0.22) |

*Restated, refer note 43

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed plus variable rate borrowings.

Equity price risk management

The Group's exposure to equity price risk arises from investment held by the Company and classified as FVTPL & FVTOCI. In general, these investments are strategic investments and are not held for trading purposes. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis.

Equity price sensitivity analysis

If prices of quoted equity securities had been 5% higher / (lower), the effect on Profit before tax for the year ended March 31, 2025 and 2024 would increase / (decrease) by ₹ 34.24 million and ₹ 23.17 million respectively.

If prices of quoted equity securities had been 5% higher / (lower), the effect on OCI for the year ended March 31, 2025 and 2024 would increase / (decrease) by ₹ 1.99 million and ₹ 5.75 million respectively.

Note 34 : Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

(₹ in Million)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024* |
|--|------------------------------|-------------------------------|
| Interest-bearing loans and borrowings (Note 12) | 1,525.54 | 717.20 |
| Less: cash and cash equivalent and other bank balance (Note 7) | (3,313.28) | (6,951.97) |
| Net debt | (1,787.74) | (6,234.77) |
| Equity share capital (Note 10) | 2,789.50 | 2,782.00 |
| Other equity (Note 11) | 34,565.09 | 31,103.94 |
| Shareholder's Equity | 37,354.59 | 33,885.95 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| | | |
|---------------|---|---|
| Gearing ratio | - | - |
|---------------|---|---|

* Restated, refer note 43

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

Note 35 : Additional Regulatory Information

- A: There are no proceedings that have been initiated or pending against the Parent and Indian Subsidiaries for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- B: The Parent and Indian Subsidiaries have not been declared wilful defaulter by any bank or financial institution or other lender.
- C: The Parent and Indian Subsidiaries have complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
- D: Utilisation of Borrowed funds and share premium;
- The Parent and Indian Subsidiaries have not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to 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 Parent and Indian Subsidiaries ("Ultimate Beneficiaries"); or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- The Parent and Indian Subsidiaries 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 Parent and Indian Subsidiaries shall
- 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,
- E: Undisclosed Income : The Parent and Indian Subsidiaries does not have any transaction 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). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- F: Details of Crypto Currency or Virtual Currency : The Parent and Indian Subsidiaries have neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2025. Further,

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

the Parent and Indian Subsidiaries has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

G: Details of Relationship with Struck off Companies:

(₹ in Million)

| Name of struck off Company | Nature of transactions with struck off Company | Balance outstanding as at March 31, 2025 | Balance outstanding as at March 31, 2024 | Relationship with the Struck off company, if any, to be disclosed |
|--------------------------------------|--|--|--|---|
| Life On Wheels (OPC) Private Limited | Payables | (0.02) | (0.02) | Merchant |
| Raycharge Ecommerce Private Limited | Payables | 0.00 | 0.01 | Merchant |
| Vakow Technologies Pvt Ltd | Investment | - | - | Associate Company |
| BigSlick Infotech Private Limited | Investment | - | - | Associate Company |
| Equus Advertising Company Ltd | Revenue | 0.01 | - | Customer |
| ST Automobiles Private Limited | Revenue | 0.00 | - | Customer |
| Trade4Asia Private Limited | Revenue | 0.01 | - | Customer |
| BPT Solutions Private Limited | Revenue | 0.00 | - | Customer |
| Tripee Tours Private Limited | Revenue | 0.00 | - | Customer |

H: Title deeds of Immovable Property not held in name of the Company

The Parent and Indian Subsidiaries does not hold any immovable property not held in the name of the respective companies.

