

August 28, 2025

To,  
**BSE Limited,**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001  
**Scrip Code: 540735**

To,  
**National Stock Exchange of India Limited,**  
Exchange Plaza, 5th Floor,  
Plot No C/1, G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**Symbol: IRIS**

To  
**National Securities Depository Limited,**  
Trade World, 4th Floor, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel,  
Mumbai 400013

To  
**Central Depository Services (India) Limited,**  
Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel,  
Mumbai 400013

Dear Sir / Madam,

**Sub: Notice of the 25<sup>th</sup> Annual General Meeting of the Company and submission of the Annual Report for the financial year ended March 31, 2025 and intimation on Book Closure as per Regulation 30, 34 & 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.**

This is to inform that 25<sup>th</sup> (Twenty-fifth) Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 23, 2025, at 11:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and in accordance with General Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Section 91 of the Companies Act 2013, and rules made thereunder and Regulation 42 and other applicable provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, we wish to inform that Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 17, 2025 to Tuesday, September 23, 2025 (both days inclusive) for the purpose of the AGM.

Pursuant to Regulation 44 of SEBI Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide e-voting facility which will enable the Members to cast their votes electronically. The remote e-voting period commences on Saturday, September 20, 2025 at 9.00 a.m. and ends on Monday, September 22, 2025 at 5.00 p.m. Only those Members holding shares in either physical or dematerialized form as on cut-off date i.e. Wednesday, September 17, 2025, may cast their vote electronically. A person whose name appears in the Register of Members/Beneficial Owners as on cut-off date i.e. Wednesday, September 17, 2025, shall be entitled to avail the facility of remote e-

### **IRIS Business Services Limited**

Tower 2 3<sup>rd</sup> Floor International Infotech Park Vashi Navi Mumbai 400703 Maharashtra India  
Tel: 022 6723 1000 | Email: [cs@irisbusiness.com](mailto:cs@irisbusiness.com) | [www.irisbusiness.com](http://www.irisbusiness.com)  
CIN L72900MH2000PLC128943 | GSTIN 27AAACI9260R1ZV

voting. The details on the manner of attending the AGM and casting of votes by Members has been set out in detail in the Notice of the AGM.

Pursuant to Regulation 30 and 34 of Listing Regulations, we are submitting herewith the Annual Report for the financial year 2024-25 along with Notice of the 25<sup>th</sup> AGM.

The Annual report is available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, and also available on the Company's website at [https://irisbusiness.com/wp-content/uploads/2025/08/IRIS\\_Annual\\_Report\\_2024-25.pdf](https://irisbusiness.com/wp-content/uploads/2025/08/IRIS_Annual_Report_2024-25.pdf).

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **IRIS Business Services Limited**

**Santosh Sharma**

Company Secretary & Compliance Officer

(ICSI Membership No. ACS 35139)

*Encl.: As above*

## **IRIS Business Services Limited**

Tower 2 3<sup>rd</sup> Floor International Infotech Park Vashi Navi Mumbai 400703 Maharashtra India

Tel: 022 6723 1000 | Email: [cs@irisbusiness.com](mailto:cs@irisbusiness.com) | [www.irisbusiness.com](http://www.irisbusiness.com)

CIN L72900MH2000PLC128943 | GSTIN 27AAACI9260R1ZV

IRIS BUSINESS SERVICES LIMITED

Annual Report 2024-25



# A Legacy of **Leadership** A Future of **Possibility**







IN MEMORY OF



## Mr. Swaminathan Subramaniam

(1962–2025)

A visionary leader, trusted colleague, and dear friend — Swami was instrumental in shaping the foundation and values of IRIS. His pioneering spirit, intellectual rigor, and passion for innovation laid the groundwork for the company's mission to bring clarity and accessibility to financial data.

Though he is no longer with us, his legacy lives on in the principles we uphold and the work we continue to do.

# Contents

## Corporate Overview

Corporate snapshot	02
Key performance indicators	06
Our journey	08
Marquee clients	10
Our presence	14
From the founders' desk	16
Q&A with the CTO	22
Segment overview	24
SupTech	
RegTech	
DataTech	
TaxTech	
Case studies	32
Employee testimonials	40
Board of directors	42
Management discussion and analysis	44

## Statutory Reports

Notice	52
Board's report	65
Corporate governance report	92

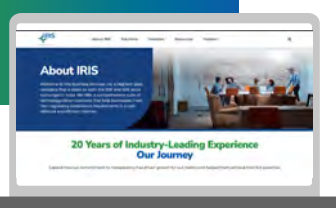
## Financial Statements

Standalone Financial Statements	116
Consolidated Financial Statements	184

## Forward Looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Click here to view more  
on our **website**



This report was prepared using IRIS CARBON® Disclosure management platform. Our decision to rely on the same technology we offer our clients reflects a core principle of our leadership: trust what we build and build what we trust.

The background of the slide is a dark blue gradient. On the left side, there is a vertical strip of abstract digital imagery. It features a network of glowing blue dots connected by thin lines, resembling a data visualization or a stylized tree structure. Below this, there are vertical columns of binary code (0s and 1s) in a lighter blue color, some of which are slightly blurred or faded. The overall aesthetic is high-tech and futuristic.

# A Legacy of Leadership. **A Future of Possibility.**

Every strong enterprise is anchored in vision, driven by purpose, and advanced by the dedication of its people. For over two decades, IRIS has embodied these values, bringing clarity and trust to regulatory technology.

This year marks a defining moment for IRIS; a point to honour its humble beginnings and the founder whose vision, wit and relentless spirit built more than a company; he sparked a movement. His legacy lives on in our culture, our people and our purpose. Today, we stand at the intersection of experience and possibility. In a dynamic regulatory landscape that demands innovation, agility and deeper stakeholder insights, IRIS is evolving with intent. We continue to invest in our people, advance our solutions, and empower our clients through reliable, actionable data.

This annual report captures where we've been and where we're headed. Grounded in legacy, and guided by renewed purpose, the company is prepared to lead the way forward.

## \_CORPORATE SNAPSHOT

# Advancing Governance through Technology

The Company was born out of the need to simplify regulatory complexity, and has since become a purpose-driven RegTech partner to both regulators and regulated entities.

As the only listed RegTech SaaS player based in India, IRIS builds platforms that address regulatory, compliance, and data governance needs across geographies.

Over the years, it has evolved from being a pioneer in structured

reporting and intelligent compliance infrastructure to regulators to a trusted partner for enterprises through a unified reporting platform that enhances efficiency and insights.

Guided by the belief that structured and trustworthy data is the

foundation for transparency and foresight, IRIS builds solutions anchored in global data standards to drive accountability, comparability, and trust.

IRIS plays a vital role in enabling the compliance backbone of economies that are embracing deeper disclosures and stronger oversight.

Our products & solutions reduce reporting friction, lower compliance costs, and improve the quality and comparability of disclosures across sectors and geographies.

Looking ahead, IRIS remains committed to earning stakeholder trust while shaping a responsible, insight-led financial ecosystem powered by quality data.





## Track Record

Incorporated in 2000, IRIS Business Services Limited started operations in 2004, emerging as a global player in the regulatory technology space. The Company's offerings comprise compliance, data and analytics with products across the information supply chain and data reporting standards (XBRL and SDMX, among others). Across eight years, the Company has evolved from a service focused business to a product-led model, enhancing revenue visibility.

## Promoters<sup>1</sup>

The company was co-founded by late Mr. Swaminathan Subramaniam, along with Mr. Balachandran Krishnan and Ms. Deepta Rangarajan, with the shared vision of addressing the data challenges faced by regulators and investors. The founding team brought together complementary strengths and a deep commitment to transforming the financial information landscape. Over the years, the promoters have built on this foundation, with a cumulative experience of more than 60 person-years, having worked together since the mid-nineties.

<sup>1</sup> Mr. Swaminathan Subramaniam, one of the co-founders and original promoters of IRIS, passed away in 2025. His vision, intellect, and unwavering commitment to transparency in financial reporting continue to guide the company's journey.

## Products & Services

IRIS entered business by providing XBRL related services and consultancy to Indian and offshore clients. The Company's product offerings are now segregated across four operating segments – SupTech, RegTech, TaxTech<sup>2</sup>, DataTech – that enhance customer clarity, selection and solution.

<sup>2</sup> \*Note: As disclosed on 2 July 2025, IRIS has divested its TaxTech (GST ASP business) to Sovos, UK.



## CORPORATE SNAPSHOT (CONT.)

### Presence

Headquartered in Navi Mumbai, India, the international subsidiaries of IRIS comprise US, Singapore, Malaysia and Italy. IRIS conducts business in UK under the brand name of FinX Solutions®. The Company possesses presence in 55 countries across five continents.

### Positioning

IRIS is not an IT services, KPO or BPO company. The Company's offerings comprise Software as a Service (SaaS), Data as a Services (DaaS) and software products.

### Business Health

The Company's order book as on March 31, 2025, stood at around ₹120 crores with an annual recurring revenue of ₹70.73 crores (₹61.80 crores in FY24). The Company's recurring revenues contributed 55% to the total revenue during the year under review (60% in FY24).

### Listing

The Company listed on the main board of the National Stock Exchange and Bombay Stock Exchange on November 8, 2021. The Company's total market capitalisation was ₹796 cr as on March 31, 2025.

## Awards & Recognitions



India's Best  
TaxTech  
Company-TIOL (J)  
(2022)

India's Best  
Fintech  
Company – FE  
(2022)

Best Regulatory  
Technology  
Services – Central  
Banking  
(2024)

India's Best MSME  
Tech Company –  
Jagran  
(2022)

India's Best  
TaxTech Company  
(Silver) -  
TIOL (2021)

## Our Business Verticals

IRIS delivers focused technology solutions through distinct business verticals, each addressing the unique needs of the regulatory landscape.

### SupTech

Transforming supervisory processes for regulators through intelligent automation, analytics, and secure digital reporting solutions.

*Read more on pg 24*

### RegTech

Supporting enterprises to meet regulatory obligations efficiently with integrated compliance platforms and real-time validation technology.

*Read more on pg 26*

### DataTech

Advancing data collection, management, and analysis for regulators and businesses to improve information quality and actionable insights.

*Read more on pg 28*

### TaxTech\*

Enabling businesses and facilitators to fulfil tax compliance through automated, technology-driven statutory reporting and filing tools.

*Read more on pg 30*

\*Note: As disclosed on 2 July 2025, IRIS has divested its TaxTech (GST ASP business) to Sovos, UK.

# 55

Countries Served

# 30+

Regulatory authorities supported across global jurisdictions

# 21

Years of industry experience shaping our expertise

# 500+

Domain and technology professionals driving our innovation

# 6,000+

Enterprises simplified their compliance with our technology

# Millions

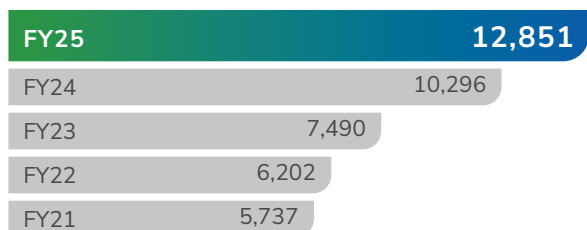
Of filings processed through our regulatory platforms

## KEY PERFORMANCE INDICATORS

# Measuring Our Success in Numbers

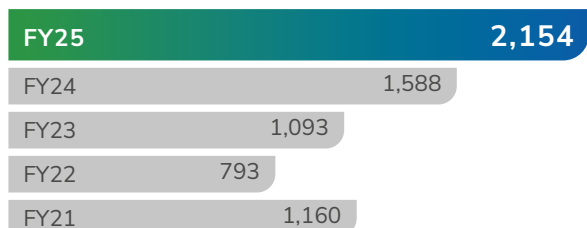
### REVENUE FROM OPERATIONS

(₹ IN LAKH)



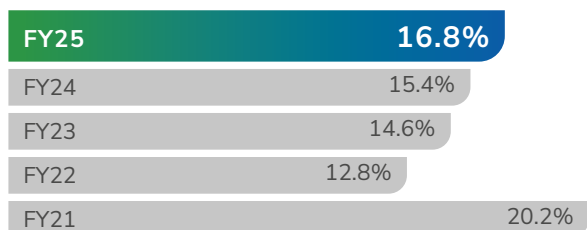
### EBITDA

(₹ IN LAKH)



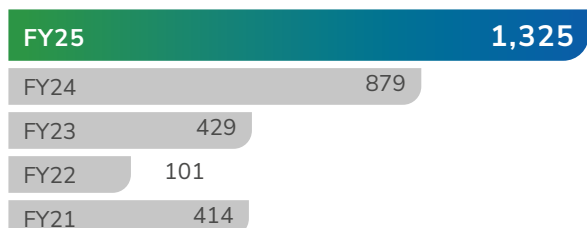
### EBITDA MARGIN

(IN %)



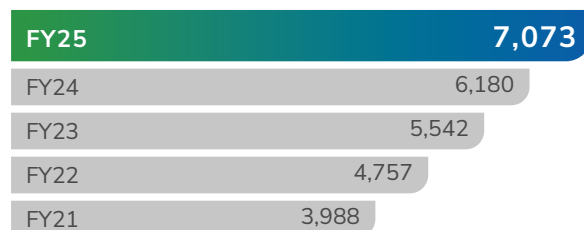
### PAT

(₹ IN LAKH)



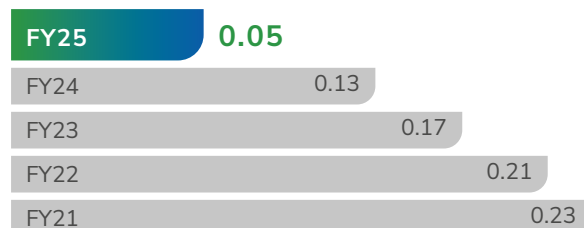
### ANNUAL RECURRING REVENUES

(₹ IN LAKH)



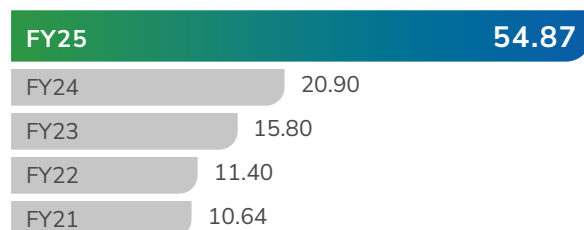
### DEBT-EQUITY

(IN X)



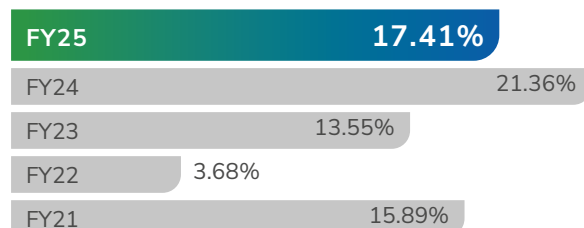
### INTEREST COVERAGE

(IN X)



### RETURN ON EQUITY

(IN %)





## REVENUES

12,851

FY 2024-25  
(₹ IN LAKH)

25%

FY 2024-25  
(In %, growth in revenues)

## ANNUAL RECURRING REVENUE (ARR)

7,073

FY 2024-25  
(₹ IN LAKH)

14%

FY 2024-25  
(In %, growth in ARR)

## RETURN ON EQUITY

17.41%

FY 2024-25  
(In %)

21.36%

FY 2023-24  
(In %)

## RESOURCE STRENGTH

530+

MARCH 31, 2025  
(TALENT COUNT)

500+

MARCH 31, 2024  
(TALENT COUNT)

## PROMOTER GROUP'S EQUITY STAKE

34.68%

MARCH 31, 2025  
(IN %)

37.10%

MARCH 31, 2024  
(IN %)REVENUE MIX BY GEOGRAPHY  
(QUANTUM)

(₹ IN LAKH)

COUNTRIES	FY 2024-25	FY2023-24
INDIA	3,816	2,902
MIDDLE EAST	824	743
ASIA-PACIFIC	919	1,207
AFRICA	4,389	3,084
USA	721	657
EUROPE	1,341	1,078
UNITED KINGDOM	587	559

## REVENUE MIX BY GEOGRAPHY

(IN %)

COUNTRIES	FY 2024-25	FY2023-24
INDIA	30%	28%
MIDDLE EAST	7%	7%
ASIA-PACIFIC	7%	12%
AFRICA	35%	30%
USA	6%	6%
EUROPE & UK	15%	16%

## OUR JOURNEY

# Transforming Compliance Over the Years



2016

- IRIS iFile based CRILC platform was built for the RBI and iDEAL® CRILC analytics solution launched for banks. IRIS iFile entered third phase of implementation at the RBI. FATCA reporting solution under IRIS iDEAL® launched in India for the BFSI segment. IRIS CARBON® gained customers in the US for SEC and Italy for Infocamere.

2017

- IRIS listed on the BSE-SME Exchange. IRIS iFile based standardisation project implemented for ATS, Mumbai. IRIS iFile launched for SCM, Malaysia. IRIS was selected as a GSP. IRIS GST launched as an ASP-GSP solution for Indian enterprises.

2018

- IRIS iFile implemented for CIPC, South Africa, CBRD, Mauritius and SSM, Malaysia. Sports Authority of India (SAI) Portal built on IRIS iFile to streamline Sports data was inaugurated by the Vice President of India. IRIS CARBON® enters South Africa for CIPC mandate and Europe and UK for ESEF. The E-Way Bill Application and IRIS Peridot were launched under GST, India.

2019

- IRIS iFile implemented for CMA, Kuwait and QSE, Qatar and selected as a Company reporting platform for Ministry of Commerce and Industry (MOCI), Qatar. IRIS iFile entered the fourth phase with RBI for the SDMX-based CIMS project. IRIS CARBON® launched in Europe for the ESMA mandate. EasyWayBill launched for Indian transporters.

2020

- IRIS iFile implemented for ASE and JSC Jordan. The IRIS GST e-Invoicing solution launched in India.

2021

- IRIS listed on the main boards of NSE and BSE. Awarded Best TaxTech (Silver) by TIOL. IRIS iFile launched for NRB, Nepal. IRIS iDEAL® launched for the EU market for Resolution Reporting and IFR/IFD Mandates. IRIS CARBON® launched in US for FERC. IRIS LMS launched for Indian enterprises.

2022

- IRIS received Best TaxTech (Jury) by TIOL and Best Fintech by FE. IRIS iFile launched for FSA, Oman. IRIS CARBON® launched for non-financial iXBRL reporting.

2025

- TaxTech Segment divestment to Sovos, UK. IRIS iFile goes live with PFRDA, India. AI driven software for XBRL Tagging, IRIS Instant launched in Malaysia, IRIS wins supervisory data collection platform project for the Qatar Central Bank.

- IRIS CARBON®'s Disclosure Management Module is launched in the global market. As a sequel to the MOUs signed with the governments of Goa, Karnataka and Telangana, IRIS Peridot for MSMEs is launched for India.

WE ARE HERE NOW

2024

- IRIS receives Best Regulatory Technology Award from Central Banking, London. IRIS iFile RBI (Phase 4) CIMS Implementation completed along with other Central Banking implementations - CBJ, Jordan and RMA, Bhutan. Phase 2 of CMA, Kuwait completed. Company launched IRIS myeinvois, an e-invoicing tool, in Malaysia.

2023

- The company received the 2023 APPEALIE SaaS + Software Award for ERP and Finance in the small business and mid-market segments.
- IRIS iFile bagged projects for SARB, South Africa, Boursa Kuwait.



## MARQUEE CLIENTS

# Trusted by Institutions that Shape the World

### Business Registries



Accounting and Corporate  
Regulatory Authority (ACRA),  
Singapore



Companies and Intellectual  
Properties Commission (CIPC),  
South Africa



Department of Business  
Development, Thailand



Saudi Business Centre  
(erstwhile-Ministry of Commerce and  
Investment, MCI), Saudi Arabia



Corporate and Business  
Registration Department (CBRD),  
Mauritius



Suruhanjaya Syarikat Malaysia  
(SSM), Malaysia



Ministry of Commerce and  
Industry (MOCI), Qatar

### BFSI Regulators



Bank of  
Mauritius



Central Bank of  
Jordan



QFCRA, Qatar



Pension Fund Regulatory and  
Development Authority, India



Royal Monetary Authority,  
Bhutan



Nepal Rashtra Bank



Reserve Bank of India



South African Reserve Bank  
(SARB)



## Capital Market Regulators



Amman Stock Exchange,  
Jordan



Boursa, Kuwait



Dubai Financial Market(DFM),  
UAE



Financial Services Authority (erstwhile  
– Capital Markets Authority-CMA),  
Oman



Capital Markets Authority (CMA),  
Kuwait



Johannesburg Stock Exchange (JSE),  
South Africa



Jordan Securities Commission  
(erstwhile- Securities Exchange  
Commission), Jordan



Abu Dhabi Securities Exchange,  
UAE



Qatar Stock Exchange



Saudi Exchange (erstwhile – Tadawul  
Stock Exchange-TSE),  
Saudi Arabia



Securities Commission Malaysia  
(SCM)



Securities Exchange Board of India  
(SEBI)



Securities & Commodities Authority  
(erstwhile-Emirates Securities &  
Commodities Authority-ESCA), UAE

## MARQUEE CLIENTS

### Enterprises



Aegon, UK



Bajaj Allianz General Insurance Company Limited



Bank of Ceylon



Bassein Catholic Bank



BMW, South Africa



Capital Small Finance Bank



Digi Communications, Romania



ESAF Small Finance Bank Limited



Forbes Marshall Pvt Limited



Alfa Laval India Private Limited



Bajaj Finance Limited



Bank of China



Bidvest, South Africa



Bpost, Belgium



Colruyt Group, Belgium



Doha Bank Q.P.S.C.



Federal Bank



Friwo, Germany



A Hellenic Bank, Cyprus



Bandhan Bank



Bank of India



Black Hills, US



British American Tobacco, South Africa



Dhanalakshmi Bank



ENI spa, Italy



FINO Small Finance Bank



Hitachi Astemo Brake systems India Private Limited



HDFC Bank, India



Ipca Laboratories Limited



Larsen & Toubro, India



Old Mutual Limited, South Africa



Reliance Industries Limited, India



Sonali Bank



Tamilnad Mercantile Bank



Unity Small Finance Bank Limited



Warwyck Private Bank



ICICI Bank, India



Karur Vysya Bank



LIC Housing Finance Limited



Paytm Payments Bank



SBM Bank (India) Limited



South Indian Bank



Thermax Limited



Utkarsh Small Finance Bank  
Utkarsh Small Finance Bank



Industrial Bank of Korea



KBC Bank NV, Belgium



NSDL Small Finance Bank



PVR INOX Limited



Societe Bank Generale Bank Limited



State Bank of Mauritius



The Nainital Bank Limited



VP Plc, UK

and many more we proudly serve

## OUR PRESENCE

# Enabling Reliable Reporting Worldwide

### North America

- Canada
- United States of America\*

### South America

- Argentina
- Brazil\*
- Chile

H

## India

Headquarters

1

## USA

Subsidiary

2

## Singapore

Subsidiary

3

## Malaysia

Subsidiary



Organizations in more than fifty countries trust IRIS to fulfil their supervisory and reporting requirements, relying on the company's commitment to accuracy, adaptability, and deep domain knowledge. This reputation for reliability has established IRIS as a partner of choice for regulators and enterprises seeking to meet global standards while addressing local needs.

### Europe

- Austria\*
- Belgium\*
- Croatia\*
- Cyprus\*
- Czech Republic\*
- Denmark\*
- Estonia\*
- Faroe Island\*
- Finland\*
- France\*
- Germany\*
- Greece\*
- Hungary\*
- Ireland\*
- Italy\*
- Jersey
- Macedonia
- Lithuania\*
- Luxembourg\*
- Malta\*
- Netherlands\*
- Norway\*
- Poland
- Portugal\*
- Romania\*
- Slovakia
- Slovenia\*
- Spain\*
- Sweden\*
- Turkey
- Ukraine
- United Kingdom\*

### Asia Pacific

- Bhutan\*
- Indonesia
- Malaysia\*
- Nepal\*
- Philippines
- Singapore\*
- Thailand

### Middle East

- Jordan\*
- Kuwait\*
- Oman\*
- Qatar\*
- Saudi Arabia\*
- UAE\*

### India\*

### Africa

- Ghana
- Mauritius\*
- Nigeria\*
- South Africa\*

4

# Italy

Subsidiary

**Note:**

\*Current presence

\_FROM THE FOUNDERS' DESK

# Letter to Shareholders



**K. Balachandran**

CO-FOUNDER, WHOLE TIME DIRECTOR AND CEO



**Deeptha Rangarajan**

CO-FOUNDER AND WHOLE TIME DIRECTOR

“

The global regulatory environment continues to evolve at an accelerated pace.

The rapid digitalisation of supervisory and compliance ecosystems across jurisdictions is reshaping the nature of governance, risk, and compliance.

## *Dear Shareholders,*

In the previous year, our Founder late Shri S. Swaminathan, in his inimitable style, wrote about the coming of age of IRIS and our deep gratitude towards those stakeholders who believed in us.

In his absence, we wish to begin this year's letter by honouring the memory of Swaminathan, whose guidance and spirit remain at the heart of IRIS. Those who knew Swami understood that he was far more than a visionary leader, he was a mentor, a guide, and a source of inspiration to everyone whose lives he touched. His infectious enthusiasm for solving complex problems, and genuine care for people created the very soul of our organisation. The corridors of IRIS still echo with his encouraging words, and his ability to see possibilities where others saw only challenges. While we deeply feel his absence, we find strength in the enduring principles he instilled in us and the transformative vision he championed. A world where technology serves transparency, where data creates trust, and where innovation makes complex systems accessible to all. It is this legacy that continues to guide our path forward, and we are honoured to carry his dreams into the future with the same passion and integrity he embodied throughout his journey with us.

As we reflect on the past year, it is evident that FY25 has marked a period of significant transformation for our Company. In a world increasingly shaped by digital innovation and regulatory change, our Company has both embraced and led structural advancements, effectively using technology to deliver value to clients across the globe. FY25 has seen us record our highest-ever revenue and profits, an achievement made possible by deepening global acceptance of our solutions and increasing contributions from international clients.

We shall take this opportunity to present a comprehensive account of our operational and financial performance during the year, explain the driving forces behind our growth, and outline the strategic direction we have identified as we embark on our next phase of expansion.

## **REGULATION MEETS DIGITALISATION ON A GLOBAL SCALE**

The global regulatory environment continues to evolve at an accelerated pace. The rapid digitalisation of supervisory and compliance ecosystems across jurisdictions is reshaping the nature of governance, risk, and compliance. Governments and regulators around the world are institutionalising structured digital reporting formats, transitioning from voluntary usage to mandated frameworks across sectors. These mandates are no longer limited to financial reporting and extend into non-financial and sustainability domains as well.

The outcome of this evolution is a sustained and growing demand for platforms that can enable the creation and collection of high-quality, machine-readable data that enhances oversight. There is growing awareness among governments and institutions about the potential for structured data to transform regulatory intelligence. In particular, regulatory agencies are increasingly seeing value in being able to compare submissions across time periods, jurisdictions, or institutions using data that is consistent and machine-readable.

With this change in regulatory philosophy, the expectation is now firmly placed on platforms that can support this transformation at scale and with cost efficiency. This represents a significant opportunity that validates our strategic positioning in these high-growth segments.



## FROM THE FOUNDERS' DESK

### GLOBAL OPPORTUNITIES AND PLATFORM CAPABILITIES

The rapid institutionalisation of digital regulatory frameworks is creating a substantial opportunity for IRIS. Governments and regulators on every continent are adopting data taxonomies, real time collection and cross jurisdictional harmonisation. The International Sustainability Standards Board taxonomy for structured sustainability reporting exemplify this global paradigm shift. Demand for robust structured reporting infrastructure is therefore accelerating.

IRIS is uniquely positioned within this environment. We are among the very few providers that deliver integrated RegTech and SupTech solutions across the entire structured data lifecycle. Our modular platforms are API driven, analytics enabled and built for multilingual scalability, underpinned by years of investment and deep domain expertise proven across numerous jurisdictions and sectors.

FY25 confirmed our readiness to capture these opportunities. In SupTech we expanded our engagement with the South African Reserve Bank and the Business Registry, Malaysia and secured new mandate from the Pension Fund Regulatory and Development Authority of India. Although the sales cycles in these regions are lengthy, the early momentum positions us for sustained expansion. SupTech contracting activity rose through both new regulator wins and scale-ups of existing projects, while RegTech adoption advanced through IRIS CARBON®. This platform now spans a complete disclosure lifecycle, including an ESG module aligned with global ESG reporting standards such as CSRD, ISSB and GRI. Clients can additionally calculate their carbon emissions, evaluate their supply chain from a sustainability perspective, analyse their ESG performance and also author their financial and ESG reports in one environment by leveraging smart review features, detailed audit trails and validation checks that strengthen data governance.



The Company maintained strong liquidity, closing the year with cash and cash equivalents of ₹30.5 crore and operating cash flows of ₹27.8 crore.

The debt-to-equity ratio improved to 0.05X, which stood at 0.13X in the previous year.

On the product side our regulatory reporting platform iFile was upgraded to a modern technology stack and extended to deposit insurance and pension fund reporting use cases.

We also launched IRIS Instant, an artificial intelligence tool that extracts data from existing documents to populate XBRL filings, significantly reducing preparation time. Together these developments illustrate how IRIS provides end to end solutions to regulators and empowers enterprises to meet evolving compliance obligations with greater efficiency.

The breadth of use cases from banking supervision and insurance to pension regulation and sustainability reporting demonstrates that our platforms adapt quickly to emerging requirements and are actively shaping the next generation of supervisory systems.

### DRIVING HOLISTIC CLIENT VALUE THROUGH STRATEGIC INTEGRATION

The new Disclosure Management and ESG modules take the IRIS CARBON® platform deeper into the Office of CFO as well as the sustainability teams, facilitating enhanced collaboration, clear control over data, and visibility and oversight through the process — laying the foundation for more accurate and sound decision-making.

Finance leaders can utilise IRIS CARBON® to fulfil regulatory submissions, prepare board-level materials and manage their sustainability programs within a single ecosystem.

In fact, the preparation of this annual report was supported end-to-end by the IRIS CARBON® Disclosure Management platform—the same technology we deliver to our clients. Our internal adoption of IRIS CARBON® is both a validation of its transformative impact on digital reporting and a testament to our continued commitment to solutions we trust, use, and proudly offer to the world.

Clients who commence with a single financial report have extended IRIS CARBON® to encompass additional report categories and sustainability disclosures, thereby benefiting from unified data sources and seamless workflows. This seamless integration enhances deal value, especially in client scenarios where they seek technology driven solutions to support reporting beyond just formal mandates.

The global regulatory landscape underscores the importance of IRIS CARBON®'s strategy of specifically targeting sustainability reporting as well. Mandatory ESG reporting is being rolled out country by country, often in phases. Whilst a recent EU "Omnibus" package deferred CSRD compliance for many companies by two years, large corporations are proceeding voluntarily, collecting and publishing sustainability data to meet investor and stakeholder expectations. This trend plays to our strengths, as IRIS CARBON® already supports major ESG frameworks, enabling forward-looking companies to commence using it for non-mandated disclosures immediately.

## SUSTAINED MOMENTUM IN OUR FINANCIAL PERFORMANCE

Turning to our financial performance, FY25 was a good year for us. The Company achieved its highest-ever revenue of ₹128.51 crore, representing a growth of 25 percent compared to ₹102.96 crore in FY24. This performance was driven by a combination of strong execution in the SupTech segment, expanding global footprint, and increased adoption of our SaaS platforms. EBITDA stood at ₹21.54 crore, a 36% growth over the previous year. Net profit grew by 51% to ₹13.25 crore, up from ₹8.79 crore in FY24.

The Company maintained strong liquidity, closing the year with cash and cash equivalents of ₹30.5 crore and operating cash flows of ₹27.8 crore. The debt-to-equity ratio improved to 0.05X, which stood at 0.13X in the previous year. During the year, we completed a successful preferential issue raising ₹20 crore, earmarked for investments in sales, marketing, and product development. The participation of reputed institutional investors validated our business model and reinforced market confidence in our long-term strategy.

In line with our increasing emphasis on SaaS, our annual recurring revenue stood at ₹70.7 crore, up from ₹61.8 crore in FY24, and accounting for more than 55% of total revenue. The two key metrics - order book and annual recurring revenue (ARR) - remain the primary indicators by which we measure our progress. We also secured projects, working along with.

## SEGMENTAL PERFORMANCE AND STRATEGIC DIRECTION

The SupTech business delivered 34% year-on-year revenue growth, driven by deeper engagement with existing clients and expansion into new jurisdictions. Notably, Phase 1 of the Deposit Insurance System for the South African Reserve Bank was successfully implemented during the year, marking a key milestone in the development of a multi-year supervisory ecosystem. We also secured project awards, working along with partners, from the PFRDA in India and in April this year, from the Qatar Central Bank. Our iFile platform was upgraded with enhanced configurability and faster deployment architecture, improving go-to-market effectiveness.

FY25 also marked the productization of IRIS Instant, our AI-powered XBRL preparation bolt on tool. Designed to accelerate regulatory data generation, this solution was launched in Malaysia during the first quarter of FY26 and is expected to make it easier for enterprises of all sizes to easily adopt structured data reporting standards like XBRL.

In the RegTech segment, revenue grew more sedately by 12%. Among notable client developments, IRIS CARBON®'s new disclosure management module was adopted by more than two dozen customers for their disclosure management needs. The sustainability reporting modules will be rolled out shortly, and will allow us to serve emerging use cases around sustainability and integrated reporting.

# ₹70.7 crore

Annual Recurring Revenue in FY25

# 51%

Growth in Profit After Tax in FY25



## \_FROM THE FOUNDERS' DESK

The TaxTech segment registered a 20% growth. In Malaysia, our e-invoicing solution went live with over 50 clients onboarded. In India, we launched multiple new modules under the GST suite, including litigation management, accounts payable automation, and CFO dashboards. These additions significantly enhanced the platform's value proposition. Our overseas foray and increased domestic competition have had an impact on the profitability levels of the TaxTech business.

Our early-stage DataTech initiatives are making steady progress. We signed memoranda of understanding with the governments of Telangana, Karnataka, and Goa that will help us in our 'go to market' as we roll out a host of digital enablers on top of our very popular app, IRIS Peridot. Whilst the segment is pre-revenue, the groundwork laid in FY25 sets the stage for rollout of the enhanced version of the IRIS Peridot app in FY26.

### STRATEGIC BUSINESS SIMPLIFICATION AND FOCUS

As part of our commitment to building long-term shareholder value, we recognise the need to consolidate efforts and strengthen our core business lines to drive growth and deliver superior value to shareholders. We have identified the SupTech and RegTech businesses as multi-billion dollar global markets where we view the maximum growth potential in the medium term.

In July 2025, we completed the divestment of our Tax Technology (GST) ASP business to Sovos Compliance Limited, UK, for a total consideration of ₹151.24 crore. Whilst we had built a strong position in India in the GST ASP Services Business, we recognised that this business would require significant investments to scale globally. We believe the valuation realised for the GST ASP Services Business is attractive to shareholders and enables sharper focus on our core competencies in the international markets where we see the greatest long-term potential.

This strategic divestment unlocks significant value and allows us to focus resources on global SupTech and RegTech opportunities where we are best positioned for accelerated growth. The transaction proceeds provide non-dilutive capital to fund growth investments in our core business lines.

### POSITIONING FOR SUSTAINABLE GROWTH AND ORGANISATIONAL EXCELLENCE

Our differentiation lies in our domain expertise, consultative approach and continuous innovation. Our value proposition has consistently been to digitalise supervisory and reporting workflows so clients can focus on analysis and oversight. All IRIS solutions are built to be simple and user-friendly, with an architecture that scales with the size and complexity of the organisation.

Artificial intelligence and automation are integrated throughout our offerings, ranging from automated data entry in IRIS Instant

to embedded validation utilities, removing manual effort and supporting data accuracy. Features that enable data consistency and comprehensive version control, such as the strategic linking between source spreadsheets and reporting documents, ensure data updates are reflected across the reporting landscape. IRIS is dedicated to partnership, deploying cross-functional teams of engineers and consultants who actively collaborate with clients to convert regulatory developments into actionable product enhancements. This consultative service model and our excellent support ensure our products remain competitive even in challenging market conditions.

To support our growing aspirations, we continued to invest in our team and internal capabilities. FY25 saw key leadership additions in technology and marketing, with strengthened capacity in delivery and client success teams to support global scale. Our product and engineering teams have been structured to support verticalized platform ownership.

Looking ahead, we recognise the critical importance of strengthening our organisation with key hires within each of our business verticals and cross-cutting functions. We are also constituting an advisory panel who has expertise in specific areas that are important to us as we focus on the next phase of our journey. We shall set aside appropriate resources for these strategic appointments, as we clearly want to establish the foundation and the appropriate organization design for shifting to our next growth orbit.

The Company has also increased its marketing investments with focused campaigns in international markets. These efforts have led to improved brand recall and a growing pipeline of qualified opportunities. We continue to deepen client success capabilities to ensure strong retention and account expansion.

### CONFIDENTLY LOOKING AHEAD

We step into FY26 with optimism and a sharpened strategic focus. The convergence of regulatory reform, ESG mandates, and digital transformation continues to drive demand for the very solutions we provide. Our broad platform suite, growing international reputation, and high retention among clients give us confidence that we are well-positioned to sustain our growth momentum.

FY25 was about strengthening the foundation of our platform and seeding future growth. Our recent product releases demonstrate an evolution from narrow compliance tools to broad transparency engines that serve the entire corporate reporting ecosystem. Whilst we remain disciplined in cost management, we shall make the necessary investments to support long-term growth.

We are entering a phase where our platforms are relevant and are becoming deeply embedded in the regulatory architecture of our clients. We are also mindful of global macroeconomic trends and geopolitical dynamics that may influence decision-making cycles for our clients. Our strategic flexibility, strong cash flows, and diversified revenue mix equip us well to navigate potential uncertainties.

## STRATEGIC DIRECTION FOR FY26 AND BEYOND

We are clear in our resolve to double down on growing the RegTech and SupTech businesses while nurturing our DataTech business towards a sustainable revenue model. Within the medium term, we have set a target to become a Rs 500 crore turnover business. Our focus would be unquestionably on growing the overall Annual Recurring Revenue (ARR) while recognizing the need to smoothen the 'lumpiness' associated with the nature of the SupTech offerings.

Our strategy for FY26 is anchored in three key pillars: platform enhancement, customer expansion, and global market penetration.

In FY26, on the SupTech side, we aim to secure two to three new mandates whilst expanding wallet share in the existing client accounts. We shall also continue to explore partnerships with consulting firms, implementation specialists, and policy advisory bodies to extend our reach and strengthen our domain relevance in complex regulatory environments. We are enhancing our iFile SupTech platform to expand into non XBRL mandates while providing value added analytics including risk based supervisory frameworks.

The RegTech business of ours has two distinct business lines. IRIS CARBON®, our flagship product, has evolved into a unified enterprise reporting platform with multiple value vectors, one among them being regulatory reporting. IRIS iDEAL® is our automated data flow engine for BFSI large volume regulatory reporting, a segment with a set of distinct characteristics. Both these businesses have substantial addressable markets but would need sustained efforts to break into developed markets.

The scaling of IRIS CARBON® would be an important theme for us in the medium term. We are initially focusing on the European and US markets and plan to materially expand our sales and marketing footprints in these markets. Concomitantly, there are parallel efforts underway to enhance the product in multiple areas including that of AI driven document intelligence.

IRIS iDEAL® has a dominant market share in the Indian market but would now need to expand into global markets. In FY26, we plan to take this product into more sophisticated markets. These forays would also entail significant efforts on both sales and product development areas.

As we pursue these growth initiatives, we cannot rule out some moderation in profit margins in the near term as we make strategic upfront investments ahead of expected returns. This investment-led approach is designed to capture the asymmetric growth opportunities available in our target markets and position us strongly for sustained long-term performance.

As we go about building a global franchise, we think it is best if our business is judged through the lens of sustainable growth and returns over a longer time frame rather than short term financial metrics emerging through quarterly disclosures.

## EXECUTION STRENGTHENED BY A SCALABLE ORGANISATION

A strong organisational culture remains our foundation. We believe that a culture of ownership, empathy, and learning is critical to our ability to scale responsibly. We continue to invest in capability-building across teams, including domain training, product knowledge, and consultative engagement. The promoters of the company are actively involved institutionalising processes and in building a line of leadership and culture that is enduring and can take the company firmly into the next orbit. Our focus is to build an institution that goes beyond the founders.

We remain grounded in our long-term vision and grateful to our shareholders for continued support. With industry trends favouring more transparency and richer data-driven insights, IRIS is well positioned to deliver both shareholder value and positive societal impact in the years ahead.

## IN APPRECIATION OF A SHARED JOURNEY

On behalf of the Board, we extend our heartfelt appreciation to our clients, partners, employees, and shareholders. Your trust, support, and commitment continue to inspire us. As we look ahead, we do so with humility, determination, and an unwavering belief in the value IRIS brings to the world of structured compliance and digital supervision.

With the foundation now firmly in place and our strategic direction clearly defined, we are ready to build forward with clarity, purpose, and confidence towards our medium term revenue goal whilst delivering exceptional value to all our stakeholders.

*Yours Sincerely,*

**K. Balachandran**

CO-FOUNDER, WHOLE TIME DIRECTOR AND CEO

**Deepti Rangarajan**

CO-FOUNDER AND WHOLE TIME DIRECTOR



## \_Q&A WITH THE CTO

# Candid Conversation with the Chief Technology Officer and Director

### **Q) HOW HAVE IRIS' PLATFORMS EVOLVED ACROSS REGTECH, SUPTECH, AND TAXTECH BUSINESSES IN FY25?**

**A)** Over FY25, we delivered significant upgrades across all three technology segments. In SupTech, our flagship iFile portal was re-engineered on a modern tech stack to shorten implementation time and introduce AI-assisted features. We are repurposing iFile beyond classic reporting, and by adding robust BPMN capabilities, we've made the platform more standardized and highly flexible. For instance, it has been deployed for Deposit Insurance related reporting requirements and is being pitched for tax reporting use cases as well.

In RegTech, our IRIS CARBON® SaaS platform continues to expand. We added new Disclosure Management and ESG modules to support global sustainability reporting needs, allowing our customers' finance teams to go "beyond mandates" into non-mandate use cases. This means that IRIS CARBON® now handles traditional XBRL compliance and broader CFO reporting. This versatility means our solution is not limited to the CFO's office but is equipped to handle all forms of corporate reporting and internal reporting, including a wide range of non-financial compliances.

On the TaxTech business, which was recently divested, we launched new TaxTech modules this year: an AI-powered Litigation Management System to automate notices and case responses and a CFO Dashboard with Accounts Payable automation. In short, each year we add capabilities and integration so that our core platforms can scale to new requirements.

### **Q) IN WHAT WAYS IS IRIS INTEGRATING AI INTO ITS PRODUCTS AND PROCESSES?**

**A)** Artificial intelligence is becoming integral to our tools. We have already productised an AI-powered XBRL preparation tool called IRIS Instant. We piloted IRIS Instant with a Malaysian mandate. We are now formally packaging IRIS Instant for launch and will extend it to other markets. Internally, we are also planning on building a dedicated AI team to drive AI initiatives across IRIS. This will ensure we have focused expertise to add intelligence to each product.

Beyond XBRL, we embedded AI in other areas. Notably, our GST compliance suite now includes an AI-driven Litigation Management feature: the system can automatically read a tax notice and draft a first-response letter for the customer. This greatly cuts manual effort for tax teams. Similarly, on the SupTech side we use AI to auto-fill regulatory forms. We have also applied automation in our development process; for instance, we build automated test suites for our software to improve quality. In summary, AI capabilities are already live in IRIS and we are systematically expanding the use of AI to make our products smarter and more efficient.



P K X Thomas

WHOLE TIME DIRECTOR AND CTO

### Q) HOW ARE IRIS' PRODUCTS BEING PRODUCTISED AND TECHNOLOGY FEATURES REUSED ACROSS OFFERINGS?

**A)** We follow a platform-oriented approach that allows us to repurpose core features across multiple products, markets, and client types. A clear example is our SupTech iFile platform: originally built for one regulator's digital reporting, it has been reused for new use cases in other areas. This means foundational work is not one-off; regulators often extend contracts or engage us for next phases rather than discarding the system.

Similarly, within RegTech we expand new modules. The Disclosure Management and ESG tagging capabilities we built into IRIS CARBON® are now offered to existing customers as extra modules, deepening client engagement. In TaxTech, we turned backend capabilities into products: our GST data pipeline now supports new modules like AP Automation and a CFO Dashboard. By modularising development and reusing core technology, we accelerate roll-out of new offerings and maintain consistency. Every new tool or AI model is turned into a product feature that we can deploy elsewhere, helping us scale efficiently and preserve investment in each innovation.

### Q) WHAT ARE THE KEY TECHNOLOGY PRIORITIES ON THE ROADMAP FOR FY26?

**A)** Looking ahead to FY26, we are committed to building on this year's strong foundation and advancing our technology leadership in key areas. One of our core priorities in the coming year is the commercial launch of IRIS Peridot for MSMEs. Developed as an all-in-one solution for digital tools and financial access tailored to the needs of MSMEs, our app IRIS Peridot is getting ready for a broader rollout.

Another important focus is the expansion of our artificial intelligence initiatives. We will extend IRIS Instant into additional geographies while embedding advanced AI into more of our workflows. By integrating AI deeper into our product suite, we aim to drive efficiency, accuracy, and smarter decision-making across a growing range of business processes.

Looking further ahead, we also have a bold vision for utilizing AI within our IRIS CARBON® platform. Our roadmap includes bringing in AI capabilities to embed document intelligence and simplify the collaborative authoring and review process.

P K X Thomas

WHOLE TIME DIRECTOR AND  
CHIEF TECHNOLOGY OFFICER

## \_SEGMENT OVERVIEW - SUPTECH

# Strengthening Supervision through Innovation and Scale

SupTech, or Supervisory Technology, refers to the use of advanced technology by regulatory and supervisory bodies to enhance the quality, timeliness, and efficiency of oversight functions. At its core, SupTech aims to address structural challenges such as fragmented data, inconsistent compliance frameworks, and delayed insights.

At IRIS, the SupTech business plays a foundational role in helping regulators design and implement end-to-end regulatory data ecosystems.

The Company's suite of SupTech solutions spans taxonomy creation, reporting portals, validation engines, supervisory analytics, and risk monitoring modules. Together, these enable regulators to transition from manual processes to fully digital supervision environments.

### SUPTECH SUITE OVERVIEW

The SupTech offering consists of six fully integrated modules

01

#### Noah

XBRL Form Builder for taxonomy and form design

03

#### Data Preparation Tools

Including WebForms and instant AI-based tagging

05

#### Reports and Analytics

For generating standardised supervisory reports

02

#### iFile Portal

Digital reporting platform for regulatory submissions

04

#### Bushchat

Data validation and rule-based alert engine

06

#### IRIS RISE

A module supporting risk-based supervision and enforcement workflows

## GEOGRAPHIC REACH

Now serving 30 regulators including business registries, central banks, capital market authorities and stock exchanges, deposit insurance corporations, insurance regulators, international financial services authorities and pension supervisors.

Key operating geographies include Bhutan, India, Jordan, Kuwait, Malaysia, Mauritius, Nepal, Netherlands, Oman, Qatar, Saudi Arabia, Singapore, South Africa and the United Arab Emirates

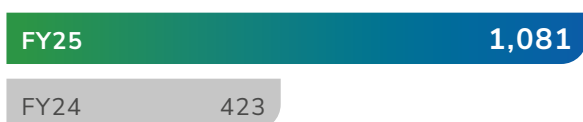
## SUPTECH REVENUE

(₹ IN LAKH)



## EBITDA

(₹ IN LAKH)



## FY25 HIGHLIGHTS

### Operational Momentum in FY25

The SupTech business delivered a robust performance in FY25. Revenue increased from ₹45.8 crore in FY24 to ₹61.5 crore in FY25, representing a year-on-year growth of 34%. EBITDA improved materially during the year, rising from ₹4.23 crore to ₹10.81 crore.

## Key Client Projects

### PFRDA (India)

Supported data collection and analytics, enhancing supervisory visibility and decision-making capabilities.

### South African Reserve Bank

Completed Phase 1 of the Deposit Insurance System implementation.

### Qatar and Oman

Delivered taxonomy upgrades, strengthening repeat engagement with existing clients.

## Strategic Priorities for FY26 and Beyond

### Rollout of iFile 10.0

The next version of IRIS' filing platform is expected to reduce implementation time and improve configurability across modules.

### Geographic Growth

Strengthening relationships with Tier 1 regulators across Asia and Africa.

### Platform Modernisation

Continued investment in modular architecture, user interface enhancements, AI use cases enablement and scalability across deployment environments.



## \_SEGMENT OVERVIEW - REGTECH

# Harnessing Compliance Innovation to Serve a Digitally Regulated World

Regulatory Technology (RegTech) represents a fast-evolving field focused on leveraging advanced digital solutions to streamline and automate compliance reporting. By reducing the cost, effort, and risk associated with regulatory filings, RegTech plays a critical role in enhancing data quality and timeliness for both enterprises and regulators.

IRIS Business Services is well-positioned in this global shift towards digitised compliance.

With years of experience in structured data reporting, IRIS has developed a trusted RegTech portfolio that supports enterprises and financial institutions in managing increasingly complex reporting requirements.

### REGTECH SUITE OVERVIEW

The Company's RegTech suite comprises two principal business lines:

01

#### IRIS CARBON®

is a cloud-based Software-as-a-Service (SaaS) platform that enables collaborative preparation, review, and submission of regulatory and voluntary disclosures. Hosted on Microsoft Azure and certified by XBRL International, the platform is audited for SOC 1 Type II and SOC 2 Type II compliance. The promising Disclosure Management (DM) tool launched under IRIS CARBON® supports both financial and non-financial reporting and is widely used for annual reports, interim reports, sustainability disclosures, and press releases. It is tailored for teams across finance, legal, ESG, risk, and audit, facilitating smart version control, real-time commenting, audit trails, and automated data linking from spreadsheets to presentations and documents.

02

#### IRIS IDEAL®

is a secure, on-premise solution designed for banks and other financial institutions to automate data reporting in XBRL and other structured formats. It covers the complete lifecycle from data ingestion and validation to transformation and submission. The solution ensures compliance with the latest banking guidelines and integrates with core banking systems to ensure data quality, reduce manual effort, and strengthen data confidentiality.

## REGTECH REVENUE

(₹ IN LAKH)

FY25	4,278
FY24	3,832

## EBITDA

(₹ IN LAKH)

FY25	971
FY24	985

## FY25 HIGHLIGHTS

### Financial Performance

The RegTech segment recorded its highest-ever revenue of ₹42.78 crore in FY25, marking a 12% year-on-year growth from ₹38.32 crore in FY24. This growth was driven by wider adoption of IRIS CARBON® across jurisdictions and with deeper client engagements. Segment EBITDA for the year stood at ₹9.71 crore, marginally lower than the ₹9.85 crore recorded in FY24.

### Operational Milestones

FY25 marked a year of strategic strengthening and innovation across IRIS CARBON® and IRIS iDEAL®, with both business lines achieving important breakthroughs in functionality, client expansion, and market readiness.

On the IRIS CARBON® front, the Company enhanced its Disclosure Management solution. It was rolled out to both new clients and the existing customer base, strengthening product stickiness and expanding utility across the Office of the CFO. A notable pilot engagement was secured with ENI, Italy's largest oil and gas major. We also released beta version of ESG Reporting module to establish product-market fit.

To support differentiated value delivery, the Company also introduced a value-based pricing model aligned with evolving client needs.

Geographic coverage for XBRL and iXBRL reporting widened further across Europe, the United Kingdom, and the United States. Meanwhile, the launch of ESG Module Ver.1 enabled IRIS CARBON® to address emerging sustainability frameworks across the EU (CSRD), UK and US (ISSB), and Australia (ASRS). As disclosure mandates evolved, the platform expanded into narrative and voluntary reporting, reinforcing its strategic positioning for enterprise reporting teams. These developments were supported by leadership hiring in sales and marketing, as well as continued product enhancement for localised requirements in 35 countries.

IRIS iDEAL® achieved significant milestones this year, delivering critical advancements across its offerings. The platform successfully empowered five cooperative banks in South Africa achieve full automation in their depository data and regulatory compliance processes, while a new Related Party Transactions solution has also been launched to help Indian corporates streamline complex 'Related Party Transactions' management and SEBI compliance. An important platform upgrade this year significantly enhanced iDEAL®'s data automation capabilities. Strategically, the business line prepared for diverse market demands and emerging regulatory mandates across South Africa, Nigeria, and Europe. Furthermore, IRIS supported leading Indian banks in their Proof of Concept for the Reserve Bank of India's Element-Based Reporting (EBR) initiative, solidifying IRIS iDEAL®'s position as a future-ready compliance solution.

### Strategic Priorities for FY26 and Beyond

Looking ahead, the Company aims to deepen its RegTech value proposition through four key levers:

#### Non-Mandate Expansion

With disclosure management gaining traction, IRIS aims to increase its presence in non-mandate use cases, enabling deeper engagement with the Office of the CFO.

#### ESG Readiness

Continued enhancement of the ESG module to meet evolving disclosure needs under CSRD, ISSB, and ASRS frameworks.

#### Go-to-Market Execution

Sharpening focus on sales and marketing through leadership hiring and improved processes to scale adoption across over 35 countries.

#### Land and Expand

Driving value-based pricing and cross-selling newer modules to existing clients to maximise long-term customer value.

## \_SEGMENT OVERVIEW - DATATECH

# Powering Small Business Growth through Data Driven Innovation

IRIS DataTech is our data-first solutions vertical, focused on transforming information into intelligence.

We build platforms and tools that enable governments, enterprises, and financial institutions to make informed decisions using clean, connected, and contextual data.

At the core of our offerings is IRIS Peridot, India's most widely used app for GST counterparty verification.

As a trusted free utility for businesses of all sizes, it forms the foundation of our data infrastructure. Building on this, we launched IRIS Peridot for MSMEs, a digital platform designed to empower micro, small, and medium enterprises with data-backed access to credit, compliance tools, and business growth enablers.

With deep roots in structured data and regulatory technology, IRIS DataTech applies its domain expertise to develop practical, tech-enabled solutions that address critical challenges in financial inclusion, credit risk management, and compliance automation. Our mission is to bridge digital and financial gaps—starting with India's most underserved business segment.

### DATATECH REVENUE

(₹ IN LAKH)



### EBITDA

(₹ IN LAKH)





## FY25 OPERATIONAL HIGHLIGHTS

FY25 was a defining year for IRIS DataTech with the formal launch of IRIS Peridot for MSMEs, a purpose-built platform focused on enabling India's small businesses. Marking a strategic expansion beyond our traditional enterprise and regulatory clientele, this initiative targets persistent gaps in digital enablement and financial access for MSMEs.

To accelerate outreach and credibility, we signed Memoranda of Understanding with the Governments of Goa, Karnataka and Telangana. These partnerships provided critical institutional support and opened scalable, on-ground implementation pathways across the states.

The rollout was executed at pace, connecting over 2,500 MSMEs within the first two months. This was driven by agile product development, close collaboration with government stakeholders, and efficient field deployment across varied business ecosystems.

Our platform for MSMEs has been designed as an open ecosystem— bringing together lenders, NBFCs, training partners, fulfilment providers, and digital service agencies under one integrated platform. Its modular, scalable architecture allows for rapid iteration, ensuring alignment with emerging government policies, evolving sectoral needs, and user feedback.

### FY26 and Beyond

#### Commercial Rollout of IRIS Peridot for MSMEs

Full-scale monetisation of IRIS Peridot for MSMEs, expanding its utility from GST compliance to other data-led services.

#### Deeper Penetration into MSME Ecosystem

Extend platform reach across Tier 2 and Tier 3 cities using hybrid strategies—digital onboarding, local partnerships, and public programmes.

#### Cross-Sector Ecosystem Expansion

Onboard more financial institutions, fintechs, training providers, and logistics partners to create a robust support stack for MSMEs.

#### Advanced Data-Led Insights

Enhance platform analytics to support credit assessment, policy design, and tracking of MSME inclusion metrics.



## SEGMENT OVERVIEW - TAXTECH

# Simplifying Tax Compliance Through Platform-Led Solutions

The TaxTech segment at IRIS was built to digitise and streamline tax compliance for enterprises and transporters in India and abroad. The Company offered a comprehensive suite of Software-as-a-Service (SaaS) products, catering to both core tax filings and adjacent compliance needs.

### OFFERINGS IN TAXTECH

01

#### IRIS GST

End-to-end SaaS platform for GST filing, e-invoicing, and e-way bill compliance in India.

02

#### Malaysia E-invoicing

Deployed in 2024, enabling digital exchange of invoices and reconciliation between buyers and sellers.

03

#### Litigation Management System

Introduced in 2023 with AI-enabled features for notice tracking, interest calculations, and automated case creation.

04

#### Accounts Payable Automation and CFO Dashboard

Launched in 2025 to assist with compliance monitoring and vendor risk profiling.

**TAXTECH REVENUE**

(₹ IN LAKH)

FY25	1,728
FY24	1,436

**EBITDA**

(₹ IN LAKH)

(234)	FY25
	FY24 5

**FY25 PERFORMANCE HIGHLIGHTS**

Revenue rose by 20% from ₹1,436 lakh in FY24 to ₹1,728 lakh in FY25.

EBITDA stood at ₹(234) lakh in FY25 compared to ₹5 lakh in FY24.

**Strategic Divestiture of TaxTech Business**

On 2 July 2025, IRIS Business Services entered into a definitive agreement to divest its Tax Technology (GST ASP) business to Sovos, UK, a global leader in tax compliance, headquartered in the US.

- The transaction is valued at ₹1,512.4 million, subject to shareholder approval and customary closing conditions, expected to conclude in August 2025.
- The move is part of IRIS's broader strategy to streamline operations, sharpen focus on RegTech, and unlock capital for other growth priorities.

**\_CASE STUDY 01**

# Leading Digital Transformation in Retirement Fund Regulation

A statutory authority at the forefront of the pension sector undertook the transformation of supervisory and compliance systems for a network comprising over 500 distinct entities. This ecosystem ensures secure retirement outcomes for millions of citizens, involving pension funds, custodians, annuity service providers, and advisers.

The authority's regulatory responsibilities require continuous surveillance, data collection, and enforcement of compliance in a landscape shaped by growing operational complexity and digital adoption.



## THE CHALLENGE

Faced with exponential growth in both data volume and industry participants, the authority managed critical compliance data through predominantly manual systems. Review processes operated on unstructured formats, often in PDF or Excel, resulting in

- Extended validation periods, consuming up to 7 days for a single return.
- Intensive manual review, increasing the burden on regulatory teams.
- Inefficient coordination caused by decentralised communication and lack of automated alerts.
- Disparities in compliance accuracy, affecting transparency and timely governance.

## THE IRIS SOLUTION

To resolve these challenges, the authority partnered with IRIS Business Services Limited and a leading technology provider. The outcome was a unified, digital platform for regulatory reporting, built with structured digital taxonomies and advanced analytics based on IRIS iFile.

## KEY FEATURES AND INNOVATION

The platform centralises data submissions for all intermediaries including pension funds, custodians, annuity service providers, and advisory offices via a secure web interface.

- 70+ reporting templates, fully aligned with regulatory schema and enabled by XBRL digital taxonomy, move returns from unstructured to structured formats.
- An embedded automation layer executes more than 1,500 rule-based checks for each submission, replacing manual scrutiny with systematic validation.
- Over 10,000 automated alerts and reminders are generated annually, ensuring consistent, rapid compliance follow-up.
- The platform's analytical engine processes upwards of 1 million data points monthly, providing live, actionable insights.

## SMART ANALYTICS IN ACTION

- The platform's dashboards enable role-based, real-time supervision for every stakeholder group.
- Advanced risk monitoring modules support proactive governance, with compliance accuracy now exceeding 90%.

## RESULTS DELIVERED

- Data submission formats transitioned from fragmented PDF and Excel to structured XBRL, CSV, and webform entries.
- Average validation cycle slashed from 5–7 days to under 2 days per return.
- Automation now manages 80 to 90% of review workloads, freeing regulatory teams for higher value tasks.
- Alerts and reminders issued has helped move compliance management from reactive to proactive.
- Consistent, systemic application of regulatory rules raises compliance accuracy to above 95%.

### Impact Created

# 500+

Intermediaries now report via a unified platform.

# 1,500+

embedded rule-based validations active per return.

# 1 million+

data points processed every month for analytics and risk supervision.

# Validation

timeframe reduced to less than 2 days, from a previous average of 7 days.

# Automation

of reviews has reached 80–90% efficiency.



**\_CASE STUDY 02**

# M SAN Grupa: A Four-Year Partnership and Continued Collaboration with IRIS CARBON®

## COMPANY OVERVIEW

Founded in 1995, M SAN Grupa has established itself as one of Croatia's premier IT distribution companies. By 1999, it ranked among Croatia's top-tier IT service providers and has sustained its leadership position within the industry. With a broad operational footprint, the company extends its reach across the European Union with a strong presence in the Southeast Europe, and distant markets.

The group operates through a network of regional subsidiaries, including Kim Tec Serbia, Kim Tec Bosnia and Herzegovina, Pakom Kompani Macedonia, Kim Tec Montenegro, Alterna distribucija Slovenia and AskTec Kosovo. As of 2024 M SAN Grupa boasts over 7,400 partners, underscoring its extensive influence and operational scale in the IT distribution sector.

The company's regional distribution model emphasizes independence, financial stability, and cost-efficiency, achieved through centralized procurement and a streamlined supply chain across diverse markets.

## CHALLENGES: DIFFICULTY IMPLEMENTING ESEF MANDATE AND INLINE XBRL TAGGING

Prior to 2020, Croatian and European Union-listed companies submitted annual reports in PDF format, which limited data accessibility and analysis capabilities. The European Securities and Markets Authority (ESMA) introduced the European Single Electronic Format (ESEF) mandate, requiring all listed companies to submit their annual reports in Inline XBRL (iXBRL) format starting from January 2020.

For M SAN Grupa, this transition posed several challenges:

- Ensuring Compliance with ESEF and ESMA Standards
- Simplifying the Adoption of a User-Friendly iXBRL Solution
- Accurate Data Tagging
- Report Conversion
- Regulatory Adherence
- Streamlining Processes
- Handling Last-Minute Edits

The critical requirement was to generate a well-structured XHTML version of their annual report that could be accurately tagged with minimal room for last-minute errors.

After evaluating multiple solutions, M SAN Grupa selected IRIS CARBON® for its ESEF filing needs based on several compelling reasons:

- Strong Industry Endorsements and Trust
- Multilingual Support
- Cost-Effectiveness and Support Services

## KEY RESULTS AND IMPACT

### Successful First-Ever ESEF Filing:

M SAN Grupa achieved its initial ESEF submission smoothly, establishing a benchmark for future filings.

### Operational Efficiency

Automation, AI-enabled tagging, and validation tools significantly reduced manual workload, minimized errors, and accelerated the reporting process.

### Regulatory Compliance:

The company consistently met all regulatory deadlines and standards, avoiding penalties.

### Strengthened Partnership:

Continuous support, training, and platform improvements fostered a relationship of trust and confidence.

### Multilingual Capabilities:

Support for all EU languages facilitated regional reporting and translations, broadening compliance scope.

### Scalability and Flexibility:

The platform's adaptable architecture supported subsequent filings with minimal adjustments, future-proofing the company's reporting processes.

**\_CASE STUDY 03**

# Half Day to 10 Minutes – How ENI Drastically Reduced Reporting Time with IRIS CARBON® to Navigate SEC Filing Frenzy with Confidence

## COMPANY PROFILE

Eni is a major Italian multinational energy company headquartered in Rome. Founded in 1953, Eni has evolved from an oil and gas company into an integrated global energy technology company. With revenues of around €92.2 billion, the company was ranked #151 on the Forbes Global 2000 list and is aiming to be carbon neutral by 2050.

## CHALLENGE: DISPARATE DATA SOURCES LEADING TO A CUMBERSOME REPORT AUTHORIZING & REVIEWING EXPERIENCE

### SOLUTION

Data-Centric Disclosure Management with Native Integration Between MS Word and Excel

With ENI having to navigate large volumes of data and the regulatory landscape shifting rapidly, they knew they needed a purpose-built disclosure management solution.

The implementation was done through a string of comprehensive training sessions, helping their team make the most out of the IRIS CARBON® Disclosure Management platform.

Here are some of the key platform highlights that helped Eni streamline their SEC and ESEF disclosures:

#### Centralized Data Collection:

Customer was able to consolidate critical financial data from 20+ data sources into the main reporting document, thereby boosting collaboration and preventing data inconsistencies.

#### Real-time Document Sharing:

The platform allows ENI to have updated Word documents at their disposal, enabling real-time sharing and reducing time lost in updates.

#### Hassle-free Data Import:

With greater data accuracy and collaboration, they didn't have to worry about standardizing data. Information from disparate spreadsheets entered the main document in a compliant, regulatory-ready format every single time.

#### User-Friendly UX:

Simple and easily navigable platform interface aided in the adoption of the platform and reduced the time it took for the customer to realize its impact on their reporting process.

## RESULT: INCREASED REPORTING RELIABILITY WITH STREAMLINED REVIEW AND FILING

Our hyper-focused approach to data sanctity and use of strategic automation to free up the team helped ENI look beyond compliance in their disclosures. The customer was able to leverage business data strategically to fast-track decision-making and optimize workflows to improve efficiency.

The following are some of the most notable outcomes reported by the customer:

- Increased Reporting Efficiency and Reliability:
- Faster Document Generation:
- Systematic Review Pre-Submission
- Cost-Benefit Rationalization



With IRIS CARBON®, we see value beyond the partnership, and we are looking forward to integrating disclosure management with our tech stack to reduce manual intervention and improve quality in other aspects of our business too.

SAID

**Roberto Nardi**

HEAD OF CONSOLIDATED FINANCIAL  
STATEMENTS AND REPORTING



**\_CASE STUDY 04**

# Empowering an Indian Public Sector Bank with End-to-End Regulatory Reporting Automation

## THE OPPORTUNITY

A prominent public sector bank in India faced mounting challenges in meeting regulatory reporting obligations. With data scattered across disparate systems and high reliance on manual preparation, the process was error-prone, time-consuming, and inefficient. Reporting delays, resubmissions, and inconsistent data formats compounded the issue, increasing compliance risk. The bank sought a partner who could streamline its data flows, reduce manual intervention, provide data validations and enhance the accuracy & reliability of regulatory submissions.

## THE CHALLENGE

While the vision was clear, executing it required navigating a set of operational and technical hurdles:

- Data fragmentation across multiple systems created silos and duplication
- Manual preparation of critical reports introduced quality concerns
- Heavy reliance on Excel led to scalability and consistency issues
- Frequent resubmissions burdened compliance teams
- Evolving internal data lakes and mapping systems required constant adaptation

## KEY CHALLENGES

- Data spread across 8 divisions including Treasury and Investment Banking
- Manual intervention in large volume & high-frequency reports such as CRILC, RDB, and RFA
- Dynamic table structures and inconsistent formats from source systems
- Dependence on MIS data and manual CBS PAN updates demanded validation protocols

## THE IRIS SOLUTION

IRIS implemented a comprehensive, automated regulatory reporting system using its flagship platform, IRIS iDEAL®. The solution focused on three high-frequency regulatory reports: CRILC, RDB, and RFA.

The engagement included:

- Automated data collection and consolidation from core systems
- Centralised data validation and formatting routines
- Integration with SQL Server, MIS databases, and Core Banking System
- Seamless connections with divisions such as LOC, Treasury, and IBD
- Ongoing data model refinement to accommodate the bank's evolving data lake

This holistic automation framework eliminated silos, enabled data standardisation, and positioned the bank for future regulatory requirements.

## KEY FEATURES AND INNOVATION

Transforming fragmented processes into a seamless framework

- Full automation of data ingestion, validation, and report generation
- Direct system integration across multiple internal banking divisions
- Adaptable architecture to manage dynamic changes in data sources

## WHAT CHANGED

The automation eliminated manual interventions, dependencies on Excel, centralised workflows, and ensured validated data flow from source to submission. Data reliability, turnaround time, and audit-readiness significantly improved across the board.

## RESULTS DELIVERED

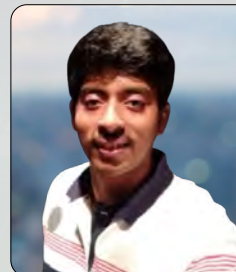
- Significant reduction in manual effort across teams
- Elimination of report resubmissions due to enhanced accuracy
- Robust framework for timely, regulator-compliant submissions
- Enhanced data quality through end-to-end automation

## \_EMPLOYEE TESTIMONIALS

# Employee Testimonials

**Heman Gosalia**SENIOR SALES  
MANAGER**Nikhil Nalawade**PROJECT MANAGER-  
RBI CIMS**Nishant Gupta**

MANAGER F&amp;A

**Saahit Togaru**SR MANAGER,  
STRATEGY & PRODUCT  
MARKETING**Suchita Goyal**

HEAD, MARKETING



I was running when Swami came and said, “Run with me!” Since then, there’s been no looking back. With or without him physically, IRIS has never stopped. I’ve been at IRIS as long as GST has been in India — and I’ve seen both evolve side by side. From pitching tech-

driven tax solutions to leading international sales, I’ve grown from a sales lead to a closer. What makes IRIS special? It’s not just another company — it’s a platform that builds leaders and empowers them to shape what’s next.



I began my journey with IRIS in 2011 as a software developer — and look where I am today. As a Project Manager, I’ve been truly empowered to take ownership, lead critical projects, and engage directly with global clients. What sets IRIS apart is the unwavering trust, freedom, and belief it places in its people. I was

encouraged to step up, speak up, and drive meaningful impact. IRIS is more than a workplace — it’s a culture that nurtures talent, rewards initiative, and creates real opportunities. I’m proud to grow and thrive here every day.



Being part of the Finance and Accounts team at IRIS Business Services has been a truly rewarding experience. The organisation provides a professional yet supportive environment where ideas are valued and every contribution is recognised. I’ve had the opportunity to grow not just in my technical expertise, but also in problem-solving and cross-functional

collaboration. What I truly appreciate is the culture of openness and constant learning that keeps me motivated. At IRIS, teamwork and innovation go hand in hand, and that makes every challenge exciting. I feel proud to be associated with a company that values both people and performance.



Leading marketing at IRIS CARBON® has been an incredibly rewarding experience. This isn’t just a company; it’s a vibrant organization with a brilliant culture and unwavering values that truly empower us. We’ve achieved an astonishing 4-digit growth in

marketing, a testament to our team’s dedication, the power of our RegTech solutions, and our collective drive. This significant milestone is just the beginning. I’m genuinely confident that IRIS CARBON®’s trajectory is set for even greater heights, and it’s a privilege to be part of this unparalleled journey of success.



“A Decade of Building & Becoming”  
IRIS isn’t just where I spent the last ten years—it’s where I watched vision turn into velocity, powered solely by the conviction of its people. I found more than a role; I found a runway. From a niche tech firm to a global

brand trusted by governments and businesses, I’ve had the privilege of building something lasting—and becoming more myself in the process. This journey has been nothing short of a masterclass in purpose-led growth.



## \_BOARD OF DIRECTORS

# Stewards of Strategy and Success

The Board of Directors at IRIS Business Services establishes the company's vision, strategic direction, and long-term objectives, while providing oversight over financial and operational matters. The Board regularly reviews senior management's performance and ensures that IRIS operates in full compliance with applicable laws, internal policies, and governance frameworks. Comprising seasoned professionals from diverse backgrounds, the Board offers valuable insights that strengthen governance and support the company's varied business activities.



**Mr. Vinod Agarwala**

INDEPENDENT DIRECTOR AND  
CHAIRMAN OF THE COMPANY

Committee Memberships:

Audit Committee (**Member**),  
Nomination and Remuneration Committee (**Member**)



**Mr. Bhaswar Mukherjee**

INDEPENDENT DIRECTOR

Committee Memberships:

Audit Committee (**Chairman**),  
Stakeholder's Relationship Committee (**Chairman**),  
Nomination and Remuneration Committee (**Member**),  
Risk Management Committee (**Member**),  
Business Responsibility and Sustainability Report Committee (**Chairman**)



**Mr. Ashok Venkatramani**

INDEPENDENT DIRECTOR

Committee Memberships:

Audit Committee (**Member**),  
Corporate Social Responsibility Committee (**Chairman**),  
Nomination and Remuneration Committee (**Chairman**)

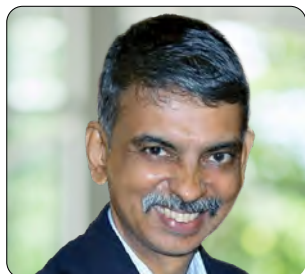


**Mr. Haseeb A Drabu**

INDEPENDENT DIRECTOR

Committee Memberships:

Audit Committee (**Member**),  
Risk Management Committee (**Chairman**)



## Mr. Balachandran Krishnan

CO-FOUNDER, WHOLE TIME DIRECTOR AND CEO

Committee Memberships:

Audit Committee (**Member**),  
Stakeholder's Relationship Committee (**Member**),  
Corporate Social Responsibility Committee (**Member**)



## Ms. Deepta Rangarajan

CO-FOUNDER AND WHOLE TIME DIRECTOR

Committee Memberships:

Stakeholder's Relationship Committee (**Member**),  
Corporate Social Responsibility Committee (**Member**),  
Risk Management Committee (**Member**)



## Mr. Puthenpurackal Kuncheria Xavier Thomas

WHOLE TIME DIRECTOR AND CTO

Committee Memberships:

Risk Management Committee (**Member**)

## MD&A

# Management Discussion and Analysis

## GLOBAL ECONOMY

### Global Economic Environment and Outlook

The global economy entered a phase of recalibration in calendar years 2024 and 2025, shaped by moderating inflation and cautious monetary actions. According to the International Monetary Fund (IMF), global GDP growth is estimated at 3.3% in 2024, with projections of 2.8% in 2025 and 3.0% in 2026. Growth across major economies is expected to soften. In advanced economies, output is projected to slow from 1.8% in 2024 to 1.4% in 2025, amid tighter credit conditions, elevated core inflation, and moderating consumption. Emerging markets and developing economies are also expected to see easing momentum, with growth moderating from 4.3% to 3.7% during the same period.

## REAL GDP GROWTH PROJECTIONS

(IN %)

### Global Economy



### Advanced Economies



### Emerging Markets and Developing Economies



P -projected

Source: International Monetary Fund, World Economic Outlook Projections, April 2025

International trade dynamics are undergoing a shift. 2024 and early 2025 witnessed heightened protectionist measures, particularly following the United States' announcement in April 2025 of a 10% baseline tariff on all imports. Inflation is easing globally, although core inflation remains above target in many economies. The IMF expects headline inflation to decline from 6.8% in 2023 to 4.5% in 2025. However, the reduction in core inflation is expected to be more gradual, especially in emerging markets where wage growth and supply-side constraints continue to exert pressure. Inflation moderation is occurring faster in advanced economies, aided by lower commodity prices and easing energy costs.

Looking ahead, global economic growth is likely to continue at a steady pace. The IMF projects global GDP to grow by 2.8% in 2025 and 3.0% in 2026. Regionally, growth in the Euro area is expected to remain subdued at 1.2% in 2026, while the US economy is projected to grow at 1.7%. Inflationary pressures are likely to persist in the near term, although a continued downward trend is forecasted.



## INDIAN ECONOMIC ENVIRONMENT AND OUTLOOK

The Indian economy demonstrated resilience during FY 25, recording a GDP growth rate of 6.5% despite prevailing global uncertainties. This growth was supported by sustained rural demand, favourable monsoon conditions, and continued strength in the services sector. These factors contributed to a moderation in price levels, with headline Consumer Price Index (CPI) inflation averaging 4.7% for the year, within the Reserve Bank of India's (RBI) target range.

### INDIA'S REAL GDP GROWTH

(IN %)

FY25-26 (P)	6.5
FY24-25 (P)	6.5
FY23-24	9.2

P -projected

Source: RBI Bulletin April 2025

India's external sector remained steady despite global headwinds and ongoing supply chain disruptions. Export performance was particularly notable in advanced manufacturing sectors such as electronics, semiconductors, and pharmaceuticals. The steady momentum in merchandise exports was complemented by a pick-up in domestic investment, aided by improved output in core sectors including steel and cement, alongside higher imports of capital goods. This reflects improved business confidence and the continued expansion of the manufacturing base. Public capital expenditure continued to play a central role in supporting economic activity. The government remained focused on infrastructure development, further advancing its policy of targeted interventions. The second phase of the Production Linked Incentive (PLI) scheme was rolled out to deepen India's manufacturing competitiveness and attract fresh investment. In parallel, the RBI maintained a supportive policy stance, which contributed to the broader recovery in consumption and private sector spending.



## \_MD&A

Looking ahead, the Indian economy is expected to remain one of the fastest-growing among major economies. Growth prospects are likely to be driven by a combination of foreign investment inflows, steady industrial expansion, improving consumption patterns, and favourable demographics. Key policy measures aimed at increasing Foreign Direct Investment (FDI) and expanding the scale of public infrastructure projects are expected to strengthen the domestic economy further.

Consumer sentiment and business confidence are likely to remain constructive, supporting broad-based growth. India's focus on digital infrastructure, clean energy, and skill development is also expected to contribute positively to medium-term productivity gains. However, the external environment remains uncertain. Global economic deceleration, rising protectionist trade measures, and lingering supply chain frictions could pose challenges for exporters and manufacturers..

Despite these concerns, India's macroeconomic fundamentals remain stable. The country's robust foreign exchange reserves, manageable fiscal position, and prudent monetary management have enhanced investor confidence. With global investors increasingly seeking geographical diversification, India continues to emerge as a preferred destination for foreign institutional investments.

Energy demand is expected to rise steadily as India progresses towards its long-term objective of becoming a developed economy by 2047. In parallel, the nation's evolution into a global manufacturing hub is projected to drive demand for warehousing and production infrastructure, encouraging multinational enterprises to establish a stronger local presence.

In summary, India remains well positioned to navigate external challenges and maintain its growth trajectory, supported by structural reforms, targeted policy interventions, and continued investment in capacity building.

## Industry Overview

The regulatory technology landscape is experiencing unprecedented transformation, driven by converging forces across multiple domains. As global compliance requirements become increasingly sophisticated and interconnected, three distinct yet complementary market segments are emerging as fundamental pillars of the modern regulatory ecosystem: Regulatory Technology (RegTech), Environmental, Social, and Governance (ESG) reporting, and Software as a Service (SaaS) delivery models. Each represents a significant market opportunity, characterised by substantial growth potential and evolving regulatory mandates that are reshaping how organisations approach compliance, transparency, and operational efficiency.

## The Expanding Relevance of RegTech

The RegTech landscape continues to evolve rapidly, driven by the growing complexity of global compliance requirements, digitisation of financial systems, and the need for real-time regulatory reporting. As regulators across jurisdictions introduce more stringent frameworks across areas such as ESG, data protection, anti-money laundering, and cyber security, businesses are increasingly turning to technology-led solutions to manage compliance at scale. The traditional manual approach to compliance is no longer sustainable amid the rising volume, velocity, and volatility of data.

Regulatory Technology (RegTech) is bridging this gap by offering scalable, automated tools that can streamline compliance tasks, reduce operational In India too, RegTech is gaining traction, aided by a maturing fintech ecosystem, supportive regulatory initiatives, and the growing need for transparency and digital governance across financial institutions.

A key area within this landscape is regulatory reporting. The process now demands ever more frequent, detailed,



and structured disclosures as authorities intensify their focus on transparency, risk oversight, and systemic stability. Regulatory reporting covers a wide array of topics including finance, risk management, and operational practices, and must be submitted in prescribed digital formats. Automation through RegTech solutions is rapidly becoming indispensable, allowing organisations to collect, validate, and submit data efficiently while enhancing both accuracy and compliance. By transforming how institutions approach these demanding requirements, RegTech is making it possible to keep pace with fast-changing regulatory expectations and achieve greater confidence in regulatory relationships.

## The Increasing Need for RegTech in FY25

### Heightened Regulatory Complexity

With new frameworks being introduced across jurisdictions and existing ones undergoing frequent revisions, compliance burdens continue to rise. From anti-money laundering directives and sustainability disclosure requirements to cross-border data transfer regulations and crypto asset governance, the volume and variability of compliance mandates is unprecedented. Financial institutions and corporates alike are embracing RegTech as a means to centralise regulatory intelligence, reduce manual oversight, and minimise the risk of non-compliance.

### Technological Advancement and Integration

Breakthroughs in artificial intelligence, natural language processing, blockchain, and cloud-native infrastructure have significantly expanded the functional scope of RegTech platforms. AI-powered solutions are now capable of scanning large volumes of regulation, identifying applicable clauses, and flagging gaps in institutional compliance frameworks in real time. Blockchain technology is being deployed to create immutable, audit-friendly trails for transaction validation and KYC record-keeping. These technologies are not only enhancing compliance accuracy but also enabling predictive risk detection and automated reporting across geographies.

### Rising Data Privacy and Security Demands

Regulatory frameworks such as the EU's GDPR, California's CCPA, and India's Digital Personal Data Protection Act are enforcing strict governance over data collection, usage, and storage. RegTech is playing a pivotal role in enabling businesses to stay ahead of these evolving mandates. Automated breach detection, consent auditing, and encryption compliance are now central features of leading RegTech offerings, particularly in sectors with heightened sensitivity such as banking, healthcare, and insurance.

### Cost Optimisation and Efficiency Gains

Amid margin pressures and resource constraints, institutions are seeking to lower the cost of compliance while improving coverage. RegTech platforms offer a compelling value proposition in this regard by automating time-consuming tasks such as documentation, rule interpretation, regulatory

mapping, and report generation. Moreover, these platforms help organisations reallocate internal resources from routine compliance checks to higher-value strategic tasks.

### Real-Time Monitoring and Reporting

The regulatory landscape is shifting from periodic compliance to continuous supervision. RegTech tools now offer real-time dashboards that track changes in laws, monitor ongoing compliance metrics, and generate instant alerts for potential breaches. This is especially critical for financial services providers, capital market intermediaries, and listed entities where the cost of delayed or inaccurate reporting can be significant.

### Global Financial Expansion and Multijurisdictional Needs

As companies expand across borders, compliance becomes increasingly complex due to divergent regulatory requirements across countries. RegTech platforms are being built to accommodate multi-jurisdictional compliance needs, offering localisation of rules, language capabilities, and harmonised reporting frameworks. This is particularly relevant for multinational banks, insurers, asset managers, and ESG-driven investment firms that operate in varied regulatory environments and require unified oversight.

### Regulatory Sandboxes and Innovation Ecosystems

Governments and regulatory authorities across the globe are actively supporting RegTech adoption through sandboxes and innovation incubators. In India, entities such as RBI and SEBI have partnered with start-up accelerators to develop pilot solutions focused on eKYC, fraud analytics, and machine-readable reporting. Globally too, regulators in the UK, Singapore, and the UAE have institutionalised sandbox regimes, enabling early-stage RegTech innovators to test products in controlled environments, thereby accelerating time-to-market and reducing policy risk.

## ESG REPORTING OPPORTUNITY

Environmental, Social, and Governance (ESG) reporting has moved from voluntary disclosure to regulatory necessity. With climate risks escalating and sustainability-linked capital on the rise, businesses are now expected to disclose how they manage non-financial risks, create long-term value, and contribute to global sustainability goals.

### The ESG framework comprises:

**Environmental:** covering emissions, climate impact, and biodiversity

**Social:** addressing labour practices, diversity, and community engagement

**Governance:** focusing on leadership, ethics, transparency, and stakeholder rights

## MD&A

In 2023, 93% of Russell 1000 companies released ESG reports, reflecting broad institutionalisation. Regulatory authorities have also acted: the IFRS S1 and S2 standards became effective in 2024, and the EU's CSRD is operational from 2025. In India, SEBI has mandated BRSR Core for the top 1,000 listed companies, moving ESG reporting into a structured, quantifiable regime.

### Regulatory Developments in India

India continues to align its disclosure regime with global norms. The phased implementation of BRSR Core has made ESG reporting mandatory for top listed entities. This framework covers emissions, energy efficiency, DEI (diversity, equity, inclusion), and board-level oversight. The government is also exploring ESG taxonomy development, while linking ESG disclosures to access to green finance and procurement preferences. These developments signal a more robust compliance infrastructure and elevate ESG from peripheral reporting to core governance.

### The Rising Strategic Importance of ESG Reporting

#### Meeting Stakeholder Expectations

Investors, regulators, customers, and employees now demand sustainability disclosures. Globally, 70% of investors consider ESG data essential, while over 80% of consumers prefer environmentally responsible brands. ESG reporting thus plays a critical role in reinforcing trust and accountability.

#### Improving Market Access and Investment Confidence

Robust ESG disclosures are increasingly linked to capital access. With over \$18 trillion in ESG-aligned assets under management, companies with credible reporting enjoy improved financing terms and valuation multiples. The IFRS-aligned disclosures are also enabling global comparability and investor confidence.

#### Strengthening Brand and Talent Equity

ESG transparency enhances reputation and employer appeal. In a recent global survey, 59% of firms cited improved brand perception as a core benefit of ESG initiatives. Simultaneously, 75% of executives noted that strong ESG practices boosted employee engagement and retention.

#### Anticipating and Managing Risk

ESG metrics help surface systemic risks. As of 2024, 84% of S&P 500 companies acknowledge climate risk in regulatory filings. Reporting on environmental and social performance allows companies to proactively address supply chain, reputational, and regulatory risks.

### Challenges in ESG Reporting

#### Lack of Standardisation

With over 600 frameworks globally, ESG reporting remains fragmented. The divergence between "single materiality" (IFRS) and "double materiality" (EU CSRD) adds complexity for cross-

border filers. Companies struggle to harmonise reporting across jurisdictions.

#### Data Quality and Integration Gaps

Reliable ESG reporting requires data from multiple departments and systems. In a 2024 survey, 76% of executives ranked poor data quality and fragmented ownership as the top reporting challenge. Many firms still rely on manual data processes unsuited to audit-grade assurance.

#### Risk of Greenwashing

Stakeholders demand greater credibility in ESG claims. With 94% of investors expressing concerns about exaggerated sustainability narratives, companies face pressure to back disclosures with verifiable data and independent validation.

#### Capacity Constraints

Organisational readiness remains a barrier. A talent gap in ESG strategy, coupled with underdeveloped digital infrastructure, limits the ability of many firms to meet reporting expectations. This is particularly acute in emerging markets and small-cap businesses.

### The New Era of Scalable Intelligent RegTech Through SaaS

Software as a Service (SaaS) has emerged as the foundational model for modern regulatory technology solutions. Its cloud-based architecture enables businesses and regulators to access, update, and deploy compliance tools swiftly and cost-efficiently. In a market characterised by rapid regulatory change, cross-border requirements, and increasing digitisation, the SaaS model offers a level of agility and scalability that traditional software cannot match.

By decoupling usage from infrastructure ownership, SaaS allows RegTech providers to serve a wider client base, including small financial entities and large multinational institutions, while maintaining consistent update cycles and robust data security.

### Global Growth and Adoption Trends

The global SaaS market is expanding rapidly. According to industry estimates, the market stood at approximately USD 317.5 billion in 2024, up from USD 273.5 billion in 2023. It is projected to exceed USD 1.2 trillion by 2032, driven by the adoption of SaaS across enterprise functions including finance, human resources, supply chain, and now, compliance and risk management.

Within this context, RegTech companies are increasingly adopting the SaaS model to deliver cloud-native, real-time compliance platforms that support reporting, monitoring, auditability, and regulatory change management. These offerings are designed to adapt to multiple jurisdictions, making them particularly valuable for institutions operating across diverse regulatory regimes.

## The India Opportunity

India's SaaS ecosystem is undergoing a significant transformation. With strong engineering talent, a vibrant startup base, and increasing global recognition, India is emerging as a SaaS powerhouse. The Indian SaaS market is projected to reach USD 50 billion in annual recurring revenue by 2030, according to BVP and Venture Intelligence, representing nearly a fourfold increase from 2023 levels.

This momentum is being mirrored in the RegTech space. Financial institutions, NBFCs, fintech platforms, and insurance firms are increasingly turning to SaaS-based compliance solutions for tax filing, data reporting, risk assessments, and supervisory compliance. With the regulatory push towards digitised disclosures such as BRSR Core for ESG and the new tax compliance mandates, India is creating fertile ground for domestic and cross-border SaaS-based RegTech adoption.

## Demand Drivers Accelerating SaaS Adoption in RegTech

### Regulatory Agility and Continuous Compliance

The pace of regulatory change globally has increased, with new mandates on ESG, data privacy, cybersecurity, and financial disclosures emerging each year. SaaS enables RegTech providers to deploy frequent updates, ensuring their clients remain aligned with shifting compliance expectations.

### Cost Efficiency and Operational Flexibility

SaaS solutions eliminate the need for heavy upfront infrastructure investments. Organisations benefit from predictable, subscription-based pricing models and scalable services that can be customised based on geography, industry, or function.

### Enhanced Data Security and Privacy Controls

Contrary to early concerns, cloud-native SaaS models now offer enterprise-grade security, encryption, and data isolation features. Leading platforms are compliant with standards such as GDPR, ISO/IEC 27001, and SOC 2, which are increasingly important in regulated environments.

### Faster Implementation and Integration

Unlike traditional software, SaaS platforms are designed for faster onboarding, lower dependency on internal IT resources, and seamless integration with core enterprise systems. This reduces time to value and accelerates return on investment for clients.

### Multi-jurisdictional Support and Interoperability

SaaS-based RegTech platforms are built to support taxonomy-driven compliance frameworks, multilingual interfaces, and country-specific rulesets. This makes them ideal for institutions operating in multiple regulatory jurisdictions with different filing standards.

## Company Overview

IRIS Business Services is a pre-eminent provider of regulatory technology solutions, supporting organisations and regulatory authorities worldwide in meeting increasingly sophisticated and evolving reporting obligations. With its corporate headquarters in Navi Mumbai and a strategic presence in the United States, Singapore, and Italy, the company delivers comprehensive, cloud-based platforms designed to simplify both financial and operational disclosure requirements.

The company facilitates the seamless collection, validation, and submission of critical data, always conforming to the prevailing global regulatory standards. By developing highly secure and scalable systems capable of processing substantial data volumes, IRIS enables its clients to navigate complex regulatory environments with precision and efficiency.

Integral to the company's offering is the embedding of global data standards within every solution, thereby equipping decision-makers with timely and actionable insights. IRIS is committed to enhancing the quality, reliability, and transparency of disclosures demanded by regulatory bodies worldwide.

Through sustained engagement with leading standard-setting bodies, IRIS ensures that its offerings remain aligned with the latest industry benchmarks and best practices. This commitment positions clients to address current challenges while preparing proactively for future compliance needs.

## Positioned to Capitalise on Industry Opportunities

The convergence of RegTech advancement, ESG reporting mandates, and SaaS adoption creates a unique strategic positioning opportunity for IRIS Business Services. The company's established capabilities, technological infrastructure, and market presence align exceptionally well with the evolving demands across these three interconnected domains. IRIS is strategically positioned to leverage its existing platforms and expertise to capture significant value from these expanding market opportunities.

## Strategic Advantage in the RegTech Revolution

For IRIS, the global shift toward technology-driven regulatory compliance represents a fundamental validation of the company's core business model and strategic direction. With its flagship platform IRIS CARBON®, the company has already demonstrated the benefits of a cloud-first, taxonomy-compliant solution for financial and ESG disclosures. As regulators and filers increasingly demand real-time reporting, built-in validations, audit trails, and secure cloud access, IRIS is exceptionally well placed to scale its solutions across borders and compliance domains.

The company's early investments in SaaS architecture, XBRL expertise, and domain-rich platforms now provide a clear competitive advantage. With the market gravitating toward



## MD&A

platforms that offer accuracy, adaptability, and speed, IRIS continues to strengthen its role as a trusted partner to both regulators and enterprises navigating the digital compliance era. The company's deep understanding of regulatory frameworks, combined with its proven ability to translate complex compliance requirements into user-friendly technology solutions, positions it to capture substantial market share as the RegTech sector expands.

IRIS's global operational footprint, spanning more than fifty countries, provides a distinctive advantage in addressing the multi-jurisdictional compliance needs that are becoming increasingly critical for multinational organisations. The company's experience in navigating diverse regulatory environments and its established relationships with regulatory bodies worldwide create significant barriers to entry for competitors and provide a solid foundation for expanding market presence.

### Capitalising on the ESG Reporting Transformation

The global movement towards mandatory ESG disclosures, through frameworks such as IFRS S1/S2, the EU's CSRD, and India's BRSR, is expected to generate significant demand for structured, machine-readable sustainability reporting. This evolving regulatory environment is exceptionally well aligned with the capabilities of IRIS CARBON®, which supports taxonomy-based tagging, digital report conversion, and compliance workflows. These developments represent a meaningful opportunity for IRIS to extend its platform's utility to ESG reporting use cases, both for preparers and regulators seeking standardised and auditable sustainability data.

The company's existing expertise in handling complex regulatory taxonomies and its proven track record in developing solutions that meet stringent regulatory requirements position it advantageously to address the challenges currently facing organisations in ESG reporting. IRIS can leverage its technical capabilities to help clients overcome data quality issues, standardisation challenges, and the risk of greenwashing through robust validation and audit trail functionalities.

Moreover, IRIS's understanding of both regulatory requirements and market dynamics enables it to anticipate and prepare for emerging ESG mandates, ensuring that clients remain ahead of compliance curves rather than reactive to regulatory changes. The company's ability to support multi-jurisdictional reporting requirements is particularly valuable given the complexity and variation in ESG frameworks across different markets.

### Leveraging SaaS Architecture for Market Leadership

The strategic advantage for IRIS in the SaaS-driven RegTech landscape is particularly pronounced given the company's early and comprehensive adoption of cloud-native architecture. The company's established SaaS infrastructure provides immediate scalability advantages, enabling rapid deployment of solutions across diverse client bases without the constraints of traditional software delivery models.

IRIS's SaaS capabilities address all the key demand drivers accelerating market adoption: regulatory agility through continuous platform updates, cost efficiency through subscription-based models, enhanced security through enterprise-grade cloud infrastructure, faster implementation through streamlined onboarding processes, and multi-jurisdictional support through flexible, configurable platforms.

The company's positioning in the Indian market is particularly strategic, given the projected growth of the Indian SaaS market to USD 50 billion in annual recurring revenue by 2030. IRIS's established presence and deep understanding of the Indian regulatory environment, combined with its global operational capabilities, create unique opportunities to serve both domestic clients seeking to expand internationally and global clients seeking to enter or expand within Indian markets.

The convergence of these three market trends - RegTech advancement, ESG reporting requirements, and SaaS adoption - creates a multiplicative effect that significantly amplifies IRIS's market opportunity. The company's integrated approach, combining deep regulatory expertise with advanced technology platforms and flexible delivery models, positions it to capture value across the entire regulatory technology value chain while serving as a strategic partner to organisations navigating increasingly complex compliance landscapes.

### Internal control systems and their adequacy

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee makes note of the audit observations and takes corrective actions, if necessary. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

### Human resources / industrial relations, including number of people employed

Your Company provides regular training to employees to improve skills. Your Company has put in place a performance appraisal system that covers all employees. Your Company had 503 permanent employees as on March 31, 2025.

## Key Financial Ratios

### Analytical Ratios

Ratio	Numerator	Denominator	Unit	March 31, 2025	March 31, 2024
Current Ratio	Current Assets	Current Liabilities	In times	2.43	2.07
Debt-Equity Ratio	Total Debt	Shareholder's Equity	In times	0.05	0.13
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	In times	54.87	20.92
Trade Receivables Turnover Ratio	Revenue	Average Trade Receivable	In times	4.86	4.34
Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	In times	15.69	18.70
Net Capital Turnover Ratio	Revenue	Current Assets - Current Liabilities	In times	2.09	3.32
Net profit ratio	Net Profit	Revenue	In %	10.52%	8.59%
Return on Capital employed	Earning before interest and taxes	Net worth + deferred tax liabilities + Lease Liabilities+Total Debt	In %	24.05%	23.86%
Return on Equity	Net Profits after taxes	Net worth	In %	17.41%	21.36%

### Detailed explanation for significant changes in sector-specific key financial ratios and changes in Return on Net Worth:

(AMOUNT IN THOUSANDS)

Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% Variance	Reason for variance
Debt-Equity Ratio	34,465	7,61,012	0.05	0.13	(66%)	Due to decrease in borrowing and increase in equity capital.
Debt Service Coverage Ratio	2,15,396	3,926	54.87	20.92	162%	Due to increase in Profit after tax and decrease in interest cost.
Net Capital Turnover Ratio	12,59,678	6,03,008	2.09	3.32	(37%)	Due to increase in Revenue and increase in working capital.

### Cautionary statement

The Management Discussion and Analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

# NOTICE

**NOTICE** is hereby given that the Twenty-Fifth (25<sup>th</sup>) Annual General Meeting ("AGM") of the Members of **IRIS Business Services Limited ("Company")** will be held on **Tuesday, September 23, 2025, at 11:00 a.m. (IST)** through **Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**, in compliance with applicable regulatory provisions. The **deemed venue** of the AGM shall be the **Registered Office of the Company**, situated at T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi Station, Vashi – 400703, Maharashtra, India, to transact the following businesses:

## ORDINARY BUSINESS:

### 1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2025.

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

**"RESOLVED THAT** the Audited Financial Statements (Consolidated and Standalone) of the Company including the Balance Sheet as at March 31, 2025, Statement of Profit and Loss and Statement of Cash Flows for the year ended March 31, 2025 along with accompanying notes referred to therein, reports of the Board of Directors and Auditor thereon, along with their Annexures, be and are hereby received, considered and adopted."

### 2. Appointment of Ms. Deepta Rangarajan (DIN: 00404072) as a Director liable to retire by rotation, who being eligible has offered herself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Ms. Deepta Rangarajan (DIN: 00404072) who retires by rotation and being eligible, offers herself for re-appointment."

### 3. Re-Appointment of KKC & associates LLP (formerly Khimji Kunverji & Co LLP) as the Statutory Auditor of the Company for a term of 5 (five) years starting from financial year 2025-26 till financial year 2029-30.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014, including any statutory modification(s), re-enactment(s) or amendment(s) thereof, and pursuant to the recommendation of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of KKC & associates LLP (formerly Khimji Kunverji & Co LLP), Chartered Accountants (Firm Registration No. 105146W/W100621), as a Statutory Auditor of the Company, to hold office for a second term of 5 (five) consecutive years

commencing from the conclusion of the 25<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting, to be held in the calendar year 2030, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors (including its Committee thereof) and the Statutory Auditor.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to revise the remuneration payable to the Statutory Auditor from time to time in consultation with the Audit Committee and the Auditor, and to take all such steps, actions and do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies or any other regulatory authority."

## SPECIAL BUSINESS:

### 4. Appointment of Priti J. Sheth & Associates as the Secretarial Auditor of the Company and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Priti J Sheth & Associates, Practicing Company Secretaries, Mumbai (Membership No. FCS 6833, C.P. No. 5518 and Peer Review No: 1888/2022) be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive financial years commencing from financial year 2025-26 to financial year 2029-30 at remuneration and on such terms as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, in connection therewith or incidental thereto, to give effect to the foregoing resolution."

### 5. Approval of remuneration payable to Mr. Puthenpurackal Kuncheria Xavier Thomas (P K X Thomas), Whole Time Director, for the remaining period of his tenure from November 22, 2025 to November 21, 2027.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the applicable provisions of the Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be necessary, and based on the consent of Board of Directors consequent upon recommendation of the Nomination and Remuneration Committee of the Company, the Members of the Company do hereby approve the remuneration payable to Mr. P K X Thomas (DIN: 09760233), Whole Time Director of the Company, for the remaining period of his tenure i.e., from November 22, 2025 to November 21, 2027, on the terms and conditions as were previously approved by the Members, brief details of which is provided as under:

- a) **Salary:** ₹ 1,20,00,000 per annum;
- b) **Bonus:** equivalent to such sum as may be fixed by the Board of Directors subject to an overall ceiling as per the Companies Act, 2013;
- c) **Perquisites:** Medical expenses, payment of premium on personal accident and health insurance and such other perquisites as may be approved by the Board from time to time, subject to maximum upto annual salary;
- d) **Other benefits:** Use of car with driver, telephone for Company's business, leave travel allowance, contribution to provident fund, superannuation fund and all other benefits are as applicable to Directors and/or Senior

employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the schemes of the Company and as approved by the Board from time to time.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits during any financial year during the remainder of his term, the said remuneration shall be paid to Mr. P K X Thomas as the minimum remuneration, in accordance with the limits prescribed under Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary and/or revise the terms of appointment including the remuneration of the said Whole Time Director from time to time and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, without seeking any further approval of Members.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or desirable to give effect to this resolution, including revising any component of the remuneration within the limits approved herein.”

By order of the Board of Directors  
of **IRIS Business Services Limited**

**Santoshkumar Sharma**

Company Secretary & Compliance Officer  
(Membership No. ACS 35139)

Place: Navi Mumbai  
Date: August 13, 2025

Registered Office: T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703, Maharashtra.

Website: [www.irisbusiness.com](http://www.irisbusiness.com)  
Email: [cs@irisbusiness.com](mailto:cs@irisbusiness.com)

## Notes:

**1.** Pursuant to the General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject, by the Ministry of Corporate Affairs (“MCA”) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with circulars issued earlier on the subject by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (“the Act”) and the Circulars, the AGM of the Company is to be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating at the AGM through VC/OAVM is annexed herewith.

**2.** A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed. Details of Directors retiring by rotation at this Meeting are provided in the “Annexure” to this Notice as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (‘Secretarial Standards – 2’) issued by The Institute of Company Secretaries of India.

**3.** In accordance with the relevant MCA and SEBI Circulars, allowing electronic dispatch of Financial Statements (including Report of Board of Directors, Auditors Report or other documents required to be attached therewith) instead of physical dispatch, such statements including the Notice of AGM are being sent



through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending letters to the Members whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company's website from where the Integrated Annual Report for financial year 2024-25 can be accessed. Additionally, any member who desires to get a physical copy of the Integrated Annual Report financial year 2024-25, may request for the same by sending an email to the Company at [cs@irisbusiness.com](mailto:cs@irisbusiness.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the 25<sup>th</sup> AGM along with the Integrated Annual Report for financial year 2024-25 will also be available on the weblink of the Company at <https://irisbusiness.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and <https://www.evoting.nsdl.com> respectively.

4. This AGM is being held pursuant to the MCA circulars through VC / OAVM, whereby physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form, Attendance Slip, and route map are not annexed to this Notice. However, in terms of the provisions of Section 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow).
5. The meeting shall be deemed to be held at the registered office of the Company at T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703, Maharashtra.
6. The shareholders can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 shareholders on "first come first serve" basis. This will not include large shareholders (i.e., shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons 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 serve" basis.
7. The attendance of the shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The shareholders seeking any information with regard to the proposed resolution(s), are requested to write to the Company on or before **Wednesday, September 17, 2025, 5:00 pm (IST)**, through Email on [cs@irisbusiness.com](mailto:cs@irisbusiness.com). The same will be replied by / on behalf of the Company suitably.
9. SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("**DP**") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [www.irisbusiness.com.in](http://www.irisbusiness.com.in) in case of holdings in physical form.
10. Shareholders holding shares in physical form are requested to dematerialize their holdings to eliminate all risks associated with physical shares and for ease of portfolio management. Shareholders can contact the Company or MUFG Intime India Private Limited ("**MUFG**") (Formerly known as "Link Intime India Private Limited") for assistance in this regard.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. 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. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/65 dated May 18, 2022, has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe. The said forms can be downloaded from the Company's website at [www.irisbusiness.com](http://www.irisbusiness.com).
12. In the case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which

the Directors are interested, maintained under Section 189 of the Act and other relevant documents referred to in the Notice shall be made available for inspection to the Members through electronic mode, based on the request received from the member on [cs@irisbusiness.com](mailto:cs@irisbusiness.com). The Members can also inspect the documents from the website of the Company at [www.irisbusiness.com](http://www.irisbusiness.com) or at the Registered and corporate office of the Company between 2.00 p.m. (IST) and 5.00 p.m. (IST) on all working days (except Saturdays, Sundays and Holidays) till the conclusion of AGM. The Members shall mention their Name, Folio No./DP Id and Client ID and PAN alongwith their request.

14. The aforesaid documents will also be available for inspection by Members during the AGM.
15. To support the “Green Initiative”, members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MUFG Intime India Private Limited at [csg-unit@in.mpms.mufig.com](mailto:csg-unit@in.mpms.mufig.com) in case the shares are held by them in physical form. Please note that registration of email id and mobile number is now mandatory while voting electronically and joining virtual meetings.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote E-voting system as well as E-voting on the date of the AGM will be provided by NSDL.
17. The cut-off date for the purpose of remote E-voting and E-voting at the AGM shall be Wednesday, September 17, 2025. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall be entitled to avail the facility of remote E-voting or E-voting at the AGM.
18. Apart from remote E-voting, the E-voting facility shall also be made available at the AGM. Members attending the AGM who have not already cast their vote by remote E-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by remote E-voting prior to the AGM may attend the

AGM but shall not be entitled to cast their vote again. Further, once the vote on resolution is cast by the Member, he shall not be allowed to change it subsequently.

19. The Company has appointed Ms. Priti Sheth, of Priti J. Sheth & Associates, Company Secretaries, (Membership No. FCS 6833, C.P. No. 5518) and failing her Ms. Rachana Maru, of Priti J. Sheth & Associates, (Membership No. ACS - 41825, C. P. No. 16210) as the Scrutinizer to scrutinize remote E-voting or E-voting at the AGM in a fair and transparent manner.
20. The result of remote E-voting and E-voting at the AGM along with the Scrutinizer's Report shall be placed on the Company's website <http://www.irisbusiness.com> and on the website of NSDL <https://www.evoting.nsdl.com> in due course. The Company shall be simultaneously forwarding the results to BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
21. **The instructions for members for remote E-voting and joining the general meeting are as under: -**

The remote E-voting period begins on **Saturday, September 20, 2025, at 09:00 A.M. (IST) and ends on Monday, September 22, 2025, at 05:00 P.M. (IST)**. The remote E-voting module shall be disabled by NSDL for remote E-voting thereafter. Members whose names appearing the Register of Members/ Beneficial Owners as on the **cut-off date i.e., Wednesday, September 17, 2025**, may cast their vote electronically.

#### **How do I vote electronically using NSDL E-voting system?**





The way to vote electronically on NSDL E-voting system consists of “Two Steps” which are mentioned below:

#### **Step1: 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “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.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> . Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. The option will be made available to reach E-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https:// web. cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of E-voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> .
	4. Alternatively, the user can directly access E-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, users will be provided links for the respective ESP i.e. NSDL where the E-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. Upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at no.: 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 HYPERLINK “mailto: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> ” <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

## 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.
4. 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.

### Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.
  - c) How to retrieve your "initial password"?
    - (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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.