I: Disclosures of Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), that are repayable on demand:

| Type of Borrower | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------------------|---|---|---|---|
| | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loans | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loans |
| Promoters | - | - | - | - |
| Directors | - | - | - | - |
| KMPs | 6.00 | 0.33% | 0.25 | 0.03% |
| Other Related Parties | - | - | - | - |
| Total | 6.00 | 0.33% | 0.25 | 0.03% |

J: Disclosures pursuant to regulation 34 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and section 186 of the Companies Act, 2013

i) Investment in Non convertible Debentures - Unquoted (note 7)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Surplus funds had been invested with corporate (un-related party) during FY 2023-24. It was repayable within 2 years and carried interest rate of 8.00% p.a. Maximum balance outstanding during the year is Nil (Previous year : ₹ 750 million)

ii) Inter-corporate Deposit (note 7)

Surplus funds have been invested with corporate (un-related party). It is repayable upon 1 year or such other date mutually agreed and carries interest rate of 8.25% p.a. Maximum balance outstanding during the year is ₹ 1050 million (Previous year : ₹ 750 million)

Note 36 : Escrow account balance

The group maintains escrow account with ICICI Bank and HDFC Bank. The escrow accounts are operated as per RBI guidelines pertaining to settlement of payment for electronic payment transactions for payment gateway business. The balance in the escrow accounts represents money collected from customers on transaction undertaken and is used for settling of dues to various merchants as per RBI guidelines.

Receivable for settlement of transactions:

The balance in receivable for settlement of transaction represents the amount pending to be received from pooling bank account and payment gateway for successful online transaction completed by the customer of the merchant into the escrow accounts. These amounts once collected in escrow account will be utilized for payment to the merchants.

Payable for settlement of transactions:

The balance in payable for settlement of transaction represents the amount pending to be paid to merchant for successful online transaction completed by the customer of the merchant. The amount for the escrow accounts are transferred to the merchant designated bank account as per RBI guidelines, after deducting applicable charges.

Note 37: Consolidation of Trust

The group has formed 'Infibeam Employee Welfare Trust' (IEW trust) for implementation of the schemes that are notified or may be notified from time to time by the Group under the plan, providing share based payment to its employees. IEW trust purchases Parent Company's shares out of funds provided by the Group. The Group treats IEW as its extension and accordingly shares held by IEW are treated as treasury shares.

The Consolidation of the IEW trust financials statements with that of the Group does not in any manner affect the independence of the trustees where the rights and obligations are regulated by the trust deed.

Own equity instruments (treasury shares) are deducted from equity.

(i) The sources and application of funds of the IEW Trust consolidated as at year end were as follows:

(₹ in Million)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------------|-------------------------|-------------------------|
| Corpus Fund | 0.00 | 0.00 |
| Borrowing | 420.75 | 420.75 |
| Current liabilities and provision | 40.32 | 40.02 |
| Cash & Bank equivalents | 0.09 | 0.01 |
| Non current investments | 413.51 | 413.51 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| | | |
|-------------------------|----------------|----------------|
| Income tax assets | 0.00 | 0.00 |
| Net asset / (liability) | (47.47) | (47.24) |

(ii) Impact on the Company's profit and loss post IEW Trust consolidation for the year: (₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|-----------------------------|---------------|---------------|
| Income | | |
| Dividend on equity | 0.62 | 0.62 |
| Miscellaneous income | 0.00 | - |
| Expenses | | |
| Administrative expense | 0.62 | 0.62 |
| Income Tax | 0.22 | 0.22 |
| Impact on profit before tax | (0.23) | (0.23) |

(iii) Summarised statement of cash flows of the Trust consolidated for the year: (₹ in Million)

| Particulars | 2024-25 | 2023-24 |
|---|-------------|-------------|
| Cash and cash equivalents 1st April, | 0.01 | 0.00 |
| Cash flow from operating activities | (0.54) | (1.31) |
| Cash flow from investing activities | 0.62 | 0.62 |
| Cash flow from financing activities | - | 0.70 |
| Cash and cash equivalents 31 March | 0.09 | 0.01 |

* Represents amount less than one million

Other items adjusted owing to the Trust consolidation include :

(a) Treasury shares

Upon consolidation, the investment in the Parent Company's equity shares made by IEW Trust is debited to the Group's equity as treasury shares amounting to ₹ 413.51 million as at March 31, 2025 (previous year: ₹ 413.51 million).

(b) Dividend Income

The dividend income of the Trust is debited to the Group's retained earning amounting to ₹ 0.62 million as at March 31, 2025 (previous year: ₹ 0.62 million) (shown as deduction from dividend paid).

(c) Other Non Current Financial Assets and other income

Loan advanced to the Trust is eliminated on consolidation amounting to Rs. 420.75 million as at March 31, 2025 (previous year: ₹ 420.75 million) forming a part of current loans.