## Step 2: Cast your vote electronically and join General Meeting on NSDL E-voting system.

### How to cast your vote electronically and join General Meeting on NSDL E-voting system?

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.
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 General 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 & Bodies Corporates (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 [priti.pjsassociates@gmail.com](mailto:priti.pjsassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [cs@irisbusiness.com](mailto:cs@irisbusiness.com).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and E-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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 [cs@irisbusiness.com](mailto:cs@irisbusiness.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@irisbusiness.com](mailto:cs@irisbusiness.com). If you are an Individual shareholder 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.com](mailto:evoting@nsdl.com) 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 the 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. Members 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [cs@irisbusiness.com](mailto:cs@irisbusiness.com) before

**Wednesday, September 17, 2025.** Only those Members who have pre-registered themselves as a speaker will 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.

## 22. Scrutinizer's report and declaration of results

- a) The Scrutinizer shall, after the conclusion of E-voting at the AGM, first count the votes cast vide E-voting at the AGM and thereafter shall, unblock the votes cast through remote E-voting, in the presence of at least two witnesses not in the employment of the Company. Ms. Priti Sheth, Scrutinizer for the AGM shall be submitting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty-eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- b) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.irisbusiness.com](http://www.irisbusiness.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

23. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at [www.irisbusiness.com](http://www.irisbusiness.com).

24. Members are requested to quote their Folio No. or DP ID- Client ID, as the case may be, in all correspondence with the Company or the MUFG.

## EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Companies Act 2013, sets out all material facts relating to items of Ordinary and Special business mentioned in the accompanying notice of the AGM.

### ITEM NO. 3.

#### Re-Appointment of Statutory Auditor (Ordinary Resolution)

In accordance with the provisions of Section 139(2) of the Companies Act, 2013, and other applicable regulations, the current Statutory Auditor of the Company, KKC & Associates LLP (Formerly Khimji Kunverji & Co LLP), Chartered Accountants (Firm Registration No. 105146W/W100621), will complete their first term as Statutory Auditor at the conclusion of this ensuing Annual General Meeting in 2025. KKC & Associates LLP have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013.

Considering their expertise and experience, it is proposed to re-appoint KKC & Associates LLP as the Statutory Auditor of the Company for the second term of 5 (five) consecutive years from conclusion of the 25<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 30<sup>th</sup> Annual General Meeting with the approval of the Members. The remuneration would be mutually agreed between the Board of Directors and the Statutory Auditor.

At its meeting held on May 14, 2025, the Board of Directors, considering their expertise and experience and based on the recommendation of the Audit Committee, has proposed the re-appointment of KKC & Associates LLP as the Statutory Auditor of the Company.

#### Brief Profile of the Statutory Auditor

KKC & Associates LLP, is a reputed audit and assurance firm with a legacy of over 85 years, established in 1936 and headquartered in Mumbai, with offices in Bengaluru, Pune, and Ahmedabad.

The firm offers a wide range of professional services including statutory audits, tax audits, internal audits, limited reviews for listed companies, forensic audits, and regulatory advisory. KKC & Associates LLP serves a diverse client base comprising listed entities, MNCs, large corporates, startups, and public sector undertakings.

KKC & Associates LLP is registered with the Institute of Chartered Accountants of India (ICAI) and holds a valid Peer Review Certificate, making it eligible to audit listed companies under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The firm is known for its strong audit quality, regulatory compliance, and ethical standards.

#### Proposed Remuneration

The remuneration for the financial year 2025–26 for Statutory Audit and Limited Review is ₹22,50,000 per annum (plus applicable taxes). Reimbursement of out-of-pocket and travel expenses will be on actuals. The remuneration for subsequent years will be mutually agreed upon, subject to the approval of the Audit Committee and the Board. The term of re-appointment of the Statutory Auditor is for a period of five (5) years. Accordingly, consent of the Members is being sought by way of an Ordinary Resolution as set out at Item no. 3 of the Notice for appointment of Statutory Auditor.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the re-appointment of KKC & Associates LLP as the Statutory Auditor for the second term of 5 (five) consecutive years by way of an Ordinary Resolution for approval of the Members.

## ITEM NO. 4.

### Appointment of Secretarial Auditor (Ordinary Resolution)

Pursuant to the provisions of Regulation 24A of the Listing Regulations, as amended, every listed entity is required to appoint a Peer Reviewed Company Secretary or firm of Company Secretaries as Secretarial Auditor for a term of five years with the approval of Members at the Annual General Meeting.

Accordingly, at its meeting held on May 14, 2025, the Board of Directors, after considering the expertise and experience of Priti J. Sheth & Associates, Practicing Company Secretaries, Mumbai (Peer Review No: 1888/2022), the present Secretarial Auditor of the Company and based on the recommendation of the Audit Committee, has proposed their appointment as the Secretarial Auditor of the Company.

The proposed appointment is for a term of five consecutive financial years commencing from financial year 2025-26 to financial year 2029-30, subject to shareholder's approval.

### Brief Profile of the Secretarial Auditor

Priti. J Sheth & Associates, established in 2006 and based in Mumbai, is a distinguished firm of Practising Company Secretaries. Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, the firm specializes in corporate law, SEBI, corporate governance, and compliance.

Priti. J Sheth & Associates a firm of Company Secretaries, has an experience of more than 14 years in the field of Corporate and Secretarial Compliances, advisory, due diligence, Listing of securities etc.

The firm has been peer reviewed and its peer review certificate is valid till April 30, 2027.

Apart from Secretarial Audit, Priti J Sheth & Associates may render other certification and other assignments as may be approved by the Board of Directors, except for those services which are prohibited under the extant regulations.

### Proposed Remuneration

It is proposed to pay a remuneration of ₹1,65,000/- (Rupees One Lakh Sixty-Five Thousand only) plus out of pocket expenses and applicable taxes, to Priti J Sheth & Associates, Practicing Company Secretaries, for carrying out the Secretarial Audit of the Company for the Financial Year 2025-26. The term of the appointment of the Secretarial Auditor is for a period of 5 (Five) financial years. The remuneration for subsequent years would be mutually agreed and approved by the Audit Committee and the Board.

The Company has received a written consent and an eligibility certificate from Priti J Sheth & Associates confirming that they satisfy the criteria provided under Regulation 24A of the Listing Regulations and Section 204 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required

under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Priti J Sheth & Associates, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICSI.

Accordingly, consent of the Members is being sought by way of an Ordinary Resolution as set out at Item no. 4 of the Notice for appointment of Secretarial Auditor.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the appointment of Priti J. Associates as the Secretarial Auditor for a term of 5 (five) consecutive years by way of an Ordinary Resolution for approval of the members.

## ITEM NO. 5.

### Approval of remuneration payable to Mr. Puthenpurackal Kuncheria Xavier Thomas (P K X Thomas), Whole Time Director, for the remaining period of his tenure from November 22, 2025 to November 21, 2027. (Special Resolution)

Mr. Puthenpurackal Kuncheria Xavier Thomas (P K X Thomas)(DIN: 09760233) was appointed as a Whole Time Director ("WTD") of the Company for a term of five (5) years with effect from November 11, 2022, by way of Special Resolution passed by the Members through Postal Ballot on February 6, 2022.

Further, in accordance with Section 197 of the Companies Act, 2013, read with Schedule V, remuneration payable to a managerial person, including a Whole Time Director, shall be approved for a maximum period of three years. Accordingly, approval of the remuneration payable to Mr. P K X Thomas for the remaining period of two years from November 22, 2025 to November 21, 2027 is being sought from the Members by way of a Special Resolution.

There is no change in the terms and conditions of his remuneration which were earlier approved, which remain as as under:

1. Salary: ₹1,20,00,000 per annum
2. Bonus: As may be decided by the Board from time to time, subject to overall limits
3. Perquisites: Medical reimbursement, insurance premiums, and other benefits as per Company policy, subject to a cap of annual salary
4. Other Benefits: Use of Company car with driver, telephone, leave travel allowance, PF, superannuation, gratuity, housing and other benefits in line with Company policies for senior management

The remuneration is within the limits prescribed under Schedule V and is aligned with the size of the Company, industry benchmarks, and the experience and profile of Mr. P K X Thomas.

Mr. P K X Thomas is a technocrat with over 30 years of experience in product and technology leadership roles across major brands and platforms. His continued contribution is vital for the Company's digital and strategic transformation initiatives.

In the event of loss or inadequacy of profits, the proposed remuneration will be treated as minimum remuneration as per Section 197 and Schedule V of the Companies Act, 2013. The disclosures as required under Schedule V of the Act are annexed herewith.

The Board recommends remuneration payable to Mr. P. K. X. Thomas, Whole Time Director, for the remaining period of his tenure from November 22, 2025 to November 21, 2027 as a Special Resolution for the approval of the members.

None of the Directors, Key Managerial Personnel, or their relatives except Mr. P K X Thomas, are concerned or interested in the proposed resolution.

By order of the Board of Directors  
of **IRIS Business Services Limited**

**Santoshkumar Sharma**  
Company Secretary & Compliance Officer  
(Membership No. ACS 35139)

Place: Navi Mumbai  
Date: August 13, 2025

Registered Office: T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703 Maharashtra.  
Website: [www.irisbusiness.com](http://www.irisbusiness.com)  
Email: [cs@irisbusiness.com](mailto:cs@irisbusiness.com)

**The statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under:**

<b>I General Information</b>	
1 Nature of Industry	Software Products and Solutions
2 Date or expected date of commencement of commercial production	Company is already in operation
3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4 Financial performance based on given Indicators	The Company has reported a profit after tax of ₹ 1,32,518 thousand on a consolidated basis and ₹ 1,25,030 thousand on a standalone basis for the financial year ended 31 <sup>st</sup> March, 2025.
5 Foreign Investments or collaborations, if any	The Company has the following subsidiaries outside India: IRIS Business Services, LLC (USA) IRIS Business Services (Asia) Pte. Ltd. (Singapore) Atanou S.r.l. (Italy) IRIS RegTech Sdn. Bhd. (Malaysia)



## II Information about Mr. P K X Thomas

1	Background details	<ol style="list-style-type: none"> <li>1. Master of Computer Applications (MCA) from Kerala university.</li> <li>2. CTO at Reliance Brands Limited from 2017 to Aug 2022</li> <li>3. COO at Hopscotch from 2015 to 2017</li> <li>4. CIO at Reliance Brands Limited from 2012 to Aug 2015</li> <li>5. COO at Cleartrip from 2009 to 2012</li> <li>6. CTO at Cleartrip from 2006 to 2009</li> </ol>
2	Past remuneration	₹ 1,20,00,000 per annum
3	Recognition or awards	<p>MCA first rank holder from Kerala university.</p> <p>Best team coordination award from Pearson, Mesa, US &amp; Lionbridge</p>
4	Job profile and his suitability	The job requires a strong process-oriented person with in-depth knowledge and experience in the latest technologies and information security to deliver stable, secured and scalable solutions to the customers. Mr. Puthenpurackal Kuncheria Xavier Thomas (P K X Thomas) is eminently suitable given his background. He also brings in substantial experience in key areas of business and strategy.
5	Proposed Remuneration	₹ 1,20,00,000 per annum on same terms that were previously approved by Members.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is comparable with the peers of the Industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None

## III Other Information

1	Reasons of loss or inadequate profits	<p>The Company has continued its strategic journey of transforming into a product-led RegTech and SupTech company. This transition, while successful in terms of market positioning and client acquisition, has required sustained investments in product development, global expansion, and talent acquisition. These upfront costs have impacted profitability in earlier years.</p> <p>The Company reported a standalone turnover of ₹11,95,549 Thousand, a growth of 23.4% over the previous year. Net profit also rose sharply to ₹1,25,030 Thousand, up from ₹82,914 Thousand in financial year 2023-24, reflecting improved operational efficiency and revenue scalability. However, the profit margins have remained inadequate, particularly in relation to the payment of managerial remuneration. This is primarily due to sustained investments in product development, global expansion, and talent acquisition, aimed at building future-ready solutions and expanding into new markets.</p>
---	---------------------------------------	--

2	Steps taken or proposed to be taken for improvement	<p>To strengthen its position and improve profitability, the Company has taken several strategic steps:</p> <ul style="list-style-type: none"> <li>• <b>Diversification Across Segments:</b> IRIS operates through three key business segments—SupTech, RegTech, and DataTech.</li> <li>• The SupTech segment, which provides solutions to regulators, remains the largest contributor to revenue. The Company has seen strong traction in Africa, which now contributes over a third of total revenues.</li> <li>• The RegTech segment, focused on enterprise regulatory reporting, is expanding in Europe and North America, driven by demand for ESG and structured financial reporting.</li> <li>• The DataTech segment, which supports data analytics, complements the other two segments and is gaining relevance in data-driven regulatory environments.</li> <li>• <b>Global Expansion:</b> IRIS now serves clients in 55 countries, with its flagship product IRIS Carbon gaining recognition as a leading solution for ESG, XBRL, and disclosure management.</li> <li>• <b>Sales and Marketing Strengthening:</b> The Company has invested in building a robust sales and marketing team to accelerate customer acquisition, particularly in the enterprise segment.</li> </ul> <p>Operational Efficiency: With a healthy cash position and minimal debt, IRIS is well-positioned to fund its growth internally while maintaining financial discipline.</p>
3	Expected increase in productivity and profits in measurable terms	<p>The Company steps into financial year 2025-26 with optimism and a sharpened strategic focus. The convergence of regulatory reform, ESG mandates, and digital transformation continues to drive demand for the very solutions the Company provides. The broad platform suite, growing international reputation, and high retention among clients give confidence that the Company is well-positioned to sustain its growth momentum. The Company remains clear in its resolve to double down on growing the RegTech and SupTech businesses, while nurturing the DataTech business towards a sustainable revenue model. Moderation in profit margins may occur in the near term as the Company makes strategic upfront investments ahead of expected returns. This investment-led approach is designed to capture the asymmetric growth opportunities available in the market and to position the Company for sustained long-term performance.</p>

By order of the Board of Directors  
of **IRIS Business Services Limited**

**Santoshkumar Sharma**

Company Secretary & Compliance Officer  
(Membership No. ACS 35139)

Place: Navi Mumbai  
Date: August 13, 2025

Registered Office: T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703 Maharashtra.

Website: [www.irisbusiness.com](http://www.irisbusiness.com)

Email: [cs@irisbusiness.com](mailto:cs@irisbusiness.com)

**DETAILS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, OF THE PERSONS SEEKING RE-APPOINTMENT**

<b>Name of the Director</b>	<b>Ms. Deepta Rangarajan</b>	<b>Mr. Puthenpurackal Kuncheria Xavier Thomas (P K X Thomas)</b>
Age	59 years	61 years
DIN	00404072	09760233
Date of Birth	April 23, 1966	May 25, 1964
Date of first appointment	October 03, 2000	November 11, 2022
Shareholding in the Company	59,18,220	30,000
Number of Board meeting(s) attended during the year 2024-25	6 out of 8	8 out of 8
Other Directorships/ membership of committee (Includes only Audit Committee and Stakeholders Relationship Committee)	Directorship – NIL Membership of Committee – CSR Committee and Risk Management Committee of IRIS Business Services Limited	Directorship – NIL Membership of Committee – Risk Management Committee of IRIS Business Services Limited
Qualification, brief resume and experience	Ms. Deepta Rangarajan is a Promoter and Whole Time Director of our Company. She is a Chemical Engineer from the Indian Institute of Technology, Delhi, and an MBA from the Indian Institute of Management, Ahmedabad. Her key focus is on IRIS CARBON, IRIS’ SaaS solution in the RegTech space, that is targeted primarily at international markets.	Kerala University first rank holder for MCA from College of Engineering, Trivandrum. Accomplished technocrat with about 30 years of deep understanding in eBusiness with specialisation in product, technology & operations.
Expertise in specific functional areas	Leadership, Strategy, Industry knowledge, Marketing, Governance, Management, Business Development	Technology, product development, e-commerce, security compliance
Listed entities from which person has resigned in last 3 years	NIL	NIL
Terms & Conditions of Appointment/ Re-appointment	Re-appointed as a Whole Time Director and liable to retire by rotation.	Re-appointed as a Whole Time Director and liable to retire by rotation.
Remuneration	₹4500 thousands	₹12000 thousands
Relationship with other Directors / KMP	None	None

By order of the Board of Directors  
of **IRIS Business Services Limited**

**Santoshkumar Sharma**

Company Secretary & Compliance Officer  
(Membership No. ACS 35139)

Place: Navi Mumbai  
Date: August 13, 2025

Registered Office: T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703 Maharashtra.

Website: [www.irisbusiness.com](http://www.irisbusiness.com)

Email: [cs@irisbusiness.com](mailto:cs@irisbusiness.com)

# Board's Report

TO  
THE MEMBERS OF  
**IRIS BUSINESS SERVICES LIMITED**

Your Board of Directors ("**Board**") is pleased to present the 25<sup>th</sup> (Twenty-fifth) Annual Report of your Company, for the financial year ended March 31, 2025.

## 1. Summary of Operations / Results

(Amount in thousands – ₹)

Particulars	Standalone		Consolidated	
	FY 2025	FY 2024	FY 2025	FY 2024
Turnover	11,95,549	968,460	12,59,678	10,22,966
Other Income	24,044	6,286	25,388	6,593
Total Expenditure	10,43,563	8,78,832	10,99,558	9,27,440
Operating Profit/(Loss)	1,76,030	95,914	1,85,508	1,02,119
Exceptional Items	-	-	-	-
Net Profit/(Loss) before tax	1,76,030	95,914	1,85,508	1,02,119
Tax Expense				
Current Tax	51,000	24,500	54,334	25,619
Deferred Tax	-	(11,500)	(1,344)	(11,413)
Tax expense/(income) for earlier years	-	-	-	30
<b>Profit / (Loss) for the year</b>	<b>1,25,030</b>	<b>82,914</b>	<b>1,32,518</b>	<b>87,883</b>

## 2. Performance of the Company

The financial year 2024–25 was marked by strong revenue growth across key product segments, resulting in a 23% increase in operating revenues on both a standalone and consolidated basis. Revenues from operations stood at ₹11,95,549 Thousand (Standalone) and ₹12,59,678 Thousand (Consolidated), driven by continued momentum in international markets and deeper penetration within existing client accounts.

Among the various segments, SupTech remained the leading contributor, with revenues growing by 34% on a consolidated basis. The RegTech and TaxTech segments also posted steady growth of 12% and 20% respectively on a consolidated basis, reflecting increased adoption of compliance-driven solutions. Export revenues, which make up a significant portion of the Company's overall revenues, grew by 20%, further reinforcing the Company's global positioning.

Other income saw a substantial increase of over 280%, supported by improved treasury management. While employee costs and other expenses increased in line with business expansion, the overall profitability improved, aided by better cost control and a sharp reduction in depreciation and amortization expenses (down by over 50% year-on-year).

The Company also reported a reduction in finance costs by 31% (Consolidated), reflecting efficient capital deployment and lower debt obligations.

Financial Year 2024-25 was a year of consistent performance across all business lines, with improved operating leverage, strong export-led growth, and enhanced financial efficiency contributing to the Company's overall progress.



## Highlights of financial results

(Amount in thousands – ₹)

Particular	Standalone			Consolidated		
	FY 2025	FY 2024	% Increase/ (Decrease)	FY 2025	FY 2024	% Increase/ (Decrease)
Revenues	12,19,593	9,74,746	25%	12,85,066	10,29,559	25%
Revenues from operation	11,95,549	9,68,460	23%	12,59,678	10,22,966	23%
Revenues from export	8,23,000	6,83,545	20%	8,78,058	7,32,812	20%
Revenues from SupTech	5,97,877	4,40,320	36%	6,14,996	4,58,363	34%
Revenues from RegTech	3,92,242	3,51,996	11%	4,27,804	3,83,219	12%
Revenues from TaxTech	1,61,339	1,38,399	17%	1,72,787	1,43,639	20%
Revenues from DataTech	9,471	9,929	-5%	9,471	9,929	-5%
Others	34,620	27,816	24%	34,620	27,816	24%
Other income	24,044	6,286	282%	25,388	6,593	285%
Employee Costs	5,97,174	4,89,984	22%	6,20,800	5,12,959	21%
Finance Costs	7,450	11,036	-32%	7,893	11,492	-31%
Travel related expenses	43,468	35,795	21%	47,772	38,212	25%
Other Expenses	3,74,431	2,97,738	26%	4,01,098	3,19,558	26%
Depreciation and Amortization	21,040	44,279	-52%	21,995	45,219	-51%
Exceptional Items	-	-	-	-	-	-

### 3. State of Company Affairs

Your Company is recognized as a key player in the global regulatory reporting solutions market, having played a pioneering role with respect to solutions built on the eXtensible Business Reporting Language (“XBRL”) standard. Your Company differentiates itself in the market with product offerings across the information supply chain encompassing enterprises and regulators. The year under review saw a pick-up in both revenues and enquiries from the regulator segment as a key project implementation got underway while the company also worked on building the sales pipeline. On the other hand, the enterprise segment of the business is where the company expects significant tailwinds as firms across the world increasingly adopt a SaaS based digital reporting framework. Your Company’s flagship product, IRIS CARBON® has gone up the value chain by offering a disclosure management product which will boost productivity and accuracy in building collaborative reports, particularly for the CFO’s office. The Company is also rolling out an Environmental, Social, and Governance (“ESG”) reporting solution, building on the strengths of the Company’s customer base and adjacencies in software for financial and non-financial reporting. Our work in building the Global Reporting Initiative (“GRI”)’s ESG XBRL taxonomy has been well received. The Company’s software to facilitate bank automated compliance data reporting, IRIS iDeal has expanded its footprint in the African markets and is now looking at offering solutions for SDMX based reporting as well. Post the divestment of the TaxTech business and with the availability of non-dilutive capital, Your Company is well positioned to grow its business in the SupTech and RegTech segments of the market.

### 4. Transfer to reserve

The Board has decided to retain the entire amount of profit for financial year 2024-25 in the distributable retained earnings.

### 5. Dividend and Transfer To Investor Education and Protection Fund (IEPF)

In line with the Company’s strategic objective to conserve financial resources and strengthen internal accruals for future growth initiatives, the Board of Directors has not recommended any dividend for the financial year 2024–25. The decision has been taken after careful consideration of the Company’s long-term plans, investment priorities, and the need to maintain financial flexibility in an evolving business environment.

Further, during the financial year ended March 31, 2025, the Company was not required to transfer any unpaid or unclaimed dividend amounts or underlying equity shares to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder.

### 6. Change in the Nature of Business

There was no change in the nature of business during the financial year ended March 31, 2025.

### 7. Material Changes and Commitment, if any, affecting financial position of the Company

On July 2, 2025, following the approval of the Board of Directors, the Company executed definitive agreements with Sovos Compliance Limited, United Kingdom (“Sovos”), for the sale and transfer of its GST Application Service Provider (“GST ASP”) Business, along

with a 100% equity stake in its Subsidiary, IRIS Logix Solutions Private Limited (**“IRIS Logix”**). The aggregate consideration for the transaction was ₹15,124 Lakh. Shareholder approval for the transaction was subsequently obtained at the Extraordinary General Meeting held on July 26, 2025.

The transaction structure included:

1. Acquisition of the minority stake in IRIS Logix,
2. Sale of a 5% equity stake in IRIS Logix to Sovos,
3. Slump sale of the GST ASP Business to IRIS Logix for ₹14,057 Lakh, funded by Sovos,
4. Transfer of entire balance stake of the Company in IRIS Logix to Sovos. The consideration for sale of 100% equity stake in IRIS Logix (inclusive of 5% stake sale referred at (2) above) aggregates to ₹1,067 Lakh which is subject to any adjustment towards shortfall in net working capital or in net cash in IRIS Logix determined as on the date of completion of sale of 100% equity stake in IRIS Logix.

The above transaction was completed on August 05, 2025.

As the agreement was executed after March 31, 2025, the transaction qualifies as a non-adjusting event under Ind AS 10. Consequently, no financial impact has been recognised in the Audited Financial Statements (Standalone and Consolidated) for the year ended March 31, 2025 of the Company.

## 8. Significant and Material Orders Passed by the regulators or courts or tribunal

No significant or material order was passed, during the period under review, by the Regulators or Courts or Tribunals bearing an impact on the going concern status and Company's operations in future.

## 9. Risk and Concern

Your Company primarily operates in two distinct customer segments, one that comprises regulators and other being enterprises. While both these segments have distinct characteristics, the common denominator continues to be that of intense global competition. Your company differentiates itself with the breadth of its offering and the ability to work across regulatory mandates and markets.

The SupTech segment traditionally carry immanent risks pertaining to execution where there could be substantial time creep or unanticipated change in requirements. In certain markets, regulators prefer large, omnibus RFPs where we can only bid for specific components with partners. Your Company's presence in the US and European markets is currently limited in the regulatory platform solutions business. There are consolidation trends seen among companies operating in SupTech and BFSI oriented RegTech solutions.

In the disclosure management segment, deep pocketed competitors invest heavily in on the ground sales and marketing as well as rapidly add new product features. The emergence of AI driven innovations is also raising customer expectations. Your Company continues to hold on our own with frugal engineering practices and innovative solutions combined with an unwavering focus on customer satisfaction.

## 10. Risk Management

Your Company is aware of the risks associated with the business. The Company follows a method for identifying, minimizing and mitigating risks which will be periodically reviewed. The Company has a risk management policy in place for the purpose of identification of all the major elements of risk, which in the opinion of the Board may threaten the existence of the company.

### Some of the risks identified which will have the attention of the management are:

- Securing critical resources including capital and human resources;
- Data Security;
- Ensuring cost competitiveness;
- Building product differentiation and the appropriate value proposition;
- Maintaining and enhancing customer service standards;
- Identifying and introducing innovative marketing and branding activities, especially in the digital media.

## 11. Deposits

During the financial year 2024–25, your Company has not accepted any deposits from the public falling within the purview of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, the disclosure requirements relating to deposits, including those which are not in compliance with Chapter V of the Act, as prescribed under Rule 8(5)(v) of the Companies (Accounts) Rules, 2014, are not applicable.

Further, as on March 31, 2025, there were no unclaimed deposits or any amounts due for repayment in terms of the aforesaid provisions.

## 12. Performance and financial highlights of subsidiary companies and their contribution to overall performance of the company

The Company had the following subsidiaries as on March 31, 2025:

1. IRIS Business Services (Asia) Pte. Ltd., Singapore
2. IRIS Business Services, LLC, United States of America
3. Atanou S.r.l., Italy
4. IRIS Logix Solutions Private Limited, India and
5. IRIS Regtech Sdn. Bhd., Malaysia

On June 25, 2024, IRIS Regtech Sdn. Bhd, a wholly owned subsidiary of IRIS Business Services Limited was incorporated in Malaysia subsequent to approval from the Board of Directors of the Company, at their meeting held on May 30, 2024.

None of the above companies ceased to be a subsidiary during financial year 2024-25. The Company does not have any Joint Venture or Associate Company.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's Subsidiaries in Form AOC-1 is enclosed as **“Annexure-1”** to this report. The consolidated financial statement of the Company forms part of this annual report.

Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate financial statements in respect of subsidiaries, are available on the website of the Company at <https://irisbusiness.com/investors/subsidiary-financials/>. Any Member, who is interested in obtaining a copy of the financial statements of subsidiaries companies, may write to the Company Secretary at [cs@irisbusiness.com](mailto:cs@irisbusiness.com).

As on the financial year ended March 31, 2025, none of the subsidiaries of the Company was identified as 'material subsidiary' within the meaning of Regulation 16(1)(c) of SEBI Listing Regulations.

### 13. Share Capital

During the financial year 2024-25, the paid-up equity share capital of the Company increased from ₹19,36,11,620 comprising 1,93,61,162 equity shares of ₹10 each as on March 31, 2024, to ₹20,53,81,170 comprising 2,05,38,117 equity shares of ₹10 each as on March 31, 2025.

The increase was a result of preferential allotments, warrant conversions, and exercise of ESOP by the eligible employees of the Company, as detailed below:

#### a. Preferential Allotment of Equity Shares and Convertible Warrants

Pursuant to the approval granted by the members at the Extraordinary General Meeting held on June 21, 2024, and based on the in-principle approvals received from BSE Limited and the National Stock Exchange of India Limited on June 20, 2024 respectively, the Board of Directors, at its meeting held on July 2, 2024, allotted the following securities on a preferential basis under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- 5,43,478 equity shares of face value ₹10 each at an issue price of ₹184 per equity share (including a premium of ₹174 per share), and
- 5,43,477 convertible warrants at an issue price of ₹184 per warrant, each convertible into one equity share of ₹10 each.

The above securities were allotted to the following non-promoter public investors ("Allottees"):

- Pratithi Growth Fund I, a scheme of Pratithi Investment Fund;
- Tunga India Long Term Equity Fund

In accordance with the terms of the issuance of Convertible Warrants, the proposed allottees paid 25% of the issue price at the time of allotment of the warrants, with the remaining 75% payable at the time of conversion within the prescribed period of nine months.

#### b. Allotment under Employee Stock Option Plan ("ESOP")

On September 3, 2024, the Company allotted 90,000 equity shares of ₹10 each to eligible employees who exercised their vested stock options granted under the Company's Employee Stock Option Plan.

#### c. Conversion of Warrants into Equity Shares

Subsequently, on January 27, 2025, the Company received formal requests from both the above allottees for the conversion of their respective warrants into equity shares, along with the payment of the balance 75% of the issue price.

The Board of Directors, at its meeting held on January 31, 2025, approved the allotment of 5,43,477 equity shares of ₹10 each upon full conversion of the warrants.

### Summary of Changes in Paid-Up Share Capital

Particulars	Date	No. of Equity Shares	Amount (₹)
Paid-up Share Capital (Opening)	As on 31-Mar-2024	1,93,61,162	19,36,11,620
Preferential Allotment	02-Jul-2024	5,43,478	54,34,780
ESOP Allotment	03-Sep-2024	90,000	9,00,000
Conversion of Warrants into Equity	31-Jan-2025	5,43,477	54,34,770
<b>Paid-up Share Capital (Closing)</b>	<b>As on 31-Mar-2025</b>	<b>2,05,38,117</b>	<b>20,53,81,170</b>

All equity shares issued during the year rank pari passu with the existing equity shares of the Company in all respects, including dividend entitlement and voting rights.

- Issue of Equity Shares with Differential Rights: The Company has not issued any equity shares with differential rights during the financial year ended March 31, 2025.
- Issue of Sweat Equity Shares: The Company did not issue any Sweat Equity Shares during the financial year ended March 31, 2025.

### 14. Employee Stock Options Scheme

The Nomination and Remuneration Committee ("NRC") of the Board is entrusted with the responsibility of formulating, implementing, and monitoring the Employee Stock Option Schemes ("ESOPs") of the Company. This responsibility is discharged in accordance with the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, as amended from time to time ("SEBI SBEB & SE Regulations"), along with the relevant provisions of the Companies Act, 2013 and rules made thereunder.

#### IRIS Employee Stock Options Scheme, 2017

The IRIS Employee Stock Options Scheme, 2017 ("ESOP Scheme 2017"), was originally approved by the shareholders at the Extra-Ordinary General Meeting held on September 13, 2017. The Scheme was subsequently ratified to extend its applicability to include employees of the Company's subsidiary companies as well.

The ESOP Scheme 2017 continues to be administered by the NRC and is in full compliance with the SEBI SBEB & SE Regulations. No material modifications or amendments were made to this Scheme during the financial year ended March 31, 2025. Grants under this scheme are made to eligible employees based on their performance and the discretion of the NRC, in accordance with the terms and conditions stipulated in the Scheme.

Under ESOP Scheme 2017, the Company is authorized to grant up to 7,00,000 stock options to eligible employees of the Company and its group companies, including associate and subsidiary companies. Each stock option, upon vesting and exercise, entitles the option holder to receive one fully paid-up equity share of ₹10/- (Rupees Ten only) of the Company.

Grants under this scheme are made in accordance with the vesting schedule and performance criteria as may be laid down by the NRC from time to time.

### IRIS Business Services Limited Employee Stock Option Scheme, 2023

The IRIS Business Services Limited Employee Stock Option Scheme, 2023 (“**ESOP Scheme 2023**”) was introduced with a view to attract, retain, and reward talented employees and align their interests with that of the Company and its shareholders. The Scheme was approved by the Board of Directors on December 01, 2023, and by the members at Extra-Ordinary General Meeting held on February 16, 2024.

Following the member’s approval, the Company obtained the necessary in-principle approvals from BSE Limited and National Stock Exchange of India Limited, thereby making the Scheme effective and operational during the financial year 2024-25.

Under ESOP Scheme 2023, the Company is authorized to grant up to 9,75,000 (Nine Lakh Seventy-Five Thousand) stock options to eligible employees of the Company and its group companies, including associate and subsidiary companies. Each stock option, upon vesting and exercise, entitles the option holder to receive one fully paid-up equity share of ₹10/- (Rupees Ten only) of the Company.

Grants under this scheme are made in accordance with the vesting schedule and performance criteria as may be laid down by the NRC from time to time.

### Regulatory Compliance and Disclosures

Both the above-mentioned schemes, ESOP Scheme 2017 and ESOP Scheme 2023, are in compliance with the provisions of the SEBI SBEB & SE Regulations and the Companies (Share Capital and Debentures) Rules, 2014. The prescribed disclosures under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 read with Part F of Schedule I of the SEBI SBEB & SE Regulations are annexed to this Report as “**Annexure – 2**”. The said disclosures are also made available on the Company’s website at [https://irisbusiness.com/wp-content/uploads/2024/07/IRIS\\_Disclosure\\_under\\_SEBI\\_Share\\_Based\\_Employee\\_Benefits\\_Regulations\\_2021\\_for\\_2023-24.pdf](https://irisbusiness.com/wp-content/uploads/2024/07/IRIS_Disclosure_under_SEBI_Share_Based_Employee_Benefits_Regulations_2021_for_2023-24.pdf).

Additionally, a certificate from Priti J. Sheth & Associates, Practicing Company Secretaries, confirming that both the schemes have been

implemented in accordance with the SEBI SBEB & SE Regulations and in compliance with the resolutions passed by the Members, will be available for inspection by the Members at the ensuing Annual General Meeting. A copy of the said certificate is also hosted on the Company’s website at [https://irisbusiness.com/wp-content/uploads/2025/08/IRIS\\_Certificate\\_Reg\\_13\\_SEBI\\_SBEB\\_2021.pdf](https://irisbusiness.com/wp-content/uploads/2025/08/IRIS_Certificate_Reg_13_SEBI_SBEB_2021.pdf).

### 15. Internal Financial Control and their Adequacy

The Company has internal financial control and risk mitigation system, which is constantly assessed and strengthened. The Company also conducts internal audits from time to time. The Audit Committee actively reviews the internal audit report, adequacy and effectiveness of the internal financial control and suggests improvements for the same.

### 16. Declarations given by Directors

The Company has received necessary declarations and disclosures from its Independent Directors under Section 149(7) and Section 184(1) of the Companies Act, 2013 (“**the Act**”) stating that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and have disclosed their interest in the form MBP-1. All the Directors have certified that they are not disqualified under section 164 of the Companies Act, 2013. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act.

The Board of the Company has taken the disclosures on record after verifying the due veracity of the same.

In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfil the conditions of independence as specified in the Act and the SEBI Listing Regulations and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act. All the Independent Directors of the Company are also registered with the databank of Independent Directors as required under the provisions of the Companies Act, 2013.

The Directors and the senior management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management Personnel during financial year 2024-25.

## 17. Directors, Key Managerial Personnel and Composition of Board

The composition of Board of Directors of the Company is as follows:

Sr.	Name of Director	DIN	Category
1.	Mr. Balachandran Krishnan	00080055	Promoter, Whole Time Director & Chief Executive Officer (“ <b>CEO</b> ”)*
2.	Ms. Deepta Rangarajan	00404072	Promoter, Whole Time Director
3.	Mr. Puthenpurackal Kuncheria Xavier Thomas	09760233	Whole Time Director & Chief Technology Officer (“ <b>CTO</b> ”)
4.	Mr. Vinod Balmukund Agarwala	01725158	Chairman & Independent Director
5.	Mr. Ashok Venkatramani	02839145	Independent Director
6.	Mr. Bhaswar Mukherjee	01654539	Independent Director
7.	Mr. Haseeb A. Drabu	00489888	Independent Director
8.	Mr. Vineet Kandoi	NA	Chief Financial Officer (“ <b>CFO</b> ”) <sup>#</sup>
9.	Mr. Santoshkumar Sharma	NA	Company Secretary & Compliance Officer

\* Mr. Balachandran Krishnan was appointed as a CEO of the Company by the Board of Directors of the Company on June 20, 2025.

<sup>#</sup> Mr. Vineet Kandoi was appointed as CFO of the Company by the Board of Directors of the Company on August 13, 2025.

Late Mr. Swaminathan Subramaniam ceased to be the Whole Time Director and CEO w.e.f March 26 2025 due to his unfortunate demise.



### Cessation

During the year, the Company suffered an irreparable loss with the sudden and untimely demise of Late Mr. Swaminathan Subramaniam, Promoter, Whole Time Director & Chief Executive Officer, on March 26, 2025. Late Mr. Swaminathan Subramaniam had played an instrumental role in steering the growth and transformation of the Company. The Board placed on record its profound grief and sincere appreciation for his visionary leadership and invaluable contributions.

### Appointments and Re-appointments

In light of the unforeseen circumstances and with a view to ensuring continuity of operations and maintaining business stability, the Board of Directors, at its meeting held on March 26, 2025, entrusted Mr. Balachandran Krishnan (DIN: 00080055), Promoter, Whole Time Director & Chief Financial Officer, with the responsibility of overseeing the day-to-day affairs and management of the Company on an interim basis, till a suitable successor to the CEO role was identified, appointed, and formally approved by the Board.

Subsequently, based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on June 20, 2025, approved the appointment of Mr. Balachandran Krishnan as the Chief Executive Officer (“CEO”) of the Company with effect from the same date. Further, Mr. Balachandran Krishnan continued to hold the additional charge of Chief Financial Officer (“CFO”) until a full-time CFO was appointed.

The composition of the Board is in accordance with the requirements prescribed in the Listing Regulations.

Thereafter, upon the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on August 13, 2025, approved the appointment of Mr. Vineet Kandoi as the Chief Financial Officer (“CFO”) and Key Managerial Personnel (“KMP”) of the Company with effect from August 14, 2025.

### Retirement by Rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, read with the Articles of Association of the Company, Ms. Deepta Rangarajan (DIN: 00404072), Whole Time Director, being the director liable to retire by rotation, retires at the ensuing 25<sup>th</sup> Annual General Meeting and, being eligible, offers herself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 13 August 2025, has recommended her re-appointment at the AGM.

Brief profile of Ms. Deepta Rangarajan as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards – 2, is annexed to the notice convening the Annual General Meeting, which forms part of this Annual Report.

### Key Managerial Personnel (“KMP”)

As on the date of this Report, the following persons were the KMP of the Company under Section 203 of the Companies Act, 2013:

- Mr. Balachandran Krishnan – Chief Executive Officer (CEO) (w.e.f. March 26, 2025)
- Mr. Vineet Kandoi – Chief Financial Officer (CFO) (w.e.f. August 14, 2025)
- Mr. Santoshkumar Sharma – Company Secretary & Compliance Officer

## 18. Board and Committee Meeting(s)

A total of 22 meetings of the Board and its Committees were held during financial year 2024-25, comprising 8 Board meetings, 5 meetings of the Audit Committee, 4 meetings of the Nomination and Remuneration Committee, 2 meetings of the Risk Management Committee, and 1 meeting each of the Corporate Social Responsibility Committee, Stakeholders Relationship Committee and the Independent Directors, pursuant to the provisions of the Companies Act, 2013, for the financial year ended March 31, 2025. The details of these meetings, including dates and attendance of each Director/Member, are provided in the Corporate Governance Report.

Subsequent to the end of the financial year, at the Board meeting held on May 14, 2025, the Right Issue Committee was formally dissolved following a review of its relevance and applicability.

### Committees of the Board:

The Company has Six (6) Board-level Committee(s), which have been established in compliance with the provisions of the Act and/or SEBI Listing Regulations:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee; and
- Business Responsibility and Sustainability Committee

Details of Committees along with their terms of reference, composition and attendance of Members at the meeting of the Committees are provided in the Corporate Governance Report.

### I. Audit Committee:

The Audit Committee is constituted by the Board, in accordance with the provisions of Section 177 of the Act read with Regulation 18 of SEBI Listing Regulations. During financial year 2024-25, the Board accepted all the recommendations of the Audit Committee.

### II. Nomination and Remuneration Committee:

Pursuant to the provisions of Section 178 of the Act read with Regulation 19 of SEBI Listing Regulations, the Board constituted the Nomination and Remuneration Committee, which inter-alia recommends to the Board the criteria for appointment of Director(s) along with the compensation, terms of executive directors and senior managerial personnel.

The Board has approved the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and all other Employees of the Company. The said policy is hosted on the website of the Company. The web link of the same is as follows: <https://www.irisbusiness.com/wp-content/uploads/2023/12/NRC-Policy.pdf>

### III. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee has been duly constituted in accordance with the provisions of Section 178 of the Companies Act, 2013, read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. The primary objective of the Stakeholders Relationship Committee of the Company is to consider and resolve the grievances of security holders/Members of the Company.

During the financial year 2024-25, one complaint was received from a stakeholder which was reviewed and disposed off.

### IV. Corporate Social Responsibility (“CSR Committee”):

The CSR Committee is duly constituted as per the provisions of Section 135 of the Act. The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, the Corporate Social Responsibility Policy (“CSR Policy”) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

During the year under review, CSR Committee was reconstituted to fill the vacancy arising from the untimely demise of Late Mr. Swaminathan Subramaniam, who served as a member. The reconstituted CSR Committee comprised of Mr. Ashok Venkatramani (Chairman), Ms. Deepta Rangarajan (Member), and Mr. Balachandran Krishnan (Member), in compliance with Section 135 of the Companies Act, 2013 and the applicable rules thereunder.

The detailed report on CSR activities is attached as “Annexure-3” to this report.

The key philosophy of the Company’s CSR initiative is to promote development through social and economic transformation. The CSR Policy of the Company can be accessed on the Company’s website at the link provided herein below: <https://www.irisbusiness.com/wp-content/uploads/2023/12/CSR-Policy-2.pdf>

### V. Risk Management Committee:

The Board of your Company voluntarily constituted the Risk Management Committee (“RMC”) of the Board for the purpose of internal administration and efficiency.

### VI. Business Responsibility and Sustainability Committee:

The Board of Directors at their meeting held on February 13, 2023 constituted the Business Responsibility and Sustainability Committee on voluntary basis. Though not mandated under SEBI Listing Regulations, the said committee was constituted voluntarily with an aim to help the business in demonstrating the structure, policies and processes as set in the principles and core elements of the National Guidelines on Responsible Business Conduct (“NGRBC”).

### 19. Compliance with Secretarial Standard

The Company has complied with the Secretarial Standards (“SS”) i.e., SS-1 and SS-2 issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings respectively during financial year 2024-25.

### 20. Related Party Transactions

All related party transactions that were entered into during the financial year were in the ordinary course of the business, on an arm’s length basis and in accordance with the Policy on Related Party Transactions formulated and adopted by the Company. The Company did not enter into material contracts or arrangements or transactions with related parties in accordance with Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014. The details of the transactions as per section 188 of the Companies Act, 2013 and rules framed thereunder is enclosed as “Annexure – 4” in Form AOC-2, as required under Rule 8(2) of Companies (Accounts) Rules, 2014.

The Related Party Transactions were placed before the Audit Committee for prior approval, as required under applicable law. Only those Members of the Audit Committee who were Independent Directors approved the same.

Prior omnibus approval of the Audit Committee was also obtained for the transactions which were repetitive in nature. A statement of all Related Party Transactions was placed before the Audit Committee for its review on a quarterly basis, specifying the nature and value of the transactions.

The Policy on Related Party Transactions is available on the website of the Company at <https://www.irisbusiness.com/wp-content/uploads/2023/02/Policy-on-Related-Party-Transactions.pdf>

The particulars of contracts or arrangements entered into with the related party are set out in Note 27 to the Standalone Financial Statements of the Company forming part of the Annual Report.

The Company in terms of Regulation 23 of the SEBI Listing Regulations submits within the stipulated time from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions to the stock exchanges, in the format specified in the relevant accounting standards and SEBI.

### 21. Particulars of Employees

The information 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 enclosed as “Annexure – 5”.

The information required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including amendment thereto, is provided in the “Annexure – 5” forming part of the Report.

### 22. Annual Evaluation of Board, Committees and Individual Directors

The Board of Directors has carried out an annual evaluation of its own performance, Committees and individual Directors, pursuant to the provisions of the Act and SEBI Listing Regulations.

The Nomination & Remuneration Committee (“NRC”) has defined the evaluation criteria for the performance evaluation of individual Directors, the Board and its Committees.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such

as structure of the Board, meetings and functions of the Board, degree of fulfilment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and the Management, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as mandate and composition, effectiveness of the Committees, structure of the Committees and meetings, independence of the Committees from the Board, contribution to decisions of the Board, effectiveness of the meetings and quality of relationship of the Committees with the Board and the Management, etc.

The Board and the NRC reviewed the performance of the individual Directors on the basis of the criteria such as knowledge and competency, fulfilment of functions, ability to function as a team, initiatives taken, availability and attendance at the meeting, integrity, independence, contribution at Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings etc. In addition, the performance of the Chairman was also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer the meetings, impartiality, ability to keep Member's interests in mind and motivating and providing guidance to the Executive Directors etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

Outcome of evaluation process: Based on inputs received from the board members, it emerged that the Board has a good mix of competency, experience, qualifications and diversity. Each Board member contributed in his/her own manner to the collective wisdom of the Board, keeping in mind his/her own background and experience. There was active participation and adequate time was given for discussing strategy. Overall, the Board was functioning very well in a cohesive and interactive manner.

The NRC Policy including the criteria of annual evaluation of board, committees and individual directors are available on the Company's website <https://www.irisbusiness.com/wp-content/uploads/2023/12/NRC-Policy.pdf>

## 23. Company's Policy of Appointment of Director's and Key Managerial Personnel

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel ("KMP") and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has

been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

The policy is available on the Company's website at <https://www.irisbusiness.com/wp-content/uploads/2023/12/NRC-Policy.pdf>.

## 24. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is enclosed as "Annexure - 6" to this report.

## 25. Statutory Auditor

KKC & Associates LLP, Chartered Accountants (Formerly known as 'Khimji Kunverji & Co LLP'), (ICAI Firm Registration No. 105146W/W100621), were appointed as the Statutory Auditor of the Company at the Twentieth Annual General Meeting ("AGM") held on August 14, 2020, to hold office for a term of five consecutive years, i.e., from the conclusion of the Twentieth AGM until the conclusion of the Twenty-fifth AGM. Accordingly, their first term as Statutory Auditor is due to conclude at the ensuing Twenty-fifth AGM. The Board of Directors, based on the recommendation of the Audit Committee, has proposed the re-appointment of KKC & Associates LLP for a second term of five consecutive years, to hold office from the conclusion of the Twenty-fifth AGM until the conclusion of the Thirtieth AGM.

The Statutory Auditors have provided a written consent on willingness for re-appointment and confirmed that they satisfy the criteria provided under Section 141 of the Companies Act, 2013, including the provisions relating to eligibility, independence, and absence of disqualification. Further, KKC & Associates LLP have affirmed that they remain independent of the Company in accordance with the applicable provisions of the Companies Act, 2013, and the Chartered Accountants Act, 1949.

The Auditor Report on the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, forms part of the Annual Report. The said Audit Report does not contain any qualification, reservation, adverse remark, or disclaimer. There are no instances of fraud reported by the auditor under Section 143(12) of the Companies Act, 2013, read with the relevant rules prescribed thereunder.

## 26. Secretarial Auditor

In terms of the provisions of Section 204 of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors had appointed Priti J. Sheth & Associates, Practicing Company Secretaries, Mumbai (Membership No. FCS 6833, Certificate of Practice No. 5518), to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2025.

The Secretarial Audit Report issued by the said Auditor did not contain any qualification, reservation, or adverse remark for the reporting year. The report is annexed to the Board's Report and forms part of this Annual Report as "Annexure - 7".

Further, the provisions relating to the conduct of Secretarial Audit were not applicable to any of the subsidiaries of the Company during the financial year 2024–25.

Pursuant to the requirements laid down under SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the financial year ended March 31, 2025, as issued by Priti J. Sheth & Associates, was submitted to the Stock Exchanges within the prescribed timelines. A copy of the said report is annexed as “**Annexure – 7A**” to this Board’s Report.

Additionally, the Board of Directors, at its meeting held on May 14, 2025, approved the reappointment of Priti J. Sheth & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a further period of five (5) years, commencing from the financial year 2025–26 upto financial year 2029–30. The said reappointment is subject to the approval of the members at the ensuing 25<sup>th</sup> (Twenty-Fifth) Annual General Meeting of the Company. A resolution seeking such approval forms part of the Notice of the AGM.

## 27. Internal Auditor

In terms of Section 138 of the Companies Act, 2013 and Rules made there under, M.P. Chitale & Co., Chartered Accountants, Mumbai, were appointed as Internal Auditor of the Company to undertake the Internal Audit of the Company for Financial Year 2024-25. During the year, the Company continued to implement its suggestions and recommendations to improve the control environment. Their scope of work included, review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

Further, the Board of Directors at their meeting held on May 14, 2025 have appointed M.P. Chitale & Co., Chartered Accountants, Mumbai for conducting Internal Audit of the Company for the financial year 2025-26.

## 28. Cost Auditor

The Company was not required to appoint any Cost Auditor or maintain Cost Audit Records pursuant to the requirements provided in Section 148 of the Act during the financial year 2024-25.

## 29. Extract of Annual Return

Pursuant to Section 92(3) read with the Companies (Management and Administration) Rules, 2014 of the Act, the Annual Return of the Company for the financial year March 31, 2025 in Form MGT-7 is made available on the website of the Company at [https://irisbusiness.com/wp-content/uploads/2025/08/IRIS\\_Annual\\_Report\\_2024-25.pdf](https://irisbusiness.com/wp-content/uploads/2025/08/IRIS_Annual_Report_2024-25.pdf)

## 30. Particulars of Loans, Guarantees and Investments

The details of loans, guarantees, and investments as required by the provisions of Section 186 of the Companies Act, 2013 and the Rules framed thereunder are set out in the Notes 5 and 10 to the Standalone Financial Statements of the Company.

## 31. Directors’ Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company,

work performed by the internal, statutory and secretarial auditor including audit of internal financial controls over financial reporting by the statutory auditor and the reviews undertaken by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company’s internal financial controls were adequate and effective during the financial year ended March 31, 2025.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of their information and knowledge, confirm that:

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

## 32. Human Resources / Industrial Relations, Including Number of People Employed

Your Company provides regular training to employees to improve skills. Your Company has put in place a performance appraisal system that covers all employees. Your Company had 503 permanent employees as on March 31, 2025 against 458 permanent employees as on March 31, 2024.

## 33. Corporate Governance

A separate section on Corporate Governance is enclosed as “**Annexure-8**” along with the certificate from the Priti J. Sheth & Associates, Practicing Company Secretaries confirming compliance with conditions on Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations as on March 31, 2025.

## 34. Disclosure Under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, to provide protection to employees at the workplace and for prevention and redressal of complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe



working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee to consider and to redress complaints of sexual harassment. During financial year 2024-25, the Company did not receive any complaint under the Policy for Prevention of Sexual Harassment of the Company. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during financial year 2024-25:

Sr No.	Particulars	Remarks
1	No. of complaints at the beginning of the year	Nil
2	No. of complaints /received during FY25	Nil
3	No. of complaints disposed off during FY25	NA
4	Number of cases pending for more than 90 days	NA

### 35. Reporting of Frauds by Auditors

During financial year 2024-25, neither the statutory auditor nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees.

### 36. Whistle Blower Policy/Vigil Mechanism

Your Company has Whistle Blower Policy / Vigil Mechanism Policy for the Company to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct. Functioning of the Whistle Blower Policy is reviewed by the Audit Committee / Board on periodical basis. During the financial year ended March 31, 2025, the Company has not received any complaint under the Whistle Blower Policy of the Company.

The Whistle Blower Policy has been appropriately communicated within the Company across all levels and is available on the website of the Company at <https://www.irisbusiness.com/wp-content/uploads/2023/02/Vigil-Mechanism-Policy.pdf>

### 37. Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the members of the Board of Directors and Senior Management Personnel. All the Directors and Senior Management Personnel have affirmed their adherence to the provisions of the Code of Conduct during the financial year 2024-25. The declaration to this effect signed by Mr. Balachandran Krishnan, Whole Time Director & CEO is enclosed to the Corporate Governance report as 'Annexure 8B'.

### 38. Management Discussion and Analysis Report

In terms of provisions of Regulation 34(2)(e) of SEBI Listing Regulations, a Management Discussion & Analysis Report for the financial year ended March 31, 2025 has been separately furnished in the Annual Report.

### 39. Policies and Disclosure Requirements

In terms of provisions of the Act and provisions of the SEBI Listing Regulations, the Company has adopted the following Policies.

The policies are available on Company's website <https://www.irisbusiness.com/investors/policies/>

- Policy on Related Party Transactions
- Nomination and Remuneration Policy
- Corporate Social Responsibility Policy
- Code of Conduct for Director & Senior Management Personnel
- Material Subsidiary Policy
- Policy for Determination of Materiality of Events
- Policy for Preservation of Documents
- Terms and Condition of Independent Director
- Vigil Mechanism and Whistle-Blower Policy
- Code of Conduct to Regulate, Monitor and Report Trading by designated person and Code of Conduct for Fair Disclosure of Unpublished Price Sensitive Information
- Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI")
- IRIS Business Services Limited Employee Stock Option Plan 2017
- IRIS Business Services Limited Employee Stock Option Plan 2023

The Company's Policy on Directors' appointment, remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 forms part of the Nomination and Remuneration Policy.