(d) Interest Expenses

Due to significant difference in the purchase price of the shares acquired and prevailing market price of the share, the Group foresees inability of the IEW Trust to service its loan obligations and interest payment temporarily. Accordingly the Group has reduced the interest on loan to zero.

Note : 38 Transfer Pricing

The Group transactions with associated enterprise is at arm's length. Management believes that the group domestic

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

transactions with associated enterprises post March 31, 2025 continue to be at arm's length and that the transfer pricing legislation will not have any impact on the financial statements particularly on the amount of the tax expense for the year and the amount of the provision for taxation at the period end.

Note 39 : Additional Regulatory Information

A. Trade Receivables Ageing Schedule

As at March 31, 2025

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|--|--|-------------------|--------------|--------------|-------------------|-----------------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| Undisputed Trade Receivables, considered good | 977.32 | 9.78 | 0.58 | - | - | 987.67 |
| Undisputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade Receivables, credit impaired | 3.04 | 32.90 | 18.88 | 10.96 | 44.02 | 109.79 |
| Disputed Trade Receivables, considered good | - | - | - | - | - | - |
| Disputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade Receivables, credit impaired | - | - | - | - | - | - |
| | 980.35 | 42.68 | 19.46 | 10.96 | 44.02 | 1,097.46 |
| Less: Allowance for doubtful trade receivables | 97.97 | 32.90 | 18.88 | 10.96 | 44.02 | 204.72 |
| Total | 882.38 | 9.78 | 0.58 | - | - | 892.74 |

As at March 31, 2024*

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|--|--|-------------------|------------|------------|-------------------|----------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| Undisputed Trade Receivables, considered good | 1,275.11 | 4.76 | 2.00 | 0.16 | - | 1,282.03 |
| Undisputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade Receivables, credit impaired | 1.76 | 23.79 | 15.78 | 21.94 | 6.81 | 70.08 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| | | | | | | |
|--|-----------------|--------------|--------------|--------------|-------------|-----------------|
| Disputed Trade Receivables, considered good | - | - | - | - | - | - |
| Disputed Trade Receivables, which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade Receivables, credit impaired | - | - | - | - | - | - |
| | 1,276.87 | 28.56 | 17.78 | 22.10 | 6.81 | 1,352.11 |
| Less: Allowance for doubtful trade receivables | 121.74 | 23.79 | 15.78 | 21.94 | 6.81 | 190.06 |
| Total | 1,155.13 | 4.76 | 2.00 | 0.16 | - | 1,162.05 |

* Restated, refer note 43

B. Trade Payable Ageing Schedule

As at March 31, 2025

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|------------------------|--|-------------------|--------------|-------------|-------------------|---------------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| MSME | 7.64 | 0.26 | - | - | - | 7.90 |
| Others | 214.33 | 72.83 | 20.95 | 0.93 | 3.52 | 312.57 |
| Disputed Dues - MSME | - | - | - | - | - | - |
| Disputed Dues - Others | - | - | - | - | - | - |
| Total | 221.98 | 73.09 | 20.95 | 0.93 | 3.52 | 320.47 |

As at March 31, 2024*

(₹ in Million)

| Particulars | Outstanding for the following periods from date of the invoice | | | | | Total |
|------------------------|--|-------------------|-------------|-------------|-------------------|---------------|
| | < 6 Months | 6 Months - 1 Year | 1- 2 Years | 2- 3 Years | More than 3 Years | |
| MSME | 7.85 | 0.52 | - | - | - | 8.37 |
| Others | 137.48 | 1.80 | 1.43 | 0.32 | 0.39 | 141.43 |
| Disputed Dues - MSME | - | - | - | - | - | - |
| Disputed Dues - Others | - | - | - | - | - | - |
| Total | 145.34 | 2.32 | 1.43 | 0.32 | 0.39 | 149.80 |

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note: 40 Additional information as required by Paragraph 2 of the general instructions for preparation of consolidated financial statements to Schedule III to the Companies Act, 2013