### 40. Compliance with the Maternity Benefit Act, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

### 41. General

The Board of Directors confirm that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the financial year 2024-25:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. Issue of sweat equity shares.
3. Revision made to the financial statements for any of the three financial years preceding financial year 2024-25.
4. non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014;

5. application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year;
6. difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

## 42 Acknowledgements

Your Board takes this opportunity to thank all its employees for their dedicated service and firm commitment to the goals of the Company. Your Board also wishes to place on record its sincere appreciation for the wholehearted support received from members, clients, bankers and all other business associates. The Company looks forward to continued support of all these partners in progress.

For and on behalf of the Board of Directors  
of **IRIS Business Services Limited**

Date: August 13, 2025  
Place: Navi Mumbai

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

# Annexure - 1

## FORM AOC-1

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

### Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

#### Part – A - Subsidiaries

(Amount in thousands – ₹)

Sr. No.	1	2	3	4	5
Name of the subsidiary	IRIS Business Services LLC	IRIS Business Services (Asia) Pte. Ltd.	Atanou S.r.l.	IRIS Logix Solutions Private Limited	IRIS Regtech Sdn. Bhd
The date since when subsidiary was formed/acquired	26.02.2010	07.07.2010	31.07.2015	13.12.2019	25.06.2024
Reporting period for the subsidiary concerned, if different from the holding company's reporting period. (start and end of accounting period)	01.04. 2024 to 31.03.2025	01.04. 2024 to 31.03.2025	01.04. 2024 to 31.03.2025	01.04. 2024 to 31.03.2025	25.06.2024 to 31.03.2025
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	USD	SGD	EURO	INR	Malaysian Ringgit
	BS - 85.46	BS - 63.55	BS - 92.25		BS - 19.27
	P&L - 84.56	P&L - 63.19	P&L - 90.77		P&L - 19.17
Share capital	14,539.88	11,382.04	712.00	1,490.00	2,000.00
Reserves and surplus	(20,968.71)	(2,421.36)	(797.64)	6,949.18	80.40
Total assets	52,437.16	24,419.25	524.60	14,500.36	27,448.81
Total Liabilities	58,865.98	15,458.57	610.24	6,061.18	25,368.41
Investments	-	-	-	-	-
Turnover	69,191.28	29,011.39	-	12,080.12	16,570.61
Profit before taxation	2,390.93	1,141.58	(78.45)	5,760.04	237.34
Provision for taxation	570.01	69.51	-	1,196.29	153.44
Profit after taxation	1,820.91	1,072.07	(78.45)	4,563.74	83.90
Proposed Dividend	-	0	0	-	-
Extent of shareholding (in percentage)	100%	98.36%	100%	51%	100%

Names of subsidiaries which are yet to commence operations – NIL

Names of subsidiaries which have been liquidated or sold during the year – NIL

#### Part B- Joint Ventures and associates

The Company does not have any Associate or Joint Ventures companies.

For and on behalf of the Board of Directors  
**IRIS Business Services Limited**

Date: August 13, 2025  
Place: Navi Mumbai

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

## Annexure - 2

### DETAILS OF IRIS EMPLOYEES STOCK OPTION SCHEME

Disclosures pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the financial year ended March 31, 2025

Sr. No.	Particulars	ESOP 2017	ESOP 2023
A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the Employee Stock Option Plan ("ESOP") of the Company.	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the Employee Stock Option Plan ("ESOP") of the Company.
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Diluted EPS on Consolidated basis for the year ended March 31, 2025, is ₹6.43 and on Standalone basis is ₹6.17	Diluted EPS on Consolidated basis for the year ended March 31, 2025, is ₹6.43 and on Standalone basis is ₹6.17.
C.	<b>Details related to ESOP</b>		
	I. A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including -		
	a. Date of shareholders' approval	September 13, 2017	February 16, 2024
	b. Total number of options approved under ESOP	7,00,000	9,75,000
	c. Vesting requirements	Employee Stock Options granted under Scheme shall vest not earlier than 1 (one) year and not later than maximum Vesting Period of 4 (four) years from the date of Grant and that different vesting period may be decided by the Nomination and Remuneration Committee ("NRC") for employees at discretion of the NRC.	Employee Stock Options granted under Scheme shall vest not earlier than 1 (one) year and not later than maximum Vesting Period of 4 (four) years from the date of Grant and that different vesting period may be decided by the Nomination and Remuneration Committee ("NRC") for employees at discretion of the NRC.
	d. Exercise price or pricing formula	The Exercise Price per Option shall be determined by the Nomination and Remuneration Committee being not lesser than the face value of the Share underlying such Option as on date of Grant.	The Exercise Price per Option shall be determined by the Nomination and Remuneration Committee as allowed under the SBEB Regulations as and when applicable to the Company which shall in no case be lesser than the face value of the equity shares.
	e. Maximum term of options granted	All the Options granted on any date shall vest not later than the maximum period of 4 (Four) years from the date of grant.  Further, Exercise period would commence from the date of vesting and will expire on completion of 5 (Five) years from the date of respective vesting.	All the Options granted on any date shall vest not later than the maximum period of 4 (Four) years from the date of grant.  Further, Exercise period would commence from the date of vesting and will expire on completion of 5 (Five) years from the date of respective vesting.
	f. Source of shares (primary, secondary or combination)	Primary - Fresh equity shares shall be issued by the Company on exercise of the options by the Grantee.	Primary - Fresh equity shares shall be issued by the Company on exercise of the options by the Grantee.
	g. Variation in terms of options	During financial year 2024-25, there was no amendment/ modification/ variation in the Scheme.	During financial year 2024-25, there was no amendment/ modification/ variation in the Scheme.



<b>Sr. No.</b>	<b>Particulars</b>	<b>ESOP 2017</b>	<b>ESOP 2023</b>
	ii. Method used to account for ESOP - Intrinsic or fair value	The Company uses the Fair Value-based method of accounting for stock options granted.	The Company uses the Fair Value-based method of accounting for stock options granted.
	iii. Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company.	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company.
	vi. Option movement during the year (for each ESOP)	Annexure - 2A	Annexure - 2A
	v. Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company
	vi. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -		
	a. Senior Managerial personnel as defined under Regulations 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Annexure - 2A	Annexure - 2A
	b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	Annexure - 2A	Annexure - 2A
	c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	None	None
	vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: —		
	a. the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company

Sr. No.	Particulars	ESOP 2017	ESOP 2023
	b. the method used and the assumptions made to incorporate the effects of expected early exercise;	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company
	c. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company
	d. whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company	Members may refer to Note 32 of both the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, for detailed disclosures and relevant information pertaining to the ESOP of the Company
D.	Disclosures in respect of grants made in three years prior to IPO under each ESOP	Not Applicable	Not Applicable
E.	Details related to ESPS	Not Applicable	Not Applicable
F.	Details related to SAR	Not Applicable	Not Applicable
G.	Details related to GEBS / RBS	Not Applicable	Not Applicable
H.	Details related to Trust	Not Applicable	Not Applicable

## Annexure - 2A

### Option movement during the year (For each ESOS)

Particulars	ESOP 2017	ESOP 2023
Number of options outstanding at the beginning of the period	2,14,000	NIL
Number of options granted during the year	8,000	2,38,000
Number of options forfeited / lapsed during the year	4,000	NIL
Number of options vested during the year (excluding lapsed options which were vested, due to resignation of employee)	NIL	NIL
Number of options exercised during the year	90,000	NIL
Number of shares arising as a result of exercise of options	90,000	NIL
Money realized by exercise of options (₹), if scheme is implemented directly by the company	28,80,000	NIL
Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable
Number of options outstanding at the end of the year	1,28,000	9,75,000
Number of options exercisable at the end of the year	1,20,000	NIL

Employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year:

Sr No.	Date of Grant	Name	Designation	Exercise Price in ₹	Options Granted
1	14.08.2025	Mr. Serveshreshth Sawhney	Senior Vice President of Sales and Growth	134.85	50,000
2	28.10.2025	Mr. Vineet Kandoi	Chief Financial Officer	184.00	18,000
3	28.10.2025	Mr. Hemant Karale	Business Head IRIS iDEAL	184.00	14,000
4	28.10.2025	Mr. Suman Kumar	Technical Architect	184.00	35,000
5	31.01.2025	Ms. Shilpa Dhobale	Head - DataTech	184.00	40,000

A copy of the above two schemes are available on Company's website at <https://www.irisbusiness.com/investors/policies/>.

For and on behalf of the Board of Directors  
of **IRIS Business Services Limited**

Date: August 13, 2025  
Place: Navi Mumbai

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

# Annexure - 3

## REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

### 1. Brief outline on CSR Policy of the Company:

IRIS Business Services Limited (“the Company”) acknowledges that our responsibilities to the communities in which we operate are essential to the long-term success of our business and to all its stakeholders.

We are committed to working with our customers, suppliers, employees and the society to achieve results that grow our company, reward our shareholders, our people and contribute to our communities.

### 2. Composition of CSR Committee:

Sl. 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	Mr. Ashok Venkatramani	Independent Director	1	1
2	Ms. Deepta Rangarajan	Whole Time Director	1	1
3	*Late Mr. Swaminathan Subramaniam	Whole Time Director	1	1
4	#Mr. Balachandran Krishnan	Whole Time Director	NA	NA

\* Late Mr. Swaminathan Subramaniam ceased to be a member of the CSR Committee effective March 26, 2025, due to his demise.

# Mr. Balachandran Krishnan was inducted as a member of the CSR Committee at the Board meeting held on May 14, 2025, to fill the vacancy caused by the demise of Late Mr. Swaminathan Subramaniam.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. : <https://irisbusiness.com/investors/corporate-governance/csr-annual-action-plan/>

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

- b) Two percent of average net profit of the company as per section 135(5) : ₹10, 09,322/-
- 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): ₹10,09,322 /-

### 5. CSR Obligation

a) Average net profit of the company as per section 135(5):

(Amount in ₹)

FINANCIAL YEAR	NET PROFIT
2021-2022	1,21,21,077
2022-2023	4,39,00,813
2023-2024	9,53,76,420
Average Net Profit	5,04,66,103

### 6. CSR Spend

- a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹10,00,000/-
- b) Amount spent in Administrative Overheads: ₹10,000/-
- c) Amount spent on Impact Assessment, if applicable: Not Applicable
- d) Total amount spent for the Financial Year (a + b + c) : ₹10,10,000 /-

e) CSR amount spent or unspent for the Financial Year:

Amount Unspent (in ₹)					
Total Amount Spent for the Financial Year. (in ₹)	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
10,10,000 /-	-NA-				



f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	10,09,322
(ii)	Total amount spent for the Financial Year	10,10,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	678
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	678

**7.** Details of Unspent CSR amount for the preceding three financial years: Nil

**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 section 135(5): Not Applicable

For and on behalf of the Board of Directors  
of **IRIS Business Services Limited**

Date: August 13, 2025  
Place: Navi Mumbai

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

**Ashok Venkatramani**  
Independent Director and  
Chairman of CSR committee  
(DIN: 02839145)

# Annexure - 4

## FORM AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Form for Disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub section of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.**

### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NONE
2.	Nature of contracts / arrangements / transaction	
3.	Duration of the contracts / arrangements / transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

Details of material contracts or arrangements or transactions at Arm's length basis.

(Amount in thousands - ₹)

Sr.	Particulars	Details									
1	Name (s) of the related party & nature of relationship	Atanou S.r.l.	IRIS Business Services, LLC	IRIS Knowledge Foundation	IRIS Business Services (Asia) Pte Ltd	FinX Solutions	IRIS Logix Solutions Private Limited	IRIS Regtech Sdn. Bhd.			
2	Nature of contracts / arrangements / transaction	Provide Computer Software and XBRL Services	Providing marketing support services for building business in United States	Rental Income / Provide technology supported services	Donation	Providing software product & related services along with marketing support	Avail marketing, support services for building business	Provide Computer Software services.	Providing service of software development/ Providing infrastructure hosting service	Avail marketing, support services for building business	Providing software product & related services along with marketing support
3	Duration of the transaction	Financial Year 2024-25									
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Ordinary Course of Business and on Arm's length basis.									
5	Value of transaction	-	33,630	-	-	12,696	-	675	3,010	13,389	
6	Investment in the Subsidiary	-	-	-	-	-	-	-	-	2,000	
7	Date of approval by the Board	March 15, 2024									
8	Amount paid as advances, if any	-	-	-	-	-	-	-	-	-	-

There were no material related party transactions during the financial year 2024-25 with related parties.

For and on behalf of the Board of Directors  
**of IRIS Business Services Limited**

Date: August 13, 2025  
Place: Navi Mumbai

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

# Annexure - 5

## DETAILS OF THE REMUNERATION OF DIRECTORS, KMP AND EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

### 1) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the Financial Year 2024-25, ratio of the remuneration of each Director to the of the employees of the Company for the Financial Year 2024-25 are as under:

(Amount in Thousands - ₹)

Sr. No.	Name of Director / Key Managerial Personnel (KMP) and Designation	Remuneration of Director/ KMP for Financial Year 2024-25 *	% increase in Remuneration in the Financial Year 2024-25	Ratio of Remuneration of each Director to median remuneration of employees*
1	Late Mr. Swaminathan Subramaniam, Whole Time Director & CEO <sup>#</sup>	4,500	0	5.74:1
2	Ms. Deepta Rangarajan, Whole Time Director	4,500	0	5.74:1
3	Mr. Balachandran Krishnan, Whole Time Director & CFO <sup>#</sup>	4,500	0	5.74:1
4	Mr. Puthenpurackal Kuncheria Xavier Thomas, Whole Time Director & CTO	12,000	0	15.30:1
5	Mr. Vinod Agarwala, Chairman & Independent Director	765	0	-
6	Mr. Ashok Venkatramani, Independent Director	815	0	-
7	Mr. Bhaswar Mukherjee, Independent Director	880	0	-
8	Mr. Haseeb Drabu, Independent Director	550	0	-
9	Mr. Santoshkumar, Company Secretary & Compliance Officer	1,803	10.41	2.30:1

\* The Independent Directors of the Company viz. Mr. Vinod Agarwala, Mr. Ashok Venkatramani, Mr. Bhaswar Mukherjee and Mr. Haseeb Drabu are not entitled to any remuneration other than sitting fees for attending the meetings of the Board and its Committee(s).

<sup>#</sup> Late Mr. Swaminathan Subramaniam ceased to be a Director of the Company effective March 26, 2025, due to his demise. Mr. Balachandran Krishnan was appointed as the Chief Executive Officer (CEO) of the Company with effect from June 20, 2025, by the Board of Directors at their meeting held on the same date, to fill the vacancy caused by the demise of Late Mr. Swaminathan Subramaniam.

The percentage increase in the median remuneration of employees in the financial year ended March 31, 2025:

The median remuneration of employees of the Company for the Financial Year 2024-25 was ₹ 785 thousand (as on March 31, 2025). For the financial year ended 2024-25, the median remuneration of employees was 12.32% higher as compared to the previous year.

1. The number of permanent employees on the rolls of the Company:

There were 503 permanent employees on the Payroll of the Company as on March 31, 2025 as compared to 458 employees as on March 31, 2024.

2. Average percentage 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 managerial remuneration:

The average percentage increase made in the salaries of employees other than the managerial Personnel was 9.98%. There was no increase in the managerial remuneration during the financial year other than mentioned above.

3. Affirmation that the Remuneration is as per the Remuneration Policy of the Company:

It is hereby affirmed that the Remuneration to the employees, Key Managerial Personnel and Directors of the Company has been paid as per the Remuneration Policy of the Company.

4. Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

A) Employed throughout the financial year under review and in receipt of remuneration for the financial year in the aggregate of not less than ₹1,02,00,000/- per annum: Yes – Mr. Puthenpurackal Kuncheria Xavier Thomas and Mr. Serveshreshth Sawhney. Other details form part of this report.

- B) Employed for the part of the financial year under review and in receipt of remuneration at the rate of not less than ₹8,50,000/- per month: None.
- C) There was no employee either throughout the financial year or part thereof who was in receipt of remuneration which in the aggregate was in excess of that drawn by the Managing Director or Whole Time Director and who held by himself or alongwith his spouse or dependent children two percent of the Equity Shares of the Company.
- D) None of the employees covered under Rule 5(2) and 5(3) are a relative of any Director of the Company.

The statement containing names of employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary at [cs@irisbusiness.com](mailto:cs@irisbusiness.com).

For and on behalf of the Board of Directors  
**of IRIS Business Services Limited**

Date: August 13, 2025  
Place: Navi Mumbai

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)



## Annexure - 6

### **PARTICULARS IN REGARDS TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO THE COMPANIES (ACCOUNT) RULES, 2014.**

#### **(A) Conservation of energy**

- (i) The steps taken or impact on conservation of energy: Since the Company is not engaged in any manufacturing activity, the consumption of energy is relatively low. The Company takes reasonable steps to ensure conservation energy at its offices.
- (ii) The steps taken by the company for utilizing alternates source of energy: NIL
- (iii) The capital investment on energy conservation equipments: NIL

#### **(B) Technology absorption**

- (i) The efforts made towards technology absorption:
  - (a) The Company primarily uses cloud-based technologies and a virtualized environment for internal development activities.
  - (b) The Company's key products IRIS Carbon® and Peridot from IRIS DataTech use cloud-based and mobile technologies respectively. The Company also focuses on adopting mobile technologies starting with the GST compliance offering. The highly popular IRIS Peridot, enabling counterparty compliance check and GSTIN verification, is now being expanded to offer a bouquet of digital enablers to help the MSME sector. The company is now working with the data standard, SDMX (Statistical Data and Metadata Exchange) which is an international initiative supported by institutions such as the Bank for International Settlements ("BIS"), the World Bank and the IMF. The Company is also increasingly looking at AI based technologies to enhance its product suite.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Adoption of cloud-based technologies gives significant advantages in terms of user experience as well as operational and cost efficiencies. The API based technologies, the Company has invested in, helps in building products that are in the sync with the emerging eco-system and is a source of competitive advantage. Investment in SDMX technologies will help the Company to expand its array of offerings.

- (iii) In case of imported technology (imported during last three years reckoned from beginning of financial year):

- (a) Details of technology imported: Nil
- (b) Year of Import: Nil
- (c) Whether technology has been fully absorbed: Nil
- (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof: Nil

- (iv) The expenditure incurred on Research and Development:

During the financial year 2024-25, the Company incurred capital expenditure amounting to ₹66,253 thousands towards the development of its various platforms and solutions, including IRIS iFile 2.0, IRIS MSME – Platform and Finance ERP Next . This capital expenditure represented approximately 5.43% of the total revenue on a standalone basis.

#### **(C) Foreign exchange earnings and outgo**

- (i) The Earnings in foreign Exchange during the financial year 2024-25: ₹8,23,000 thousands
- (ii) The outgo in foreign exchange during the financial year 2024-25: ₹2,08,331.46 thousands

For and on behalf of the Board of Directors  
of **IRIS Business Services Limited**

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

Date: August 13, 2025  
Place : Navi Mumbai

# Annexure - 7

## FORM MR-3

### Secretarial Audit Report

[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,  
**IRIS BUSINESS SERVICES LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IRIS Business Services Limited (hereinafter referred to as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - 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; (Not applicable to the Company during Audit period)
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding

the Companies Act and dealing with client; (Not applicable to the Company during Audit period)

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and (Not applicable to the Company during Audit period)
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during Audit period)
6. We further report that, based on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the following laws, regulations, directions, orders are applicable specifically to the Company:
  - a) The Company is registered as a N-STPI unit with Software Technology Parks of India (STPI), a society set up by the Ministry of Electronics & Information Technology (MeitY), Government of India. STPI is statutory body.
  - b) Information Technology Act, 2000
  - c) Trademarks Act, 1999
  - d) Patents Act, 1970 as amended from time to time.
  - e) Copyright Act, 1957

I 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 BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Acts, rules, regulations, guidelines, standards etc. mentioned above except that 2 forms are yet to be filed.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditor and other designated professionals.

#### I further report that:

- The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Non-Executive 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.
- Adequate notices are given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes, the decisions at Board & Committee Meetings were carried out unanimously.

**I further report that:**

As confirmed by the Management, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that during the audit period:**

There were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Priti J. Sheth & Associates**  
Company Secretaries

**Priti J. Sheth**

CP No: 5518

FCS: 6833

Date: 13/05/2025

Place: Kiel

UDIN: F006833G000326394

Peer Review No : 1888/2022

## Annexure to the Secretarial Audit Report

To,  
The Members,  
**IRIS BUSINESS SERVICES LIMITED**  
CIN: L72900MH2000PLC128943

Our Secretarial Audit Report dated 13/05/2025 is to be read along with this letter.

Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.

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 report.

We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.

We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.

Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Priti J. Sheth & Associates**  
Company Secretaries

**Priti J. Sheth**

CP No: 5518

FCS: 6833

Date: May 13, 2025

Place: Kiel

UDIN: F006833G000326394

Peer Review No : 1888/2022

# Annexure - 7A

## Secretarial Compliance Report of IRIS Business Services Limited for the year ended on March 31, 2025

I, Priti J. Sheth of Priti J. Sheth & Associates, Company Secretary in Whole Time Practice have examined:

- a) all the documents and records made available to us and explanation provided by IRIS Business Services Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

  - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable as there were no reportable events during the period under review)
  - (v) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (vi) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; (Not Applicable as there were no reportable events during the period under review)
  - (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable as there were no reportable events during the period under review)
  - (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (ix) SEBI (Depositories and Participants) Regulations, 2018, as amended
  - (x) Other applicable Regulations and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

Compliance Requirement (Regulations/circulars/ guidelines including Specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
---	-------------------------	------------	-----------------	----------------	----------------------	-------------	--	---------------------	---------

None

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Compliance Requirement (Regulations/ circulars/ guidelines including Specific clause)	Intimation about the meeting of the Board of Directors for considering financial results should be given at least 5 days in advance as per Regulation 29 (2) / 29 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
Regulation / Circular No.	Regulation 29 (2) / 29 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
Deviation	Prior intimation about the meeting of the board of directors for the meeting held on November 13, 2021 for considering financial results was given on 8 <sup>th</sup> November, 2021
Action Taken by	BSE Limited
Type of Action	Fine of ₹ 11,800/- levied on December 14, 2021.
Details of Violation	Delay in furnishing prior intimation about the meeting of the board of directors for the meeting held on November 13, 2021 for financial results required under Regulation 29 (2) / 29 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
Fine Amount	₹ 11,800/-
Observations/ Remarks of the Practicing Company Secretary	The Company had made a representation to BSE for waiver of said fine. BSE vide its email dated 19.05.2022, declined the request for the said waiver to which the Company has again made its representation.
Management Response	BSE' s response and action was awaited. The Company, however chose to make the payment and close the matter.
Remarks	The penalty was paid by the Company on 30 <sup>th</sup> May, 2024.

In Addition to the abovementioned regulations /circulars the following affirmations are being provided hereunder:

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes	
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<b>To examine details related to Subsidiaries of listed entities:</b> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	NA Yes	Company does not have material subsidiaries



S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions  In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	Yes  Yes	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	None	

For **Priti J. Sheth & Associates**  
Company Secretaries

**Priti J. Sheth**

CP No: 5518

FCS: 6833

UDIN: F006833G000325910

Peer Review No : 1888/2022

Date: May 13, 2025

Place: Kiel

# Annexure - 8

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2024-25

[As required under Schedule V(C) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

### 1. The Company's Philosophy on Corporate Governance

At IRIS, Corporate Governance is a foundational element of our business ethos and strategic direction. We recognize that sound governance is essential not only for regulatory compliance but also for fostering long-term value creation, stakeholder trust, and organizational resilience.

Our governance framework is built on the principles of transparency, accountability, integrity, and fairness. These principles guide our actions and decisions across all levels of the organization, ensuring that we operate with the highest ethical standards and in alignment with the expectations of our stakeholders.

We go beyond statutory obligations by adopting voluntary best practices that reinforce our commitment to responsible leadership and ethical conduct. This includes timely and comprehensive disclosures of financial performance, leadership structures, and governance policies, enabling stakeholders to make informed decisions and engage meaningfully with the Company.

Our management philosophy is rooted in professionalism and ethical stewardship. We strive to conduct business in a manner that is inclusive, responsible, and aligned with our long-term strategic goals. This approach enhances stakeholder confidence be it shareholders, investors, brand partners, customers, employees, regulators, or the broader community.

Corporate Governance at IRIS is not static; it evolves in response to emerging risks, regulatory developments, and stakeholder expectations. We continuously review and strengthen our governance practices to ensure they remain robust, relevant, and future-ready.

By embedding governance into our strategic planning and operational execution, we ensure that our business decisions are not only financially sound but also socially responsible and environmentally conscious. This integrated approach helps us build a sustainable enterprise that delivers consistent value to all stakeholders.

In summary, our Corporate Governance philosophy reflects our unwavering commitment to ethical business conduct, stakeholder engagement, and sustainable growth. It is a key enabler of our mission to be a trusted, transparent, and forward-looking organization.

### 2. Board of Directors

The Board of Directors ("the **Board**") holds the ultimate responsibility for overseeing the management, strategic direction, and overall performance of the Company. It is entrusted with the necessary powers, authorities, and duties to ensure that the Company operates in alignment with its values and long-term objectives. At the heart of our governance framework, the Board plays a pivotal role in upholding ethical standards, ensuring accountability, and safeguarding the interests of all stakeholders.

We believe that a well-informed, diverse, and independent Board is essential to maintaining the highest standards of Corporate Governance. The Board provides strategic leadership, monitors the Company's performance, and guides management in delivering sustainable value to shareholders, customers, employees, and the broader community.

#### a) Board Composition and Diversity

Diversity in the Boardroom is a key driver of effectiveness and innovation. Our Board reflects a balanced mix of perspectives, experiences, educational backgrounds, professional expertise, and personal attributes, including gender and ethnicity. This diversity enhances the quality of deliberations and decision-making, ensuring that the Board remains responsive to the evolving needs of the business and its stakeholders.

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company maintains a Board structure that includes both Executive and Non-Executive Directors, with a strong representation of Independent Directors. These professionals bring deep domain expertise and industry knowledge, contributing meaningfully to the governance and strategic oversight of the Company.

#### Board Structure as on March 31, 2025

Following the unfortunate passing of Late Mr. Swaminathan Subramaniam on March 26, 2025, the Board composition as on March 31, 2025, stood as follows:

- **Executive Directors: 3**
- **Non-Executive Independent Directors: 4**

The Chairperson of the Board is a Non-Executive Independent Director, reinforcing our commitment to independent oversight and balanced governance.

This composition ensures compliance with statutory requirements and reflects our dedication to maintaining a Board that is both effective and representative of the Company's strategic needs. The Board continues to guide the Company with integrity and foresight, ensuring that all decisions are made in the best interest of stakeholders and in pursuit of long-term growth.

#### b) Compliance with Directorship limits

All the Directors have made necessary disclosures regarding their directorships/memberships and other interests as required under Section 184 of the Act. None of the Directors of your Company is a Director in more than twenty (20) Companies (including ten public Companies) or acts as an Independent Director in more than seven (7) Listed Companies, or three (3) Listed Companies in case they serve as a Whole Time Director in any Listed Company.

#### c) Compliance with Committee positions

Disclosures have been made by the Directors regarding their Chairmanships/ Memberships of mandatory Committees of the Board and the same are within the permissible limits as stipulated

under Regulation 26(1) of the SEBI Listing Regulations. Accordingly, none of the Directors on the Board of your Company is a member of more than ten (10) Committees or Chairperson of more than five (5) Committees, across all Public Limited Companies in which he/she is a Director.

#### d) Declaration from Independent Directors

All the Independent Directors on the Board of your Company have confirmed that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board has carried out an assessment of declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors are independent of the Company's management and they fulfil the conditions specified in the SEBI Listing Regulations and the Act.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs and have passed/ are exempted from the proficiency test as required under the said rules.

#### e) Composition and Details of other Directorships & Committee memberships / chairmanships

The composition of the Board and other relevant details relating to Directors as on March 31, 2025 is given below:

Name of the Director	Category	DIN	No. of Directorship of Other Public Limited Companies <sup>@</sup>	No. of Committee Positions held of other Public Limited Companies <sup>#</sup>		Directorship in other listed entities (category of directorship)	
				Chairperson	Member	Directorship in other listed entities	Type of Directorship
Late Mr. Swaminathan Subramaniam*	Promoter, Whole Time Director & CEO	01185930	-	-	-	-	-
Mr. Balachandran Krishnan**	Promoter, Whole Time Director & CFO	00080055	1	-	1	-	-
Ms. Deepta Rangarajan	Promoter, Whole Time Director	00404072	-	-	-	-	-
Mr. Puthenpurackal Kuncheria Xavier Thomas	Whole Time Director & CTO	09760233	-	-	-	-	-
Mr. Vinod Balmukand Agarwala	Non-Executive Independent Director – Chairman	01725158	1	-	-	West Coast Paper Mills Ltd	Non- Executive Independent Director
Mr. Ashok Venkatramani	Non-Executive Independent Director	02839145	-	-	-	-	-
Mr. Bhaswar Mukherjee	Non-Executive Independent Director	01654539	-	-	-	-	-
Mr. Haseeb A. Drabu	Non-Executive Independent Director	00489888	2	-	1	Aspira Pathlab & Diagnostics Limited	Non- Executive Independent Director

\* Late Mr. Swaminathan Subramaniam ceased to be the Whole Time Director & CEO of the Company w.e.f March 26, 2025 following his unfortunate demise.

\*\* Mr. Balachandran Krishnan was appointed as a CEO of the Company by the Board of Directors of the Company on June 20, 2025.

@ Excludes Private Limited Companies, Foreign Companies, Companies registered under Section 8 of the Act.

# Committees considered as per Regulation 26 of SEBI Listing Regulations i.e. Audit Committee and Stakeholders' Relationship Committee of Indian Public Limited Companies excluding that of your Company. Committee Membership(s) includes Chairmanship(s).

During the year under review, there were no resignations by any Independent Director of the Company. Mr. Bhaswar Mukherjee and Mr. Ashok Venkatramani were re-appointed as Non-Executive Independent Directors of the Company for a second and final term of five (5) years, commencing from October 9, 2022, up to October 8, 2027. Mr. Vinod Agarwala was re-appointed as a Non-Executive Independent Director of the Company for a second and final term of three (3) years, effective November 27, 2022, up to November 26, 2025. These re-appointments were approved by the Board of Directors at their meeting held on May 27, 2022, and subsequently by the Members of the Company on August 25, 2022.

Mr. Puthenpurackal Kuncheria Xavier Thomas (DIN: 09760233), on the recommendation of the Nomination and Remuneration Committee at its meeting held on November 11, 2022, was appointed by the Board of Directors as a Whole Time Director of the Company for a period of five years with immediate effect. His appointment was approved by the Members of the Company through postal ballot on February 4, 2023.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on May 26, 2023, and the Members of the Company at the 23<sup>rd</sup> Annual General Meeting held on August 14, 2023, approved the re-appointment of Ms. Deepta Rangarajan (DIN: 00404072), and Mr. Balachandran

Krishnan (DIN: 00080055) as Executive Directors of the Company for a period of three (3) years, effective May 1, 2024.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and pursuant to relevant clause of Articles of Association of the Company, Ms. Deepta Rangarajan, (DIN: 00404072), Whole Time Director, retires by rotation at the forthcoming 25<sup>th</sup> Annual General Meeting, and being eligible, has offered herself for re- appointment.

## **f. Dates and Number of Board Meetings & General Meetings**

During the financial year ended March 31, 2025, the Board met 08 (eight) times on May 18, 2024, May 30, 2024, July 2, 2024, August 8, 2024, October 28, 2024, January 31, 2025, March 26, 2025 and March 29, 2025. Necessary quorum was present at all meetings. The gap between any two consecutive meetings did not exceed 120 consecutive days as stipulated under Section 173(1) of the Act, Regulation 17(2) of the SEBI Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India.

The 24<sup>th</sup> (Twenty-fourth) AGM of the Company was held on Wednesday, August 14, 2024, at 11:00 a.m. (IST) at Auditorium, First Floor, Bharatiya Vidya Bhavan Kendra, Plot No 3-A, Sector 30, Near Vashi Railway Station, Near Assam Bhavan, Vashi (East), Navi Mumbai – 400 703, through the hybrid mode i.e. both Physical and Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

## **g. Attendance at Board Meetings and previous AGM**

Details of attendance of Directors at Board Meetings held during the year under review and the previous AGM is as under:

Name of Director	Number of Board meetings attended		Attendance at previous AGM
	Held during tenure	Attended	
Late Mr. Swaminathan Subramaniam	6	6	Yes
Mr. Balachandran Krishnan	8	8	Yes
Ms. Deepta Rangarajan	8	6	Yes
Mr. Puthenpurackal Kuncheria Xavier Thomas	8	8	Yes
Mr. Vinod Balmukand Agarwala	8	8	Yes
Mr. Ashok Venkatramani	8	8	Yes
Mr. Bhaswar Mukherjee	8	8	Yes
Mr. Haseeb A. Drabu	8	6	Yes

## **h. Meeting of Independent Directors**

Pursuant to Schedule IV of the Act read with the Rules made thereunder and Regulation 25(3) of the SEBI Listing Regulations, a meeting of Independent Directors of the Company was held on May 18, 2024 without the attendance of Non-Independent Directors and members of management. At the meeting, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, the Chairperson of the Company, considering the views of Executive Directors and Non-Executive Directors, and also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board which was necessary to effectively and reasonably perform their duties. The Independent Directors have conveyed their satisfaction on the performances of Non- Independent Directors, Whole Time Director

and the Board as a whole, and also on the flow of information to the Board.

## **i. Inter-se relationships between Directors**

Except that Ms. Deepta Rangarajan was the spouse of Late Mr. Swaminathan Subramaniam, none of the Director(s) and/ or Key Managerial Personnel of the Company and their relative's inter-se related to each other.

## **j. Shares and Convertible Instruments held by Non- Executive Directors**

As on March 31, 2025, the Company did not have any convertible instruments. Further, none of the Non- Executive Directors held any Equity Shares of the Company as on March 31, 2025.

## k. Director(s) seeking Appointment/Re-appointment

In terms of Section 152 of the Act, Ms. Deepta Rangarajan, Whole Time Director of the Company is liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, has offered herself for re- appointment.

## l. Code of Conduct

The Company's Code of Conduct ("**the Code**") is a cornerstone of its ethical framework and governance philosophy. It is built upon three interrelated pillars:

1. Good Corporate Governance – ensuring transparency, accountability, and integrity in all business dealings.
2. Good Corporate Citizenship – upholding responsibilities to society, the environment, and all stakeholders.
3. Exemplary Personal Conduct – fostering a culture of professionalism, respect, and ethical behavior at every level of the organization.

The Board of Directors has formally adopted the Code, which applies to all Board Members and Senior Management Personnel. It sets out clear expectations regarding ethical behaviour, compliance with laws and regulations, conflict of interest management, and the promotion of a respectful and inclusive workplace.

In line with the provisions of the Companies Act, 2013, the Code also incorporates the specific duties and responsibilities of Independent Directors, ensuring that their conduct aligns with the highest standards of independence and objectivity.

For the Financial Year 2024–25, the Company has received formal confirmations from all Directors and Senior Management affirming their compliance with the Code. This annual affirmation reinforces the Company's commitment to ethical leadership and responsible governance.

The Code is publicly accessible and available on the Company's website at: <https://irisbusiness.com/wp-content/uploads/2023/02/Code-of-conduct-for-Directors-Senior-Management-Personnel.pdf>

As mandated under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a declaration confirming compliance with the Code, signed by the Whole Time Director & CEO, forms part of the Corporate Governance Report and is annexed as "**Annexure 8B.**"

## m. Induction and Familiarisation Programme for Independent Directors

The Company recognizes that Independent Directors play a vital role in ensuring robust governance and strategic oversight. To enable them to contribute effectively, the Company has instituted a structured Induction and Familiarization Programme that equips them with a comprehensive understanding of the organization, its business environment, and their roles and responsibilities.

In accordance with Schedule IV of the Companies Act, 2013 and the SEBI Listing Regulations, the programme is designed to provide Independent Directors with:

- An overview of the Company's mission, vision, values, and organizational structure
- Insights into the industry landscape, business model, and regulatory environment
- Access to key documents such as the Annual Report, Code of Conduct, Insider Trading Policy, Vigil Mechanism Policy, and other internal policies
- A detailed Appointment Letter outlining their duties, responsibilities, remuneration, and evaluation process

Upon induction, Independent Directors are introduced to Business Heads and Corporate Functional Leaders, facilitating a deeper appreciation of the Company's operations and strategic priorities.

To ensure continuous engagement and knowledge enhancement, the Company provides:

- Annual presentations on strategic plans and operating performance
- Quarterly updates on financials, market position, risk management, regulatory changes, and other key developments
- Committee-specific briefings and interactions with senior executives as needed
- Regular updates on corporate governance, sustainability, and compliance matters

This ongoing familiarization ensures that Independent Directors remain well-informed and are able to make timely, sound decisions in the best interest of the Company and its stakeholders.

The details of the Familiarization Programme for Independent Directors are publicly available and can be accessed at: <https://irisbusiness.com/wp-content/uploads/2025/04/IRIS-Familiarisation-Programme-Independent-Directors.pdf>

## n. Skills, Expertise and Competencies of Directors

Pursuant In accordance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has identified a comprehensive set of skills, expertise, and competencies that are essential for the effective functioning of the Board in the context of the Company's business, strategic direction, and evolving industry landscape.

These identified attributes ensure that the Board is well-equipped to provide informed oversight, strategic guidance, and sound governance. The key areas of expertise currently available within the Board include:

- Leadership and Strategic Vision: Proven leadership capabilities and experience in steering organizations through growth, transformation, and innovation.
- Industry Knowledge and Experience: Deep understanding of the industry in which the Company operates, including market dynamics, regulatory environment, and competitive landscape.
- Legal and Regulatory Acumen: Familiarity with relevant laws, rules, and regulations, enabling effective compliance and risk mitigation.



- Accounting, Taxation, and Financial Expertise: Proficiency in financial reporting, accounting standards, taxation, and financial planning to ensure robust financial oversight.
- Corporate Governance: Strong grasp of governance frameworks, board processes, and ethical standards to uphold transparency and accountability.
- Risk Management and Internal Controls: Experience in identifying, assessing, and managing business risks, along with designing and monitoring internal control systems.
- Investor Relations: Insight into capital markets, investor expectations, and communication strategies to foster trust and engagement with Members.
- Mergers, Acquisitions, and Strategic Alliances: Experience in evaluating and executing strategic transactions that drive growth and value creation.

The Board of your Company comprises qualified and experienced individuals who collectively bring these diverse competencies to the table. Their varied backgrounds and perspectives enable the Board to deliberate effectively, challenge constructively, and contribute meaningfully to the Company's strategic and operational decisions.

This collective strength ensures that the Board remains agile, forward-looking, and aligned with the long-term interests of the Company and its stakeholders.

Further, the information in terms of Para C(2)(h)(ii) of Schedule V of the SEBI Listing Regulations is mentioned below:

Sr. No.	Name of Director	Skills / competencies / experience possessed
1	Late Mr. Swaminathan Subramaniam *	Leadership, Industry knowledge, Marketing, Strategy, Governance, Management, Business Development
2	Mr. Balachandran Krishnan	Leadership, Strategy, Industry knowledge, Finance, Management, Governance, Audit, Legal
3	Ms. Deepta Rangarajan	Leadership, Strategy, Industry knowledge, Marketing, Governance, Management, Business Development
4	Mr. Vinod Balmukand Agarwala	Law, Finance
5	Mr. Ashok Venkatramani	Business Strategy, Risk Management, Marketing, Stakeholder Management and Fund Raising.
6	Mr. Bhaswar Mukherjee	Finance, Audit, Human Resource Management.
7	Mr. Haseeb A. Drabu	Economic, Strategy, Finance, Risk Management
8	Puthenpurackal Kuncheria Xavier Thomas	Technology, product development, ecommerce, security compliance

\* Late Mr. Swaminathan Subramaniam ceased to be a Director of the Company effective March 26, 2025, following his unfortunate demise.

## o. Committees of the Board

The Board Committees are set up by the Board and are governed by its terms of reference which exhibit the scope, composition, tenure, functioning and reporting parameters. The Board Committees play a crucial role in the governance structure of the Company and deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board, and Chairpersons of the respective committees' report to the Board about the deliberations and decisions taken by the Committees. All Committee decisions are taken, either at the meetings of the Committee or by passing of circular resolutions. During the financial year, all recommendations made by the various Committees have been accepted by the Board. The minutes of the meetings of all committees of the Board are placed before the Board for noting. The Board has accepted the recommendations of all the committees which were mandatorily required during the year under review.

The details of the various Board Committees are as mentioned below

## Audit Committee

The Audit Committee's role is to assist the Board to fulfil its corporate governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions.

### a. Constitution

The Audit Committee ('the **Committee**') of the Board, has been constituted in line with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations, and as on the date of this report comprises of four Non-Executive Independent Directors and one Executive Director.

All the Members of the Committee are financially literate and possess strong accounting and related financial management expertise. The Company Secretary acts as the Secretary of the Committee.

## b. Composition and Attendance

During the financial year 2024-25, the Committee met 05 (Five) times on May 18, 2024, August 08, 2024, October 28, 2024, January 31, 2025 and March 29, 2025 and the necessary quorum was present at all the meetings. The composition of the Audit Committee as on March 31, 2025 and the number of meetings attended by each member is as follows:

Name of Member	Category	Attendance at meetings	
		Held/Entitled	Attended
Mr. Bhaswar Mukherjee	Non-Executive Independent Director – Chairperson	5	5
Mr. Vinod Balmukand Agarwala	Non-Executive Independent Director – Member	5	5
Mr. Ashok Venkatramani	Non-Executive Independent Director – Member	5	5
Mr. Haseeb A. Drabu	Non-Executive Independent Director – Member	5	3
Mr. Balachandran Krishnan	Executive Director – Member	5	5

The Audit Committee invites such executives, as and when it considers appropriate to be present at the meetings. The Finance Controller of the Company, the Internal Auditor and the Statutory Auditor also remain present as invitees for the meetings of Committee.

Mr. Bhaswar Mukherjee, Chairman of the Audit Committee attended the 24<sup>th</sup> AGM of the Company held on August 14, 2024.

### c. Terms of Reference of the Audit Committee

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the Act and Part C of Schedule II of the SEBI Listing Regulations. The Committee relies on the expertise and knowledge of the management, the internal auditor and the statutory auditor, in carrying out its oversight responsibilities. It also uses external expertise, if required. The management is responsible for the preparation, presentation and integrity of the Company's financial statements, including consolidated statements, accounting and financial reporting principles. The Committee acts as a link between the Statutory Auditor and the Internal Auditor and the Board of the Company. The terms of reference of the Audit Committee are in accordance with all the items listed in Part C of Schedule II of SEBI Listing Regulations and Section 177 of the Act which are as follows:

- i. Oversight of the Company's financial reporting process and disclosure of its financial information, to ensure that the financial statements are true and accurate and provide sufficient information and credible;
- ii. Recommending to the Board for appointment, re-appointment and, if required, replacement or removal of the Statutory Auditor and fixation of their terms of appointment and remuneration;
- iii. Approval of payment to statutory auditor for any other services rendered by the statutory auditor, if any;
- iv. Reviewing with the management, the Annual Financial Statements and Auditors Report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Modified opinion(s) in the draft audit report.
- v. Reviewing with the Management, quarterly Financial Statements/results before submission to the Board for approval;
- vi. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing with the management, performance of statutory and internal auditor, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function 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;
- xiv. Discussion with Internal Auditor of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditor 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;
- xvi. Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look 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;
- xviii. Review of the functioning of Whistle Blower mechanism;
- xix. Approve appointment of Chief Financial Officer (i.e. the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- xxi. Review utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding 100 cr or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/advances/ investments;
- xxii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- xxiii. Reviewing the Management Discussion and Analysis of financial condition and results of operations;
- xxiv. Review the statement of significant related party transactions

- xxv. Review the management letters/letters of internal control weaknesses issued by the statutory auditor;
- xxvi. Review the Internal Audit Report relating to internal control weaknesses;
- xxvii. Review the appointment, removal and terms of remuneration of the Chief Internal Auditor;
- xxviii. Statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).
- xxix. Review the financial statements, in particular, the investments made by unlisted subsidiaries;
- xxx. Carry out such other responsibility as may be provided by the Companies Act, 2013 and the SEBI Listing Regulations;
- xxxi. To review compliance with the provisions of regulations 9A and other applicable provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

#### **d. Review of matters by Audit Committee**

The Committee also reviews the terms of appointment and remuneration of the Internal Auditor and the Chief Financial Officer of the Company, financial statements of subsidiaries and in particular

investments made by the subsidiaries, Management discussion and Analysis of financial condition and results of operations, functioning of the Whistle Blower Policy/ Vigil Mechanism. The Committee reviews, on a quarterly basis, related party transactions, uses / application of funds raised on private placement basis, loans, investments and guarantees given, risks and mandatory information under Para B of Part C of Schedule II of the SEBI Listing Regulations.

The Committee also reviews the Report on compliance under Code of Conduct for Prevention of Insider Trading adopted by the Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, Compliance Reports under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Whistle blower Policy are also placed before the Committee.

#### **Nomination and Remuneration Committee**

The role of the Nomination and Remuneration Committee ('NRC') is to oversee the selection of Directors and Senior Management Personnel based on criteria related to the specific requirement of expertise and independence. The NRC evaluates the performance of Directors and Senior Management Personnel based on their expected performance criteria.

##### **a. Constitution**

NRC is constituted in compliance with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

As on the date of the report, the NRC comprises of three Non-Executive Independent Directors including the Chairman of the Board. The Company Secretary acts as Secretary to the Committee.

#### **b. Composition and Attendance**

During the financial year 2024-25, the Committee met 04 (four) times and the necessary quorum was present at all the meetings. The NRC meetings were held on May 18, 2024, August 14, 2024, October 28, 2024 and January 31, 2025. The composition of the NRC as on March 31, 2025 and its attendance at its meetings is as follows:

Name of Member	Category	Attendance at meetings	
		Held/ Entitled	Attended
Mr. Ashok Venkatramani	Non-Executive Independent Director – Chairman	4	4
Mr. Vinod Agarwala	Non-Executive Independent Director - Member	4	4
Mr. Bhaswar Mukherjee	Non-Executive Independent Director - Member	4	4

The Chairperson of the Committee, Mr. Ashok Venkatramani was present at the 24<sup>th</sup> AGM of the Company held on August 14, 2024.

#### **c. Terms of reference of Nomination and Remuneration Committee**

The terms of reference of the NRC are in line with regulatory requirements mandated in the Act and Part D of Schedule II of the SEBI Listing Regulations which include:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the of remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the NRC shall evaluate 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 of an independent director. The person recommended to the Board

for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of independent directors and the Board of Directors;
- iv. Devising a policy on diversity of Board of Directors;
- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

- vi. 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.
- vii. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- viii. Shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- ix. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- x. Grant of options and allotment of shares under and in accordance with terms of Employee Stock Options Scheme(s) of the Company.

#### d. Nomination and Remuneration Policy

The NRC has formulated a policy for determining qualifications, positive attributes and independence of a Director and other related matters provided under sub section (3) and (4) of Section 178 of the Act which is available on the Company's website at <https://irisbusiness.com/wp-content/uploads/2023/12/NRCPolicy.pdf>

It is affirmed that the remuneration paid to the Directors is as per the terms laid in the duly approved and adopted Nomination and Remuneration Policy of the Company.

#### e. Performance Evaluation criteria for Independent Directors

The Committee has approved the evaluation process, methodology, framework and criteria for evaluation of performance of Independent Directors, Committees of the Board, the Board as a whole and the Chairperson. Basis the approved framework, the performance evaluation of all the Directors, Committees, Chairperson and the Board as a whole was carried out during the year under review.

#### Stakeholders' Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders which include approval of requests for transfer and transmission of shares, transposition and deletion of name in the Register of Members, change of address in the Register of Members, addressing to the complaints of shareholders including non-receipt of declared dividends, non-receipt of Annual Report, revaluation of dividend warrants, consolidation and split of shares, etc.

#### a. Constitution

As on the date of this report, SRC comprises of 01 (One) Non-Executive Independent Director and 02 (Two) Executive Directors. The Chairman of the Committee is an Independent Director. The Company Secretary acts as the Secretary to the Committee.

#### b. Composition and Attendance

During the financial year 2024-25, the Committee met 01 (One) times i.e. on May 18, 2024. Necessary quorum was present at both the meetings. The composition of the SRC as on March 31, 2025 and its attendance at its meeting is as follows:

Name of Member	Category	Attendance at meetings	
		Held/ Entitled	Attended
Mr. Bhaswar Mukherjee	Non-Executive Independent Director-Chairman	1	1
Ms. Deepta Rangarajan	Executive Director- Member	1	1
Mr. Balachandran Krishnan	Executive Director- Member	1	1

#### c. Terms of Reference:

The role and terms of reference of the Committee covers all the areas as contemplated under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Act as applicable.

The Committee deals with matters relating to transfer/ transmission of shares, issue of duplicate certificates and monitors the redressal of Shareholder grievances. The terms of reference of the Committee include:

- i. To look into various aspects of interest of shareholders, debenture holders and other security holders;
- ii. Efficient transfer of shares; including review of cases for refusal of transfer/ transmission of shares and debentures;
- iii. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
- iv. Issue of duplicate certificates and new certificates on split/ consolidation/renewal;
- v. Reference to statutory and regulatory authorities regarding investor grievances; and
- vi. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;

- vii. 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.
- viii. Review of measures taken for effective exercise of voting rights by shareholders.
- ix. 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
- x. 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.
- xi. Any other power specifically assigned by the Board of Directors of the Company with a view to expedite the process of share transfers, necessary authorities have been delegated to the Compliance Officer of the Company. Details of transfer and transmission requests, if any received at every meeting and report of investor complaints is presented to the Board on a quarterly basis.

**d. Investor Complaints**

During the financial year 2024-25, the Company receive one complaints from its shareholders/investors. There were no complaints pending as at the end of the year.

Status of Investor Complaints as on March 31, 2025 and reported under Regulation 13(3) of the SEBI Listing Regulations is as under:

No. of Shareholder complaints pending at the beginning of the year i.e. as on April 1, 2024	NIL
No. of Shareholder Complaints received during the year	1
No. of Shareholder Complaints resolved during the year	1
No. of Shareholder Complaints pending as on March 31, 2025	NIL

The Chairman of the Committee, Mr. Bhaswar Mukherjee attended the 24<sup>th</sup> AGM of the Company held on August 14, 2024.

**e. Stakeholders' Relationship Committee other details:**

Name and Contact detail of Compliance officer	Mr. Santoshkumar Sharma Company Secretary & Compliance officer Tel.: +91 22 6723 1000
Email Id for Correspondence	<a href="mailto:cs@irisbusiness.com">cs@irisbusiness.com</a>
Office address for Correspondence	T-231, Tower 2, 3 <sup>rd</sup> Floor, International Infotech Park, Vashi Station, Vashi, Thane - 400703, Maharashtra, India

**f. Compliance Officer under SEBI Listing Regulations**

Mr. Santoshkumar Sharma, Company Secretary of the Company is designated as Compliance Officer of the Company pursuant to Regulation 6 of the SEBI Listing Regulations.

**Corporate Social Responsibility Committee**
**a. Constitution**

In accordance with Section 135 of the Act, the Board of Directors of the Company have formed a Corporate Social Responsibility ('CSR') Committee. The Committee has framed a Corporate Social Responsibility Policy, the purpose of which is to articulate what CSR means to the Company, kind of projects to be undertaken, identifying broad areas of intervention, approach to be adopted to achieve the CSR goals and monitoring mechanism.

The framework enables to put in place, policies and practices in line with this Policy. The CSR Policy is an attempt to showcase the linkage of the Company's social objectives with business strategy.

**b. Composition and Attendance**

The CSR Committee comprises of three directors of whom one is a Non-Executive Independent Director and two Executive Directors. Mr. Ashok Venkatramani, Non-Executive Independent Director is the Chairperson of the Committee. The Company Secretary acts as the Secretary to the Committee.

During the financial year 2024-25, the Committee met 01 (one) time and the necessary quorum was present at the meeting. The CSR committee meeting was held on August 29, 2024. The composition of the CSR as on March 31, 2025 and its attendance at its meetings is as follows:

Name of Member	Category	Attendance at meetings	
		Held	Attended
Ashok Venkatramani	Non-Executive Independent Director-Chairman	1	1
Ms. Deepta Rangarajan	Executive Director – Member	1	1
Late Mr. Subramaniam Swaminathan*	Executive Director – Member	1	1
Mr. Balachandran Krishnan#	Executive Director – Member	NA	NA

\* Late Mr. Swaminathan Subramaniam ceased to be a member of the CSR Committee effective March 26, 2025, following his unfortunate demise.

# Mr. Balachandran Krishnan was inducted as a member of the CSR Committee at the Board meeting held on May 14, 2025, to fill the vacancy caused by the demise of Mr. Swaminathan Subramaniam.

The Company's Corporate Social Responsibility Policy mentioning the responsibilities of the committee is disclosed on the Company's website and can be accessed at <https://irisbusiness.com/wp-content/uploads/2023/12/CSR-Policy-2.pdf>

**Risk Management Committee**

The Board of your Company voluntarily constituted the Risk Management Committee ('RMC') of the Board. As on date of this Report, RMC comprised of 2 (Two) Non- Executive Independent Directors and 2 (Two) Executive Director of the Company. The Company Secretary acts as the Secretary to the Committee.

The primary role of the RMC is that of assisting the Board in overseeing the Company's risk management processes and controls. RMC, through the Risk Management Policy, seeks to minimise adverse impact on the business objectives and enhance stakeholder value. The Board has adopted a Risk Management Policy for functioning of the RMC.