(₹ in Million)

| Name of the entity in the group | Net assets i.e. total assets minus total liabilities | | Share of profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|--|-----------|-----------------------------|----------|---|---------|---|----------|
| | As % of consolidated net assets | Amount | As % of consolidated profit | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Parent | | | | | | | | |
| 1. Infibeam Avenues Limited | 68.02% | 26,144.68 | 52.11% | 1,229.88 | 156.76% | 37.75 | 53.17% | 1,267.63 |
| Subsidiary | | | | | | | | |
| <i>Indian</i> | | | | | | | | |
| 1. Instant Global Paytech Private Limited | -0.29% | (110.10) | 9.66% | 227.98 | -0.13% | (0.03) | 9.56% | 227.95 |
| 2. Infibeam Digital Entertainment Private Limited | -0.14% | (55.41) | 1.08% | 25.55 | 0.00% | - | 1.07% | 25.55 |
| 3. So Hum Bharat Digital Payments Private Limited | 0.03% | 9.61 | 0.01% | 0.20 | 0.00% | - | 0.01% | 0.20 |
| 4. Rediff.com India Limited (Consolidated) (w.e.f October 01, 2024) | 1.69% | 650.02 | 0.21% | 5.06 | -4.90% | (1.18) | 0.16% | 3.88 |
| 5. Infibeam Logistics Private Limited | 0.87% | 332.97 | -0.18% | (4.18) | 0.00% | - | -0.18% | (4.18) |
| 6. Cardpay Technologies Private Limited | 0.00% | 0.60 | 0.00% | (0.01) | 0.00% | - | 0.00% | (0.01) |
| 7. Avenues Infinite Private Limited | 2.42% | 929.27 | 3.75% | 88.47 | -59.23% | (14.26) | 3.11% | 74.21 |
| 8. Uvik Technologies Private Limited | 1.70% | 654.56 | -2.10% | (49.62) | -1.97% | (0.47) | -2.10% | (50.09) |
| 9. Infibeam Projects Management Private Limited | 8.98% | 3,451.93 | 0.09% | 2.12 | 13.73% | 3.31 | 0.23% | 5.42 |

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

| Name of the entity in the group | Net assets i.e. total assets minus total liabilities | | Share of profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|--|------------------|-----------------------------|-----------------|---|--------------|---|-----------------|
| | As % of consolidated net assets | Amount | As % of consolidated profit | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| | | | | | | | | |
| 10. Nueromind Technologies Private Limited (w.e.f. 01/10/2024) | 0.00% | (0.05) | -0.01% | (0.17) | 0.00% | - | -0.01% | (0.17) |
| <i>Foreign</i> | | | | | | | | |
| 1. AI Fintech INC | 1.30% | 500.83 | -0.78% | (18.33) | 0.00% | - | -0.77% | (18.33) |
| 2. Vavian International Limited | 5.82% | 2,235.50 | -0.57% | (13.52) | 0.00% | - | -0.57% | (13.52) |
| 3. Avenues World FZ LLC | 6.60% | 2,535.07 | 22.93% | 541.10 | 0.00% | - | 22.69% | 541.10 |
| 4. Infibeam Avenues Saudi Arabia For Information Systems Technology Co. | 0.20% | 76.91 | 6.72% | 158.71 | 0.00% | - | 6.66% | 158.71 |
| 5. Infibeam Avenues Australia PTY Ltd | 0.00% | (1.82) | 0.00% | (0.04) | 0.00% | - | 0.00% | (0.04) |
| 6. Infibeam Avenues ME SPV Limited(w.e.f March 05,2025) | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| Associates | | | | | | | | |
| 1. Vishko22 Products & Services Private Limited | 0.00% | - | -0.01% | (0.23) | 0.00% | - | -0.01% | (0.23) |
| 2. Infibeam Global EMEA FZ LLC | 0.00% | - | 0.11% | 2.66 | 0.00% | - | 0.11% | 2.66 |
| 3. Rich Relevants Ltd | 0.00% | - | 0.02% | 0.58 | 0.00% | - | 0.02% | 0.58 |
| 4. Pirimid Technologies Private Limited | 0.00% | - | 2.46% | 58.06 | 0.00% | - | 2.43% | 58.06 |
| Non-Controlling interest in subsidiaries | 2.82% | 1,081.99 | 4.49% | 105.94 | -4.27% | (1.03) | 4.40% | 104.91 |
| Total | 100% | 38,436.58 | 100% | 2,360.22 | 100% | 24.08 | 100% | 2,384.30 |

(₹ in Million)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Note : 41 Investment in Associate

The following table depicts the summarised financial information of the Group's investment in associates.

(₹ in Million)

| Fable Fintech Private Limited (w.e.f September 25, 2023 upto April 02, 2024) | | | | Vishko22 Products & Services Private Limited | | Infibeam Global EMEA FZ LLC | | Rich Relevants Limited | | Pirimid Technologies Limited (w.e.f March 01, 2024) | | Total |
|---|----------------|--------------------------------------|----------------|--|----------------|-----------------------------|----------------|---------------------------------|----------------|---|----------------|----------------|
| March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2024 |
| Summarised Balance Sheet | | | | | | | | | | | | |
| Current assets | - | 81.72 | 2.66 | 3.52 | 29.38 | 3,513.40 | - | 0.54 | 63.45 | 145.66 | 95.49 | 3,744.84 |
| Non current assets | - | 34.44 | 0.02 | 0.04 | 6,380.70 | 2,657.56 | - | 4,222.40 | 552.60 | 362.48 | 6,933.32 | 7,276.92 |
| Current liabilities | - | 68.45 | 0.05 | 0.47 | 227.86 | 143.80 | - | 3,747.53 | 84.00 | 108.82 | 311.90 | 4,069.08 |
| Non current liabilities | - | 13.73 | - | 0.00 | - | - | - | - | 25.98 | 11.73 | 25.98 | 25.46 |
| Equity | - | 33.98 | 2.63 | 3.09 | 6,182.23 | 6,027.15 | - | 475.41 | 506.07 | 387.58 | 6,690.93 | 6,927.21 |
| Proportion of the Group's ownership | - | 41.10% | 50.00% | 50.00% | 49.00% | 49.00% | - | 49.00% | 49.00% | 49.00% | - | - |
| Carrying amount of investment | - | 288.92 | 1.33 | 1.56 | 3,196.47 | 3,193.23 | - | - | 304.56 | 246.51 | 3,502.36 | 3,730.22 |
| Summarised statement of profit and loss | March 31, 2025 | September 25, 2023 to March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2024 | April 01, 2024 to June 30, 2024 | March 31, 2025 | March 01, 2024 to March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Total revenue | - | 96.79 | 0.07 | 4.16 | 419.24 | 205.04 | 337.75 | 363.14 | 404.76 | 37.59 | 1,161.83 | 706.73 |
| Cost of Sale | - | - | - | - | 381.46 | 128.11 | 336.50 | 359.98 | 161.16 | 28.29 | 879.12 | 516.38 |
| Employee benefits expense | - | 112.00 | - | 2.68 | 22.11 | 17.76 | - | - | 79.40 | 7.66 | 101.51 | 140.10 |
| Finance cost | - | - | - | - | - | - | - | - | 0.98 | 0.09 | 0.98 | 0.09 |
| Depreciation | - | 13.89 | 0.02 | 0.02 | 5.38 | 11.84 | - | - | 17.83 | 0.61 | 23.23 | 26.36 |
| Other expenses | - | 23.93 | 0.52 | 1.09 | 4.87 | 39.96 | 0.08 | 0.62 | 8.23 | 1.31 | 13.69 | 66.91 |
| Profit / (Loss) before tax | - | (53.03) | (0.47) | 0.37 | 5.42 | 7.37 | 1.18 | 2.54 | 137.17 | (0.37) | 143.30 | (43.12) |
| Income tax (credit) | - | - | (0.00) | 0.08 | - | - | - | - | 18.59 | 6.52 | 18.58 | 6.61 |
| Profit / (Loss) for the year | - | (53.03) | (0.46) | 0.28 | 5.42 | 7.37 | 1.18 | 2.54 | 118.58 | (6.89) | 124.72 | (49.73) |
| Other Comprehensive Income / (Loss) | - | - | - | - | - | - | - | - | (0.10) | - | (0.10) | - |
| Total comprehensive profit / (loss) for the year | - | (53.03) | (0.46) | 0.28 | 5.42 | 7.37 | 1.18 | 2.54 | 118.49 | (6.89) | 124.62 | (49.73) |
| Proportion of the Group's ownership | - | 41.10% | 50.00% | 50.00% | 49.00% | 49.00% | 49.00% | 49.00% | 49.00% | 49.00% | - | - |
| Group's share of profit / (loss) for the year | - | (21.79) | (0.23) | 0.14 | 2.66 | 3.61 | 0.58 | 1.24 | 58.06 | (3.38) | 61.06 | (20.18) |
| Contingent liabilities and capital commitment | - | - | - | - | - | - | - | - | - | - | - | - |
| Contingent liabilities | - | - | - | - | - | - | - | - | - | - | - | - |
| capital commitment | - | - | - | - | - | - | - | - | - | - | - | - |