**a. The terms of reference of RMC includes the following:**

- To formulate a detailed risk management policy which shall include:
  - 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.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.



- Business continuity plan.
- 2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- 5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee. The appointment, removal and terms of remuneration of the Chief Risk Officer, if any appointed by the Board during F.Y. 2024-25.

During the year the Risk Management Committee met 02 (two) times i.e. on August 14, 2024 and March 29, 2025. The composition of the Risk Management Committee as on March 31, 2025 and its attendance at its meetings is as follows:

Name of Member	Category	Attendance at meetings	
		Held	Attended
Mr. Haseeb Drabu	Non-Executive Independent Director Chairman	2	2
Mr. Bhaswar Mukherjee	Non-Executive Independent Director – Member	2	2
Ms. Deepta Rangarajan	Executive Director - Member	2	1
Mr. Puthenpurackal Kuncheria Xavier Thomas	Executive Director - Member	2	2

#### b. Risk Management Framework

Your Company has a well-defined risk management framework in place which inter alia includes identification of elements of risk, if any, which in the opinion of the Board may seriously impact the Company. The Risk Management Policy inter alia includes identification, assessment for likelihood and impact, mitigation steps and reporting of existing and new risks associated with your Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and in turn achievement of your Company's objectives.

#### Rights Issue Committee

The Board of Directors of the Company, at its meeting held on January 29, 2022, constituted a Rights Issue Committee to evaluate and oversee all matters related to the proposed rights issue of equity shares. The Committee comprised three Directors, including two Executive Directors and one Non-Executive Independent Director.

The Committee was entrusted with the responsibility to:

- Advise the Board on the appropriate mode of capital raising;
- Engage intermediaries and agencies required for the rights issue process;
- Apply for and obtain necessary statutory and regulatory approvals from relevant authorities; and
- Undertake all actions and decisions necessary for the successful execution of the rights issue;

The proposed rights issue was intended to raise up to ₹32.00 cr, or such other amount as may be determined by the Board or the Rights Issue Committee, with flexibility regarding the extent of paid-up capital.

However, following a comprehensive reassessment of the Company's strategic priorities, prevailing market conditions, and business requirements, the Board decided not to proceed with the rights issue. Consequently, the purpose for which the Rights Issue Committee was constituted no longer exists.

During the Financial Year 2024–25, the Committee did not convene any meetings. At its meeting held on May 14, 2025, the Board of Directors approved the dissolution of the Rights Issue Committee with immediate effect.

This dissolution does not affect any rights, obligations, or actions undertaken by the Committee during its tenure. The Board acknowledges the preparatory work and deliberations carried out by the Committee and expresses its appreciation for their efforts.

The composition of the Rights Issue Committee and its attendance at its meetings is as follows:

Name of Member	Category	Attendance at meetings	
		Held	Attended
Mr. Balachandran Krishnan	Executive Director – Chairman	-	-
Mr. Bhaswar Mukherjee	Non-Executive Independent Director- Member	-	-
Late Mr. Swaminathan Subramaniam	Executive Director - Member	-	-

### 3. Particulars of Senior Management

Details of Senior Management except KMP are given below:

Name	Date of Joining	Designation	Change during the year
Mr. Arup Ganguly	October 13, 2008	Head Sales	-
Mr. Ashish Singhvi	January 21, 2009	Product Engineering Head	-
Mr. Rahul Dhamne	March 10, 2010	Head Consulting	-
Ms. Anuradha RK	May 6, 2010	Business Head	-
Mr. Anand Padmanabhan	November 4, 2011	President	-
Mr. Gautam Mahanti*	April 30, 2012	Business Head IRIS GST	-
Mr. Hemant Karale	July 16, 2012	Business Head IRIS iDEAL	-
Ms. Nisha Rai	October 29, 2018	Senior Manager Human Resources	-
Mr. Serveshreshth Sawhney	February 23, 2024	Senior Vice President of Sales and Growth	-

\* Mr. Gautam Mahanti ceased to be Senior Management Personnel from August 01, 2025 on account of divestment of GST ASP Services Business

### 4. Remuneration paid to Directors

#### a. Non-Executive Directors /Independent Directors

Non-Executive Independent Directors are eligible to receive sitting fees and commission within the limits prescribed under the Companies Act, 2013. The Nomination and Remuneration Committee of the Board determines the remuneration payable to Independent Directors, ensuring alignment with statutory guidelines and governance best practices.

During the Financial Year 2024-25, the sitting fee structure was revised as follows:

- Effective May 19, 2024, the sitting fee for attending meetings was increased to ₹50,000 per meeting for both Board Meetings and Committee Meetings.

- Up to May 18, 2024, the sitting fees were as follows:
  - Board Meetings: ₹25,000 per meeting
  - Audit Committee Meetings: ₹25,000 per meeting
  - Stakeholders Relationship Committee Meetings: ₹15,000 per meeting
  - Nomination and Remuneration Committee Meetings: ₹15,000 per meeting
  - Risk Management Committee Meetings: ₹15,000 per meeting

Except as disclosed above, there were no pecuniary relationships or transactions between the Independent Directors and the Company during the Financial Year 2024-25.

Details of sitting fees and commission paid to Directors during the financial year 2024-25 are as under:

Name of the Director	Sitting Fees paid (₹ in thousands)						
	Board	Audit	NRC	SRC	RMC	RIC	CSR
Mr. Bhaswar Mukherjee	375	225	165	15	100	-	-
Mr. Vinod Balmukand Agarwala	375	225	165	-	-	-	-
Mr. Ashok Venkatramani	375	225	165	-	-	-	50
Mr. Haseeb A. Drabu	300	150	-	-	100	-	-
<b>Total</b>	<b>1425</b>	<b>825</b>	<b>135</b>	<b>15</b>	<b>200</b>	<b>-</b>	<b>50</b>

#### b. Executive Directors

The appointment of Executive Directors is as per the resolutions passed by the Board of Directors and Members' of the Company, which cover the terms of such appointment and are implemented in conjunction with the service rules of the Company.

During the financial year 2024-25, remuneration was paid to Late Mr. Swaminathan Subramaniam, Mr. Balachandran Krishnan, Ms. Deepta Rangarajan and Mr. Puthenpurackal Kuncheria Xavier Thomas, in accordance and within the limits approved by the Board and the Members of the Company based on the recommendation of NRC.

Details of remuneration paid by the Company to Executive Directors during the Financial Year ended March 31, 2025 are given below:

Particulars	Late Mr. Swaminathan Subramaniam*	Mr. Balachandran Krishnan*	Ms. Deepta Rangarajan*	Mr. Puthenpurackal Kuncheria Xavier Thomas*
	Whole Time Director	Whole Time Director	Whole Time Director	Whole Time Director
Term of appointment	Appointed for a period of 3 years w.e.f. May 01, 2024	Appointed for a period of 3 years w.e.f. May 01, 2024	Appointed for a period of 3 years w.e.f. May 01, 2024	Appointed for a period of 5 years w.e.f. November 11, 2022
Salary & Perquisites (₹ in thousands)	4500	4500	4500	12,000
Variable Pay / Performance Linked Incentive	0	0	0	0
Other retirement benefits	0	0	0	0
<b>Total</b>	<b>4500</b>	<b>4500</b>	<b>4500</b>	<b>12,000</b>

\*The remuneration of ₹45,00,000 per annum each to Late Mr. Swaminathan Subramaniam, Mr. Balachandran Krishnan, and Ms. Deepta Rangarajan was approved by the Members at the Annual General Meeting held on August 14, 2023. Further, the remuneration of ₹1,20,00,000 per annum to Mr. Puthenpurackal Kuncheria Xavier Thomas was approved by the Members through Postal Ballot on February 4, 2023.

#### Notes:

- There is no separate provision for payment of severance fees.
- Notice period as per the Rules of the Company.

#### c. Details of Stock Options granted to the Executive Directors

During the year 2024-25, none of the Directors have been granted any stock options.

#### d. Details of Shares held by Executive Directors

Details of shares held by the Executive Directors as on March 31, 2025 are as follows:

Name of Member	Category	Number of Shares held
Late Mr. Swaminathan Subramaniam*	Promoter, Whole Time Director & CEO	44,72,168
Mr. Balachandran Krishnan <sup>#</sup>	Promoter, Whole Time Director & CFO	10,05,300
Ms. Deepta Rangarajan	Promoter, Whole Time Director	14,46,052**
Mr. P K X Thomas <sup>§</sup>	Whole Time Director & CTO	30,000

\* Late Mr. Swaminathan Subramaniam ceased to be a Director of the Company effective March 26, 2025, following his unfortunate demise.

<sup>#</sup> Mr. Balachandran Krishnan was appointed as CEO of the Company by the Board at its meeting held on June 20, 2025.

\*\* Following the demise of Late Mr. Swaminathan Subramaniam, 44,72,168 equity shares held by him were transferred to Ms. Deepta Rangarajan, increasing her shareholding from 14,46,052 to 59,18,220 of the total share capital of the Company.

<sup>§</sup> Mr. P K X Thomas exercised 30,000 options on September 03, 2024.

## 5. Key Governance Policies

### a. Policy on Materiality of and dealing with Related Party Transactions

Your Company has formulated a Policy on Materiality of and dealing with Related Party Transactions which specifies the manner of entering into related party transactions and other related matters.

The Policy has been framed to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations, and intends to ensure proper approval and reporting of transactions as applicable, between the Company and its related parties in the best interest of the Company and its stakeholders.

Provisions of this policy are designed to govern the transparency of approval process and disclosures requirements to ensure fairness in the conduct of related party transactions, in terms of the applicable laws.

The Company's Policy on Materiality of and dealing with Related Party Transactions is uploaded for viewing on its website and can be accessed at <https://irisbusiness.com/wp-content/uploads/2024/04/Policy-on-Related-Party-Transactions.pdf>

### b. Policy on Material Subsidiaries

In line with the requirements prescribed by the SEBI Listing Regulations, the Board of Directors the Company has adopted a Policy on Material Subsidiaries which sets out the criteria to identify material subsidiaries of the Company in accordance with the SEBI Listing Regulations and defines processes and procedures for any transactions with it.

The Company's Policy on Material Subsidiaries is disclosed on its website and can be accessed at <https://irisbusiness.com/wp-content/uploads/2023/02/Material-Subsidiary-Policy.pdf>

### c. Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Policy was amended by the Board in line with the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 to provide for whistle blowing in case of leak or suspected leak of unpublished price sensitive information.

The Company's Policy on Whistle Blower/Vigil Mechanism is disclosed on its website and can be accessed at <https://irisbusiness.com/wp-content/uploads/2023/02/Vigil-Mechanism-Policy.pdf>

### d. Policies under SEBI (Prohibition of Insider Trading) Regulations, 2015

In accordance with Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, ("Insider Trading Regulations"), the Company has put in place a Code, which provides for procedure to be followed by Designated Persons for trading in securities of the Company including pre- approval, reporting and restrictions on contra trading. The Code also contains processes to ensure safeguards against leakage of Unpublished Price Sensitive Information ("UPSI") of the Company.

The updated Code of Conduct for Fair Disclosures of Unpublished Price Sensitive Information is disclosed on its website and can be accessed [https://irisbusiness.com/wp-content/uploads/2025/01/IRIS\\_PIT\\_31Jan2025.pdf](https://irisbusiness.com/wp-content/uploads/2025/01/IRIS_PIT_31Jan2025.pdf) and with the Code of Conduct to Regulate, Monitor and Report Trading by Designated persons [https://irisbusiness.com/wp-content/uploads/2025/01/Draft\\_CoC\\_Monitor\\_Trading\\_by\\_Designated\\_persons.pdf](https://irisbusiness.com/wp-content/uploads/2025/01/Draft_CoC_Monitor_Trading_by_Designated_persons.pdf)

## 6. General Body Meetings

### a. Annual General Meetings ('AGM')

Details of last three AGM's and Special Resolutions passed are as follows:

Financial Year	Day and Date	Time (IST)	Venue	Details of Special Resolutions passed
2024-25	Wednesday, August 14, 2024		The meeting held at Auditorium, First Floor, Bharatiya Vidya Bhavan Kendra, Plot No 3-A, Sector 30, Near Vashi Railway Station, Near Assam Bhavan, Vashi (East), Navi Mumbai – 400703, through the hybrid mode i.e. both Physical and Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')	No Special Resolution were passed.
2023-24	Monday, August 14, 2023	11:00 a.m. I.S.T.		<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Swaminathan Subramaniam (DIN: 01185930) as a Whole Time Director of the Company with effect from May 01, 2024 for a period of 3 (three) years;</li> <li>2. Re-appointment of Mr. Balachandran Krishnan (DIN: 00080055) as a Whole Time Director of the Company with effect from May 01, 2024 for a period of 3 (three) years;</li> <li>3. Re-appointment of Ms. Deepta Rangarajan (DIN: 00404072) as a Whole Time Director of the Company with effect from May 01, 2024 for a period of 3 (three) years;</li> </ol>
2022-23	Thursday, August 25, 2022		Due to COVID-19 Virus Pandemic, meeting held through video conferencing ('VC') / other audio visual means ('OAVM')	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Bhaswar Mukherjee as an Independent Director of the Company for second and final term of five (05) years w.e.f October 9, 2022 upto October 8, 2027;</li> <li>2. Re-appointment of Mr. Ashok Venkatramani as an Independent Director of the Company for second and final term of five (05) years w.e.f October 9, 2022 upto October 8, 2027</li> <li>3. Re-appointment of Mr. Vinod Agarwala as the Independent Director of the Company for second and final term of three (03) years w.e.f November 27, 2022 upto November 26, 2025</li> </ol>

## b. Extra-Ordinary General Meeting ('EGM')

The Company passed following Special Resolutions at its Extra-ordinary General Meeting.

Financial Year	Day and Date	Time (IST)	Venue	Details of Special Resolutions passed
2025-26	Saturday, July 26, 2025	11:00 a.m. I.S.T.	The meeting was held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'). Deemed Venue- Registered Office of the Company.	No Special Resolution were passed.
2024-25	Friday, June 21, 2024			<ol style="list-style-type: none"> <li>1. Issuance of Equity Shares by way of Preferential Allotment on Private Placement Basis;</li> <li>2. Issuance of Warrants Convertible into Equity Shares by way of Preferential Allotment on Private Placement Basis;</li> </ol>

## c. Postal Ballot

No Special Resolutions were passed through Postal Ballot during the financial year 2024-25.

Currently, no postal ballot exercise is proposed to be carried out.

The financial results for fourth quarter and year ended March 31, 2025 were published in The Free Press Journal (English).

## 7. Means of Communication

### a. Modes of Communication

Your Company, from time to time and as may be required, communicates with its Shareholders and Investors through multiple channels of communications including the following:

- Dissemination of information on the website of the Stock Exchanges;
- Press releases;
- Annual reports;
- Earnings calls, investor conferences;
- Uploading relevant information on the Company's website i.e. [www.irisbusiness.com](http://www.irisbusiness.com).
- Presentations made to institutional investors or to the analysts.
- Information published in Newspapers

### b. Financial Results

The quarterly, half-yearly, and annual financial results, along with related press releases, are published by the Company on its website at <https://irisbusiness.com/investors/financials/>.

These disclosures are also submitted to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) in compliance with Regulation 33 of the SEBI Listing Regulations.

In accordance with Regulation 47 of the SEBI Listing Regulations, the quarterly financial results are published in leading newspapers—Financial Express (English), a national daily with pan-India circulation, and Dainik Pudhari (Marathi), a regional daily widely circulated in Maharashtra.

## c. Disclosures

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance / operations of the Company and other price sensitive information, if any. All information is filed electronically on BSE Corporate & Listing Centre, online portal of BSE and on NSE Electronic Application Processing System, the online portal of NSE.

## d. Investor Interactions

The Executive Directors and the Senior Management team of the Company conducts several conference calls and meets with institutional investors/analysts on the results published after the Board meetings. Presentations are also made to international and domestic institutional investors and analysts. These presentations and related disclosures which are required to be disseminated on the Company's website under the SEBI Listing Regulations have been uploaded on the website of the Company at <https://irisbusiness.com/investors/quarterly-investors-presentation/>. These presentations are also uploaded on the website of BSE Limited and National Stock Exchange of India Limited.

## e. Website

The Annual Report of the Company, the quarterly/ half yearly financial results and the annual audited financial statements and the official news releases of the Company are also disseminated on the Company's website [https://irisbusiness.com/wp-content/uploads/2025/08/IRIS\\_Annual\\_Report\\_2024-25.pdf](https://irisbusiness.com/wp-content/uploads/2025/08/IRIS_Annual_Report_2024-25.pdf)

The Company's website link, <https://irisbusiness.com/> contains all information as prescribed under the Act and the SEBI Listing Regulations, including details of the contact persons and the Registrar and Share Transfer Agent of the Company, shareholding pattern, policies etc.



## 8. General Shareholder Information

Annual General Meeting	Day & Date	Tuesday, September 23, 2025
	Time	11 a.m. I.S.T.
	Venue/Mode	Meeting through Video Conferencing / Other Audio Visual Means
Financial Year (April – March)	The financial year of the Company comprises of period of 12 months from April 1 to March 31	
Dividend Payment Date	Not applicable	
Book Closure	The share transfer book of the Company will be closed for the purpose of AGM from Wednesday, September 17, 2025 to Tuesday, September 23, 2025 (both days inclusive)	
Listing on Stock Exchanges	The Equity Shares of the Company are listed on following Stock Exchanges:	
	Name	BSE Limited
	Address	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
	Scrip Code	540735
	Name	National Stock Exchange of India Limited
	Address:	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
	Symbol	IRIS
	Annual Listing Fees for the financial year 2025-26 has been paid to the Stock Exchanges (BSE and NSE) where the Company is listed.	
	Annual Custody Fees for the financial year 2025-26 has been paid to the Depositories as per invoices received.	
Registrar and Share Transfer Agent	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) Address: C-101, 1 <sup>st</sup> Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai-400 083 e-mail: <a href="mailto:mt.helpdesk@in.mpms.mufg.com">mt.helpdesk@in.mpms.mufg.com</a>	
Dematerialization of Shares	As on March 31, 2025, 2,05,38,117 equity shares constituting 98.46% representing 2,02,22,317 shares were held in dematerialized form and the balance of 3,15,800 shares constituting 1.70% were held in physical form.  NSDL: 75,90,469 equity shares  CDSL: 1,26,31,848 equity shares	
International Securities Identification Number (ISIN):	INE864K01010	
Traded Securities	The securities of the Company have not been suspended from trading from any of the aforesaid stock exchanges during the financial year 2024-25.	
Global / American Depository Receipts, warrants or other convertible instruments	As on March 31, 2025, the Company does not have any outstanding Global / American Depository Receipts, warrants or any other convertible instruments.	
Plant Locations	The Company does not carry any manufacturing activities and hence does not have any plant location.	

## 9. Updation of Bank and PAN details

In compliance with terms of the SEBI Circular No. SEBI/ HO/MIRSD/ DOP1/CIR/P/2018/73 dated April 20, 2018 on strengthening the Guidelines and Raising Industry standards for RTA, Issuer Companies and Banker to an Issue, communications and reminders were sent by the Company to its Shareholders holding equity shares in physical form.

Shareholders are requested to update any change in their Bank Account Number, including the correct 9-Digit MICR Code and 11-digit IFSC Code, e-mail ID and Mobile No(s).

Shareholders holding equity shares in physical form can update their Bank Account details by submitting a written request letter quoting their folio number along with original cancelled cheque bearing their name on it or bank passbook/statement attested by their Bank to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company at C-101, 1<sup>st</sup> Floor, 247 Park, L B S Marg, Vikhroli (West),

Mumbai-400 083 or through e-mail on [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com). Shareholders holding equity shares in dematerialised form are requested to update their Bank Account details with their respective Depository Participant in case of any change in their Bank Account details.

## 10. Share Transfer system / other investor service requests:

All share transfers / requests for dematerialization of shares received are generally registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all aspects by the Registrar and transfer Agent. Further, in compliance with Notification No. SEBI/LAD-NRO/GN/2018/24 issued by SEBI, the Company has ceased to accept physical transfer of shares w.e.f. April 1, 2019, except in case of transmission of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are

effected through the depositories with no involvement of the Company. Directors of the Company and the Company Secretary have been empowered to approve transfers.

Pursuant to SEBI circular dated January 25, 2022, 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.

### Category-wise Shareholding as on March 31, 2025

Category	Total Securities	% of Issued Capital
Other Bodies Corporate	15,77,279	7.68
Hindu Undivided Family	2,71,199	1.32
Non Resident Indians	3,51,249	1.71
Non Resident (Non Repatriable)	89,276	0.43
Public	76,98,724	37.49
Promoters	71,23,520	34.68
Body Corporate - Ltd Liability Partnership	8,60,882	4.19
FPI (Corporate) - I	90,000	0.44
Alternate Invst Funds - I	7,60,869	3.70
NBFCs registered with RBI	11,88,392	5.79
Alternate Invst Funds - III	3,26,086	1.59
FPI (Corporate) - II	2,00,641	0.98
<b>TOTAL :</b>	<b>2,05,38,117</b>	<b>100.00</b>

### Distribution of Shareholding as on March 31, 2025

Sr. No.	Shares range	Number of shareholders	% Of total shareholders	Total shares for the range	% Of issued Capital
1	1 to 500	8163	84.53	7,12,373	3.47
2	501 to 1000	549	5.69	4,26,467	2.08
3	1001 to 2000	341	3.53	5,17,053	2.52
4	2001 to 3000	139	1.44	3,57,858	1.74
5	3001 to 4000	130	1.35	4,89,846	2.39
6	4001 to 5000	76	0.79	3,53,701	1.72
7	5001 to 10000	118	1.22	8,68,163	4.23
8	10001 & Above	141	1.46	1,68,12,656	81.86
<b>Total</b>		<b>9657</b>	<b>100.00</b>	<b>2,05,38,117</b>	<b>100.00</b>

## 11. Dematerialisation of shares and liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialisation. For dematerialising the shares, the shareholders should open a demat account with a Depository Participant (DP). The shareholder is required to fill in a Demat Request Form and submit the same along with the original share certificates to his DP. The DP will allocate a demat request number and shall forward the request physically and electronically through NSDL/CDSL to Registrar & Transfer Agent. On receipt of the demat request both physically and electronically and after verification, the shares are dematerialised and an electronic credit of the shares is given in the account of the shareholder.

The Company's shares are required to be compulsorily traded on the Stock Exchanges in dematerialized form. The market lot of the Share of your Company is one Share. Distribution of shareholding in physical and dematerialized form as of March 31, 2025 is as under:

Category	No. of Shareholders	No. of equity shares held	% Shareholding
Dematerialized Form	9,635	2,02,22,317	98.46
Physical Form	22	3,15,800	1.54

## 12. Transfer of Shares in Demat form

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) cannot be processed from April 1, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, Members who continue to hold equity shares of the Company in physical form are requested to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, and elimination of any possibility of loss of documents and bad deliveries.

## 13. Reconciliation of Share Capital Audit Report

As mandated by the Securities and Exchange Board of India (SEBI), the Company conducted quarterly Reconciliation of Share Capital Audits under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. These audits were carried out by:

- Rishit Shah & Co., Practicing Company Secretaries for the period April 1, 2024 to September 30, 2024, and
- S. N. Ananthasubramanian & Co., Practicing Company Secretaries for the period October 1, 2024 to March 31, 2025.

The audit reconciles the total issued and listed share capital of the Company with shares held in dematerialized form with NSDL and CDSL, and in physical form. The audit reports confirmed that the share capital as on March 31, 2025 matched the aggregate of shares held in all forms. These reports were submitted to the Stock Exchanges within the prescribed timelines.

Additionally, pursuant to Regulation 40(9) of the SEBI Listing Regulations, a certificate confirming due compliance with share transfer and transmission formalities was issued annually by Rishit Shah & Co., Practicing Company Secretaries, Mumbai.

## 14. Credit Rating

During the year under review, ICRA Limited upgraded the Company's long-term credit rating from [ICRA]BB+ (pronounced ICRA Double B Plus) to [ICRA]BBB- (pronounced ICRA Triple B Minus) with a "Positive" outlook, and the short-term rating from [ICRA]A4+ (pronounced ICRA A Four Plus) to [ICRA]A3 (pronounced ICRA A Three), for the Company's bank facilities amounting to ₹18.25 Cr.

The rating summary is given below:

### Details of the bank limit rated by ICRA (Rated on long-term scale)

Bank Limit	Amount in cr- ₹	Rating	Assigned On
ICICI Bank – Cash Credit	11.75	[ICRA]BBB-(Positive)	July 19, 2024
<b>Total</b>	<b>11.75</b>		

### Details of the bank limits rated by ICRA (Rated on short-term scale)

Bank Limit	Amount in cr- ₹	Rating	Assigned On
ICICI Bank - Bank Guarantee Limits	5.00	[ICRA]A3	July 19, 2024
ICICI Bank – Forward Contract	1.50		
<b>Total</b>	<b>6.50</b>		

## 15. Commodity price risk, foreign exchange risk and hedging activities

The Company does not deal in commodities; hence, its total exposure to commodities is Nil. For details on financial risk management objectives and policies and hedge accounting disclosures, members may refer to Note 29 and Note 31 of the Standalone and Consolidated Financial Statements respectively for the year ended March 31, 2025, in accordance with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

## 16. Disclosure on details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

Pursuant to the approval granted by the members at the Extraordinary General Meeting ("EGM") held on June 21, 2024, and based on the in-principle approvals received from BSE Limited and the National Stock Exchange of India Limited on June 20, 2024, the Board of Directors, at its meeting held on July 2, 2024, allotted the following securities on a preferential basis under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- 5,43,478 equity shares of face value ₹10 each at an issue price of ₹184 per share (including a premium of ₹174 per share), and
- 5,43,477 convertible warrants at an issue price of ₹184 per warrant, each convertible into one equity share of ₹10 each.

Subsequently, on January 31, 2025, the Board approved the allotment of 5,43,477 equity shares upon full conversion of the warrants, following receipt of the balance 75% of the issue price from the allottees.

The total proceeds raised through the preferential allotment have been partially utilized as on March 31, 2025, in accordance with the objects stated in the explanatory statement to the notice of the EGM. The details of utilization are as follows:

(Amount in Thousands- ₹)

**Statement on Deviation or Variation for proceeds of Public Issue, Rights Issue, Preferential Issue, Qualified Institutions Placement Etc.**

Mode of Fund Raising	Preferential Issues
Date of Raising Funds	27-06-2024
Amount Raised	1,99,999
Report filed for Quarter ended	31-03-2025
Monitoring Agency	Not applicable
Monitoring Agency Name, if applicable	Not applicable
Is there a Deviation / Variation in use of funds raised	No
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	Not applicable
If Yes, Date of shareholder Approval	Not applicable
Explanation for the Deviation / Variation	Not applicable
Comments of the Audit Committee after review	No comments
Comments of the auditors, if any	No comments

Objects for which funds have been raised and where there has been a deviation, in the following table:

(Amount in Thousands- ₹)

Sr.	Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised	Amount of Deviation/Variation for the quarter according to applicable object
1	Sales & Marketing	NA	1,50,000	0.00	20,887	0.00
2	Product Development Related Cost	NA	30,000	0.00	0.00	0.00
3	General Corporate Purpose	NA	19,999	0.00	1,466	0.00

## 17. Disclosures with respect to demat suspense account/ unclaimed suspense account:

For the financial year ended March 31, 2025, the Company confirms that no shares were held in the Demat Suspense Account or Unclaimed Suspense Account. Accordingly, there were:

- No shareholders whose shares were transferred to such accounts.
- No shares lying unclaimed or pending dematerialization.
- No corporate actions or communications pending due to incomplete shareholder information.

## 18. Disclosures on materially significant related party transactions

Details of transactions with the related parties as specified in Indian Accounting Standards (Ind AS 24) have been reported in Note No. 27 of the Standalone Financial Statements and Consolidated Financial Statements. There were no related party transactions of material nature which were in conflict of interest with the Company.

Further, in terms of the provisions of Section 188(1) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations, all contracts/ arrangements/ transactions entered into by the Company with its related parties, during the year under review, were in “ordinary course of business” of the Company and on “an arm’s length basis”. The

Board has approved a policy for related party transactions which has been uploaded on the Company’s website. The web-link as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under: <https://irisbusiness.com/wp-content/uploads/2025/05/IRIS-Policy-on-Related-Party-Transactions.pdf>

## 19. Recommendation of Committees

All recommendations / submissions made by various Committees of the Board during the financial year 2024-25 were accepted by the Board.

## 20. Fees To Statutory Auditor

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditor, KKC & Associates LLP (Formerly known as ‘Khimji Kunverji & Co LLP’), Chartered Accountants, for the financial year 2024-25 are as under:

(Amount in Thousands - ₹)

Type of Service	Amount
Statutory Audit	1,100
Certifications and Other services	865
Out of Pocket Expenses	101

The Company has not availed any services from the network firm/ network entity of which the Statutory Auditor is a part.

## 21. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has a Prevention of Sexual Harassment Policy for Women in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('**POSH Act**'). All women employees (permanent, contractual, temporary, trainees) as well as women who visit the premises of the Company for any purpose are covered under this Policy.

During the year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the POSH Act.

### Status of complaints as on March 31, 2025:

Sr. No.	Particulars	Number of Complaints
1	Number of complaints filed during the financial year	Nil
2	Number of complaints disposed of during the financial year	NA
3	Number of complaints pending at the end of the financial year	Nil

## 22. Registrar and Share Transfer Agent

With effect from December 31, 2024, the name of our Registrar and Share Transfer Agent has been changed from Link Intime India Private Limited to MUFG Intime India Private Limited.

Shareholders may avail themselves of the following facilities provided by the RTA for grievance redressal and service access:

- iDIA – Investor Chatbot  
'iDIA' is an AI-powered chatbot developed by MUFG Intime India Private Limited. It offers a 24x7 conversational interface for investors to ask questions and receive instant responses regarding their queries.

Access iDIA: <https://in.mpms.mufg.com/>

- SWAYAM – Investor Self-Service Portal  
'SWAYAM' is a secure and user-friendly web-based application that enables shareholders to access a wide range of services independently. Shareholders are encouraged to register and experience the convenience of the portal.

Access SWAYAM: <https://swayam.in.mpms.mufg.com/>

## 23. Share Transfer Guidelines

In accordance with the amendments to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective April 1, 2019, the transfer of securities in physical form has been discontinued. Key clarifications from SEBI include:

- Holding in Physical Form: Investors may continue to hold shares in physical form, even after April 1, 2019.

- KYC Compliance: Physical shareholders are advised to complete KYC formalities to continue receiving corporate benefits and services from the RTA.
- Transfer of Shares: Transfer of shares held in physical form is permitted only after dematerialization.
- Exceptions: The above restriction does not apply to:
  - Dematerialization of shares
  - Transmission of shares (inheritance/succession)
  - Transposition of names (rearrangement of shareholder names)

## 24. Address for correspondence

Shareholders may correspond with the Company's Registrar and Share Transfer Agent viz **MUFG Intime India Private Limited** for any assistance relating to dematerialization of shares, share transfers, transmissions, change of address, change in bank details, non- receipt of dividend or any other query relating to shares at the below mentioned address:

### Registrar & Share Transfer Agent

Name: **MUFG Intime India Private Limited**

Unit: IRIS Business Services Limited,

Add: C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083

Tel. No.: 022-49186270

Email ID: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

Website: <https://in.mpms.mufg.com>

### Company

**Mr. Santoshkumar Sharma**

Company Secretary & Compliance Officer

IRIS Business Services Limited,

T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi Station, Vashi, Thane - 400 703, Maharashtra, India.

Tel.: +91 22 6723 1000

Fax: +91 22 2781 4434

E-mail: [cs@irisbusiness.com](mailto:cs@irisbusiness.com)

## 25. Statutory Compliance, Penalties and Strictures

On December 14, 2021, the Company received a notice from BSE Limited ("**BSE**"), levying a fine of ₹11,800 under SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, for non-compliance with Regulation 29(2) and 29(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The fine was imposed due to a delay in furnishing prior intimation of the Board Meeting held on November 13, 2021, convened to consider the financial results for the quarter ended September 30, 2021.

The Company was informed by BSE, vide letter LO/Migration/SC/MIG-TP/261/2021-22 dated November 4, 2021, of its migration from the SME Board to the Main Board, effective November 8, 2021. Prior to this intimation, the Board Meeting had already been scheduled for November 13, 2021, in consultation with the Independent Directors, who constitute the majority of the Board.

Under the SME Board framework, companies are required to disclose half-yearly financial results, whereas under the Main Board, quarterly



disclosures are mandated. The migration necessitated a change in the nature of the financial results to be considered at the November 13 meeting, thereby bringing the meeting under the purview of Regulation 29 of the SEBI Listing Regulations.

Given that November 14, 2021 was a Sunday, the meeting could not be deferred without breaching the regulatory timeline for result disclosure. Filing the Board Meeting intimation on November 8, post-migration, resulted in a shortfall in the required notice period under Regulation 29(2).

The Company submitted representations to BSE requesting waiver of the fine, which were declined. In order to close the matter, the Company proceeded to pay the fine of ₹11,800, in accordance with the directions issued under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as referenced in SEBI's communication dated May 29, 2024.

The delay was caused by procedural constraints arising from the timing of the migration and the regulatory transition. The Board of Directors has taken note of the matter and advised the management to implement appropriate internal controls to prevent recurrence.

It is confirmed that this matter has had no impact on the financial, operational, or other activities of the Company.

Apart from the above-mentioned instance, the Company has maintained a clean compliance record over the past three financial years, with no other instances of non-compliance or penalties imposed by SEBI, Stock Exchanges, or any other Statutory Authorities.

## 26. Accounting Treatment in preparation of Financial Statements

The Company has prepared the Financial Statements in accordance with the Indian Accounting Standards (Ind AS) to comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

## 27. Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of this Annual Report.

## 28. Disclosure under Part F of Schedule V of the SEBI Listing Regulations 2015 in respect of unclaimed shares:

There were no unclaimed shares at the financial year ended on March 31, 2025.

## 29. Transfer of Amounts/ Shares to Investor Education and Protection Fund ("IEPF")

The Company was not required to transfer any unpaid / unclaimed amount of dividend to IEPF during the financial year ended March 31, 2025.

## 30. Shares held in electronic form

Members holding shares in electronic form may please note that:

- i. For the purpose of making cash payments to the investors through Reserve Bank of India (RBI) approved electronic mode of payment (such as ECS, NECS, NEFT, RTGS, etc.), relevant bank details available with the depositories will be used. Members are requested to update any change in their bank details with their Depository Participant (DP).
- ii. Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.

## 31. Shares held in physical form

To facilitate better servicing, Members holding shares in physical form are requested to notify/send to Company's Registrar and Share Transfer Agent any change in their address/ mandate/bank details in which they wish their dividend to be credited, in case they have not been furnished earlier.

## 32. Disclosure of Loans and Advances:

The Company and its subsidiaries has not advanced any loans to firms / Companies in which the Directors of the Company are interested.

## 33. Details of Material Subsidiaries:

The company does not have material subsidiaries.

## 34. Certifications

### a. Certificate from Secretarial Auditor

M/s. Priti J. Sheth & Associates, Company Secretaries have certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors, by the SEBI/Ministry of Corporate Affairs or any such other statutory authority (ies). The said certificate is enclosed to this report as "Annexure 8A".

### b. Declaration on affirmation with the Code of Conduct

A declaration signed by Mr. Balachandran Krishnan, Whole Time Director & CEO, stating that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, in accordance with Regulation 26(3) read with Para D of Part C of Schedule V of the SEBI Listing Regulations is enclosed to this report as "Annexure 8B".

### c. Certification by CEO / CFO

A certificate received from Mr. Balachandran Krishnan, Whole Time Director pursuant to Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations was placed before the Board at its Meeting held on May 14, 2025 and the same certificate is enclosed to this report as "Annexure 8C".

## 35. Disclosures Of Compliance With Corporate Governance Requirements Specified In Regulation 17 To 27 And Regulation 46(2)

Your Company has complied with all the mandatory requirements of the SEBI Listing Regulations including Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations. and paras (2) to (10) mentioned in part 'C' of Schedule V of the SEBI Listing Regulations during the year under review.

### **36. Compliance Certificate From Either The Auditors Or Practicing Company Secretaries Regarding Compliance Of Conditions Of Corporate Governance**

Compliance certificate from Priti J. Sheth & Associates, Practising Company Secretaries confirming compliance with the conditions of Corporate Governance for the year ended March 31, 2025 in terms of Schedule V (E) of the SEBI Listing Regulations is enclosed to this report as **"Annexure 8D"**.

### **37. Non-Compliance Of Any Requirement Of Corporate Governance Report Of Sub-Paras (2) To (10) Of Para C To Schedule V Of The Listing Regulations**

The Company has complied with all the requirements in this regard, to the extent applicable.

### **38. Compliance With Non-Mandatory Requirements**

The following non-mandatory requirements under Part E of Schedule II of the SEBI Listing Regulations to the extent they have been adopted are mentioned below:

- i. Office for non-executive Chairperson at company's expense :** Not Applicable
- ii. Modified Opinion in Auditors Report:** The Company's financial statements for the year 2024-25 does not contain any modified audit opinion. Your Company continues to adopt best practices to ensure regime of financial statements with unmodified audit qualifications.
- iii. Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee. The Internal Auditor also participates in the meetings of the Audit Committee and also presents internal audit observations to the Audit Committee.

For and on behalf of the Board of Directors  
of **IRIS Business Services Limited**

**Balachandran Krishnan**  
Whole Time Director & CEO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

Date: August 13, 2025  
Place: Navi Mumbai

## Annexure – 8A

### CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34 (3) and Schedule V Para C clause 10 (i) of the SEBI  
(Listing Obligation and Disclosure Requirements), Regulation, 2015]

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of IRIS Business Services Limited having CIN L72900MH2000PLC128943 and having registered office at T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi Station, Vashi, Thane - 400703 (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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority for the Financial Year ended on March 31, 2025.

For **Priti J. Sheth & Associates**  
Company Secretaries

**Priti J. Sheth**

CP No: 5518

FCS: 6833

UDIN: F006833G000326922

Peer Review No : 1888/2022

Date: May 13, 2025

Place: Kiel

## Annexure – 8B

### DECLARATION

[Pursuant to Part D of Schedule V of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members  
**IRIS Business Services Limited**

I, Balachandran Krishnan, Whole Time Director & CEO of IRIS Business Services Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2025.

Place: Navi Mumbai  
Date : August 13, 2025

**Balachandran Krishnan**  
Whole Time Director & CEO  
DIN: 00080055

## Annexure – 8C

### **CERTIFICATION BY CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER**

[Pursuant to Part D of Schedule V of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Balachandran Krishnan, Whole Time Director and CFO of IRIS Business Services Limited, to the best of my knowledge and belief, certify that:

- A. I have reviewed financial statements and the cash flow statement for the financial year ended on March 31, 2025 and that to the best of my 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. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year ended on March 31, 2025 which are fraudulent, illegal or violative of the Company's code of conduct;
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies;
- D. I have indicated to the auditors and the Audit committee:
  - 1. significant changes in internal control over financial reporting during the financial year ended on March 31, 2025;
  - 2. significant changes in accounting policies during the financial year ended on March 31, 2025 and that the same have been disclosed in the notes to the financial statements; and
  - 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Navi Mumbai  
Date : May 14, 2025

**Balachandran Krishnan**  
Whole Time Director & CFO  
DIN: 00080055

# Annexure – 8D

## CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

(Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015)

To  
The Members  
**IRIS Business Services Limited**

I have examined the compliance of the conditions of Corporate Governance by IRIS Business Services Limited ('the **Company**') for the year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025. I further state that such compliance 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.

For **Priti J. Sheth & Associates**  
Company Secretaries

Date: May 13, 2025  
Place: Kiel

**Priti J. Sheth**  
CP No: 5518  
FCS: 6833  
UDIN: F006833G000326306



# Independent Auditor's Report

To,  
The Members of,  
**IRIS Business Services Limited.**

## Report on the audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying Standalone Financial Statements of IRIS Business Services Limited (the 'Company'), which comprise the Standalone Balance Sheet as at March 31, 2025, and the Standalone Statement of Profit And Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year ended on that date, and notes to the Standalone Financial Statements, including a summary of material accounting policy information and other explanatory information (the 'Standalone Financial Statements').
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (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, its Profit and Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act
6. We have determined the matters described below to be the key audit matters to be communicated in our report.

and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

### Emphasis of Matter

4. We draw attention to Note No. 5 (a) to the Standalone Financial Statements, which describes that the liabilities of IRIS Business Services LLC (the 'Subsidiary') exceeds the total assets as at the reporting date. Pursuant to the business plans of the Subsidiary and the continued financial support from the Company, the investment in Subsidiary is measured at cost. Our opinion on the Standalone Financial Statement is not modified in respect of this matter.

### Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the matter was addressed in our audit
<p>Revenue from Long Term Contracts:</p> <p>Long Term Contracts with Customers include contracts with services components which include software development, maintenance, implementation, and licensing of software products. Certain contracts include rights to access to platforms offered by the company and support services.</p> <p>The recognition and measurement of revenue from such contracts is complex and involves application of several key judgments and estimates such as identification of multiple performance obligations embedded in the contracts, determination and allocation of transaction price to each component of services or performance obligation and determination of expected cost of completion these contracts at each reporting date.</p> <p>Also, such contracts require assessment of foreseeable losses and assessment of contract being onerous in nature.</p>	<p>Our audit procedures include as under:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the systems, processes and controls implemented by the Company for recording and computing revenue and the associated contract assets, unearned and deferred revenue balances.</li> <li>• Examination of Selective Contracts and performing our analysis of identification of performance obligation, criteria of satisfaction of performance obligation and determination the expected revenue to be recognized and reconciling with amount recognized in the books of accounts.</li> <li>• Assessment of expected cost of completion considered by the company vide inquires to management and examination of service details considered as component of expected cost. Analysis of assumption used and inquiring of expected variation or possible changes to expected cost of completion.</li> <li>• Examination of underlying details/records of cost incurred which includes tracing of expenditure incurred for each project.</li> <li>• Performing analytical procedure to identify any unusual deviation and inquiring rationale for such deviation.</li> </ul>

## Other Information

7. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the Standalone Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.
8. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
9. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone 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.
10. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

11. 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 Financial Statements that give a true and fair view of the State of Affairs, profit and Other Comprehensive Income, Changes in Equity and Cash Flows of the Company 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 and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
12. In preparing the Standalone Financial Statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## Auditor's responsibilities for the audit of the Standalone Financial Statements

14. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
15. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - 15.1. Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - 15.2. 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) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
  - 15.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
  - 15.4. Conclude on the appropriateness of the Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - 15.5. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial

Statements represent the underlying transactions and events in a manner that achieves fair presentation.

16. 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.
17. 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.
18. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current 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.

## Report on Other Legal and Regulatory Requirements

19. 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, to the extent applicable.
20. As required by Section 143(3) of the Act, we report that:
  - 20.1. 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.
  - 20.2. 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.
  - 20.3. The standalone balance sheet, the standalone statement of profit and loss including Other Comprehensive Income, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - 20.4. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder.
  - 20.5. On the basis of the written representations received from the directors 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.

- 20.6. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- 20.7. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
21. 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:
  - 21.1. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its Standalone Financial Statements – Refer Note No. 33 (c) to the Standalone Financial Statements.
  - 21.2. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note No. 33 (b) to the Standalone Financial Statements.
  - 21.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - 21.4. The Management has represented, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - 21.5. The Management has represented, to best of their knowledge and belief, that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding

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

21.6. Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation under paragraphs '21.4' and '21.5' contain any material misstatement.

21.7. In our opinion and according to information and explanation given to us, the Company has not declared or paid dividend during the year, accordingly compliance with section 123 of the Act by the Company is not applicable.

21.8. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account 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 audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

**Soorej Kombaht**

Partner

Place: Navi Mumbai

Date: 14 May 2025

ICAI Membership No.: 164366

UDIN: 25164366BMNUNA7735

## Annexure 'A' to the Independent Auditor's Report on the Standalone Financial Statements of IRIS Business Services Limited for the year ended March 31, 2025

(Referred to in paragraph '19' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE') and relevant details of right-of-use assets.
- The Company is maintaining proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its PPE by which all PPE are verified in a phased manner over a period of 3 years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain PPE were physically verified by the Management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not possess any such immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favor of the lessee) which are not held in the name of the Company. Accordingly, reporting under paragraph 3(i)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including Right of Use assets) or intangible assets or both during the year.
- (e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) The Company is engaged in the business of providing services in connection with eXtensible Business Reporting Language (XBRL) and eXtensible Business Reporting Language (XBRL) conversions and consultancy, Software as a Service (SaaS), Data as a Services (DaaS) and Software products. The Company does not hold any inventory, hence physical verification of inventory and reporting under paragraph 3(ii)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions which are secured on the basis of security of current assets. Accordingly, reporting under paragraph 3(ii)(b) of the Order is not applicable.
- iii. (a) In our opinion and according to the information and explanations given to us, the Company has made investments in equity instruments of Subsidiary and units of mutual fund. The Company has not provided any guarantee or security in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. During the year under report, the Company has granted unsecured advances in nature of loan to employees, the details of which are mentioned in the following table:

Amount in Thousands - ₹

Particulars	Guarantees	Security	Loans	Advances in the nature of loans
<b>Aggregate amount granted/ provided during the year</b>				
Subsidiaries	-	-	-	-
Joint Ventures	-	-	-	-
Associates	-	-	-	-
Others (Employees)	-	-	-	2,185
<b>Balance outstanding as at balance sheet date in respect of above cases</b>				
Subsidiaries	-	-	-	-
Joint Ventures	-	-	-	-
Associates	-	-	-	-
Others (Employees)	-	-	-	358



- (b) In our opinion and according to the information and explanations given to us, the investments made and the terms and conditions of the grant of all loans and advances in the nature of loans provided to employees are not prejudicial to the Company's interest.
- (c) In our opinion and according to the information and explanations given to us, in respect of grant of all loans and advances in the nature of loans provided to employees, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular during the year.
- (d) In our opinion and according to the information and explanations given to us, no amount is overdue in respect of all loans and advances in the nature of loans provided to employees.
- (e) In our opinion and according to the information and explanations given to us, neither loans or advances in nature of loans have been renewed or extended nor any fresh loans have been granted to settle the overdue of existing loans.
- (f) The Company has not granted any loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act which are either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, or given any guarantee or provided any securities as covered under the provisions of section 185. In respect of the investments made by the Company, provisions of section 186 of the Act have been complied with.
- (b) In our opinion and according to the information and explanations given to us, we confirm that the following dues under Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, have not been deposited to/with the appropriate authority on account of any dispute.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Company is not required to maintain cost records under Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and hence reporting under paragraph 3(vi) of the Order is not applicable to the Company.
- vii. (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

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

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and other material statutory dues were in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(Amount in thousands - ₹)

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Employee's Provident Funds & Miscellaneous Provisions Act, 1952	Provident Fund	174	FY 2005 to FY 2007	Honorable High Court of Bombay	Nil

- viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to banks, or in the payment of interest thereon. The Company has not taken any loan from Financial Institutions, government or from debenture holders during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. The Company does not hold any investment in any associate or joint venture (as defined under the Act) during the year ended March 31, 2025.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act). The Company does not hold any investment in any associate or joint venture (as defined under the Act) during the year ended March 31, 2025.
- x. (a) The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 42 and 62 of the Act in connection with the funds raised through preferential allotment/ private placement of shares/fully/partially/optionally convertible debentures and the same have been utilised for the purposes for which they were raised, though idle/ surplus funds which were not required for immediate utilization were gainfully invested in liquid assets payable on demand.
- xi. (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.
- (b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management of the Company, there are no whistle blower complaints received by the Company during the year.
- xii. (a) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company. Accordingly, paragraph 3(xv) of the Order is 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. Accordingly, paragraph 3(xvi) (a) of the Order is not applicable to the Company.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company ('CIC') as defined in the regulations made by Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the order is not applicable to the Company.
- (d) In our opinion there is no core investment Company within the Group as defined in the Core Investment Companies (Reserve Bank) Directions, 2016. Accordingly, paragraph 3(xvi)(d) of the order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable / paragraph 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when

they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) 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 Act pursuant to any project other than ongoing projects.

- (b) 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 Act pursuant to any ongoing projects.

- xxi. In our opinion, paragraph 3(xxi) of the Order does not apply to the Standalone Financial Statements.

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

**Soorej Kombaht**

Partner

Place: Navi Mumbai

Date: 14 May 2025

ICAI Membership No: 164366

UDIN: 25164366BMNUNA7735

## **Annexure 'B' to the Independent Auditors' report on the Standalone Financial Statements of IRIS Business Services Limited for the year ended March 31, 2025**

**(Referred to in paragraph '20.6' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### **Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Act').**

#### **Opinion**

1. We have audited the internal financial controls with reference to the Standalone Financial Statements of IRIS Business Services Limited (the 'Company') as at March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.
2. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at March 31, 2025, based on the internal controls 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 (the 'Guidance Note').

#### **Management's responsibility for Internal Financial Controls**

3. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

#### **Auditor's responsibility**

4. Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA'), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal

financial controls with reference to the Standalone Financial Statements were established and maintained and whether such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the Standalone 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 Standalone Financial Statements, whether due to fraud or error.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the Standalone Financial Statements.

#### **Meaning of Internal Financial Controls with reference to the Standalone Financial Statements**

7. A company's internal financial controls with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Standalone Financial Statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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 Standalone Financial Statements.

## Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

8. Because of the inherent limitations of internal financial controls with reference to the Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Standalone Financial Statements may become inadequate

because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

**Soorej Kombaht**

Partner

ICAI Membership No.: 164366

UDIN: 25164366BMNUNA7735

Place: Navi Mumbai

Date: 14 May 2025





# Standalone Balance Sheet

AS AT MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
<b>(I) ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3a	11,206	15,058
(b) Right-of-Use-Assets	3b	90,845	95,083
(c) Other Intangible Assets	4a	65,353	16,212
(d) Intangible Assets under Development	4b	38,490	29,363
(e) Financial Assets			
(i) Investments	5	28,100	26,100
(ii) Loans	10	-	-
(iii) Other Financial Assets	6	8,899	2,266
(f) Deferred Tax Assets (Net)	16	11,500	11,500
(g) Other Non Current Assets	11	-	-
<b>Total Non-Current Assets</b>		<b>2,54,393</b>	<b>1,95,582</b>
<b>(2) CURRENT ASSETS</b>			
(a) Financial Assets			
(i) Investments	5	2,11,086	-
(ii) Trade Receivables	7	2,86,964	2,09,722
(iii) Cash and Cash Equivalents	8	2,18,195	64,762
(iv) Bank Balances other than Cash and Cash Equivalents above	9	41,441	41,039
(v) Loans	10	358	469
(vi) Other Financial Assets	6	1,19,175	1,07,287
(b) Current Tax Assets (Net)		-	6,185
(c) Other Current Assets	11	93,922	1,35,756
<b>Total Current Assets</b>		<b>9,71,141</b>	<b>5,65,220</b>
<b>TOTAL ASSETS</b>		<b>12,25,534</b>	<b>7,60,802</b>
<b>(II) EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	12a	2,05,381	1,93,612
(b) Other Equity	12b	5,70,795	2,40,909
<b>Total</b>		<b>7,76,176</b>	<b>4,34,521</b>
<b>LIABILITIES</b>			
<b>(1) NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	13	-	-
(ii) Lease Liabilities	14	6,563	8,583
(iii) Other Financial Liabilities	18	-	-
(b) Provisions	15	65,331	60,688
(c) Deferred Tax Liabilities (Net)	16	-	-
(d) Other Non Current Liabilities	19	-	-
<b>Total Non-Current Liabilities</b>		<b>71,894</b>	<b>69,271</b>
<b>(2) CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	13	34,465	54,347
(ii) Lease Liabilities	14	2,020	1,724
(iii) Trade Payables	17		
(a) Total outstanding dues of micro and small enterprises		2,527	3,219
(b) Total outstanding dues of creditors other than micro and small enterprises		25,843	20,450
(iv) Other Financial Liabilities	18	1,48,864	68,368
(b) Other Current Liabilities	19	1,20,931	80,918
(c) Provisions	15	30,304	27,984
(d) Current Tax Liabilities (Net)		12,510	-
<b>Total Current Liabilities</b>		<b>3,77,464</b>	<b>2,57,010</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>12,25,534</b>	<b>7,60,802</b>

The accompanying material accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For **KKC & Associates LLP**

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

**Soorej Kombaht**

Partner  
ICAI Membership No: 164366

Place: Navi Mumbai  
Date: May 14, 2025

For and on behalf of the Board of Directors of

**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**

Whole Time Director & CFO  
(DIN: 00080055)

**Santoshkumar Sharma**

Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

**Deepta Rangarajan**

Whole Time Director  
(DIN: 00404072)

# Standalone Statement of Profit and Loss

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
<b>(I) INCOME</b>			
(a) Revenue from Operations	20	11,95,549	9,68,460
(b) Other Income	21	24,044	6,286
<b>Total Income</b>		<b>12,19,593</b>	<b>9,74,746</b>
<b>(II) EXPENSES</b>			
(a) Employee Benefits Expense	22	5,97,174	4,89,984
(b) Finance Costs	23	7,450	11,036
(c) Depreciation and Amortisation Expense	24	21,040	44,279
(d) Other Expenses	25	4,17,899	3,33,533
<b>Total Expenses</b>		<b>10,43,563</b>	<b>8,78,832</b>
<b>(III) Profit before tax (I-II)</b>		<b>1,76,030</b>	<b>95,914</b>
<b>(IV) Tax Expense</b>			
(a) Current Tax		51,000	24,500
(b) Deferred Tax		-	(11,500)
<b>Total Tax Expenses</b>		<b>51,000</b>	<b>13,000</b>
<b>(V) Profit for the year (III-IV)</b>		<b>1,25,030</b>	<b>82,914</b>
<b>(VI) Other Comprehensive Income</b>			
<b>(A) (i) Items that will not be reclassified to Profit or Loss (net of taxes)</b>			
(a) Remeasurements gain / (loss) on defined benefit obligations		(191)	(2,065)
<b>(B) (i) Items that will be reclassified to Profit and Loss (net of taxes)</b>			
(a) Fair Value Changes on Derivatives Designated as cash flow hedge		(656)	2,577
<b>(VII) Total Comprehensive Income for the year (V+VI)</b>		<b>1,24,183</b>	<b>83,426</b>
<b>Earnings per equity share of face value of ₹ 10 each</b>			
Basic (₹)	34	6.28	4.28
Diluted (₹)	34	6.17	4.25

The accompanying material accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For **KKC & Associates LLP**

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

For and on behalf of the Board of Directors of  
**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**  
Whole Time Director & CFO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

**Soorej Kombaht**

Partner  
ICAI Membership No: 164366

**Santoshkumar Sharma**

Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

Place: Navi Mumbai  
Date: May 14, 2025

# Standalone Statement of Cash Flows

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>A. Cash Flows from Operating Activities</b>		
Profit/(loss) for the year	1,25,030	82,914
<b>Adjustments for:</b>		
Depreciation and amortisation expense	21,040	44,279
Income Tax Expense	51,000	13,000
Loss / (profit) on sale / disposal of property, plant and equipment	(22)	(10)
Expense on Employee Stock Option Scheme	13,708	6,973
Bad debts written off	2,420	-
Allowance for doubtful trade receivables	9,822	6,852
Sundry Balance Written-Off	9	32
Sundry Creditors Balance W/back	-	(228)
Unrealised gain on Short term Investments	(5,335)	-
Realised gain on Short term Investments	(1,264)	-
Finance costs	7,450	11,036
Interest income (Note no. 21)	(7,359)	(3,704)
<b>Operating profit / (loss) before working capital changes</b>	<b>2,16,499</b>	<b>1,61,144</b>
<b>Changes in operating assets and liabilities</b>		
(Increase) / decrease in trade receivables	(89,484)	18,828
(Increase) / decrease in loans	111	(341)
Increase / (decrease) in trade payables	4,700	13,182
(Increase) / decrease in other financial assets	(18,313)	(69,960)
(Increase) / decrease in other assets	41,035	15,093
Increase / (decrease) in provisions	7,450	10,609
Increase / (decrease) in other financial liabilities	79,356	(34,217)
Increase / (decrease) in other liabilities	40,013	(18,435)
<b>Cash inflow / (outflow) from operating activity</b>	<b>2,81,367</b>	<b>95,903</b>
Taxes paid (net)	(32,307)	(817)
<b>Net cash inflow / (outflow) from operating activities - Total (A)</b>	<b>2,49,060</b>	<b>95,086</b>
<b>B. Cash flows from investing activities</b>		
Acquisition of property, plant and equipment, intangibles and capital work in progress	(71,250)	(38,732)
Sale of property, plant and equipment and capital work in progress	22	10
Investment in subsidiaries	(2,000)	-
Investment in short term mutual fund (Net off Redemption)	(2,05,751)	-
Realised gain on Short term Investments	1,264	-
Bank deposits with original maturity of more than 3 months	(402)	(11,077)
Interest received	7,359	3,405
<b>Net cash inflow / (outflow) from investing activities - Total (B)</b>	<b>(2,70,758)</b>	<b>(46,394)</b>

# Standalone Statement of Cash Flows

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>C. Cash flows from financing activities</b>		
Proceeds from issuance of equity share capital	11,770	-
Securities premium received on issue of shares	1,92,417	-
Repayment of Lease Liabilities	(2,584)	(1,966)
(Repayment) / proceeds from short term borrowings (net)	(19,881)	(211)
Interest paid on bank loans and others	(6,591)	(10,478)
<b>Net cash inflow / (outflow) from financing activities - Total (C)</b>	<b>1,75,131</b>	<b>(12,655)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)</b>	<b>1,53,433</b>	<b>36,037</b>
<b>D. Cash and cash equivalents as at the beginning of the year</b>	<b>64,762</b>	<b>28,725</b>
<b>E. Cash and cash equivalents as at the end of the year (Refer note 8)</b>	<b>2,18,195</b>	<b>64,762</b>
<b>Components of cash and cash equivalents</b>	<b>Year ended March 31, 2025</b>	<b>Year ended March 31, 2024</b>
(1) Balances with banks		
a) in current accounts	1,33,926	23,390
b) in deposit accounts with original maturity of 3 months or less	84,249	41,354
(2) Cash on Hand	20	18
<b>Cash and cash equivalent as per balance sheet</b>	<b>2,18,195</b>	<b>64,762</b>

- a) The above Statement of Cash Flows has been prepared under the indirect method set out in Ind AS 7 - Statement of Cash Flows as specified in the Companies (Indian Accounting Standard), 2015.
- b) During the year, the Company has paid an amount of ₹ 1,010 Thousand (March 31, 2024: ₹ Nil) towards corporate social responsibility (CSR)
- c) Paragraph 50 of Ind AS 116 changes in lease liabilities is disclosed in Note 3b

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Reconciliation of Cash and Cash Equivalents at the end of the year</b>		
<b>Cash and cash equivalents as per balance sheet</b>	<b>2,18,195</b>	<b>64,762</b>
<b>Cash and cash equivalents as per cash flow statement</b>	<b>2,18,195</b>	<b>64,762</b>

The accompanying material accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For **KKC & Associates LLP**

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

**Soorej Kombaht**

Partner  
ICAI Membership No: 164366

Place: Navi Mumbai  
Date: May 14, 2025

For and on behalf of the Board of Directors of  
**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**

Whole Time Director & CFO  
(DIN: 00080055)

**Santoshkumar Sharma**

Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

**Deepta Rangarajan**

Whole Time Director  
(DIN: 00404072)

# Standalone Statement of Changes in Equity FOR THE YEAR ENDED MARCH 31, 2025



## A. Equity Share Capital (Refer Note no. 12a)

(Amount in Thousands - ₹)				
Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2025
1,93,612	-	-	11,769	2,05,381
Balance as at April 01, 2023	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2024
1,93,612	-	-	-	1,93,612

## B. Other Equity (Refer Note no. 12b)

### (1) Current Reporting Period for the year ended March 31, 2025

(Amount in Thousands - ₹)						
Particulars	Securities Premium	Share based payment Reserve	General Reserve	Retained Earnings	Other Components of Equity	
					Cash Flow Hedge	Others #
Balance as at April 01, 2024	1,24,936	11,344	475	1,24,887	(727)	(20,006)
Profit / (Loss) for the year	-	-	-	1,25,030	-	-
Other Comprehensive Income / (Loss) (net of tax)	-	-	-	-	(656)	(191)
<b>Total Comprehensive Income / (Loss) for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,25,030</b>	<b>(656)</b>	<b>(191)</b>
Share-based payments	-	13,708	-	-	-	-
Add : Securities premium credited on share issue	1,97,149	-	-	-	-	-
Add : Consideration Received for Allotment of Preferential Issue of Share Warrants	-	-	-	-	-	-
Less: Transfer on exercise / cancellation of stock options	-	(4,732)	-	-	-	-
Less: Derecognition of financials assets	-	-	-	-	(422)	-
<b>Balance as at March 31, 2025</b>	<b>3,22,085</b>	<b>20,320</b>	<b>475</b>	<b>2,49,917</b>	<b>(1,805)</b>	<b>(20,197)</b>
						<b>5,70,795</b>

# Others represent the measurement of defined benefit plan - Obligation



# Standalone Statement of Changes in Equity FOR THE YEAR ENDED MARCH 31, 2025

## (1) Previous Reporting Period for the year ended March 31, 2024

(1) Previous Reporting Period for the year ended March 31, 2024							(Amount in Thousands - ₹)
Particulars	Securities Premium	Share based payment Reserve	General Reserve	Retained Earnings	Other Components of Equity		Total Other Equity
					Cash Flow Hedge	Others #	
Balance as at April 01, 2023	1,24,936	4,371	475	41,973	(2,889)	(17,941)	1,50,925
Profit / (Loss) for the year	-	-	-	82,914	-	-	82,914
Other Comprehensive Income / (Loss) (net of tax)	-	-	-	-	2,577	(2,065)	512
Total Comprehensive Income / (Loss) for the year	-	-	-	82,914	2,577	(2,065)	83,426
Share-based payments	-	6,973	-	-	-	-	6,973
Add : Securities premium credited on share issue	-	-	-	-	-	-	-
Less: Transfer on exercise / cancellation of stock options	-	-	-	-	-	-	-
Less: Derecognition of financials assets	-	-	-	-	(415)	-	(415)
Balance as at March 31, 2024	1,24,936	11,344	475	1,24,887	(727)	(20,006)	2,40,909

\* Others represent the measurement of defined benefit plan - Obligation

## The accompanying material accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W / W100621

For and on behalf of the Board of Directors of

**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**

Whole Time Director & CFO

(DIN: 00080055)

**Deepti Rangarajan**

Whole Time Director

(DIN: 00404072)

**Soorej Kombhaht**

Partner

ICAI Membership No: 164366

Place: Navi Mumbai

Date: May 14, 2025

**Santoshkumar Sharma**

Company Secretary

(Membership No: ACS 35139)

Place: Navi Mumbai

Date: May 14, 2025

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### 1. Corporate Information:

IRIS Business Services Limited ("the Company" or "IRIS") is a public limited company domiciled and incorporated in India under the provisions of erstwhile Companies Act, 1956 with its registered office at 3<sup>rd</sup> Floor, International Infotech Park, Tower 2, Vashi, Navi Mumbai, Maharashtra. The Equity shares of the company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

IRIS primarily offers Regtech solutions to regulators and enterprises. Regulators include Central Banks, Business Registries, Capital Market Regulators and Stock Exchanges while regulated entities include Corporates, Banks, and Mutual Funds. The Company is one of the pioneers in providing an entire range of XBRL products and solutions to organizations across the globe. In addition, the Company also offers an array of tax technology solutions in the Indian market, addressing GST compliance requirements. The Company's XBRL based software and adjacent solutions for enterprise CFO office include SaaS based software products for authoring and assisted services related to converting structured and unstructured data into XBRL. The Company offers workflow-based e-filing software solutions for Regulators, especially those in Capital Markets and Banking, including consulting and training services, taxonomy development and testing service.

The Standalone financial statements of the Company for the year were approved and adopted by Board of Directors in its meeting held on May 14, 2025.

### 2. Material Accounting Policies:

#### 2.1 Statement of Compliance and Basis of preparation and presentation of standalone financial statements

The standalone financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as amended, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and as per the requirements of Schedule III (Division II) of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

These Standalone Financial Statements have been prepared and presented on the going concern basis and on historical cost basis on accrual basis except for certain financial instruments and defined benefits 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 under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In

determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

#### Accounting policies have been consistently applied.

The Standalone Balance Sheet and the Standalone Statement of Profit and Loss, Standalone Statement of Other Comprehensive Income, Standalone Statement of Changes in Equity are prepared and presented in the format prescribed in Division II of Schedule III to the Act. The Standalone Statement of Cash Flows has been prepared and presented under indirect method as per Ind AS 7 "Statement of Cash Flows".

#### 2.2 Use of estimates and judgment:

The preparation of the standalone financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation of uncertainty at the date of the standalone financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

#### 2.3 Functional and Presentation Currency:

The standalone financial statements are presented in Indian Rupees which is the functional currency of the company, and all values are rounded to the nearest thousands except otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

#### 2.4 Classification of Assets and Liabilities into Current/Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013.

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Operating cycle

Based on the nature of products and the time lag between the development of the products, providing of services, and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months as its normal operating cycle for the purpose of classification of its Assets and Liabilities into Current and Non-Current.

### 2.5 Revenue Recognition:

The Company derives revenues from Software Products, Solutions & Services.

#### i. Revenues from software products, in the form of:

- a) Software licensing
- b) Subscription of software as a service
- c) Application maintenance service

#### ii. Revenue from Software services are mainly in the form of Implementation services/ Professional services.

Revenue is recognized in the standalone statement of profit and loss upon transfer of control of promised products or services to customers at transaction price i.e. an amount that reflects the consideration which the Company expects to receive in exchange for those services or products and excluding taxes or duties.

At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgment to determine whether each product or service promised to a customer is capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the contract value to separately identifiable performance obligations based on their relative stand-alone selling price (mostly as reflected in the contracts) or residual method. Standalone selling prices are determined based on sale prices for the components when it is regularly sold separately. In cases where the Company is unable to determine the stand-alone selling price, the Company uses expected cost-plus margin approach in estimating the stand-alone selling price. For performance obligations where control is transferred over time, revenues are recognized by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised products or services to be provided. The method for recognizing revenues depends on the nature of the products sold / services rendered.

### A) Revenue from Software Products:

#### i. Software Licensing:

Software licensing revenues represent all fees earned from granting customers licenses to use the Company's software, through initial licensing and or through the purchase of additional modules. For software license arrangements that do not require significant modification or customization of the underlying software, revenue is recognized on delivery of the software and when the customer obtains a right to use such licenses.

#### ii. Subscription for Software as a Service:

Subscription fees for offering the hosted software as a service are recognized as revenue ratably on straight line basis, over the term of the subscription arrangement.

#### iii. Application Maintenance Services:

Fees for the application maintenance services, covering inter alia the support of the customized software, are recognized as revenue ratably on straight line basis, over the term of the support arrangement.

### B) Revenue from Software Services:

#### i. Product Support Services:

Fees for product support services, covering inter alia improvement and upgradation of the basic Software, whether sold separately (e.g., renewal period AMC, GST and subscription services) or as an element of a multiple-element arrangement, are recognized as revenue ratably on straight line basis, over the term of the support arrangement.

#### ii. Implementation / Professional Services:

Software Implementation / Professional Services contracts are either fixed price or time based. Revenues from fixed price contracts, where the performance obligations are satisfied over time, are recognized using the "percentage of completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. The performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Where the Software is required to be substantially customized as part of the implementation service, the entire fee for licensing and implementation services is considered to be a single performance obligation and the revenue is recognized using the percentage of completion method as the implementation services are performed. Revenues from implementation services in respect of hosting contracts are to be recognized as revenue ratably over the longer

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

of the contract term or the estimated expected life of the customer relationship.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the standalone statement of profit and loss in the period in which such losses become probable based on the current contract estimates as a contract provision. In the case of time and material contracts, revenue is recognized based on billable time spent in the project, priced at the contractual rate. Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively as a separate contract if the additional services are priced at the standalone selling price.

Non-refundable one-time upfront fees for enablement / application installation, consisting of standardization set-up, initiation or activation or user login creation services in the case of hosting contracts, are recognized once the customer obtains a right to access and use the Software.

### C) Contract assets, liabilities and financing arrangements:

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets primarily relate to unbilled amounts on implementation / professional services contracts and are classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones (which we refer to as unbilled services revenue). Unbilled revenues on software licensing are classified as a financial asset where the right to consideration is unconditional upon passage of time (which we refer to as unbilled licenses revenue).

A contract liability is an entity's obligation to transfer software products or software services to a customer for which the entity has received consideration (or the amount is due) from the customer (which we refer to as unearned revenue). The Company assesses the timing of the transfer of software products or software services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the

Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

### 2.6 Other Income:

- i. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

### 2.7 Employee Benefit expenses

#### a) Short term employee benefits:

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized as an expense at the undiscounted amount in the Standalone Statement of Profit and Loss in the period in which the employee renders the related service on accrual basis. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### b) Post-employment benefits

##### 1. Defined Contribution Plan – Provident Fund

The defined contribution plan is post-employment benefit plan under which the Company contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund, Employee State Insurance Scheme, and Labour Welfare Fund. The Company's contribution to defined contribution plans are recognized in the Standalone Statement of Profit and Loss in the period in which employee renders the related service.

##### 2. Defined Benefit Plan – Gratuity

The obligation in respect of defined benefit plans, which covers Gratuity Plan, is provided for on the basis of an actuarial valuation at the end of each financial year which represents the present value of the defined benefit obligation reduced by the fair value of scheme assets. The employees are covered under the Company Gratuity Scheme of the Life Insurance Corporation of India.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Standalone Balance Sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Standalone Statement of Profit and Loss.

Defined benefit costs include service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements), net interest expense or income; and re-measurement. The service cost and net interest expense or income are presented in the Standalone Statement of Profit and Loss.

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

The liability for Gratuity is ascertained as at the end of the financial year, based on the actuarial valuation by an independent external actuary as at the reporting date using the “projected unit credit method”

The discounted rates used for determining the present value are based on the market yields on Government bonds as at the reporting date. Actuarial gains and losses are recognized in other comprehensive income, net of taxes, for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring cost or termination benefits. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

### 3. Other Long Term Employee Benefit Obligations:

The employees are eligible for leave as per leave policy of the company. The un-utilised leave can be carried forward and utilised during the course of employment. No encashment is allowed of unutilised leave. The obligation for the leave encashment is recognised based on an independent actuarial valuation at the reporting date. The expense is recognised in the standalone statement of profit and loss at the present value of the amount payable determined based on actuarial valuation using “projected unit credit method”.

The obligation is measured at the present value of estimated future cash flows.

The rate used to discount defined benefit obligation is determined by reference to market yields at the reporting date on Indian Government Bonds for the estimated term of obligations.

### 2.8 Share based payment arrangements:

Stock options granted to employees of the Company and its subsidiaries under the stock option schemes approved by the shareholders of the Company are accounted as per the treatment prescribed by the relevant Ind AS and as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Equity-settled share-based payments to employees are measured by reference to the fair value of the equity instruments.

The fair value determined at the grant date of the equity-settled share-based payments, is charged to Standalone Statement of Profit and Loss on the straight-line basis over the vesting period of the option, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. The employee stock option outstanding account is shown net of unamortised deferred employee compensation expenses.

The fair value of the option being stock option granted for purchase could be exchanged between knowledgeable, willing

parties in an arm's length transaction is recognised as deferred employee compensation with a credit to share options outstanding account.

The fair value has been calculated using the Black Scholes Option Pricing model.

### 2.9 Property, Plant and Equipment

The expenditure incurred for acquisition or development of Property, Plant & Equipment is recognised as asset if, and only if when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Property, Plant & Equipment are stated at cost less accumulated depreciation and accumulated impairment losses/allowances, if any.

The initial cost of Property, Plant & Equipment comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent costs are included in the Property, Plant & Equipment's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of item can be measured reliably. The carrying amount of any component accounted for as separate asset is recognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

The carrying amount of an item of Property, Plant & Equipment is derecognised upon disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the de-recognition of an item of Property, Plant & Equipment is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in Statement of Profit and Loss.

If significant parts of an item of Property, Plant & Equipment have different useful lives, then they are accounted for as separate items of Property, Plant & Equipment.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

### Depreciation method, Estimated useful lives and residual value

Depreciation on Property, Plant & Equipment is the systematic allocation of the depreciable amount over its estimated useful lives and is provided on a straight-line basis from the date the same are available for use. Useful life of Property, Plant & Equipment is in accordance with the useful lives prescribed in Schedule II of the Companies Act, 2013 (as amended).



# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

Pursuant to the adoption of Ind AS, the Company has not revised its estimate useful life of property, plant & equipment and they continue to remain the same basis the table given below:

Assets type	Useful life (in Years)
Laptops and Desktops	3
Servers and network	6
Office equipment	5
Furniture	10

Depreciation on Property, Plant & Equipment acquired/discharged-off during the year is provided on pro-rata basis with reference to the date of acquisition/disposal.

Items of Property, Plant & Equipment having cost of ₹ 5,000 or less are depreciated fully in the year of purchase/capitalisation.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate is accounted for on a prospective basis.

### Intangible Assets

Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to that asset will flow to the Company and the cost of the item can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Directly attributable costs, that are capitalised as part of the software development include employee costs and an appropriate portion of relevant overheads or expenses.

Expenditure incurred on development is capitalised if such expenditure leads to creation of any intangible asset, otherwise,

such expenditure is charged to the Standalone Statement of Profit and Loss.

### Intangible Assets under Development

Intangible assets under development are stated at cost less accumulated impairment losses, if any.

Expenses incurred on in-house development of courseware and products are shown as Intangible asset under development till the asset is ready to use. Their technical feasibility and ability to generate future economic benefits is established in accordance with the requirements of Ind AS 38, "Intangible Assets".

### Amortisation

Amortization is recognised over their respective individual estimated useful lives on a straight-line basis, from the date they are available for use, as under:

Assets type	Useful life (in Years)
Software	5

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any change in estimate being accounted for on a prospective basis.

### Software development costs

Research costs are expensed as incurred. Software development expenditures on product / platform are recognised as intangible assets when the Company can demonstrate:

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

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses, if any. Amortization of these assets begins from the year, following the year in which such development costs are incurred. Amortization expense is recognised in the standalone statement of profit and loss unless such expenditure forms part of carrying value of another asset. Costs incurred in the development of the product, together with repository of new business components, upon completion of the development phase, have been classified and grouped as "Product software" under intangible assets. The costs which can be capitalized include direct labour, license costs and overhead costs that are directly attributable for the development of the intangible asset for its intended use.

## 2.10 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### As a Lessee

The Company's leased assets consist of leases for office buildings and computers. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

- (i) the contract involves the use of an identified asset
- (ii) the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- (iii) the Company has the right to direct the use of the asset.

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the right-of-use asset are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss if any, is recognised in Statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

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

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

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value

guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

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

### Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-to-use assets and lease liabilities for short-term lease that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an operating expense as per the terms of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

## 2.11 Borrowing Costs:

Borrowing cost includes interest expense, amortisation of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, development or production of a qualifying asset are capitalised as part of cost of that asset, till such time the asset is ready for the intended use. All other borrowing costs are recognized as an expense in the period which are incurred and are charged to the Statement of Profit & Loss.

The exchange differences arising from the foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs, are regrouped from foreign exchange differences to finance costs.

## 2.12 Derivative Contracts and Accounting:

The Company enters into forward contracts to hedge the foreign currency risk of firm commitments and highly probable forecast transactions. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the Statement of Profit and Loss depends on the nature of the hedging relationship and the nature of the hedged item. The Company does not hold financial instruments for speculative purpose.

### Hedge Accounting –

- The Company designates certain hedging instruments in respect of foreign currency risk as cash flow hedges. At the inception of the hedge relationship, the Company

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk

- The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognized immediately in the statement of profit and loss.
- Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.
- Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in the statement of profit and loss.

### 2.13 Cash and cash equivalents:

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three months or less, highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

### 2.14 Income Tax

Income tax comprises current tax expense and the net change in the deferred tax asset or liability during the year. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

#### i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted

by the reporting date in each of the applicable jurisdictions. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

#### ii. Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax liabilities are generally recognised for all taxable temporary differences. The company recognises deferred tax assets only when it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

#### iii. Minimum Alternate Tax (MAT):

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised, it is credited to the Standalone Statement of Profit and Loss and is considered as (MAT Credit Entitlement). The Company reviews the same at each reporting date and writes down the carrying amount of MAT Credit

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period. Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence, it is presented as Deferred Tax Asset.

### 215 GST Input Tax Credit

Goods and Service tax Input tax credit is accounted in the books in the period in which supply of goods or service received is accounted and when there is no uncertainty in availing/utilizing the credits. The Input tax Credit was claimed in respect of eligible expenses and shall be adjusted against the GST payable as per the provisions of the applicable GST Act. The unutilised input credit under the GST provisions as on the reporting date was disclosed as other current asset in the Balance Sheet.

### 216 Foreign Currency Transactions:

- Transactions denominated in foreign currencies are recognised at the exchange rates prevailing on the date of the transactions. As at reporting date, monetary assets and liabilities designated in foreign currency are translated at the closing exchange rate. Foreign currency non-monetary items measured at fair value on initial recognition are translated at the prevailing exchange rate as at the date of initial transactions foreign currency nonmonetary items measured in terms of historical cost are not translated at the reporting date.
- Exchange difference arising on settlement or translation of foreign currency monetary items are recognized as income or expense in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets (tangible/intangible) under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and exchange differences on transactions entered into in order to hedge certain foreign currency risks. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.
- Foreign currency gain/loss are reported on a net basis

### 217 Provisions, Contingent Liabilities, Contingent Assets:

#### i. Provisions

A provision is recognized when the Company has a present obligation (Legal or Constructive) as a result of past event, and 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.

Provisions are not discounted to its present value and are determined based on best estimate required to settle

the obligation at the reporting date, unless the effect of time value of money is material. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company

Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be realized. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Further, long term provisions are determined by discounting the expected future cash flow specific to the liability. The unwinding of the discount is recognised as a finance cost.

#### ii. Onerous Contracts:

A contract is considered as onerous when the expected economic benefits to be derived by the company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

#### iii. Contingent Liabilities and Assets:

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

A contingent asset is disclosed, where an inflow of economic benefits is probable. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

### 2.18 Earnings Per Share:

The Basic earnings per share is computed by dividing the net profit or loss (before other comprehensive income) for the year attributable to equity shareholders after deducting attributable taxes by the weighted average number of equity shares outstanding during the year/ reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, amalgamations, bonus element in a rights issue, buyback, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year, as adjusted for the effects of potential dilution of equity shares, by the weighted average number of equity shares and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

### 2.19 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

#### i. Initial Recognition

Financial assets and financial liabilities are initially measured at fair value except for trade receivables that do not contain a significant financing component which are measured at transaction price at initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are adjusted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

#### ii. Classification and Subsequent Measurement:

- Financial Assets - The Company classifies financial assets as subsequently measured at amortised cost,

fair value through other comprehensive income or fair value through profit or loss on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial assets

#### a. Amortised Cost

A financial asset shall be classified and measured at amortised cost (based on Effective Interest Rate method), if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash and bank balances, trade receivables, loans and other financial assets of the Company are covered under this category.

#### b. Fair Value through Other Comprehensive Income

A financial asset shall be classified and measured at Fair Value Through Other Comprehensive Income, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

#### c. Fair Value through Profit or Loss

A financial asset shall be classified and measured at Fair Value Through Profit or Loss unless it is measured at amortised cost or at Fair Value Through Other Comprehensive Income.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### Equity Instruments:

Equity investments in Subsidiaries, Associates and Joint ventures are out of scope of Ind AS 109, "Financial Instruments" and hence, the Company has accounted for its investment in Subsidiaries, at cost.



# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Impairment of non-financial assets (Property, Plant & Equipment/ Intangible assets)

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that any assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Standalone Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Standalone Statement of Profit and Loss.

### Impairment of financial assets

Financial assets, other than those at Fair Value Through Profit or Loss, are assessed for indicators of impairment at the end of each reporting period.

The Company assesses on a forward-looking basis the expected credit losses associated with its assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies 'simplified approach' as specified under Ind AS 109, "Financial Instruments", which requires expected lifetime losses to be recognized from initial recognition of the receivables. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade

receivables using a provision matrix on the basis of its historical credit loss experience and is adjusted for forward looking estimates.

No ECL has been applied on fixed deposits held with banks as there is no history of default. However, in case of any downgrade in the credit rating of the banks where fixed deposit is held, the Company would provide for ECL computed in an appropriate methodology.

### Derecognition of financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset (other than specific equity instrument classified as Fair Value Through Other Comprehensive Income) in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in standalone statement of profit or loss if such gain or loss would have otherwise been recognised in standalone statement of profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in standalone statement of profit or loss if such gain or loss would have otherwise been recognised in standalone statement of profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Financial Liabilities and Equity Instruments:

#### Classification as Debt or Equity:

Debt and equity instruments, issued by the Company, are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument prescribed under Indian Accounting Standards.

#### Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

#### Financial Liabilities:

Financial liabilities are classified, at initial recognition as fair value through profit or loss:

- Loans and borrowings,
- Payables, or
- as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, are recognised net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

#### Subsequent Measurement:

The measurement of financial liabilities depends on their classification, as described below

#### Financial Liabilities at Fair Value Through Profit or Loss:

Financial liabilities at Fair Value Through Profit or Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value Through Profit or Loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 "Financial Instruments". Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Standalone Statement of Profit and 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 "Financial Instruments" are satisfied.

### Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Standalone Statement of Profit and Loss when the liabilities are de-recognised 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 Standalone Statement of Profit and Loss.

### Derecognition of Financial Liabilities:

A financial liability is derecognized 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 between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Standalone Statement of Profit and Loss.

### Offsetting

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously and are not prohibited under any Ind AS or applicable law.

## 2.20 Segment Reporting:

Based on Management approach, as defined in Ind AS 108 "Operating Segments", the "Chief Operating Decision Maker" (CODM) evaluates the operating segments. Operating segments are reported in a manner consistent with the internal reporting provided to CODM. Operating Segments are identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Geographical segment is identified based on geography in which major products of the Company are sold, or services are provided.

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to the segments based on their relationship to the operating activities of the segment. Unallocated Corporate Items include general corporate income and expenses which are not attributable to segments.

## 2.21 Cash Dividend to Equity Holders of the Company:

The Company recognizes a liability to make cash distributions to equity holders of the Company when the distribution is authorized, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

is authorized when it is approved by the shareholders and interim dividend is authorised when it is approved by the Board of Directors of the Company. A corresponding amount is recognised directly in equity.

### 222 Critical Accounting Judgements and Key Sources of Estimation Uncertainty:

The preparation of the standalone financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

#### Key Estimates, Assumptions and Judgements

The key assumptions concerning the future and other major 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:

#### Useful Life & Residual Value of Property, Plant and Equipment (PPE) and Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. Depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

#### Recognition & Measurement of Current Taxes and Deferred Taxes

- i. Measurement of income taxes for the current period are done based on applicable tax laws and management's judgment by evaluating positions taken in tax returns, interpretations of relevant provisions of law, and based on the admissibility of various expense while determining the provisions for income tax.
- ii. Significant management judgment is exercised by reviewing the deferred tax assets at each reporting date to

determine the amount of deferred tax assets that can be retained / recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### Recognition and Measurement of Contingent Liabilities

Management judgment is exercised for estimating the possible outflow of resources, if any, in respect of contingencies /claims/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances to reflect the current estimate.

#### Impairment of financial assets

The impairment of financial assets including allowance for expected credit loss is done based on assumptions about risk of default and expected cash loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgment considering the past history, market conditions and forward-looking estimates at the end of each reporting date.

#### Impairment of Investments in Subsidiaries

The Company assesses investments in subsidiaries for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the investment in subsidiary. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the standalone statement of profit and loss. The recoverable amount is based on management judgement considering realizable value, future cashflows, discount rates and the risks specific to the asset.

#### Measurement of Defined Employee Benefit plans and other long-term benefits

The cost of the defined benefit plan and other long term employee benefits, and the present value of such obligation are determined by the independent actuarial valuer. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rate are reasonable. Due to the complexities involved in the valuation and considering its long-term nature, this obligation is highly sensitive to changes in these assumptions.

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Fair value measurement of financial instruments

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

### Share based payments

The Company initially measures the equity settled transactions with employees using fair value model. This requires determination of 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 volatility and dividend yield and making assumptions about them.

### Revenue recognition

The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company applies the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts, which are performed over a period of time. The Company exercises judgment to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation. The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract.

Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables. Judgment is also required to determine the transaction price for the contract. The Company uses judgment to determine an appropriate standalone selling price for a performance

obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

### Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 "Leases". 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 noncancellable term of a lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has lease contracts that include extension and termination options. The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset). The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment or which requires estimation when no observable rates are available. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 3a : Property, Plant and Equipment

(Amount in Thousands - ₹)

Particulars	Owned Assets			Total
	Plant and Equipment (Computer Equipments)	Furniture and Fixtures	Office Equipment	
<b>Gross Carrying Value</b>				
<b>As at April 01, 2024</b>	51,591	2,874	5,376	59,841
Additions	4,433	-	564	4,997
Disposals / Adjustments	(150)	-	(254)	(404)
<b>As at March 31, 2025</b>	<b>55,874</b>	<b>2,874</b>	<b>5,686</b>	<b>64,434</b>
<b>Accumulated Depreciation</b>				
<b>As at April 01, 2024</b>	37,401	2,762	4,620	44,783
Depreciation for the year	8,424	112	281	8,817
Disposals / Adjustments	(118)	-	(254)	(372)
<b>As at March 31, 2025</b>	<b>45,707</b>	<b>2,874</b>	<b>4,647</b>	<b>53,228</b>
<b>Net Carrying Value As at March 31, 2025</b>	<b>10,167</b>	<b>-</b>	<b>1,039</b>	<b>11,206</b>
<b>Gross Carrying Value</b>				
<b>As at April 01, 2023</b>	40,678	2,752	5,333	48,763
Additions	11,027	272	47	11,346
Disposals / Adjustments	(114)	(150)	(4)	(268)
<b>As at March 31, 2024</b>	<b>51,591</b>	<b>2,874</b>	<b>5,376</b>	<b>59,841</b>
<b>Accumulated Depreciation</b>				
<b>As at April 01, 2023</b>	30,054	2,752	4,422	37,228
Depreciation for the year	7,480	160	203	7,843
Disposals / Adjustments	(133)	(150)	(5)	(288)
<b>As at March 31, 2024</b>	<b>37,401</b>	<b>2,762</b>	<b>4,620</b>	<b>44,783</b>
<b>Net Carrying Value As at March 31, 2024</b>	<b>14,190</b>	<b>112</b>	<b>756</b>	<b>15,058</b>

(i) There are no restriction on the use of the above mentioned assets and none of these assets are pledged as security.



# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 3b : Right-of-Use-Assets

(Amount in Thousands - ₹)

Particulars	Building <sup>#</sup>	Laptops	Office	Total
<b>Gross Carrying Value</b>				
<b>As at April 01, 2024</b>	1,07,094	2,377	11,464	1,20,935
Additions	-	-	-	-
Disposals / Adjustments	-	-	-	-
<b>As at March 31, 2025</b>	<b>1,07,094</b>	<b>2,377</b>	<b>11,464</b>	<b>1,20,935</b>
<b>Accumulated Depreciation</b>				
<b>As at April 01, 2024</b>	22,329	2,377	1,146	25,852
Depreciation for the year	1,945	-	2,293	4,238
Disposals	-	-	-	-
<b>As at March 31, 2025</b>	<b>24,274</b>	<b>2,377</b>	<b>3,439</b>	<b>30,090</b>
<b>Net Carrying Value As at March 31, 2025</b>	<b>82,820</b>	<b>-</b>	<b>8,025</b>	<b>90,845</b>
<b>Gross Carrying Value</b>				
<b>As at April 01, 2023</b>	1,07,094	2,377	2,346	1,11,817
Additions	-	-	11,464	11,464
Disposals / Adjustments	-	-	(2,346)	(2,346)
<b>As at March 31, 2024</b>	<b>1,07,094</b>	<b>2,377</b>	<b>11,464</b>	<b>1,20,935</b>
<b>Accumulated Depreciation</b>				
<b>As at April 01, 2023</b>	20,384	1,849	456	22,689
Depreciation for the year	1,945	528	1,537	4,010
Disposals	-	-	(847)	(847)
<b>As at March 31, 2024</b>	<b>22,329</b>	<b>2,377</b>	<b>1,146</b>	<b>25,852</b>
<b>Net Carrying Value As at March 31, 2024</b>	<b>84,765</b>	<b>-</b>	<b>10,318</b>	<b>95,083</b>

<sup>#</sup> Net block for building amounting to ₹ 82,820 Thousand (Previous Year : ₹ 84,765 Thousand) are pledged as security against the secured borrowing.

There are no leases entered by the company for low value assets.

The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

Lease contracts entered by the Company majorly pertain for buildings taken on lease to conduct its business in the ordinary course.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 4a : Other Intangible Assets

(Amount in Thousands - ₹)

Particulars	Database	URL's	Computer Software	In-House Software	Total
<b>Gross Carrying Value</b>					
<b>As at April 01, 2024</b>	600	500	14,864	4,82,610	4,98,574
Additions	-	-	-	57,126	57,126
Disposals	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>600</b>	<b>500</b>	<b>14,864</b>	<b>5,39,736</b>	<b>5,55,700</b>
<b>Accumulated Amortisation</b>					
<b>As at April 01, 2024</b>	600	500	14,832	4,66,430	4,82,362
Amortisation for the year	-	-	32	7,953	7,985
Disposals	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>600</b>	<b>500</b>	<b>14,864</b>	<b>4,74,383</b>	<b>4,90,347</b>
<b>Net Carrying Value As at March 31, 2025</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>65,353</b>	<b>65,353</b>
<b>Gross Carrying Value</b>					
<b>As at April 01, 2023</b>	600	500	15,288	4,68,483	4,84,871
Additions	-	-	-	14,127	14,127
Disposals	-	-	(424)	-	(424)
<b>As at March 31, 2024</b>	<b>600</b>	<b>500</b>	<b>14,864</b>	<b>4,82,610</b>	<b>4,98,574</b>
<b>Accumulated Amortisation</b>					
<b>As at April 01, 2023</b>	600	500	15,226	4,34,023	4,50,349
Amortisation for the year	-	-	30	32,407	32,437
Disposals	-	-	(424)	-	(424)
<b>As at March 31, 2024</b>	<b>600</b>	<b>500</b>	<b>14,832</b>	<b>4,66,430</b>	<b>4,82,362</b>
<b>Net Carrying Value As at March 31, 2024</b>	<b>-</b>	<b>-</b>	<b>32</b>	<b>16,180</b>	<b>16,212</b>

Note: There are no restrictions on the use of above mentioned assets

The in-house software estimated amortisation for the years subsequent to March 31, 2025 is as follows: (Amount in Thousands - ₹)

Year ending March 31,	2026	2027	2028	2029	2030
Estimated amortisation	8,610	7,768	7,768	7,297	2,577

## Note 4b : Intangible Assets under Development

(Amount in Thousands - ₹)

Particulars	In-House Software	Total
<b>As at April 01, 2024</b>	29,363	29,363
Additions	66,253	66,253
Disposals	(57,126)	(57,126)
<b>Net Carrying Value As at March 31, 2025</b>	<b>38,490</b>	<b>38,490</b>
<b>As at April 01, 2023</b>	16,104	16,104
Additions	27,386	27,386
Disposals	(14,127)	(14,127)
<b>Net Carrying Value As at March 31, 2024</b>	<b>29,363</b>	<b>29,363</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Intangible assets under development ageing schedule:

A: For intangible assets which are under development

### Intangible assets under development as on March 31, 2025

(Amount in Thousands - ₹)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress - Software Products					
IRIS iFile 2.0	33,711	-	-	-	33,711
IRIS MSME - Platform	4,019	-	-	-	4,019
Finance ERP Next	760	-	-	-	760
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>38,490</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>38,490</b>

### Intangible assets under development as on March 31, 2024

(Amount in Thousands - ₹)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress - Software Products					
IRIS Noah	5,720	6,514	-	-	12,234
IRIS Bushchat	4,807	3,984	-	-	8,791
IRIS ASAP	2,202	-	-	-	2,202
IRIS WATCH	3,893	-	-	-	3,893
IRIS GST Malaysia e-invoicing	2,243	-	-	-	2,243
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>18,865</b>	<b>10,498</b>	<b>-</b>	<b>-</b>	<b>29,363</b>

B: Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan : NIL

## Note 5 : Investments

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Current Investments</b>		
Unquoted		
Investments carried at fair value through profit or loss		
SBI Overnight Fund Regular Growth	26,418	-
SBI Liquid Fund Regular Growth	1,25,931	-
HDFC Liquid Fund Regular Plan Growth	58,737	-
<b>Total Current Investments</b>	<b>2,11,086</b>	<b>-</b>
<b>Non-Current Investments</b>		
Unquoted		
Investment in Equity Instruments	30,020	28,020
Less: Allowance for diminution in the value of Investments	(1,920)	(1,920)
<b>Total Non-Current Investments</b>	<b>28,100</b>	<b>26,100</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Non-Current Investments</b>		
Unquoted		
Investment carried at cost		
Investments in Equity Instruments of Subsidiaries		
IRIS Business Services, LLC	14,540	14,540
Less: Allowance for diminution in the value of Investments	(395)	(395)
IRIS Business Services (Asia) Pte. Ltd	11,195	11,195
2,99,900 (2,99,900) equity shares of SGD 10 each, fully paid up		
Atanou S.r.l.	1,525	1,525
Less: Allowance for diminution in the value of Investments	(1,525)	(1,525)
IRIS Logix Solutions Private Limited	760	760
76,000 (76,000) equity shares of ₹ 10 each, fully paid up		
IRIS Regtech SDN. BHD. (Incorporation Date 25-06-2024)	2,000	-
100,000 (100,000) equity shares of MYR 20 each, fully paid up		
<b>Total Non-Current Investments</b>	<b>28,100</b>	<b>26,100</b>

5(a) The total liabilities of IRIS Business Services, LLC exceeded its total assets by ₹ 6,429 thousands. The company is committed to provide necessary financial support as and when necessary. Considering the future prospect of these subsidiaries and continued support of the company, the investment in the subsidiaries is measured at cost.

5(b) The Company has not raised any money pursuant to the pledge of securities held in its subsidiaries. There is no restriction towards the title of these investments

## Note 6 : Other Financial Assets

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Other Financial Assets (Carried at amortized cost)</b>		
(a) Security Deposits	593	543
(b) Bank Deposits with more than 12 months maturity	5,607	486
(c) Earmarked balances with banks	1,778	381
(d) Rental Deposits	921	856
<b>Total Non-Current Other Financial Assets</b>	<b>8,899</b>	<b>2,266</b>

Earmarked balances with banks primarily relate to margin money for bank guarantees.

<b>(2) Current Other Financial Assets</b>		
(a) Rental Deposits	750	-
(b) Contract Assets	1,16,629	1,05,902
Less: Allowance for Contract Assets	-	-
(c) Deferred Expenses	-	-
(d) Interest Accrued but not due	1,677	879
(e) Foreign currency forward and options contracts	-	207
(f) Others	119	300
<b>Total Current Other Financial Assets</b>	<b>1,19,175</b>	<b>1,07,287</b>
<b>Contract Assets includes</b>		
Contract Assets - other than related parties	56,185	61,068
Contract Assets - related parties	60,444	44,834
<b>Total</b>	<b>1,16,629</b>	<b>1,05,902</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Contract Assets Ageing schedule:

For the period ended March 31, 2025

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Contract Assets - considered good	1,16,629	-	-	-	-	1,16,629
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>1,16,629</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,16,629</b>
Less: Allowance for Contract Assets	-	-	-	-	-	-
<b>Total</b>	<b>1,16,629</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,16,629</b>

For the period ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Contract Assets - considered good	1,05,902	-	-	-	-	1,05,902
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>1,05,902</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,05,902</b>
Less: Allowance for Contract Assets	-	-	-	-	-	-
<b>Total</b>	<b>1,05,902</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,05,902</b>

## Note 7 : Trade Receivables

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Current Trade Receivables</b>		
(a) Trade Receivables considered good - Secured	-	-
(b) Trade Receivables considered good - Unsecured	3,00,381	2,13,317
(c) Trade Receivables which have significant increase in Credit Risk	-	-
(d) Trade Receivables - Credit Impaired	-	-
	<b>3,00,381</b>	<b>2,13,317</b>
Less: Allowance for Bad and Doubtful Trade Receivables	(13,417)	(3,595)
<b>Total Trade Receivables</b>	<b>2,86,964</b>	<b>2,09,722</b>
<b>Trade receivables includes</b>		
Trade receivables - other than related parties	2,94,033	2,07,644
Trade receivables - related parties	6,348	5,673
<b>Total</b>	<b>3,00,381</b>	<b>2,13,317</b>



# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Trade Receivables Ageing schedule:

For the year ended March 31, 2025

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,43,130	1,13,984	18,178	17,293	6,321	1,475	3,00,381
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>1,43,130</b>	<b>1,13,984</b>	<b>18,178</b>	<b>17,293</b>	<b>6,321</b>	<b>1,475</b>	<b>3,00,381</b>
Less: Allowance for Bad and Doubtful Trade Receivables	-	(531)	(1,459)	(6,690)	(3,326)	(1,410)	(13,417)
<b>Total</b>	<b>1,43,130</b>	<b>1,13,453</b>	<b>16,719</b>	<b>10,603</b>	<b>2,995</b>	<b>65</b>	<b>2,86,964</b>

For the year ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,37,778	53,624	12,999	7,332	269	1,315	2,13,317
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>1,37,778</b>	<b>53,624</b>	<b>12,999</b>	<b>7,332</b>	<b>269</b>	<b>1,315</b>	<b>2,13,317</b>
Less: Allowance for Bad and Doubtful Trade Receivables	-	(388)	(1,100)	(723)	(134)	(1,250)	(3,595)
<b>Total</b>	<b>1,37,778</b>	<b>53,236</b>	<b>11,899</b>	<b>6,609</b>	<b>135</b>	<b>65</b>	<b>2,09,722</b>

- (i) Working Capital Borrowings are secured by hypothecation of Book debts of the Company.
- (ii) There is no stipulated requirement to file quarterly returns / statements with the bank from whom the Company has been sanctioned working capital limits.
- (iii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Refer Note 27 for trade or other receivable due from firms or private companies respectively in which any director is a partner, a director or a member.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 8 : Cash and Cash Equivalents

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
(1) Balances with banks		
a) in current accounts	1,33,926	23,390
b) in deposit accounts with original maturity of 3 months or less	84,249	41,354
(2) Cash on Hand (Schedule III & Peer Companies)	20	18
<b>Total Cash and Cash Equivalents</b>	<b>2,18,195</b>	<b>64,762</b>

There are no restrictions with regard to cash and cash equivalents as at the end of the current and previous reporting periods.

The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

## Note 9 : Bank Balances other than Cash and Cash Equivalents above

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
(1) Balances with banks		
a) in deposit accounts due for maturity within 12 months of the reporting date	14,569	18,443
b) Earmarked balances with banks	26,872	22,596
<b>Total Bank Balances other than Cash and Cash Equivalents above</b>	<b>41,441</b>	<b>41,039</b>

Earmarked balances with banks primarily relate to margin money for bank guarantees.

## Note 10 : Loans (Carried at amortized cost)

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Loans</b>	-	-
<b>(2) Current Loans</b>		
(a) Other Loans - Loans to Employees		
(i) Loans to Employees considered good - Unsecured;	358	469
Less: Allowance for Bad and Doubtful Loans to Employees	-	-
<b>Total Current Loans</b>	<b>358</b>	<b>469</b>

Note:

- No loans and advances are in the nature of loan that are granted to Promoters/ Directors/ Key Managerial Personnel and related parties.
- There are no loans and advances in the nature of loans given to subsidiaries and hence no disclosure is provided under Regulation 34(3) and 53(f) of SEBI Listing Obligation and Disclosure Requirements 2015 and Section 186 of the Companies Act 2013

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 11 : Other Assets

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Other Non-Current Assets</b>	-	-
<b>(2) Other Current Assets</b>		
(a) Advance other than Capital Advance		
(i) Advances to directors or other officers	-	13
(ii) Advance to Suppliers	1,595	531
(b) Others		
(i) Prepaid Expenses	9,426	8,682
(ii) Contract Assets	83,797	1,31,485
Less: Allowance for Contract Assets	(9,813)	(9,813)
(iii) Withholding Taxes and Others	4,792	1,809
(iv) Deferred Expenses	4,125	3,049
<b>Total Other Current Assets</b>	<b>93,922</b>	<b>1,35,756</b>

### Contract Assets Ageing schedule:

For the period ended March 31, 2025

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Contract Assets - considered good	39,587	6,206	5,852	32,152	-	83,797
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>39,587</b>	<b>6,206</b>	<b>5,852</b>	<b>32,152</b>	<b>-</b>	<b>83,797</b>
Less: Allowance for Contract Assets	-	-	(1,756)	(8,057)	-	(9,813)
<b>Total</b>	<b>39,587</b>	<b>6,206</b>	<b>4,096</b>	<b>24,095</b>	<b>-</b>	<b>73,984</b>

For the period ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Contract Assets - considered good	34,920	14,913	42,096	39,556	-	1,31,485
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>34,920</b>	<b>14,913</b>	<b>42,096</b>	<b>39,556</b>	<b>-</b>	<b>1,31,485</b>
Less: Allowance for Contract Assets	-	-	(1,263)	(8,550)	-	(9,813)
<b>Total</b>	<b>34,920</b>	<b>14,913</b>	<b>40,833</b>	<b>31,006</b>	<b>-</b>	<b>1,21,672</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 12a : Equity Share Capital

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
<b>Authorised Share Capital</b>				
Equity shares of ₹ 10 par value	32,000	320,000	32,000	320,000
<b>Total</b>	<b>32,000</b>	<b>320,000</b>	<b>32,000</b>	<b>320,000</b>
Issued, Subscribed and paid-up capital				
Equity shares of ₹ 10 par value fully paid-up	20,538	205,381	19,361	193,612
<b>Total</b>	<b>20,538</b>	<b>205,381</b>	<b>19,361</b>	<b>193,612</b>

### Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares outstanding at the beginning of the year	19,361	193,612	19,361	193,612
Add: Equity shares issued during the year	1,177	11,769	-	-
Less: Equity shares cancelled during the year	-	-	-	-
<b>Equity Shares outstanding at the end of the year</b>	<b>20,538</b>	<b>205,381</b>	<b>19,361</b>	<b>193,612</b>

Pursuant to the approval of the shareholders on June 21, 2024, the Company issued and allotted 5,43,478 equity shares and 5,43,477 convertible warrants on a preferential basis. These convertible warrants were issued at a price of ₹ 184/- per warrant, which includes a face value of ₹10/-, and provides the right to convert the warrants into an equivalent number of equity shares. A Private Placement Offer Letter, dated June 24, 2024, was issued to the following investors ("Proposed Allottees"): Pratithi Growth Fund I (a scheme of Pratithi Investment Fund) and Tunga India Long Term Equity Fund. As per the terms of issuance, the Proposed Allottees were required to pay 25% of the issue price at the time of subscription, with the remaining 75% to be paid within nine months from the date of allotment.

On January 27, 2025, the Company received formal requests from both Proposed Allottees for the conversion of their warrants into equity shares by paying the balance consideration. The Board of Directors, at its meeting held on January 31, 2025, approved the allotment of 5,43,477 equity shares upon the conversion of Warrants on a preferential basis.

The Company received in-principle listing approvals from the National Stock Exchange of India Limited (NSE) on March 18, 2025, and from BSE Limited (BSE) on March 27, 2025. The equity shares were credited to the demat accounts of the allottees through the National Securities Depository Limited (NSDL) on April 3, 2025, and through the Central Depository Services Limited (CDSL) on April 7, 2025. Final listing and trading approvals for the said equity shares were received from NSE and BSE on April 22, 2025.

### Terms / rights attached to class of shares

The Company has only one class of share referred to as Equity Shares having a par value of ₹10 each. The holders of Equity Shares are entitled to one vote per share. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### The company does not have a Holding Company

As per records of the Company, including its register of shareholder/members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

For the period of five years immediately preceding the date at which the Balance Sheet is prepared there are no shares allotted as fully paid up pursuant to contract without payment being received in cash; no shares have been allotted as fully paid up by way of bonus shares; and there are no shares bought back

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Details of promoters holding more than 5% of the total equity shares of the Company

Promoter name	Shares held by promoters at the end of the year 31.03.2025		% change during the year
	No. of shares	% of total shares	
Late Mr. Swaminathan Subramaniam	4,472	21.77%	-1.32%
Mr. Balachandran Krishnan	1,005	4.89%	-0.60%
Ms Deepta Rangarajan	1,446	7.04%	-0.43%
<b>Total</b>	<b>6,923</b>	<b>33.70%</b>	

Promoter name	Shares held by promoters at the end of the year 31.03.2024		% change during the year
	No. of shares	% of total shares	
Late Mr. Swaminathan Subramaniam	4,472	23.10%	-0.52%
Mr. Balachandran Krishnan	1,065	5.50%	-0.20%
Ms Deepta Rangarajan	1,446	7.47%	0.00%
<b>Total</b>	<b>6,983</b>	<b>36.07%</b>	

## Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Shareholders name	Shares held by shareholders at the end of the year 31.03.2025		% change during the year
	No. of shares	% of total shares	
SUBHKAM VENTURES I PRIVATE LIMITED	1,188	5.79%	5.79%
Madhuri Madhusudan Kela	1,072	5.22%	-0.32%
<b>Total</b>	<b>2,260</b>	<b>11.01%</b>	

Shareholders name	Shares held by shareholders at the end of the year 31.03.2024		% change during the year
	No. of shares	% of total shares	
Flowers Valley Pvt. Ltd.	1,188	6.14%	0.00%
Madhuri Madhusudan Kela	1,072	5.54%	0.00%
<b>Total</b>	<b>2,260</b>	<b>11.68%</b>	

## Note 12b : Other Equity

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Retained Earnings	2,49,917	1,24,887
Securities Premium	3,22,085	1,24,936
General Reserve	475	475
Share based payment Reserve	20,320	11,344
Other Comprehensive Income	(20,197)	(20,006)
Cash Flow Hedge	(1,805)	(727)
<b>Total other equity</b>	<b>5,70,795</b>	<b>2,40,909</b>



# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Nature and purpose of other reserves:

### Retained earnings

Retained earnings represent the accumulated earnings/(losses) that the Company has till date

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	1,24,887	41,973
Net Profit / (Loss) for the year	1,25,030	82,914
Transfer on cancellation of stock options	-	-
<b>Closing balance</b>	<b>2,49,917</b>	<b>1,24,887</b>

### Securities Premium

Securities premium represents amount received in excess of par value of equity shares has been classified as securities premium.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	1,24,936	1,24,936
Add: Premium on equity shares issued	1,97,149	-
<b>Closing balance</b>	<b>3,22,085</b>	<b>1,24,936</b>

## Nature and purpose of other reserves:

Represents excess of share application money received over par value of shares and includes employee stock compensation costs accrued.