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for the year ended March 31, 2025

Note : 42 Disclosure pursuant to Ind AS 115 "Revenue from contract with customers":

a. Disaggregation of revenue

The table below presents disaggregated revenue from contract with customer for the year ended March 31, 2025 and March 31, 2024 by offerings.

i) Revenue by offerings

(₹ in Million)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024* |
|---|--------------------------------------|---------------------------------------|
| Digital Payment and Checkout Web Services | 37,866.37 | 29,531.47 |
| E-Commerce Related Web Services | 2,059.41 | 1,971.34 |
| Total | 39,925.78 | 31,502.80 |

* Restated, refer note 43

Digital Payment and Checkout Web Services

It comprises revenue from providing complete, simple and secure online payment gateway and checkout web services, with a real-time Credit Card, Debit Card, Net Banking, Digital and Mobile Wallet including UPI Payments, Recharge, Cash Card and Mobile Payment transaction validation process and platforms. This enables eCommerce websites to sell products and services online, and accept payments in real time.

E-Commerce Related Web Services

These primarily include a comprehensive suite of E-Commerce related web services comprising of technical analysis and testing of software web services, digital advertising, and infrastructure related services.

ii) Refer note 31 for disaggregation of revenue by geographical segments

iii) The Group believes that this disaggregation best depicts how the nature, amount, timing of its revenues and cash flows are affected by industry, market and other economic factors.

b) Transaction price allocated to remaining performance obligation

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2025 is ₹ 166.22 million (March 31, 2024 is ₹ 0.83 million*) which is expected to be recognize as revenue within the next one year or more than one year. Remaining performance obligation estimates are subject to change and are affected by several factors, including changes in the scope of contracts, periodic revaluations, and adjustments for currency.

* Restated, refer note 43

c) Changes in contract assets are as follows:

(₹ in Million)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024* |
|---------------------------------------|--------------------------------------|---------------------------------------|
| Balance at the beginning of the year | 1,717.52 | 1,455.92 |
| Revenue recognised during the year | 1,772.02 | 1,788.88 |
| Invoices raised during the year | (1,446.85) | (1,527.27) |
| Balance at the end of the year | 2,042.69 | 1,717.52 |

* Restated, refer note 43

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

d) Changes in unearned and deferred revenue are as follows:

(₹ in Million)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024* |
|--|--------------------------------------|---------------------------------------|
| Balance at the beginning of the year | 0.83 | 5.00 |
| On acquisition of Subsidiary | 166.93 | |
| Revenue recognised that was included in the excess billing over revenue at the beginning of the year | (115.21) | (4.17) |
| Increase due to invoicing during the year, excluding amounts recognised as revenue during the year | 113.66 | - |
| Balance at the end of the year | 166.22 | 0.83 |

* Restated, refer note 43

Note: 43

The Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its order dated August 29, 2024, sanctioned the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ('Infibeam'), Odigma Consultancy Solutions Limited ('Odigma'), Infibeam Projects Management Private Limited ('IPMPL') and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme') leading to demerger of Global Top Level Domain (GTLD) Undertaking from Infibeam to Odigma and transfer of the Project Management Undertaking as a going concern on slump sale basis. The Scheme became effective upon filing of certified copy of the order with the Registrar of Companies (RoC) on September 14, 2024. The Appointed Date for the Composite Scheme of Arrangement was April 1, 2023 and the Record Date was set as September 11, 2024 for the purpose of determining the shareholders for issuance of Equity Shares.