### Share options outstanding account

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	11,344	4,371
Share-based payments	13,708	6,973
Employee stock options exercised / cancelled during the year	(4,732)	-
<b>Closing balance</b>	<b>20,320</b>	<b>11,344</b>

## Nature and purpose of other reserves:

The share options outstanding account is used to recognize the grant date fair value of options issued to employees under various employees stock option schemes of the Company.

### Other comprehensive income

This represents items of income and expense that are not recognised in profit and loss but are shown in the statement of profit and loss as "Other comprehensive income". This comprises actuarial gain / loss on remeasurement of defined benefit plans and the income tax effect thereon.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	(20,733)	(20,830)
Remeasurements of defined benefit liability/ (asset)	536	824
Cash Flow Hedge	(1,805)	(727)
<b>Closing balance</b>	<b>(22,002)</b>	<b>(20,733)</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Nature and purpose of other reserves:

### Effective portion of cash flow hedge

The cash flow hedge reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Such gains or losses will be reclassified to Statement of Profit and Loss in the period in which the hedged transaction occurs.

### Remeasurements of post-employment benefit obligations

Remeasurements of post-employment benefit obligations comprises of actuarial gains and losses on calculation of defined benefit obligations and differences between the fair value of plan assets, return on plan assets and actual interest income on plan assets. These remeasurements are recognised in other comprehensive income and will not be reclassified to Statement of Profit and Loss.

## Note 13 : Borrowings

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Borrowings</b>	-	-
<b>(2) Current Borrowings</b>		
(a) Loans repayable on demand	34,465	54,347
<b>Total Current Borrowings</b>	<b>34,465</b>	<b>54,347</b>

### Loans repayable on demand , Secured

ICICI Bank Limited

#### 1. Security details

- Exclusive charge by way of equitable mortgage on the property T-231, 3<sup>rd</sup> Floor, Tower No. 2, International Infotech Park, Vashi, Navi Mumbai - 400 703.
- Exclusive charge on current asset.

#### 2. Interest rate

The rate of interest of the Facility shall be the sum of the Repo Rate \*+ “Spread” per annum, plus applicable statutory levy, if any (“Interest Rate”). Spread during the year has been in the range of 2.6% to 3.0%.

\*“Repo Rate” or “Policy Repo Rate” means the rate of interest published by the Reserve Bank of India (“RBI”) on the RBI website from time to time as Repo Rate or Policy Repo Rate. The Repo Rate component of the Interest Rate resets after every 3 months following the date of limit set-up /renewal (as applicable).

## Note 14 : Lease Liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Lease Liabilities</b>		
(a) Lease Liabilities	6,563	8,583
<b>Total Non-Current Lease Liabilities</b>	<b>6,563</b>	<b>8,583</b>
<b>(2) Current Lease Liabilities</b>		
(a) Lease Liabilities	2,020	1,724
<b>Total Current Lease Liabilities</b>	<b>2,020</b>	<b>1,724</b>

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.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Movement in lease liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Lease liability in the beginning of the year</b>	10,307	2,535
Addition	-	11,464
Disposal	-	(2,346)
Interest expense	859	587
Lease payment	(2,583)	(1,933)
<b>Lease liability at the end of the year</b>	<b>8,583</b>	<b>10,307</b>

The weighted average incremental borrowing rate applied to lease liabilities as at incremental borrowing rate is between the range of 8.50% to 9.50% for a period varying from 2 to 4 years

## Maturity analysis of lease liability

### Maturity analysis- Contractual undiscounted cash flow

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	2,712	2,583
One to three years	7,369	8,550
More than three years	-	1,531

## Note 15 : Provisions

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Provisions</b>		
(a) Provision for Employee Benefits		
(i) Gratuity (refer note no. 22a )	52,464	50,538
(ii) Leave Encashment (refer note no. 22b )	12,867	10,150
<b>Total Non-Current Provisions</b>	<b>65,331</b>	<b>60,688</b>
<b>(2) Current Provisions</b>		
(a) Provision for Employee Benefits		
(i) Gratuity (refer note no. 22a )	9,614	10,459
(ii) Leave Encashment (refer note no. 22b )	4,801	4,839
(iii) Incentives	15,408	12,205
(b) Other Provisions		
(i) Provision for Warranty	481	481
<b>Total Current Provisions</b>	<b>30,304</b>	<b>27,984</b>

## Movement of Provision for warranty

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	481	481
Additions during the year	-	-
Derecognition during the year	-	-
<b>Closing Balance</b>	<b>481</b>	<b>481</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

Provision for post-sales client support and other provisions majorly represents costs associated with providing sales support services which are accrued at the time of recognition of revenues and are expected to be utilized over the period of Contract.

## Note 16 : Deferred Tax Liabilities (Net)

### (a) Deferred tax (asset) / liability

(Amount in Thousands - ₹)

Nature of (asset) / liability Particulars	Balance Sheet at		Statement of profit and loss & OCI	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Tax impact on difference between book depreciation / amortization and depreciation under the Income Tax Act, 1961	27,108	21,257	-	-
Tax impact on unutilized carry forward losses	-	-	-	-
Tax effect of provision for gratuity & compensated absences	(24,865)	(23,055)	-	-
Tax effect of provision for bad and doubtful debts / advances	(3,488)	(935)	-	-
Tax impact on remeasurement gains and (losses) on defined benefit obligations (net)	-	-	-	-
Tax impact on all other items	(39,282)	(39,730)	-	(11,500)
<b>Deferred tax (asset) / liability (net)</b>	<b>(40,527)</b>	<b>(42,463)</b>	<b>-</b>	<b>-</b>
<b>Deferred tax (income) / expense (net)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Amount recognised</b>	<b>-</b>	<b>(11,500)</b>	<b>-</b>	<b>(11,500)</b>

### (b) Reconciliation of deferred tax (asset) / liability (including MAT credit)

(Amount in Thousands - ₹)

Particulars	Balance Sheet at	
	March 31, 2025	March 31, 2024
<b>i) Deferred tax (asset) / liability</b>		
Opening balance	(11,500)	-
Deferred tax (income) / expense during the year recognized in Statement of Profit and Loss	-	(11,500)
Deferred tax (income) / expense during the year recognized in OCI	-	-
<b>Closing balance</b>	<b>(11,500)</b>	<b>(11,500)</b>

### (c) Components of tax expenses

(Amount in Thousands - ₹)

Particulars	March 31, 2025	March 31, 2024
<b>i) Statement of Profit and Loss</b>		
<b>Current tax</b>		
Current Income Tax charge (including MAT)	51,000	24,500
Tax Expense for earlier year	-	-
<b>Total tax (income) / expenses reported in Statement of Profit and Loss</b>	<b>51,000</b>	<b>24,500</b>
<b>Deferred tax</b>		
Relating to the origination and reversal of temporary differences	-	(11,500)
<b>Total tax (income) / expenses reported in Statement of Profit and Loss</b>	<b>-</b>	<b>(11,500)</b>
<b>ii) Other comprehensive income (OCI)</b>		
Tax impact on remeasurement gains / (losses) on defined benefit obligations (net)	(347)	198
<b>Total tax (income) / expense (net)</b>	<b>(347)</b>	<b>198</b>
<b>iii) Total tax (income) / expense reported in the total comprehensive income</b>	<b>50,653</b>	<b>13,198</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

(d) A reconciliation of the tax provision to the amount computed by applying the statutory Income tax rate to the income before taxes is summarised below:

(Amount in Thousands - ₹)		
Particulars	March 31, 2025	March 31, 2024
Accounting profit before tax	1,76,030	95,914
Less: Adjustment from carry forward losses	-	40,826
Corporate tax rate %	29.12	27.82
<b>Computed tax expense</b>	<b>51,260</b>	<b>15,326</b>
<b>Increase / (reduction) in taxes on account of:</b>		
Non deductible expenses	9,540	15,756
Additional allowances / deductions for tax purposes	(9,800)	(6,581)
<b>Current Tax Recognised</b>	<b>51,000</b>	<b>24,500</b>
Deferred tax (income) / expense recognition during the year	-	(11,500)
<b>Tax (income) / expense reported in the statement of profit and loss</b>	<b>51,000</b>	<b>13,000</b>
<b>Tax (income) / expense reported in the other comprehensive income</b>	<b>(347)</b>	<b>198</b>

## Note 17 : Trade Payables

(Amount in Thousands - ₹)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Trade Payables</b>	-	-
<b>(2) Current Trade Payables</b>		
(a) Total outstanding dues of micro and small enterprises	2,527	3,219
(b) Total outstanding dues of creditors other than micro and small enterprises	25,843	20,450
<b>Total Current Trade Payables</b>	<b>28,370</b>	<b>23,669</b>

For the period ended March 31, 2025

(Amount in Thousands - ₹)							
Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	2,527	-	-	-	-	-	2,527
(ii) Others	24,722	1,121	-	-	-	-	25,843
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>27,249</b>	<b>1,121</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>28,370</b>

For the period ended March 31, 2024

(Amount in Thousands - ₹)							
Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	3,219	-	-	-	-	-	3,219
(ii) Others	15,624	3,394	328	1,104	-	-	20,450
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>18,843</b>	<b>3,394</b>	<b>328</b>	<b>1,104</b>	<b>-</b>	<b>-</b>	<b>23,669</b>



# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Dues of small enterprises and micro enterprises

The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) as at March 31, 2025 and March 31, 2024. The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the micro and small enterprises should mention in their correspondence with its customers the entrepreneur's memorandum number as allocated after filing of the memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at March 31, 2025 has been made in the financial statements based on the information received and available with the Company.

The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at March 31, 2025 and 2024 is as under:

Particulars	As at 31.03.2025	As at 31.03.2024
The principal amount remaining unpaid to any supplier at the end of each accounting year;	2,527	3,219
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	NIL	NIL
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
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 Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL
The total dues of Micro and Small Enterprises which were outstanding for more than stipulated period.	NIL	NIL

### Note 18 : Other Financial Liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non Current Other Financial Liabilities</b>	-	-
<b>(2) Current Other Financial Liabilities</b>		
(a) Current Maturities of Long-Term Debt	-	-
(b) Interest Accrued on Borrowings	263	557
(c) Others		
(i) Accrued Compensation to Employees	1,665	1,646
(ii) Accrued Expenses	1,45,384	65,431
(iii) Foreign Currency Forward and Options Contracts	1,141	-
(iv) Other Payables	411	734
<b>Total Current Other Financial Liabilities</b>	<b>1,48,864</b>	<b>68,368</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 19 : Other Liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non Current Other Liabilities</b>	-	-
<b>(2) Current Other Liabilities</b>		
(a) Unearned and Deferred Revenue	95,962	69,487
(b) Others Payables		
(i) Statutory Dues Payables	22,610	9,306
(ii) Contribution to PF / ESIC / MLWF / PT Payable	2,223	1,963
(iii) Advance from Customers	136	162
<b>Total Current Other Liabilities</b>	<b>1,20,931</b>	<b>80,918</b>

## Note 20 : Revenue from Operations

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of Products	4,90,280	4,28,833
Sale of Services	7,05,269	5,39,627
<b>Total Revenue from Operations</b>	<b>11,95,549</b>	<b>9,68,460</b>
<b>Revenue by Division</b>		
SupTech	5,97,877	4,40,320
RegTech	3,92,242	3,51,996
TaxTech	1,61,339	1,38,399
DataTech	9,471	9,929
Others	34,620	27,816
<b>Total</b>	<b>11,95,549</b>	<b>9,68,460</b>
<b>Revenue Geography-wise</b>		
Asia Pacific	72,446	1,02,698
India	3,72,549	2,84,915
Europe & UK	1,92,781	1,63,701
Middle East	82,380	74,273
Africa	4,38,854	3,08,358
America	36,539	34,515
<b>Total</b>	<b>11,95,549</b>	<b>9,68,460</b>

The Company has presented unbilled revenues as “contract assets” (refer note no. 6 and 11) in other assets and contract liabilities as “unearned revenues” (refer note no.19) in other liabilities in the balance sheet. Contract assets that are no longer contingent, except for the passage of time, are shown under financial assets.

(Amount in Thousands - ₹)

Particular	31-Mar-25		31-Mar-24	
	Contract Assets	Contract Liabilities	Contract Assets	Contract Liabilities
Opening balance	2,37,386	69,487	1,83,612	83,770
Revenue recognised during the year	3,05,796	1,71,562	2,94,879	1,62,263
Invoices raised during the year	3,42,756	1,98,037	2,41,105	1,47,980
Balances at the end of the year	2,00,426	95,962	2,37,386	69,487

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 21 : Other Income

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Income	7,421	5,319
Exchange Gain	9,567	-
Other Non-Operating Income	6,634	552
Financial Assets Derecognised	422	415
<b>Total Other Income</b>	<b>24,044</b>	<b>6,286</b>

## Note 22 : Employee Benefits Expense

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries and Wages	5,43,207	4,49,521
Contribution to Provident and Other Funds	15,231	12,249
Compensated absences (refer note no. 22b )	2,679	2,950
Gratuity and other retiral benefits (refer note no. 22a )	14,410	12,742
Share Based Payment to Employees (refer note no. 32)	13,708	6,973
Staff Welfare Expenses	7,939	5,549
<b>Total Employee Benefits Expense</b>	<b>5,97,174</b>	<b>4,89,984</b>

### Note 22a: Defined benefit plan - Gratuity (unfunded)

Gratuity is classified as Defined Benefit plan as Company's obligation is to provide agreed benefits, subject to minimum benefits as subscribed by the Payment of Gratuity Act, to plan members. Actuarial & Investment risks are borne by the Company.

The gratuity plan entitles an employee, who has rendered at least five years of continuous services, to receive one-half month's salary for each year of completed service at the time of retirement / exit.

The defined benefit plan comprises of gratuity which is unfunded. Actuarial gains and losses are recognised in the Other Comprehensive Income (OCI).

The following table summarises the components of net benefit expense recognised in the Statement of Profit and Loss and the position of assets and obligations relating to the plan.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15</b>		
Present Value of Defined Benefit Obligation	1,01,712	88,171
Fair value of Plan Assets	39,634	27,174
<b>Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15</b>	<b>62,078</b>	<b>60,997</b>

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Change in Defined Benefit Obligation during the Period		
Balance Sheet (Asset)/Liability, Beginning of Period	60,997	56,520
Total Charge/(Credit) Recognised in Profit and Loss	14,410	12,742
Total Remeasurements Recognised in OC (Income)/Loss	269	2,860
Actual Employer Contributions/Benefit Directly paid by the Company	(13,598)	(11,125)
<b>Defined Benefit Obligation, End of Period</b>	<b>62,078</b>	<b>60,997</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Amounts in Statement of Profit & Loss

(Amount in Thousands - ₹)

Total Defined Benefit Cost/(Income) included in Statement of Profit & Loss	As at March 31, 2025	As at March 31, 2024
Service cost	10,283	8,760
Net interest cost	4,127	3,982
Past service cost	-	-
Administration expenses	-	-
(Gain)/loss due to settlements/curtailments/diversitures	-	-
<b>Total Defined Benefit Cost/(Income) included in Statement of Profit &amp; Loss</b>	<b>14,410</b>	<b>12,742</b>

## Amounts in the Balance Sheet

(Amount in Thousands - ₹)

Current/Non Current Bifurcation	As at March 31, 2025	As at March 31, 2024
Current Benefit Obligation	15,752	15,118
Non - Current Benefit Obligation	85,960	73,053
<b>Gross (Asset)/Liability recognised in the Balance sheet</b>	<b>1,01,712</b>	<b>88,171</b>
<b>Actual Return on Plan Assets</b>		
Interest income on plan assets	1,926	1,177
Remeasurements on plan assets	(152)	(177)
<b>Actual Return on Plan Assets</b>	<b>1,774</b>	<b>1,000</b>

The Company provides the gratuity benefit through annual contributions to a fund managed by approved trust. Under this plan, the settlement obligation remains with the Company, although the trust administers the plan and determines the contribution required to be paid by the Company. The trust has invested the plan assets in the Insurer managed funds. The Trust has taken a Policy from the Life Insurance Corporation of India (LIC) and the management of the fund is undertaken by the LIC. The expected rate of return on plan assets is based on the expectation of the average long-term rate of return expected on investments of the funds during the estimated term of the obligation.

## Category of Assets

Asset Category	31-Mar-25 Quoted Value	31-Mar-25 Non-Quoted Value	31-Mar-25 Total
Government of India Securities (Central and State)	0%	0%	0%
High quality corporate bonds (including Public Sector Bonds)	0%	0%	0%
Equity shares of the Company	0%	0%	0%
Insurer Managed Funds & T-bills	0%	100%	100%
Cash (including Bank Balance, Special Deposit Scheme)	0%	0%	0%
Others	0%	0%	0%
<b>Total</b>	<b>0%</b>	<b>100%</b>	<b>100%</b>

The principal assumptions used in determining the gratuity benefit are shown below:	As at March 31, 2025	As at March 31, 2024
Salary escalation rate	10%	10%
Discount rate	6.60%	7.09%
Expected rate of return on assets	6.60%	7.09%

## Sensitivity Analysis

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

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation - Discount Rate + 100 basis points	(5,025)	(4,419)
Defined Benefit Obligation - Discount Rate - 100 basis points	5,568	4,913
Defined Benefit Obligation - Salary Escalation Rate + 100 basis points	362	3,220
Defined Benefit Obligation - Salary Escalation Rate - 100 basis points	(3,608)	(3,162)

## Note 22b: Defined benefit plan - Compensated absences

Compensated absences as at the Balance Sheet date, determined on the basis of actuarial valuation based on the “projected unit credit method” is as below

The Company provides for expenses towards compensated absences (leave encashment) provided to its employees. The expenses are recognized in the statement of profit and loss account and the liabilities are recognized at the present value of the amount payable determined based on an independent external actuarial valuation made as at each Balance Sheet date, using Projected Unit Credit method.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15		
Defined Benefit Obligation	17,668	14,989
Present Value of Unfunded Defined Benefit Obligation	-	-
Fair value of Plan Assets	-	-
<b>Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15</b>	<b>17,668</b>	<b>14,989</b>

(Amount in Thousands - ₹)

Change in Defined Benefit Obligation during the Period	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation, Beginning of Period	14,989	12,039
Net Current Service Cost	1,784	1,722
Interest Cost on DBO	954	836
Actuarial (Gains)/Losses	(59)	392
<b>Defined Benefit Obligation, End of Period</b>	<b>17,668</b>	<b>14,989</b>

## Amounts in Statement of Profit & Loss

(Amount in Thousands - ₹)

Total Defined Benefit Cost/(Income) included in Statement of Profit & Loss	As at March 31, 2025	As at March 31, 2024
Service cost	1,784	1,722
Net interest cost	954	836
Past service cost	-	-
Remeasurements	(59)	392
(Gain)/loss due to settlements/curtailments/diversitures		
<b>Total Defined Benefit Cost/(Income) included in Statement of Profit &amp; Loss</b>	<b>2,679</b>	<b>2,950</b>
<b>Amounts in the Balance Sheet</b>		
<b>Current/Non Current Bifurcation</b>		
Current Benefit Obligation	4,801	4,839
Non - Current Benefit Obligation	12,867	10,150
<b>Gross (Asset)/Liability recognised in the Balance sheet</b>	<b>17,668</b>	<b>14,989</b>



# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

The principal assumptions used in determining the leave encashment benefit are shown below:

Particulars	As at March 31, 2025	As at March 31, 2024
Salary escalation rate	10%	10%
Discount rate	6.60%	7.09%
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee Turnover/ Withdrawal Rate	15.00%	15.00%
Leave Availment Ratio	10.00%	10.00%
Retirement Age	60 years	60 years

## Note 23 : Finance Costs

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Expense	3,067	7,004
Interest on Right of Use Asset	859	587
Other Borrowing Costs*	3,524	3,445
<b>Total Finance Costs</b>	<b>7,450</b>	<b>11,036</b>

\* Includes bank charges and processing fees towards borrowing facility

## Note 24 : Depreciation and Amortisation Expense

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of Property, Plant and Equipment	8,817	7,823
Amortisation of Intangible Assets	7,985	32,438
Amortisation of Right of Use Asset	4,238	4,018
<b>Total Depreciation and Amortisation Expense</b>	<b>21,040</b>	<b>44,279</b>

## Note 25 : Other Expenses

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Advertisement & Business Promotion	11,962	7,463
Cloud Infrastructure Expenses	48,440	38,157
Data Sourcing Expenses	263	261
Corporate Social Responsibility Expenses	1,010	-
Doubtful Debts	9,822	6,852
Exchange Gain / Loss	-	4,493
Foreign Travel Expenses	31,357	28,123
IPO and Listing Expenses	2,075	652
Insurance Expenses	1,797	1,871
Internet Co-location Charges	1,803	1,738
Legal, Professional and Consultancy Fees	38,972	45,793

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Managerial Remuneration	3,010	1,285
Marketing and Sales Expenses	8,035	11,201
Miscellaneous Expenses	2,533	1,618
Office Maintenance	4,556	4,221
Outsource software Maintenance Expense	23,265	19,940
Partner Fees	1,81,469	1,22,779
Payment to Auditors*	2,066	1,689
Postage, Telephone & Communication Charges	1,049	1,111
Power Expenses	4,174	3,797
Printing and Stationery Expense	1,375	1,243
Rates and Taxes	2,454	1,867
Registration Fees Expense	97	10
Repairs and Maintenance	304	540
Sales Commission Expense	6,409	5,749
Software License and Hardware Fees	9,414	7,192
Rent Expense	3,976	688
Staff Recruitment Expenses	1,672	5,496
Travelling and Converyance	12,111	7,672
Write-offs	9	32
Bad Debts Written-Off	2,420	-
<b>Total Other Expenses</b>	<b>4,17,899</b>	<b>3,33,533</b>
<b>*Detail of payment to statutory auditor (exclusive of GST)</b>		
<b>As Auditor</b>		
Statutory Audit Fees	1,100	1,100
Other Matters	865	500
Reimbursement of out-of-pocket expenses	101	89
<b>Total</b>	<b>2,066</b>	<b>1,689</b>

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 26: Segment Reporting

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
1. Segment Revenue		
(net sale/income from each segment should be disclosed under this head)		
(a) SupTech	5,97,877	4,40,320
(b) RegTech	3,92,242	3,51,996
(c) TaxTech	1,61,339	1,38,399
(d) DataTech	9,471	9,929
(e) Others	34,620	27,816
Less: Inter Segment Revenue	-	-
<b>Net sales/Income From Operations</b>	<b>11,95,549</b>	<b>9,68,460</b>
2. Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)		
(a) SupTech	1,22,692	54,885
(b) RegTech	79,545	82,658
(c) TaxTech	(28,616)	(2,119)
(d) DataTech	(2,904)	374
(e) Others	9,759	9,145
(f) Unallocated	24,044	6,286
<b>Total</b>	<b>2,04,520</b>	<b>1,51,229</b>
Less: i) Interest	7,450	11,036
ii) Depreciation & Amortisation	21,040	44,279
<b>Total Profit Before Tax</b>	<b>1,76,030</b>	<b>95,914</b>

Note:

Assets and liabilities used in the Company's business are not identifiable to any of the reportable segment, as these are used interchangeably between segments.

The management believes that it not practicable to provide segment disclosures relating to total assets and liabilities.

Effective from the second quarter of the current financial year, based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker will evaluate the Group's performance on four business segments, namely: "SupTech", "RegTech", "TaxTech" and "DataTech".

This update replaces our previous segments: "Collect," "Create," and "Consume." Figures for the previous period have been restated to align with the new segment reporting structure.

While the "Collect" segment is what is now proposed to be called Suptech, the Create segment has been divided into Regtech and Taxtech. The Consume segment is now the Datatech segment of the company.

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Note 27: Transactions with Related Party

Related Party Disclosures in accordance with Ind AS 24 - "Related Party Disclosures" are given below.

#### Names of related parties and related party relationship

##### a. Subsidiary Companies

1. IRIS Business Services, LLC
2. IRIS Business Services (Asia) Pte. Ltd.
3. Atanou S.r.l.
4. IRIS Logix Solutions Private Limited
5. IRIS Regtech Sdn. Bhd. (Incorporation Date 25-06-2024)

##### b. Key Managerial Personnel (KMP)

1. Deepta Rangarajan, Whole Time Director
2. K. Balachandran, Whole Time Director and Chief Financial Officer
3. P.K.X Thomas, Whole Time Director
4. Late Mr. S Swaminathan; Served as CEO until his demise on 26-03-2025

##### c. Relatives of Key Managerial Personnel (KMP)

1. Deepta Rangarajan, Spouse of Late Mr S. Swaminathan
2. Rajlaxmi Nambiar, Spouse of Mr K. Balachandran
3. Sharanya Balachandran, Daughter of Mr K. Balachandran
4. Shyama Balachandran, Daughter of Mr K. Balachandran
5. Vijayalakshmi Nambiar, Mother of Mr K. Balachandran
6. Minimol Thomas, Spouse of Mr P.K.X Thomas
7. Tinu Teresa Thomas, Daughter of Mr P.K.X Thomas
8. Anu Ann Thomas, Daughter of Mr P.K.X Thomas

##### d. Enterprises over which the above persons exercise significant influence/ control and with which the Company has transactions during the Year / Outstanding amount as at the reporting date

1. FinX Solutions (UAE)
2. IRIS Knowledge Foundation

##### e. Independent Directors

1. Bhaswar Mukherjee, Non-Executive Independent Director
2. Vinod Balmukand Agarwala, Non-Executive Independent Director
3. Ashok Venkatramani, Non-Executive Independent Director
4. Haseeb A Drabu, Non-Executive Independent Director

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 27: Transactions with Related Party

### f. Transactions with Related parties

(Amount in Thousands - ₹)

Particulars	Relationship with Related Party	Nature of Transactions	Transactions during the year ended		Outstanding balances	
			March 31, 2025	March 31, 2024	As at March 31, 2025	As at March 31, 2024
Services rendered						
IRIS Business Services (Asia) Pte. Ltd.	Subsidiary	Sales of Services	12,696	10,353	12,696	10,353
IRIS Business Services, LLC	Subsidiary	Sales of Services	33,630	33,772	33,630	33,772
FinX Solutions (UAE)	An entity in which one of the Promoter Director is the managing partner	Sales of Services	675	2,599	5,137	4,462
IRIS Logix Solutions Private Limited	Subsidiary	Sales of Services	3,010	2,967	729	633
IRIS Regtech Sdn. Bhd.	Subsidiary	Sales of Services	13,389	-	13,389	-
IRIS Knowledge Foundation	Promoter Directors are common Directors	Sales of Services	-	-	1,211	1,211
					-	-
Services availed						
IRIS Business Services, LLC	Subsidiary	Services Rendered	-	-	-	-
IRIS Business Services (Asia) Pte. Ltd.	Subsidiary	Services Rendered	-	-	-	1,103
IRIS Regtech Sdn. Bhd.	Subsidiary	Services Rendered	-	-	-	-
Investments						
Atanou S.r.l.	Subsidiary	Investment	-	-	1,525	1,525
IRIS Business Services, LLC	Subsidiary	Investment	-	-	14,540	14,540
IRIS Business Services (Asia) Pte. Ltd.	Subsidiary	Investment	-	-	11,195	11,195
IRIS Logix Solutions Private Limited	Subsidiary	Investment	-	-	760	760
IRIS Regtech Sdn. Bhd.	Subsidiary	Investment	2,000	-	2,000	-

The terms and conditions & the settlement pertaining to the outstanding balances is as per the company policy and in ordinary course of business. No guarantees have been given or received for such outstanding balances.

(Amount in Thousands - ₹)

Compensation to KMPs of the Company	Transactions during the year ended		Outstanding balances	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Short-term employee benefits*	33,316	27,909	503	1,406
Post-employment benefits #	-	-	-	-
Other long-term benefits	-	-	-	-
Termination benefits	-	-	-	-
Share-based payment	-	1,342	-	-
<b>Total</b>	<b>33,316</b>	<b>29,251</b>	<b>503</b>	<b>1,406</b>

\* includes sitting fees and reimbursement of expenses

# The aforesaid amounts exclude gratuity provision as it is determined on actuarial basis for the Company as a whole

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Compensation to Relative/s of KMP/s of the Company	Transactions during the year ended		Outstanding balances	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Short-term employee benefits*	1,908	880	-	77
Post-employment benefits #	-	-	-	-
Other long-term benefits	-	-	-	-
Termination benefits	-	-	-	-
Share-based payment	-	-	-	-
<b>Total</b>	<b>1,908</b>	<b>880</b>	<b>-</b>	<b>77</b>

The Company 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.

## Note 28: Financial Instruments - Disclosure, Accounting classifications and fair value measurements:

The fair values of financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value of cash & cash equivalents, trade and other short term receivables, trade payables, borrowings and other financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments.

### A. Classification of Financial Instruments by category

#### As at March 31, 2025

(Amount in Thousands - ₹)

Sr. No	Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying amount	Fair value
<b>Financial Assets</b>						
1	Loans	358	-	-	358	358
2	Investments (in Subsidiaries)	28,100	-	-	28,100	28,100
3	Investments (in Mutual Fund)	-	2,11,086	-	2,11,086	2,11,086
4	Trade Receivables	2,86,964	-	-	2,86,964	2,86,964
5	Cash and Cash equivalent	2,18,195	-	-	2,18,195	2,18,195
6	Other Financial assets	1,69,515	-	-	1,69,515	1,69,515
<b>Financial liabilities</b>						
1	Borrowings	34,465	-	-	34,465	34,465
2	Lease liabilities	8,583	-	-	8,583	8,583
3	Trade Payables	28,369	-	-	28,369	28,369
4	Other financial liabilities	1,47,723	-	1,141	1,48,864	1,48,864

#### As at March 31, 2024

(Amount in Thousands - ₹)

Sr. No	Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying amount	Fair value
<b>Financial Assets</b>						
1	Loans	469	-	-	469	469
2	Investments (in Subsidiaries)	26,100	-	-	26,100	26,100
3	Trade Receivables	2,09,722	-	-	2,09,722	2,09,722
4	Cash and Cash equivalent	64,762	-	-	64,762	64,762
5	Other Financial assets	1,50,591	-	207	1,50,798	1,50,798
<b>Financial liabilities</b>						
1	Borrowings	54,347	-	-	54,347	54,347
2	Lease liabilities	10,307	-	-	10,307	10,307
3	Trade Payables	23,669	-	-	23,669	23,669
4	Other financial liabilities	68,368	-	-	68,368	68,368



# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Fair Value Hierarchy:

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments based on the input that is significant to the fair value measurement as a whole:

**Level 1:** This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all Equity Shares which are traded on the stock exchanges, is valued using the closing price at the reporting date.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example - traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing Net Asset Value. Investments in Debentures or Bonds are valued on the basis of dealer's quotation based on fixed income and money market association (FIMMDA). If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The details of financial instruments that are measured at fair value on recurring basis as at March 31, 2025 are given below:

(Amount in Thousands - ₹)

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Measured through FVTOCI	-	-	-	-
Measured through FVTPL	-	2,11,086	-	2,11,086
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
- Borrowings	-	-	34,465	34,465
Measured through FVTOCI				
- Derivative Liabilities	-	1,141	-	1,141

The details of financial instruments that are measured at fair value on recurring basis as at March 31, 2024 are given below:

(Amount in Thousands - ₹)

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Measured through FVTOCI	207	-	-	207
Measured through FVTPL	-	-	-	-
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
- Borrowings	-	-	54,347	54,347
Measured through FVTOCI				
- Derivative Liabilities	-	-	-	-

The management assessed that cash and bank balances, trade receivables, loans, trade payables, borrowings (cash credits, working capital loans) and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. During the reporting year ending March 31, 2025 and March 31, 2024, there was no transfer between level 1 and level 2 fair value measurement.

## Key Inputs for Level 1 & 2 Fair valuation Technique:

- Derivative Liabilities and Asset (Level 2):
  - The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of respective currencies

## Description of Significant Unobservable Inputs used for Financial Instruments (Level 3)

The following table shows the valuation techniques used for financial instruments:

Other Financial Liabilities (Non-current)	Discounted cash flow method using risk adjusted discount rate
---	---

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Note 29: Financial risk management objectives

The Company's principal financial liabilities, other than derivatives, comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets, other than derivatives, include trade and other receivables, investments and cash and cash equivalents that arise directly from its operations. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and thus established a risk management policy to identify and analyse the risks faced by the Company. The risk management systems are reviewed periodically. The Audit Committee of the Board, oversees the compliance with the policy.

The Company's activities expose it to market risk, liquidity risk and credit risk.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, foreign currency receivables, payables and borrowings.

The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company. The Company uses derivative financial instruments, to hedge foreign currency risk exposure. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

The sources of risks which the Company is exposed to and their management are given below:

Risks	Exposure arising from	Measurement	Management
<b>Market Risk:</b>			
- Foreign Exchange Risk	Committed commercial transactions, Financial Assets and Liabilities not denominated in ₹	Cash Flow Forecasting, Sensitivity Analysis	Forward foreign exchange contracts
- Interest Rate Risk	Long-Term Borrowings at variable rates	Sensitivity Analysis, Interest rate Movements	
- Credit Risk	Trade Receivable, Derivative Financial Instruments	Ageing analysis, Credit Rating,	Credit limit and credit worthiness monitoring
- Liquidity Risk	Borrowings and Other Liabilities	Rolling Cash Flow Forecasts, Long range business forecast	Adequate unused credit lines and borrowing facilities, sufficient cash and marketable securities

Details relating to the risks are provided here below:

#### A. Foreign Exchange Risk:

Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's transactions denominated in a foreign currency including trade receivables and unbilled revenues, loans given to overseas subsidiaries, trade payables and bank balances. The Company's exposure to foreign currency risk with respect to material currencies as detailed below:

The Company regularly evaluates exchange rate exposure arising from foreign currency transactions. The Company follows the established risk management policies and standard operating procedures. When a derivative is entered into for the purpose of hedge, the Company negotiates the terms of those derivatives to match the terms of the foreign currency exposure.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

As at March 31, 2025

(Amount in Thousands - ₹)

Foreign Currency	Trade Receivable	Contract Assets	Bank	Loans given	Trade payables	Total
AED	221	-	-	-	-	221
EUR	738	125	-	-	-	863
GBP	70	4	-	-	-	74
JOD	71	-	-	-	-	71
MYR	383	1,539	-	-	-	1,922
OMR	24	2	-	-	-	26
SGD	18	200	-	-	(18)	200
USD	677	458	38	-	-	1,172
ZAR	12,475	-	5,277	-	(3,892)	13,860
SAR	574	86	-	-	-	660

As at March 31, 2024

(Amount in Thousands - ₹)

Foreign Currency	Trade Receivable	Contract Assets	Bank	Loans given	Trade payables	Total
AED	197	24	-	-	-	221
EUR	523	220	-	-	(10)	733
GBP	48	13	-	-	-	61
JOD	-	66	-	-	-	66
MYR	801	322	-	-	-	1,123
OMR	-	-	-	-	-	-
SGD	-	168	-	-	(18)	150
USD	302	932	-	-	(14)	1,220
ZAR	13,000	-	4,917	-	(2,030)	15,887
SAR	140	565	-	-	-	705

## (i) Foreign Currency Sensitivity:

The sensitivities are based on financial assets and liabilities held at March 31, 2025 that are not denominated in Indian Rupees. The sensitivities do not take into account the Company's sales and costs and the results of the sensitivities could change due to other factors such as changes in the value of financial assets and liabilities as a result of non-foreign exchange influenced factors.

Sensitivity analysis between Indian Rupee and the foreign currencies specified above for an increase of / decrease by ₹1.

(Amount in Thousands - ₹)

Foreign currency	As at March 31, 2025		As at March 31, 2024	
	Increase	Decrease	Increase	Decrease
AED	221	(221)	221	(221)
EUR	863	(863)	733	(733)
GBP	74	(74)	61	(61)
JOD	71	(71)	66	(66)
MYR	1,922	(1,922)	1,123	(1,123)
OMR	26	(26)	-	-
SGD	200	(200)	150	(150)
USD	1,172	(1,172)	1,220	(1,220)
ZAR	13,860	(13,860)	15,887	(15,887)
SAR	660	(660)	705	(705)

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## B. Interest rate risk:

The Company has borrowed debt at variable rates to finance its operations, which exposes it to interest rate risk. The Company's interest rate risk management planning includes achieving the lowest possible cost of debt financing, while managing volatility of interest rates, applying a prudent mix of fixed and floating debt, either directly or through the use of derivative financial instruments affecting a shift in interest rate exposures between fixed and floating.

### Interest rate risk exposure on the average borrowing for the year:

(Amount in Thousands - ₹)

Change in Defined Benefit Obligation during the Period	As at March 31, 2025	As at March 31, 2024
Fixed rate borrowing	-	-
Variable rate borrowing	34,465	54,347

1% change in interest rate on variable rate borrowing would impact the interest cost for FY 2024-25 by ₹ 345 thousands (FY 2023-24 by ₹ 543 thousands).

## C. Credit risk

Credit risk arises when a customer or counterparty does not meet its contractual obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/investing activities, including treasury operations. Customer credit risk is managed by Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables and unbilled revenues are regularly monitored and the Company creates a provision based on expected credit loss model. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

### i) Trade Receivables: Ageing & Movement

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk

(Amount in Thousands - ₹)

ii) Movement of Doubtful debts	As at March 31, 2025	As at March 31, 2024
Opening provision	3,595	2,735
Add: Provided during the year	10,381	1,578
Less: Utilised during the year	-	-
Less: Written back during the year	(559)	(718)
<b>Closing Provision</b>	<b>13,417</b>	<b>3,595</b>

The details in respect of percentage of revenues generated from the top customer and the top 10 customers are as follows:

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue from top customer	4,00,491	2,66,866
Revenue from top 10 customers	6,22,014	4,93,006

### iii) Derivative Instruments, Cash and Cash Equivalents and Bank Deposits:

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies. Credit Risk on Derivative Instruments is generally low as the Company enters into the Derivative Contracts with the reputed Banks.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high ratings, assigned by international and domestic credit rating agencies. Ratings are monitored periodically and the Company has considered the latest available credit ratings as at the date of approval of these financial statements.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## D. Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for managing liquidity, funding as well as settlement. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts and long range business forecasts on the basis of expected cash flows.

The table below provides details of financial liabilities at the reporting date based on contractual undiscounted payments. The Company has access to the following undrawn borrowing facilities:

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Expiring in one year	Expiring beyond one year	Expiring in one year	Expiring beyond one year
Undrawn Borrowing facility	61,987	-	63,153	-
Lease Liabilities	2,020	6,563	1,724	8,583
Trade Payables	28,369	-	23,669	-
Derivatives	1,141	-	-	-

## E. Capital Management

The Company's objectives when managing capital are to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital. For the purpose of the Company's capital management, capital means the Total Equity as per the Balance Sheet.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by the total equity.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings	34,465	54,347
Less: Cash and cash equivalents*	2,18,195	64,762
Net Debt (A)	(183,730)	(10,415)
Equity Share Capital	2,05,381	1,93,612
Other Equity	5,70,795	2,40,909
Total Equity (B)	7,76,176	4,34,521
Net Debt / Equity (A / B)	-24%	-2%

\* Cash and cash equivalents does not include earmarked balances.

In addition, the Company has financial covenants relating to the borrowing facilities that it has taken from the lenders like interest coverage service ratio, Debt to EBITDA, Outside liabilities to Net Worth etc. which is maintained by the Company

## Note 30: Financial performance indicators - Analytical Ratios

In accordance with Notification dated March 24, 2021, the Central Government in its Amendment to Schedule III to Companies Act 2013 stated that the Company shall disclose the following ratios which shall indicate the financial performance of the Company. Company is required to give details of significant changes (change of 25% or more as compared to the previous financial year) in sector-specific key financial ratios, as well as any changes in return on net worth.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

Sr. No.	Particulars	Numerator	Denominator	Unit	March 31, 2025	March 31, 2024
1	Current Ratio	Current Assets	Current Liabilities	In times	2.57	2.20
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	In times	0.04	0.13
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	In times	52.10	19.92
4	Trade Receivables Turnover Ratio	Revenue	Average Trade Receivable	In times	4.81	4.35
5	Trade Payables Turnover Ratio	Purchases of services and other expenses	Average Trade Payables	In times	16.06	19.53
6	Net Capital Turnover Ratio	Revenue	Current Assets - Current Liabilities	In times	2.01	3.14
7	Net profit ratio	Net Profit	Revenue	In percentage	10.46%	8.56%
8	Return on Capital Employed	Earning before interest and taxes	Net worth + deferred tax liabilities + Lease Liabilities	In percentage	22.63%	21.88%
9	Return on Equity	Net Profits after taxes	Net worth	In percentage	16.11%	19.08%

- Note:
- Disclosure of Inventory Turnover Ratio is not applicable as the Company does not hold any Inventory.
  - Disclosure of Return on Investment is not applicable as the Investments reported under note 5 pertains to Investment made in subsidiaries only.

Detailed explanation for significant changes in sector-specific key financial ratios and changes in Return on Net Worth:

(Amount in Thousands - ₹)

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Debt Service Coverage Ratio	204,520	3,926	52.10	19.92	162%	Due to increase in Earning before interest, Depreciation and tax
Debt-Equity Ratio	34,465	776,176	0.04	0.13	-64%	Due to decrease in borrowing and increase in equity capital.
Net Capital Turnover Ratio	11,95,549	593,677	2.01	3.14	-36%	Due to decrease in working capital

## Note 31: Hedge Accounting

As part of its risk management strategy, the company endeavors to hedge its net foreign currency exposure of highly forecasted sale transactions for the next 10 to 12 months in advance. The company uses forward contracts to hedge its currency exposure. Such contracts are designated as cash flow hedges. The forward contracts are generally denominated in the same currency in which the sales realization is likely to take place.

For derivative contracts designated as hedge, the Company documents, at inception, the economic relationship between the hedging instrument and the hedged item, the hedge ratio, the risk management objective for undertaking the hedge and the methods used to assess the hedge effectiveness. Financial contracts designated as hedges are accounted for in accordance with the requirements of Ind AS 109 depending upon the type of hedge.

The Company applies cash flow hedge accounting to hedge the variability in the future cash flows attributable to foreign exchange risk. Hedge effectiveness is ascertained at the time of inception of the hedge and periodically thereafter. The Company assesses hedge effectiveness both on prospective and retrospective basis. The prospective hedge effectiveness test is a forward looking evaluation of whether or not the changes in the fair value or cash flows of the hedging position are expected to be highly effective on offsetting the changes in the fair value or cash flows of the hedged position over the term of the relationship. On the other hand, the retrospective hedge effectiveness test is a backward-looking evaluation of whether the changes in the fair value or cash flows of the hedging position have been highly effective in offsetting changes in the fair value or cash flows of the hedged position since the date of designation of the hedge.



# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

Hedge effectiveness is assessed through the application of critical terms match method. Any ineffectiveness in a hedging relationship is accounted for in the statement of profit and loss.

Type of risk / hedge position	Hedged item	Description of hedging strategy	Hedging instrument	Description of hedging instrument	Type of hedging relationship
Forward contract	Foreign currency risk of highly probable forecast transactions using forward contracts	Mitigate the impact of fluctuations in foreign exchange rates	Currency forward	Company enters into a forward derivative contract to hedge the foreign currency risk of highly probable forecast transactions using forward contracts. These are customized contracts transacted in the over-the-counter market.	Cash flow hedge

The tables below provide details of the derivatives that have been designated as cash flow hedges for the periods presented:

### As at March 31, 2025

Particulars	Notional principal amounts	Derivative Financial Instruments - Assets	Derivative Financial Instruments - Liability	Maturity	Average booking price/rate
Foreign exchange forward contracts	3,23,593 EURO 1,00,000 GBP 3,95,255 USD 1,60,00,000 ZAR	-	1,141 (₹ in Thousands)	FY 2025-26	1 EURO = 93.19 1 GBP = 111.32 1 USD = 86.07 1 ZAR = 4.67

The following table provides a reconciliation by risk category of the components of equity and analysis of OCI items resulting from hedge accounting :

Particulars	(Amount in Thousands - ₹)	
	Year ended March 31, 2025	Year ended March 31, 2024
Balance at the beginning of year	(727)	(2,889)
Gain/(loss) recognised in Other Comprehensive Income during the year	(656)	2,577
Amount reclassified to profit/loss during the year	(422)	(415)
Tax impact on the above	-	-
Balance at the end of year	(1,805)	(727)

The Company offsets a financial asset and a financial liability when it currently has a legally enforceable right to set off the recognized amounts and the Company intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The quantitative information about offsetting of derivative financial assets and derivative financial liabilities is as follows

Particulars	As at March 31, 2025		As at March 31, 2024	
	Derivative Financial asset	Derivative Financial liability	Derivative Financial asset	Derivative Financial liability
Net amount presented in Balance Sheet	-	1,141	207	-

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Note 32: Employee Stock Option Scheme

The Company provides share-based payment schemes to its employees in order to reward the employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company with an intent to attract and retain talent in the organisation. The company currently has two ESOP schemes, the relevant details of which are as follows:

#### IRIS Business Services Limited – Employee Stock Option 2017 Scheme

On September 11, 2017, the Board of Directors approved the “IRIS Business Services Limited – Employee Stock Option Scheme 2017” (“Scheme”). The aforesaid Scheme was duly approved by shareholders in its Extra-Ordinary General Meeting held on September 13, 2017. The shareholders of the Company approved the ratification of the Scheme and extension of the benefits of the Scheme to the employees of Subsidiary Company(ies) by Special Resolutions through Postal Ballot on March 29, 2019. The Nomination and Remuneration committee of the Board has granted options under the said Scheme to certain category of employees as per criteria laid down by Nomination and Remuneration committee of the Board.

##### Key terms of the scheme:

Date of Shareholder's Approval	September 13, 2017
Total Number of Options approved	700,000
Vesting Schedule	Option shall vest not earlier than 1 (One) year and not later than maximum Vesting Period of 4 (Four) years from the date of grant
Maximum term of Options granted	9 Years
Method of Settlement	Shares
Source of shares	Primary-Fresh equity allotment by the company

#### IRIS Business Services Limited – Employee Stock Option 2023 Scheme

On December 01, 2023, the Board of Directors approved the “IRIS Business Services Limited – Employee Stock Option Scheme 2023”. The aforesaid Scheme was duly approved by shareholders in its Extra-Ordinary General Meeting held on February 16, 2024. The Nomination and Remuneration committee of the Board has granted options under the said Scheme to certain category of employees as per criteria laid down by Nomination and Remuneration committee of the Board.

##### Key terms of the scheme:

Date of Shareholder's Approval	February 16, 2024
Total Number of Options approved	975,000
Vesting Schedule	Option shall vest not earlier than 1 (One) year and not later than maximum Vesting Period of 4 (Four) years from the date of grant
Maximum term of Options granted	All the Options granted on any date shall vest not later than the maximum period of 4 (Four) years from the date of grant. Further, Exercise period would commence from the date of vesting and will expire on completion of 5 (Five) years from the date of respective vesting.
Method of Settlement	Shares
Source of shares	Primary-Fresh equity allotment by the company

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

A summary of the activity in the Company's ESOP Scheme ("IRIS Business Services Limited – Employee Stock Option Scheme 2017 and 2023") is as follows:

Particulars	Year Ended March 2025		Year Ended March 2024	
	Shares arising out of options	Weighted average exercise price (₹)	Shares arising out of options	Weighted average exercise price (₹)
<b>ESOP 2017 Scheme</b>				
Outstanding at the beginning of the year	2,14,000	42.18	2,14,000	42.18
Options Granted during the year*	8,000	32.00	-	-
Options exercised during the year	90,000	46.51	-	-
Options Forfeited during the year	4,000	32.00	-	-
No. of Options Outstanding at the end of the year	1,28,000	38.80	2,14,000	42.18
No. of Options exercisable at the end of the year	1,20,000	39.25	2,14,000	42.18
<b>ESOP 2023 Scheme</b>				
Outstanding at the beginning of the year	-	-	-	-
Options Granted during the year*	2,38,000	171.29	-	-
Options exercised during the year	-	-	-	-
Options Forfeited during the year	-	-	-	-
No. of Options Outstanding at the end of the year	2,38,000	171.29	-	-
No. of Options exercisable at the end of the year	-	-	-	-

### Fair value determination method

The Black-Scholes model requires consideration of certain variables such as implied volatility, risk free rate of interest, expected dividend yield, expected life of option, market price of the underlying stock and exercise price for the calculation of Fair Value of the option. Variability of these parameters could significantly affect the estimated Fair value of the option.

Particulars	Year ended March 31, 2025					Year ended March 31, 2024
	ESOP 2023 Scheme	ESOP 2023 Scheme	ESOP 2023 Scheme	ESOP 2017 Scheme	ESOP 2017 Scheme	ESOP 2017 Scheme
Grant Date	January 31, 2025	October 28, 2024	August 14, 2024	January 31, 2025	November 11, 2022	November 11, 2022
Risk Free interest rate	6.61% to 6.67%	6.74% to 6.82%	6.80% to 6.85%	6.61%	6.61% to 7.24%	6.61% to 7.24%
Expected Life (in Years)	3.5 Years to 5.5 Years	3.5 Years to 5.5 Years	3.5 Years to 5.5 Years	3.5 Years	3.5 Years to 6.5 Years	3.5 Years to 6.5 Years
Expected Volatility	62.27%	64.98%	66.78%	53.95%	74.81%	74.81%
Dividend Yield	0%	0%	0%	0%	0%	0%
Stock price* (amount in ₹)	450	332.75	246.1	450	75.55	75.55
Exercise price (amount in ₹)	184	184	134.85 & 127.45 & 181.85	32	32 & 75.55	32 & 75.55
Weighted Average remaining Contractual life	1.96	1.87	1.82	1.93	-	2.96
Fair Value as on Grant date	319.83 & 337.74 & 354.51	231.53	173.86 & 176.69 & 157.84	424.67	57.09 & 43.55	57.09 & 43.55 & 7.92

\* The stock price of the Company is the listing market price of the Company's equity share on Stock Exchanges on the date of grant.

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behavior of the employee who receives the ESOP.

# Notes forming part of the Standalone Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 33: Contingent Liabilities and Commitments:

### a) Contingent Liabilities, Commitments

(Amount in Thousands - ₹)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
1	Claims against the company not acknowledged as debts		
	Disputed EPFO Demand Relating to May-2005 to May-2007 and pending before Honorable High Court of Bombay	174	174
2	BSE Late filing penalty	-	12

The above amount of contingencies does not include applicable interest, if any. Cash outflows for the above are determinable only on receipt of judgements pending at various forums / authorities.

- b) Foreseeable Losses: The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the company has reviewed and ensured that adequate provision as required under any law / applicable accounting standards for material foreseeable losses on such long term contracts and financials assets has been made in the books of account.
- c) Pending Litigations: The Company has reviewed its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements.

## Note 34: Earnings Per Share

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Net Profit for the Year attributable to equity Shareholders	1,25,030	82,914
Weighted Average No. of Shares - Basic	19,895	19,361
Weighted Average No. of Shares - Diluted	20,252	19,491
EPS - Basic	6.28	4.28
EPS - Diluted	6.17	4.25
Nominal value of each Equity Share	10.00	10.00

Reconciliation of weighted average of number shares

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Basic weighted average number of shares	19,895	19,361
Add: adjustment on account of ESOP	357	130
Diluted weighted average number of shares	20,252	19,491

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Note 35: Additional Regulatory Information

Pursuant to the requirement stipulated under para (6)(L) to the General Instructions for Preparation of Balance Sheet under schedule III of Companies Act, 2013, the required additional regulatory information are disclosed as under:

- i) The company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- ii) The Company does not have any investment property.
- iii) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) during the current year or the preceeding year.
- iv) The company has not revalued its intangible assets during the current year or the preceeding year.
- v) There are no loans or advances in the nature of loans that are granted to promoters, Directors, Key Managerial Personnel and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- vi) There is no Capital Work in progress.
- vii) For disclosure pertaining to Intangible assets under development - Refer Note No.4b
- viii) No proceedings have been initiated on or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ix) The borrowings from banks or financial institutions reported under Refer Note No.13, are made on the basis of security of immovable property and current assets.
- x) The Company has not been declared a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or any other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- xi) The Company did not have any transactions with companies struck off under Companies Act, 2013.
- xii) There are no charges or satisfaction thereof yet to be registered with ROC beyond the statutory period - Refer note No.3b and Refer Note No. 13 for the details of charge created.
- xiii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, with respect to the extent of holding of the company in downstream companies - Refer Note No. 5.
- xiv) The Company has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.
- xv) During the year, 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.
- xvi) During the year, 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 to or on behalf of the Ultimate Beneficiaries.
- xvii) There is no income surrendered or disclosed as Income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- xviii) The Company has not traded or invested in Crypto currency or Virtual currency during the current or the previous financial year.
- xix) The Company has used an accounting software for maintaining its books of account 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. Also, there have been no instances of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

# Notes forming part of the Standalone Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

**Note 36:** The new Code on Social Security, 2020 has been enacted, which could impact the contributions by the Company towards Provident Fund, Gratuity and bonus. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. The Company will complete its evaluation and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules are published.

**Note 37:** 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, applicable 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.