Demerger of Global Top Level Domain(gTLD) Undertaking :

In accordance with the provisions of the aforesaid scheme, upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Global Top Level Domain(gTLD) Undertaking into Odigma pursuant to the provisions of this Scheme, Odigma has, without any further act or deed, to issue and allot to each equity shareholder of Infibeam, whose name is recorded in the register of members and records of the depositories as members of Infibeam, on the Record Date in the following ratio:

1 (One) equity share of ₹ 1/- (Rupee One Only) each of Odigma credited as fully paid-up for every 89 (Eighty Nine) equity shares of ₹ 1/- (Rupee One Only) each held by such equity shareholder in Infibeam. Further, as per the Order, Equity Shares issued to Infibeam Avenues Limited comprising of 43,90,400 shares of ₹ 1 each stand cancelled. Accordingly, Odigma cease to be subsidiary from the appointed date i.e April 01, 2023.

In accordance with the scheme, the demerger of gTLD undertaking has been accounted as prescribed by Ind AS 103 "Business Combinations" considering it as an adjusting event.

Accordingly, the accounting treatment has been given as under: -

All the assets and liabilities of gTLD undertaking as at 1 April 2023 have been transferred at their book values from the financial statements of the Company and the net assets value have been adjusted against Capital Reserves and Retained earnings under Other Equity.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

Assets and liabilities transferred

The book values of the assets and liabilities of gTLD undertaking transferred at the appointed date (April 01, 2023) were as follows:

| Particulars | (₹ in Million) |
|---|----------------|
| Assets: | |
| Property, Plant and Equipment | 0.01 |
| Other intangible assets | 32.18 |
| Trade receivables | 1.45 |
| Cash and cash equivalents | 1.66 |
| Other current assets | 0.06 |
| | 35.36 |
| Liabilities: | |
| Deferred tax liabilities | 0.78 |
| Trade payables | 0.07 |
| Other financial liabilities | 0.73 |
| Income tax liabilities | 0.77 |
| Other current Liabilities | 12.85 |
| | 15.20 |
| Net Assets Transferred | 20.16 |
| Investments stands cancelled pursuant to the scheme | |
| 43,90,400 Equity shares Odigma of ₹ 1 each | 647.17 |
| Total value of assets transferred and investment cancelled | 667.34 |
| Net Assets Transferred as on April 01, 2023 adjusted against following : | |
| Capital Reserve | 100.00 |
| Retained Earnings | 567.34 |
| Distribution of Net assets of demerged undertakings to equity shareholders | 667.34 |

In view of demerger of gTLD undertaking as well as Odigma ceased to be Subsidiary, the previous year's figures were restated to give the impact of scheme of arrangement as mentioned above and as a result, the profit before tax was lower by Rs 0.73 Million, Profit after tax was lower by Rs 0.45 Million and Total Comprehensive income was lower by Rs 0.28 Million for the year ended 31 March 2024. Consequently there is no material change in the earnings per share (EPS)(Basic and diluted) for the year ended 31 March 2024 and it remained same i.e Basic EPS Rs 0.57 & Diluted EPS Rs 0.56.

As per our report of even date

For Shah & Taparia
Chartered Accountants
ICAI Firm Registration No. 109463W

Ramesh Joshi
Partner
Membership No.: 033594
Gandhinagar
Date: May 26, 2025

**For and on behalf of the Board of Directors of
Infibeam Avenues Limited**
CIN: L64203GJ2010PLC061366

Vishal Mehta
Chairman & Managing Director
DIN: 03093563
Gandhinagar
Date: May 26, 2025

Sunil Bhagat
Chief Financial Officer
Gandhinagar
Date: May 26, 2025

Vishwas Patel
Joint Managing Director
DIN: 00934823
Gandhinagar
Date: May 26, 2025

Shyamal Trivedi
Sr. Vice President and
Company Secretary
Gandhinagar
Date: May 26, 2025