**Note 38:** Corporate Social Responsibility Expenditure

The Company spent of ₹ 1,010 thousands (previous year Spent: ₹ NIL) towards various schemes of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013. The details are:

CSR amount spent or unspent for the Financial Year:	(Amount in Thousands - ₹)
Amount required to be spent by the company during the year	1,009
Amount approved by the Board	1,010
Amount of expenditure incurred on:	
(i) Construction/acquisition of any asset	Nil
(ii) On purposes other than (i) above	1,010
Shortfall at the end of the year	Nil
Total of previous years shortfall	Not Applicable
Reason for shortfall	Not Applicable
Nature of CSR activities	Promoting education (Education to the under privileged)
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard:	Not Applicable

**Note 39:** Previous year figures have been regrouped / rearranged, wherever necessary.

### The accompanying material accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W / W100621

For and on behalf of the Board of Directors of  
**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**

Whole Time Director & CFO

(DIN: 00080055)

**Deepta Rangarajan**

Whole Time Director

(DIN: 00404072)

**Soorej Kombaht**

Partner

ICAI Membership No: 164366

**Santoshkumar Sharma**

Company Secretary

(Membership No: ACS 35139)

Place: Navi Mumbai

Date: May 14, 2025

Place: Navi Mumbai

Date: May 14, 2025



# Independent Auditor's Report

To,  
The Members of,  
**IRIS Business Services Limited.**

## Report on the audit of the Consolidated Financial Statements

### Opinion

1. We have audited the accompanying Consolidated Financial Statements of IRIS Business Services Limited (the 'Holding Company' or the 'Parent' or the 'Company') and its subsidiaries (the Parent and its subsidiaries together referred to as the 'Group'), which comprise the Consolidated Balance Sheet as at March 31, 2025 and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of material accounting policy information and other explanatory information (the 'Consolidated Financial Statements').
2. In our opinion and to the best of our information and according to the explanations given to us the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the 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 Consolidated State of Affairs of the Group as at March 31, 2025, and its Consolidated Profit And Other Comprehensive Income, Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

### Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act

and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in the 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

### Emphasis of matter

4. We draw attention to Note No. 36 (b) to the Consolidated Financial Statements, which describes that the financial statement of a subsidiary, IRIS Business Services, LLC is prepared on going concern basis despite the liabilities of the subsidiary exceeds its total assets, having regards to business plans of that subsidiary and continued financial support from the Parent. Our opinion on the Consolidated Financial Statements is not modified in respect of this matter.

### Key audit matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
6. We have determined the matters described below to be the key audit matters to be communicated in our report on Consolidated Financial Statements of the Holding Company.

Key Audit Matter	How the matter was addressed in our audit
<b>Revenue from Long Term Contracts:</b>  Long Term Contracts with Customers include contracts with services components which include software development, maintenance, implementation, and licensing of software products. Certain contracts include rights to access to platforms offered by the group companies and support services.  The recognition and measurement of revenue from such contracts is complex and involves application of several key judgments and estimates such as identification of multiple performance obligations embedded in the contracts, determination and allocation of transaction price to each component of services or performance obligation and determination of expected cost of completion these contracts at each reporting date.  Also, such contracts require assessment of foreseeable losses and assessment of contract being onerous in nature.	Our audit tests include as under: <ul style="list-style-type: none"> <li>• Obtained an understanding of the systems, processes and controls implemented by the group companies for recording and computing revenue and the associated contract assets, unearned and deferred revenue balances.</li> <li>• Examination of Selective Contracts and performing our analysis of identification of performance obligation, criteria of satisfaction of performance obligation and determination the expected revenue to be recognized and reconciling with amount recognized in the books of accounts.</li> <li>• Assessment of expected cost of completion considered by the companies vide inquires to management of the group and examination of service details considered as component of expected cost. Analysis of assumption used and inquiring of expected variation or possible changes to expected cost of completion.</li> <li>• Examination of underlying details/records of cost incurred which includes tracing of determination of cost incurred at each project-wise.</li> <li>• Performing analytical procedure to identify any unusual deviation and inquiring rationale for such deviation.</li> </ul>

## Other information

7. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's annual report but does not include the Consolidated Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.
8. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
9. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done / audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact.
10. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations. .

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

11. The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements, that give a true and fair view of the Consolidated State of Affairs, Consolidated Profit and Other Comprehensive Income, Consolidated Changes in Equity and Consolidated Cash Flows of the Group 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 and other accounting principles generally accepted in India. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

12. In preparing the Consolidated Financial Statements, the respective Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
13. The respective Board of Directors of the entities included in the Group are responsible for overseeing the financial reporting process of the Group.

## Auditor's responsibilities for the audit of the Consolidated Financial Statements

14. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.
15. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - 15.1 Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - 15.2 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 the Consolidated Financial Statements and the operating effectiveness of such controls.
  - 15.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
  - 15.4 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 to continue

as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 15.5 Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 15.6 Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
16. We communicate with those charged with governance of the Holding Company, 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.
17. 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.
18. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other matters

- 19 We did not audit the financial statements of two Subsidiaries, whose Financial Statements reflect total assets of ₹ 51,868 thousands (before consolidation adjustments) as at March 31, 2025, total revenue of ₹ 45,582 thousands (before consolidation adjustments), total net profit of ₹ 1,156 thousands (before consolidation adjustments) for the year ended March 31, 2025,

total comprehensive income of ₹ 1,443 thousands (before consolidation adjustments) and net cash inflows of ₹ 23,922 thousand for the year ended March 31, 2025 as considered in the Consolidated Financial Statements. The financial statements of these entities have been audited by their respective independent auditors. The independent auditors' reports on financial statements of these entities have been furnished to us and our opinion on the Consolidated Financial Statement, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

20. The Subsidiaries referred to above are located outside India, whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its host country and which have been audited by other auditors under generally accepted auditing standards applicable in that country. The Holding Company's management has converted the financial statements of the Subsidiaries located outside India from accounting principles generally accepted in its host country 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 subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.
21. Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

22. As required by section 143(3) of the Act, based on our audit and on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
  - 22.1 We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
  - 22.2 In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - 22.3 The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flow dealt with by this Report are in agreement with the

relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

- 22.4 In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder.
- 22.5 On the basis of the written representations received from the directors of the Holding Company taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- 22.6 With respect to the adequacy of internal financial controls with reference to the Consolidated Financial Statements of the Holding Company covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
- 22.7 In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act.
23. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us, as noted in the 'Other Matters' paragraph:
- 23.1 The Consolidated Financial Statements disclose the impact of pending litigations as at March 31, 2025 on the consolidated financial position of the Group – Refer Note No.33c to the Consolidated Financial Statements.
- 23.2 Provision has been made in the Consolidated Financial Statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note No.33b to the Consolidated Financial Statements in respect of such items as it relates to the Group.
- 23.3 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company incorporated in India.
- 23.4 The management of the Holding Company have represented to us, to best of their knowledge and belief, that 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 Group to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other

persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- 23.5 The management of the Holding Company have represented to us, to best of their knowledge and belief, that no funds have been received by the Group, from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 23.6 Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation under paragraph '23.4' and '23.5' contains any material misstatement.
- 23.7 In our opinion and according to information and explanation given to us, the Holding Company has not declared or paid dividend during the year, accordingly compliance with section 123 of the Act by the Holding Company is not applicable.
- 23.8 Based on our examination which included test checks, the Holding Company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail facility (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit for the Holding Company, we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Holding Company, as per the statutory requirements for record retention.

24. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ('CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company, we report that there are no qualifications or adverse remarks in the CARO reports.

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

**Soorej Kombaht**

Partner

Place: Navi Mumbai

Date: 14 May 2025

ICAI Membership No.: 164366

UDIN: 25164366BMNUMZ3000

## **Annexure '[A]' to the Independent Auditors' report on the Consolidated Financial Statements of IRIS Business Services Limited for the year ended March 31, 2025**

**(Referred to in paragraph '[22.6]' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### **Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

#### **Opinion**

1. In conjunction with our audit of the Consolidated Financial Statements of IRIS Business Services Limited as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to the Consolidated Financial Statements of IRIS Business Services Limited ('the Holding Company' and its subsidiary companies, which are companies incorporated in India, as of that date.
2. In our opinion, the Holding Company, and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls were operating effectively as at March 31, 2025, based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

#### **Management's responsibility for Internal Financial Controls**

3. The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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**

4. Our responsibility is to express an opinion on the Holding Company, its subsidiaries, which are companies incorporated in India, internal financial controls with reference to the

Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA'), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those SAs and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Consolidated Financial Statements were established and maintained and if such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 Consolidated Financial Statements, whether due to fraud or error.
6. 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 with reference to the Consolidated Financial Statements.

#### **Meaning of Internal Financial controls with reference to the Consolidated Financial Statements**

7. A company's internal financial controls with reference to the Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Consolidated 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 with reference to the consolidated Financial Statements

8. Because of the inherent limitations of internal financial controls with reference to the Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Other matters

our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls system with reference to the Consolidated Financial Statements in so far as it relates to 1 subsidiary company, which is a company incorporated in India, is based on the corresponding reports of the auditors of such subsidiary incorporated in India.

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

**Soorej Kombaht**

Partner

Place: Navi Mumbai

Date: 14 May 2025

ICAI Membership No.: 164366

UDIN: 24164366BKGQCC1172





# Consolidated Balance Sheet

AS AT MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
<b>(I) ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3a	11,384	15,086
(b) Right-of-Use-Assets	3b	90,846	95,084
(c) Other Intangible Assets	4a	67,550	19,246
(d) Intangible Assets under Development	4b	38,490	29,363
(e) Financial Assets			
(i) Investments		-	-
(ii) Loans	9	-	-
(iii) Other Financial Assets	6	9,092	2,266
(f) Deferred Tax Assets (Net)	16	12,537	11,186
(g) Other Non Current Assets	10	-	-
<b>Total Non-Current Asset</b>		<b>2,29,899</b>	<b>1,72,231</b>
<b>(2) CURRENT ASSETS</b>			
(a) Financial Assets			
(i) Investments	5	2,11,086	-
(ii) Trade Receivables	7	2,95,554	2,23,164
(iii) Cash and Cash Equivalents	8	304,707	120,708
(iv) Bank Balances other than Cash and Cash Equivalents above	9	42,260	41,038
(v) Loans	10	358	469
(vi) Other Financial Assets	6	71,230	67,790
(b) Current Tax Assets (Net)		-	5,440
(c) Other Assets	11	98,622	1,38,200
<b>Total Current Asset</b>		<b>10,23,817</b>	<b>5,96,809</b>
<b>TOTAL ASSETS</b>		<b>12,53,716</b>	<b>7,69,040</b>
<b>(II) EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	12a	2,05,382	1,93,612
(b) Other Equity	12b	5,51,510	2,15,949
<b>Equity attributable to equity holders of the parent</b>		<b>7,56,892</b>	<b>409,561</b>
(a) Non-controlling interests		4,121	1,862
<b>Total</b>		<b>7,61,013</b>	<b>4,11,423</b>
<b>LIABILITIES</b>			
<b>(1) NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	13	-	-
(ii) Lease Liabilities	14	6,563	8,584
(iii) Other Financial Liabilities	18	-	-
(b) Provisions	15	65,331	60,688
(c) Deferred Tax Liabilities (Net)	16	-	-
(d) Other Non Current Liabilities	19	-	-
<b>Total Non-Current Liabilities</b>		<b>71,894</b>	<b>69,272</b>
<b>(2) CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	13	34,465	54,347
(ii) Lease Liabilities	14	2,020	1,723
(iii) Trade Payables	17		
(a) Total outstanding dues of micro and small enterprises		2,527	3,219
(b) Total outstanding dues of creditors other than micro and small enterprises		27,822	23,645
(iv) Other Financial Liabilities	18	1,51,777	71,580
(b) Other Current Liabilities	19	1,57,049	1,05,849
(c) Provisions	15	30,304	27,982
(d) Current Tax Liabilities (Net)		14,845	-
<b>Total Current Liabilities</b>		<b>4,20,809</b>	<b>2,88,345</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>12,53,716</b>	<b>7,69,040</b>

The accompanying material accounting policies and notes form an integral part of the consolidated financial statements

As per our report of even date attached

For KKC & Associates LLP

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

**Soorej Kombaht**

Partner  
ICAI Membership No: 164366

Place: Navi Mumbai  
Date: May 14, 2025

For and on behalf of the Board of Directors of

**IRIS Business Services Limited**  
(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**  
Whole Time Director & CFO  
(DIN: 00080055)

**Santoshkumar Sharma**  
Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

# Consolidated Statement of Profit and Loss FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
<b>(I) INCOME</b>			
(a) Revenue from Operations	20	12,59,678	10,22,966
(b) Other Income	21	25,388	6,593
<b>Total Income</b>		<b>12,85,066</b>	<b>10,29,559</b>
<b>(II) EXPENSES</b>			
(a) Employee Benefits Expense	22	6,20,800	5,12,959
(b) Finance Costs	23	7,893	11,492
(c) Depreciation and Amortisation Expense	24	21,995	45,219
(d) Other Expenses	25	4,48,870	3,57,770
<b>Total Expenses</b>		<b>10,99,558</b>	<b>9,27,440</b>
<b>(III) Profit before tax (I-II)</b>		<b>1,85,508</b>	<b>1,02,119</b>
<b>(IV) Tax Expense</b>			
- Current Tax		54,334	25,619
- Tax Expense for earlier year		-	30
- Deferred Tax		(1,344)	(11,413)
<b>(V) Profit for the year (III-IV)</b>		<b>1,32,518</b>	<b>87,883</b>
<b>(VI) Other Comprehensive Income</b>			
<b>(A) (i) Items that will not be reclassified to Profit or Loss (net of taxes)</b>			
(a) Remeasurements gain / (loss) on defined benefit obligations		(191)	(2,065)
(b) Equity Instruments at fair value through other comprehensive income			
<b>(B) (i) Items that will be reclassified to Profit and Loss (net of taxes)</b>			
(a) Fair Value Changes on Derivatives Designated as cash flow hedge		(656)	2,577
(b) Exchange differences on translation of financial statements of foreign operations		446	143
<b>(VII) Total Comprehensive Income for the year (V+VI)</b>		<b>1,32,117</b>	<b>88,538</b>
<b>Profit for the year attributable to:</b>			
<b>Equity holders of the parent</b>		1,30,264	86,935
<b>Non-controlling interests</b>		2,254	948
		<b>1,32,518</b>	<b>87,883</b>
<b>Other comprehensive income for the year attributable to:</b>			
<b>Equity holders of the parent</b>		(406)	654
<b>Non-controlling interests</b>		5	1
		<b>(401)</b>	<b>655</b>
<b>Total comprehensive income for the year attributable to:</b>			
<b>Equity holders of the parent</b>		1,29,858	87,589
<b>Non-controlling interests</b>		2,259	949
		<b>1,32,117</b>	<b>88,538</b>
<b>Earnings per equity share of face value of ₹ 10 each</b>			
Basic (₹)	33	6.55	4.49
Diluted (₹)	33	6.43	4.46

The accompanying material accounting policies and notes form an integral part of the consolidated financial statements

As per our report of even date attached

For **KKC & Associates LLP**

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

**Soorej Kombaht**

Partner  
ICAI Membership No: 164366

Place: Navi Mumbai  
Date: May 14, 2025

For and on behalf of the Board of Directors of

**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**

Whole Time Director & CFO  
(DIN: 00080055)

**Santoshkumar Sharma**

Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

**Deepta Rangarajan**

Whole Time Director  
(DIN: 00404072)

# Consolidated Statement of cash flows

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Notes	Year ended Mar 31, 2025	Year ended Mar 31, 2024
<b>A. Cash Flows from Operating Activities</b>			
Profit/(loss) for the year		1,32,518	87,883
<b>Adjustments for:</b>			
Depreciation and amortisation expense		21,995	45,219
Income Tax Expense		52,989	14,236
Loss / (profit) on sale / disposal of property, plant and equipment		(22)	(10)
Expense on Employee Stock Option Scheme		13,708	6,973
Bad debts written off		2,420	-
Allowance for doubtful trade receivables		9,775	6,939
Sundry Balance Written-Off		9	32
Sundry Creditors Balance W/back		-	(228)
Unrealised gain on Short term Investments		(5,335)	-
Realised gain on Short term Investments		(1,264)	-
Finance costs		7,893	11,492
Interest income (Note no. 21)		(8,723)	(4,012)
Effect of change in foreign currency translation reserve		446	143
<b>Operating profit / (loss) before working capital changes</b>		<b>2,26,409</b>	<b>1,68,667</b>
<b>Changes in operating assets and liabilities</b>			
(Increase) / decrease in trade receivables		(84,585)	18,258
(Increase) / decrease in loans		111	(341)
Increase / (decrease) in trade payables		3,485	15,463
(Increase) / decrease in other financial assets		(10,059)	(47,641)
(Increase) / decrease in other assets		38,910	15,737
Increase / (decrease) in provisions		7,317	10,607
Increase / (decrease) in other financial liabilities		79,055	(49,100)
Increase / (decrease) in other liabilities		51,200	(13,400)
<b>Cash inflow / (outflow) from operating activity</b>		<b>3,11,843</b>	<b>1,18,251</b>
Taxes paid (net)		(34,049)	(1,279)
<b>Net cash inflow / (outflow) from operating activities - Total (A)</b>		<b>2,77,794</b>	<b>1,16,972</b>
<b>B. Cash flows from investing activities</b>			
Acquisition of property, plant and equipment, intangibles and capital work in progress		(71,519)	(38,732)
Sale of property, plant and equipment and capital work in progress		22	10
Investment in short term mutual fund		(2,05,751)	-
Realised gain on Short term Investments		1,264	-
Bank deposits with original maturity of more than 3 months		(1,222)	(11,078)
Interest received		8,723	3,449
<b>Net cash inflow / (outflow) from investing activities - Total (B)</b>		<b>(2,68,483)</b>	<b>(46,351)</b>

# Consolidated Statement of cash flows

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>C. Cash flows from financing activities</b>		
Proceeds from issuance of equity share capital	11,769	-
Proceeds from issuance of equity share capital to Minority Shareholders	-	-
Securities premium received on issue of shares	1,92,417	-
Repayment of Lease Liabilities	(2,583)	(1,996)
(Repayment) / proceeds from short term borrowings (net)	(19,881)	(211)
Interest paid on bank loans and others	(7,034)	(10,347)
<b>Net cash inflow / (outflow) from financing activities - Total (C)</b>	<b>1,74,688</b>	<b>(12,554)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)</b>	<b>1,83,999</b>	<b>58,067</b>
<b>D. Cash and cash equivalents at the beginning of the year</b>	<b>120,708</b>	<b>62,641</b>
<b>E. Cash and cash equivalents at the end of the year</b>	<b>3,04,707</b>	<b>120,708</b>
<b>Components of cash and cash equivalents</b>	<b>Year ended March 31, 2025</b>	<b>Year ended March 31, 2024</b>
(1) Balances with banks		
a) in current accounts	1,87,482	53,239
b) in deposit accounts with original maturity of 3 months or less	1,17,203	67,449
(2) Cash on Hand	22	20
<b>Cash and cash equivalent as per balance sheet</b>	<b>3,04,707</b>	<b>1,20,708</b>

- a) The above Statement of Cash Flows has been prepared under the indirect method set out in Ind AS 7 - Statement of Cash Flows as specified in the Companies (Indian Accounting Standard), 2015.
- b) During the year, the Company has paid an amount of ₹ 1,010 Thousand (March 31, 2024: ₹ Nil) towards corporate social responsibility (CSR)
- c) Paragraph 50 of Ind AS 116 changes in lease liabilities is disclosed in Note 3b

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Reconciliation of Cash and cash equivalents at the end of the year</b>		
Cash and cash equivalents as per balance sheet	<b>3,04,707</b>	<b>1,20,708</b>
Cash and cash equivalents as per cash flow statement	<b>3,04,707</b>	<b>1,20,708</b>

## The accompanying significant accounting policies and notes form an integral part of the consolidated financial statements

As per our report of even date attached

For **KKC & Associates LLP**

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

For and on behalf of the Board of Directors of  
**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**  
Whole Time Director & CFO  
(DIN: 00080055)

**Deepta Rangarajan**  
Whole Time Director  
(DIN: 00404072)

**Soorej Kombaht**  
Partner  
ICAI Membership No: 164366

**Santoshkumar Sharma**  
Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

Place: Navi Mumbai  
Date: May 14, 2025

# Consolidated Statement of Changes in Equity

## A. Equity Share Capital (Refer Note 12a)

(Amount in Thousands - ₹)				
Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2025
1,93,612	-	-	11,769	2,05,380
Balance as at April 01, 2023	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the current year	Balance as at March 31, 2024
1,93,612	-	-	-	1,93,612

**B. Other Equity (Refer Note no. 12b)**

**(1) Current Reporting Period for the year ended March 31, 2025**

(1) Current Reporting Period for the year ended March 31, 2025										(Amount in Thousands - ₹)
Particulars	Securities Premium	Share based payment Reserve	General Reserve	Retained Earnings	Other Components of Equity			Total Other Equity Attributable to Parent	Non Controlling Interest	Total Other Equity
					Cash Flow Hedge	Others #	Foreign Currency Translation Reserve			
<b>Balance as at April 01, 2024</b>	1,24,936	11,344	475	1,01,455	(727)	(20,006)	(1,528)	215,949	1,862	2,17,811
Profit / (Loss) for the year	-	-	-	1,30,264	-	-	-	1,30,264	2,254	1,32,518
Other Comprehensive Income / (Loss) (net of tax)	-	-	-	-	(656)	(191)	441	(406)	5	(401)
Changes in NCI Ownership										
<b>Total Comprehensive Income / (Loss) for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,30,264</b>	<b>(656)</b>	<b>(191)</b>	<b>441</b>	<b>1,29,858</b>	<b>2,258</b>	<b>1,32,117</b>
Share-based payments	-	13,708	-	-	-	-	-	13,708	-	13,708
Add : Securities premium credited on share issue	1,97,149	-	-	-	-	-	-	1,97,149	-	1,97,149
Less: Transfer on exercise/ Cancellation of stock options	-	(4,732)	-	-	-	-	-	(4,732)	-	(4,732)
Less: Derecognition of financial assets	-	-	-	-	(422)	-	-	(422)	-	(422)
<b>Balance as at March 31, 2025</b>	<b>3,22,085</b>	<b>20,320</b>	<b>475</b>	<b>2,31,719</b>	<b>(1,805)</b>	<b>(20,197)</b>	<b>(1,087)</b>	<b>5,51,510</b>	<b>4,121</b>	<b>555,631</b>

# Others represent the measurement of defined benefit plan - Obligation

# Consolidated Statement of Changes in Equity FOR THE YEAR ENDED MARCH 31, 2025

## Previous Reporting Period for the year ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Securities Premium	Share based payment Reserve	General Reserve	Retained Earnings	Cash Flow Hedge	Other Components of Equity	Foreign Currency Translation Reserve	Total Other Equity Attributable to Parent	Non Controlling Interest	Total Other Equity
<b>Balance as at April 01, 2023</b>	1,24,936	4,371	475	14,520	(2,889)	(17,941)	(1,670)	121,802	913	1,22,715
Profit / (Loss) for the year	-	-	-	86,935	-	-	-	86,935	948	87,883
Other Comprehensive Income / (Loss) (net of tax)	-	-	-	-	2,577	(2,065)	142	654	1	655
Changes in NCI Ownership	-	-	-	-	-	-	-	-	-	-
<b>Total Comprehensive Income / (Loss) for the year</b>	-	-	-	<b>86,935</b>	<b>2,577</b>	<b>(2,065)</b>	<b>142</b>	<b>87,589</b>	<b>949</b>	<b>88,538</b>
Share-based payments	-	6,973	-	-	-	-	-	6,973	-	6,973
Add : Securities premium credited on share issue	-	-	-	-	-	-	-	-	-	-
Less: Transfer on exercise/ Cancellation of stock options	-	-	-	-	-	-	-	-	-	-
Less: Derecognition of financial assets	-	-	-	-	(415)	-	-	(415)	-	(415)
<b>Balance as at March 31, 2024</b>	<b>1,24,936</b>	<b>11,344</b>	<b>475</b>	<b>1,01,455</b>	<b>(727)</b>	<b>(20,006)</b>	<b>(1,528)</b>	<b>215,949</b>	<b>1,862</b>	<b>2,17,811</b>

# Others represent the measurement of defined benefit plan - Obligation

### The accompanying material accounting policies and notes form an integral part of the consolidated financial statements

As per our report of even date attached

#### For KKC & Associates LLP

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

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

**IRIS Business Services Limited**  
(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**  
Whole Time Director & CFO  
(DIN: 00080055)

**Santoshkumar Sharma**  
Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

**Deepti Rangarajan**  
Whole Time Director  
(DIN: 00404072)

**Soorej Kombaht**  
Partner  
ICAI Membership No: 164366

Place: Navi Mumbai  
Date: May 14, 2025



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### 1. Corporate Information:

IRIS Business Services Limited ("the Parent Company" or "the Company" or "IRIS") is a public limited company domiciled and incorporated in India under the provisions of erstwhile Companies Act, 1956 with its registered office at 3<sup>rd</sup> Floor, International Infotech Park, Tower 2, Vashi, Navi Mumbai, Maharashtra. The Equity shares of the Parent Company are

listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

The consolidated financial statements comprise financial statements of IRIS Business Services Limited, India and its subsidiaries (collectively, "the Group") as given below for the year ended March 31, 2025

Name of Subsidiary	Country	% of holding
IRIS Business Services LLC	USA	100.00
IRIS Business Services (Asia) Pte Ltd	Singapore	98.36
Atanou Srl	Italy	100.00
IRIS Logix Solutions Private Limited	India	51.00
IRIS Regtech Sdn. Bhd.	Malaysia	100.00

The Group primarily offers Regtech solutions to regulators and enterprises. Regulators include Central Banks, Business Registries, Capital Market Regulators and Stock Exchanges while regulated entities include Corporates, Banks, and Mutual Funds. The Company is one of the pioneers in providing an entire range of XBRL products and solutions to organizations across the globe. In addition, the Company also offers an array of tax technology solutions in the Indian market, addressing GST compliance requirements. The Company's XBRL based software and adjacent solutions for enterprise CFO office include SaaS based software products for authoring and assisted services related to converting structured and unstructured data into XBRL. The Company offers workflow based e-filing software solutions for Regulators, especially those in Capital Markets and Banking, including consulting and training services and taxonomy development.

paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity are prepared and presented in the format prescribed in the Schedule III to the Act. The Consolidated Statement of Cash Flows has been prepared and presented as per Ind AS 7 "Statement of Cash Flows".

### 2. Material Accounting Policies:

#### 2.1 Statement of Compliance and Basis of preparation and presentation of Consolidated Financial Statements

The Consolidated Financial Statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as amended, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and as per the requirements of Schedule III (Division II) of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

These Consolidated Financial Statements have been prepared and presented on the going concern basis and on historical cost basis on accrual basis except for certain financial instruments and defined benefits plans which are measured at Fair value or amortized 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

The Consolidated Financial Statements of the Group for the year ended March 31, 2025 were approved and adopted by Board of Directors in its meeting held on May 14, 2025.

#### Basis of Consolidation

IRIS consolidates entities which it owns or controls. The Consolidated Financial statements comprise the financial statements of the Company, its and subsidiaries. As per Ind AS 110, control exists when the

- parent has power over the entity,
- is exposed or has rights to variable returns from its involvement with the entity and
- has the ability to affect those returns by using its power over the entity.

Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affects the entity's returns. Subsidiaries are consolidated from the date control commences till the date control ceases.

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

The Consolidated Financial Statements has been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Parent's separate financial statements.

The financial statements of the Group Companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain/loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

Non-controlling interest in the net assets of consolidated subsidiaries consists of: a) the amount of equity attributable to the Non-controlling interest at the dates on which investment in a subsidiary is made; and b) the share of movements in equity of Non-controlling interest since the date the parent subsidiary relationship came into existence.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31, 2025.

### Translation to foreign currency

The functional currency of the Parent Company is Indian Rupee.

The functional currencies of the subsidiaries are their respective local currencies. Their accounts are converted from their local currency to Indian Rupees in the following manner:

All income and expense items are translated at the annual average rate of exchange applicable for the year. All monetary assets and liabilities are translated at the closing rate of exchanges on the Balance Sheet date. For all non-monetary assets and liabilities opening balances are brought forward from the last year Indian rupee value and addition, deletions and adjustments thereto during the financial year have been made using the average annual rate of exchange applicable for the year. The equity share capital is stated at the exchange rate at the date of investment. The exchange difference arising out of the year end translation is debited or credited to Foreign Currency Translation Reserve account and is being classified under Other Equity.

## 2.2 Use of estimates and judgment:

The preparation of the Consolidated Financial Statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation of uncertainty at the date of the Consolidated Financial Statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

## 2.3 Functional and Presentation Currency:

The Consolidated Financial Statements are presented in Indian Rupees which is the functional currency of the company, and all values are rounded to the nearest thousands except otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

## 2.4 Classification of Assets and Liabilities into Current/Non-Current:

All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013.

### Operating cycle

Based on the nature of products and the time lag between the development of the products, providing of services, and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months as its normal operating cycle for the purpose of classification of its Assets and Liabilities into Current and Non-Current.

## 2.5 Revenue Recognition:

The Group derives revenues from Software Products, Solutions & Services.

### i. Revenues from software products, in the form of:

- Software licensing
- Subscription of software as a service
- Application maintenance service

### ii. Revenue from Software services are mainly in the form of Implementation services/ Professional services

Revenue is recognized in the Consolidated Statement of Profit and Loss upon transfer of control of promised products or services to customers at transaction price i.e. an amount that reflects the consideration which the Group expects to receive in exchange for those services or products and excluding taxes or duties.

At contract inception, the Group assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Group applies judgment to determine whether each product or service promised to a customer is capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

and accounted as a single performance obligation. The Group allocates the contract value to separately identifiable performance obligations based on their relative stand-alone selling price (mostly as reflected in the contracts) or residual method. Standalone selling prices are determined based on sale prices for the components when it is regularly sold separately. In cases where the Group is unable to determine the stand-alone selling price, the Group uses expected cost plus margin approach in estimating the stand-alone selling price. For performance obligations where control is transferred over time, revenues are recognized by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised products or services to be provided. The method for recognizing revenues depends on the nature of the products sold / services rendered.

### A) Revenue from Software Products:

#### i. Software Licensing:

Software licensing revenues represent all fees earned from granting customers licenses to use the Group's software, through initial licensing and or through the purchase of additional modules. For software license arrangements that do not require significant modification or customization of the underlying software, revenue is recognized on delivery of the software and when the customer obtains a right to use such licenses.

#### ii. Subscription for Software as a Service:

Subscription fees for offering the hosted software as a service are recognized as revenue ratably on straight line basis, over the term of the subscription arrangement.

#### iii. Application Maintenance Services:

Fees for the application maintenance services, covering inter alia the support of the customized software, are recognized as revenue ratably on straight line basis, over the term of the support arrangement.

### B) Revenue from Software Services:

#### i. Product Support Services:

Fees for product support services, covering inter alia improvement and upgradation of the basic Software, whether sold separately (e.g., renewal period AMC, GST and subscription services) or as an element of a multiple-element arrangement, are recognized as revenue ratably on straight line basis, over the term of the support arrangement.

#### ii. Implementation / Professional Services:

Software Implementation / Professional Services contracts are either fixed price or time and material based. Revenues from fixed price contracts, where the performance obligations are satisfied over time, are recognized using the "percentage of completion"

method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. The performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Where the Software is required to be substantially customized as part of the implementation service, the entire fee for licensing and implementation services is considered to be a single performance obligation and the revenue is recognized using the percentage of completion method as the implementation services are performed. Revenues from implementation services in respect of hosting contracts are to be recognized as revenue ratably over the longer of the contract term or the estimated expected life of the customer relationship.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the Statement of Profit and Loss in the period in which such losses become probable based on the current contract estimates as a contract provision. In the case of time and material contracts, revenue is recognized based on billable time spent in the project, priced at the contractual rate. Any change in scope or price is considered as a contract modification. The Group accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively as a separate contract if the additional services are priced at the standalone selling price.

Non-refundable one-time upfront fees for enablement / application installation, consisting of standardization set-up, initiation or activation or user login creation services in the case of hosting contracts, are recognized once the customer obtains a right to access and use the Software.

### C) Contract assets, liabilities and financing arrangements:

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets primarily relate to unbilled amounts on implementation / professional services contracts and are classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones (which we refer to as unbilled services revenue). Unbilled revenues on software licensing are classified as a financial asset where the right to consideration is unconditional upon passage of time (which we refer to as unbilled licenses revenue).

A contract liability is an entity's obligation to transfer software products or software services to a customer

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

for which the entity has received consideration (or the amount is due) from the customer (which we refer to as unearned revenue). The Group assesses the timing of the transfer of software products or software services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Group does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist.

### 2.6 Other Income:

- i. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable

### 2.7 Employee Benefit expenses

#### a) Short term employee benefits:

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized as an expense at the undiscounted amount in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service on accrual basis.

#### b) Post-employment benefits:

##### 1. Defined Contribution Plan – Provident Fund

The defined contribution plan is post – employment benefit plan under which the Group contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund, Employee State Insurance Scheme, and Labour Welfare Fund. The Group's contribution to defined contribution plans are recognized in the Consolidated Statement of Profit and Loss in the period in which employee renders the related service.

##### 2. Defined Benefit Plan – Gratuity

The obligation in respect of defined benefit plans, which covers Gratuity Plan, is provided for on the basis of an actuarial valuation at the end of each financial year. The employees are covered under the Company Gratuity Scheme of the Life Insurance Corporation of India.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Consolidated Balance Sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings

and will not be reclassified to Consolidated Statement of Profit and Loss.

Defined benefit costs include service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements), net interest expense or income; and re-measurement. The service cost and net interest expense or income are presented in the Consolidated statement of Profit and Loss.

The liability for Gratuity is ascertained as at the end of the financial year, based on the actuarial valuation by an independent external actuary as at the reporting date using the "projected unit credit method"

The discounted rates used for determining the present value are based on the market yields on Government bonds as at the reporting date. Actuarial gains and losses are recognized in other comprehensive income, net of taxes, for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring cost or termination benefits. The Group recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

### 3. Other Long Term Employee Benefit Obligations:

The employees are eligible for leave as per leave policy of the Group. The un-utilised leave can be carried forward and utilised during the course of employment. No encashment is allowed of unutilised leave. The obligation for the leave encashment is recognised based on an independent actuarial valuation at the reporting date. The expense is recognised in the Consolidated statement of profit and loss at the present value of the amount payable determined based on actuarial valuation using "projected unit credit method".

The obligation is measured at the present value of estimated future cash flows.

The rate used to discount defined benefit obligation is determined by reference to market yields at the reporting date on Indian Government Bonds for the estimated term of obligations.

### 2.8 Share based payment arrangements:

Stock options granted to employees of the Company and its subsidiaries under the stock option schemes approved by the shareholders of the Company are accounted as per the treatment prescribed by the relevant Ind AS and as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

Equity-settled share-based payments to employees are measured by reference to the fair value of the equity instruments.

The fair value determined at the grant date of the equity-settled share-based payments, is charged to Consolidated Statement of Profit and Loss on the straight-line basis over the vesting period of the option, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. The employee stock option outstanding account is shown net of unamortised deferred employee compensation expenses.

The fair value of the option being stock option granted for purchase could be exchanged between knowledgeable, willing parties in an arm's length transaction is recognised as deferred employee compensation with a credit to share options outstanding account.

The fair value has been calculated using the Black Scholes Option Pricing model.

### 2.9 Property Plant and Equipment

The expenditure incurred for acquisition or development of Property, Plant & Equipment is recognised as asset if, and only if when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Property, Plant & Equipment are stated at cost less accumulated depreciation and accumulated impairment losses/allowances, if any.

The initial cost of Property, Plant & Equipment comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent costs are included in the Property, Plant & Equipment's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of item can be measured reliably. The carrying amount of any component accounted for as separate asset is recognized when replaced. All other repairs and maintenance are charged to the Consolidated Statement of Profit and Loss during the reporting period in which they are incurred.

The carrying amount of an item of Property, Plant & Equipment is derecognized upon disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the de-recognition of an item of Property, Plant & Equipment is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in Consolidated Statement of Profit and Loss.

If significant parts of an item of Property, Plant & Equipment have different useful lives, then they are accounted for as separate

items of Property, Plant & Equipment.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss

### Depreciation method, Estimated useful lives and residual value

Depreciation on Property, Plant & Equipment is the systematic allocation of the depreciable amount over its estimated useful lives and is provided on a straight-line basis from the date the same are available for use. Useful life of Property, Plant & Equipment is in accordance with the useful lives prescribed in Schedule II of the Companies Act, 2013 (as amended).

Pursuant to the adoption of Ind AS, the Group has not revised its estimate useful life of Property, Plant & Equipment and they continue to remain the same basis the table given below:

Assets type	Useful life (in Years)
Laptops and Desktops	3
Servers and network	6
Office equipment	5
Furniture	10

The accounting policy followed by IRIS Business Services (Asia) Pte. Ltd. regarding depreciation rates in respect following fixed assets is in accordance with the Singapore Companies Act, 1967 / in accordance with the applicable laws of the host country.

Asset Class	Rate followed by Subsidiary	Rate followed by the holding Company
Furniture and Fixtures	33 % p.a.	10% p.a.
Office Equipment	33 % p.a.	20% p.a.

Considering the value of fixed assets held by IRIS Business Services (Asia) Pte. Ltd. and the depreciation thereon, the Group is of the view that there are no material differences to the overall Consolidated Financial Statement due to this different depreciation policy followed by the subsidiary.

Depreciation on Property, Plant & Equipment acquired/disposed-off during the year is provided on pro-rata basis with reference to the date of acquisition/disposal

Items of Property, Plant & Equipment having cost of ₹ 5,000 or less are depreciated fully in the year of purchase/capitalisation.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate is accounted for on a prospective basis.



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Intangible Assets

Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to that asset will flow to the Group and the cost of the item can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Directly attributable costs, that are capitalised as part of the software development include employee costs and an appropriate portion of relevant overheads or expenses.

Expenditure incurred on development is capitalised if such expenditure leads to creation of any intangible asset, otherwise, such expenditure is charged to the Consolidated Statement of Profit and Loss.

### Intangible Assets under Development

Intangible assets under development are stated at cost less accumulated impairment losses, if any.

Expenses incurred on in-house development of courseware and products are shown as Intangible asset under development till the asset is ready to use. Their technical feasibility and ability to generate future economic benefits is established in accordance with the requirements of Ind AS 38, "Intangible Assets".

### Amortization

Amortization is recognised over their respective individual estimated useful lives on a straight-line basis, from the date they are available for use, as under:

Assets type	Useful life (in Years)
Software	5

The estimated useful life and amortization method is reviewed at the end of each reporting period, with the effect of any change in estimate being accounted for on a prospective basis.

### Software development costs

Research costs are expensed as incurred. Software development expenditures on product / platform are recognised as intangible assets when the Group can demonstrate:

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

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses, if any. Amortization of these assets begins from the year, following the year in which such development costs are incurred.

Amortization expense is recognised in the Consolidated Statement of Profit and

Loss unless such expenditure forms part of carrying value of another asset. Costs incurred in the development of the product, together with repository of new business components, upon completion of the development phase, have been classified and grouped as "Product software" under intangible assets. The costs which can be capitalized include direct labour, license costs and overhead costs that are directly attributable for the development of the intangible asset for its intended use.

### 2.10 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short term leases and leases of low- value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### As a Lessee

The Group's leased assets consist of leases for office buildings and computers. At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset.

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the right-of-use asset are tested for impairment whenever there is any indication that



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

their carrying amounts may not be recoverable. Impairment loss if any, is recognized in Consolidated Profit and Loss statement.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

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

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

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

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

### Short-term leases and leases of low-value assets:

The Group has elected not to recognise right-to-use assets and lease liabilities for short-term lease that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an operating expense as per the terms of the lease.

Lease liability and ROU asset have been separately presented in the Consolidated Balance Sheet and lease payments have been classified as financing cash flows.

## 211 Borrowing Costs:

Borrowing cost includes interest expense, amortisation of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency

borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, development or production of a qualifying asset are capitalized as part of cost of that asset, till such time the asset is ready for the intended use. All other borrowing costs are recognized as an expense in the period which are incurred and are charged to the Consolidated Statement of Profit & Loss.

The exchange differences arising from the foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs, are regrouped from foreign exchange differences to finance costs.

## 212 Derivative Contracts and Accounting:

The Group enters into forward contracts to hedge the foreign currency risk of firm commitments and highly probable forecast transactions. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Consolidated Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the Consolidated Statement of Profit and Loss depends on the nature of the hedging relationship and the nature of the hedged item. The Company does not hold financial instruments for speculative purpose.

### Hedge Accounting –

- The Group designates certain hedging instruments in respect of foreign currency risk as cash flow hedges. At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk
- The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognized immediately in the Consolidated Statement of Profit and Loss.
- Amounts previously recognized in other comprehensive income and accumulated in equity relating to effective portion are reclassified to the Consolidated Statement of Profit and Loss in the periods when the hedged item affects profit or loss. However, when the hedged forecast transaction results in the recognition of a nonfinancial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

measurement of the cost of the non-financial asset or non-financial liability.

- Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognized in other comprehensive income and accumulated in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in the Consolidated Statement of Profit and Loss.

### 2.13 Cash and cash equivalents:

Cash and cash equivalents in the Consolidated Balance Sheet comprises of cash at banks and on hand and short term deposits with an original maturity of three months or less, highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

### 2.14 Income Tax

Income tax comprises current and deferred tax. It is recognized in the Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognized directly in equity or in other comprehensive income.

#### i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date in each of the applicable jurisdictions. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

#### ii. Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Group's financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax liabilities are generally recognised for all taxable temporary differences. The Group recognises deferred tax assets only when it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

#### iii. Minimum Alternate Tax (MAT):

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised, it is credited to the Consolidated Statement of Profit and Loss and is considered as (MAT Credit Entitlement). The Group reviews the same at each reporting date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Group will pay normal Income Tax during the specified period. Minimum

Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Group for a specified period of time, hence, it is presented as Deferred Tax Asset.

### 2.15 GST Input Tax Credit

Goods and Service tax Input tax credit is accounted in the books in the period in which supply of goods or service received is accounted and when there is no uncertainty in availing/utilizing the credits. The Input tax Credit was claimed in respect of eligible expenses and shall be adjusted against the GST payable as per the provisions of the applicable GST Act. The unutilized input credit under the GST provisions as on

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

the reporting date was disclosed as other current asset in the Consolidated Balance Sheet.

### 2.16 Foreign Currency Transactions:

- Transactions denominated in foreign currencies are recognised at the exchange rates prevailing on the date of the transactions. As at reporting date, monetary assets and liabilities designated in foreign currency are translated at the closing exchange rate. Foreign currency non-monetary items measured at fair value on initial recognition are translated at the prevailing exchange rate as at the date of initial transactions. Foreign currency non-monetary items measured in terms of historical cost are not translated at the reporting date.
- Exchange difference arising on settlement or translation of foreign currency monetary items are recognized as income or expense in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets (tangible/intangible) under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and exchange differences on transactions entered into in order to hedge certain foreign currency risks. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.
- Foreign currency gain/loss are reported on a net basis

### 2.17 Provisions, Contingent Liabilities, Contingent Assets:

#### i. Provisions

A provision is recognized when the Group has a present obligation (Legal or Constructive) as a result of past event and 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.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date, unless the effect of time value of money is material. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence

of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Contingent assets are not recognized in the Consolidated financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Further, long term provisions are determined by discounting the expected future cash flow specific to the liability. The unwinding of the discount is recognized as a finance cost.

#### ii. Onerous Contracts:

A contract is considered as onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract.

#### iii. Contingent Liabilities and Assets:

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. The Group uses significant judgement to disclose contingent liabilities. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Claims against the Group where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

A contingent asset is disclosed, where an inflow of economic benefits is probable. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised

### 2.18 Earnings Per Share:

The Basic earnings per share is computed by dividing the net profit or loss (before other comprehensive income) for the year attributable to equity shareholders after deducting attributable taxes by the weighted average number of equity shares

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

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

Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year, as adjusted for the effects of potential dilution of equity shares, by the weighted average number of equity shares and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

### 2.19 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

#### i. Initial Recognition

Financial assets and financial liabilities are initially measured at fair value except for trade receivable that do not contain a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are adjusted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Consolidated Statement of Profit and Loss.

#### ii. Classification and Subsequent Measurement :

##### • Financial Assets -

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial assets

##### a. Amortised Cost

A financial asset shall be classified and measured at amortised cost (based on Effective Interest Rate method), if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash and bank balances, trade receivables, loans and other financial assets of the Group are covered under this category

##### b. Fair Value through Other Comprehensive Income

A financial asset shall be classified and measured at Fair Value Through Other Comprehensive Income, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

##### c. Fair Value through Profit or Loss

A financial asset shall be classified and measured at Fair Value Through Profit or Loss unless it is measured at amortised cost or at Fair Value Through Other Comprehensive Income.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### Equity Instruments:

Equity investments in Subsidiaries, Associates and Joint ventures are out of scope of Ind AS 109, "Financial Instruments" and hence, the Group has accounted for its investment in Subsidiaries.

### Impairment of non-financial assets (Property, Plant & Equipment/ Intangible assets)

At the end of each reporting period, the Group reviews the carrying amounts of non-financial assets to determine whether there is any indication that any assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Consolidated Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Consolidated Statement of Profit and Loss.

### Impairment of financial assets

Financial assets, other than those at Fair Value Through Profit or Loss, are assessed for indicators of impairment at the end of each reporting period.

The Group assesses on a forward-looking basis the expected credit losses associated with its assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies 'simplified approach' as specified under Ind AS 109, "Financial Instruments", which requires expected lifetime losses to be recognized from initial recognition of the receivables. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience and is adjusted for forward looking estimates.

No ECL has been applied on fixed deposits held with banks as there is no history of default. However, in case of any downgrade in the credit rating of the banks where fixed deposit is held, the Company would provide for ECL computed in an appropriate methodology.

### Derecognition of financial assets:

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a

transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset (other than specific equity instrument classified as Fair Value Through Other Comprehensive Income) in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Consolidated statement of profit or loss if such gain or loss would have otherwise been recognised in Consolidated statement of profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement and the part it no longer recognized on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in Consolidated statement of profit or loss if such gain or loss would have otherwise been recognized in Consolidated statement of profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

### Financial Liabilities and Equity Instruments: Classification as Debt or Equity:

Debt and equity instruments, issued by the Group, are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument prescribed under Indian Accounting Standards.

### Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

### Financial Liabilities:

Financial liabilities are classified, at initial recognition as fair value through profit or loss:

- Loans and borrowings,
- Payables, or
- as derivatives designated as hedging instruments in an effective hedge, as appropriate.



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, are recognised net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments

### Subsequent Measurement:

The measurement of financial liabilities depends on their classification, as described below

### Financial Liabilities at Fair Value Through Profit or Loss:

Financial liabilities at Fair Value Through Profit or Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value Through Profit or Loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 "Financial Instruments". Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Consolidated Statement of Profit and 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 "Financial Instruments" are satisfied.

### Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Consolidated Statement of Profit and Loss when the liabilities are de-recognised 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 Consolidated Statement of Profit and Loss.

### Derecognition of Financial Liabilities:

A financial liability is derecognized 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 between the carrying amount of the financial liability

derecognized and the consideration paid is recognized in the Consolidated Statement of Profit and Loss.

### Offsetting

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously and are not prohibited under any Ind AS or applicable law.

## 2.20 Segment Reporting:

Based on Management approach, as defined in Ind AS 108 "Operating Segments", the "Chief Operating Decision Maker" (CODM) evaluates the operating segments. Operating segments are reported in a manner consistent with the internal reporting provided to CODM. Operating Segments are identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Geographical segment is identified based on geography in which major products of the Group are sold or services are provided.

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Revenue and expenses have been identified to the segments based on their relationship to the operating activities of the segment. Unallocated Corporate Items include general corporate income and expenses which are not attributable to segments

## 2.21 Cash Dividend to Equity Holders of the Company :

The Group recognizes a liability to make cash distributions to equity holders of the Group when the distribution is authorized and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders and interim dividend is authorised when it is approved by the Board of Directors of the Company. A corresponding amount is recognised directly in equity.

## 2.22 Critical Accounting Judgements and Key Sources of Estimation Uncertainty:

The preparation of the Consolidated financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

period or in the period of the revision and future periods if the revision affects both current and future periods.

### Key estimates, assumptions and judgements

The key assumptions concerning the future and other major 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:

### Useful Life & Residual Value of Property, Plant and Equipment (PPE) and Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. Depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets

### Recognition & Measurement of Current taxes and Deferred Taxes

- i. Measurement of income taxes for the current period are done based on applicable tax laws and management's judgment by evaluating positions taken in tax returns, interpretations of relevant provisions of law, and based on the admissibility of various expense while determining the provisions for income tax.
- ii. Significant management judgment is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognized, based on the likely timing and the level of future taxable profits together with future tax planning strategies.

### Recognition and Measurement of Contingent liabilities

Management judgment is exercised for estimating the possible outflow of resources, if any, in respect of contingencies / claims / litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account

of changing facts and circumstances to reflect the current estimate.

### Impairment of financial assets

The impairment of financial assets including allowance for expected credit loss is done based on assumptions about risk of default and expected cash loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgment considering the past history, market conditions and forward-looking estimates at the end of each reporting date.

### Impairment of Investments in Subsidiaries / Associate

The Group assesses investments in subsidiaries for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Group estimates the recoverable amount of the investment in subsidiary. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Consolidated statement of profit and loss. The recoverable amount is based on management judgement considering realizable value, future cashflows, discount rates and the risks specific to the asset.

### Measurement of Defined Employee Benefit plans and other long term benefits

The cost of the defined benefit plan and other long term employee benefits, and the present value of such obligation are determined by the independent actuarial valuer. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rate are reasonable. Due to the complexities involved in the valuation and considering its long term nature, this obligation is highly sensitive to changes in these assumptions.

### Fair value measurement of financial instruments

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

### Share based payments

The Group initially measures the equity settled transactions with employees using fair value model. This requires determination of most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

inputs to the valuation model including volatility and dividend yield and making assumptions about them.

### Revenue recognition

The Group exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group applies the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts, which are performed over a period of time. The Group exercises judgment to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation. The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables. Judgment is also required to determine the transaction price for the contract. The Group uses judgment to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

### Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 "Leases". 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 term of a lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has lease contracts that include extension and termination options. The Group applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset). The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment or which requires estimation when no observable rates are available. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 3a : Property, Plant and Equipment

(Amount in Thousands - ₹)

Particulars	Owned Assets			Total
	Plant and Equipment (Computer Equipments)	Furniture and Fixtures	Office Equipment	
<b>Gross Carrying Value</b>				
<b>As at April 1, 2024</b>	52,558	3,483	5,718	61,759
Additions	4,702	-	564	5,266
Disposals / Adjustments	(150)	-	(254)	(404)
<b>As at March 31, 2025</b>	<b>57,110</b>	<b>3,483</b>	<b>6,028</b>	<b>66,621</b>
<b>Accumulated Depreciation</b>				
<b>As at April 1, 2024</b>	38,339	3,371	4,963	46,673
Depreciation for the year	8,542	112	281	8,935
Disposals	(117)	-	(254)	(371)
<b>As at March 31, 2025</b>	<b>46,764</b>	<b>3,483</b>	<b>4,990</b>	<b>55,237</b>
<b>Net Carrying Value As at March 31, 2025</b>	<b>10,346</b>	<b>-</b>	<b>1,038</b>	<b>11,384</b>
<b>Gross Carrying Value</b>				
<b>As at April 1, 2023</b>	41,646	3,361	5,676	50,683
Additions	11,027	272	47	11,346
Disposals / Adjustments	(115)	(150)	(5)	(270)
<b>As at March 31, 2024</b>	<b>52,558</b>	<b>3,483</b>	<b>5,718</b>	<b>61,759</b>
<b>Accumulated Depreciation</b>				
<b>As at April 1, 2023</b>	30,890	3,361	4,765	39,016
Depreciation for the year	7,582	160	203	7,945
Disposals	(133)	(150)	(5)	(288)
<b>As at March 31, 2024</b>	<b>38,339</b>	<b>3,371</b>	<b>4,963</b>	<b>46,673</b>
<b>Net Carrying Value As at March 31, 2024</b>	<b>14,219</b>	<b>112</b>	<b>755</b>	<b>15,086</b>

(i) There are no restriction on the use of the above mentioned assets and none of these assets are pledged as security.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 3b : Right-of-Use-Assets

(Amount in Thousands - ₹)

Particulars	Building #	Laptops	Office	Total
<b>Gross Carrying Value</b>				
<b>As at April 1, 2024</b>	1,07,094	2,377	11,464	1,20,935
Additions	-	-	-	-
Disposals / Adjustments	-	-	-	-
<b>As at March 31, 2025</b>	<b>1,07,094</b>	<b>2,377</b>	<b>11,464</b>	<b>1,20,935</b>
<b>Accumulated Depreciation</b>				
<b>As at April 1, 2024</b>	22,328	2,377	1,146	25,851
Additions	1,945	-	2,293	4,238
Disposals	-	-	-	-
<b>As at March 31, 2025</b>	<b>24,273</b>	<b>2,377</b>	<b>3,439</b>	<b>30,089</b>
<b>Net Carrying Value As at March 31, 2025</b>	<b>82,821</b>	<b>-</b>	<b>8,025</b>	<b>90,846</b>
<b>Gross Carrying Value</b>				
<b>As at April 1, 2023</b>	1,07,094	2,377	2,346	1,11,817
Additions	-	-	11,464	11,464
Disposals / Adjustments	-	-	(2,346)	(2,346)
<b>As at March 31, 2024</b>	<b>1,07,094</b>	<b>2,377</b>	<b>11,464</b>	<b>1,20,935</b>
<b>Accumulated Depreciation</b>				
<b>As at April 1, 2023</b>	20,383	1,850	456	22,689
Additions	1,945	527	1,537	4,009
Disposals	-	-	(847)	(847)
<b>As at March 31, 2024</b>	<b>22,328</b>	<b>2,377</b>	<b>1,146</b>	<b>25,851</b>
<b>Net Carrying Value As at March 31, 2024</b>	<b>84,766</b>	<b>-</b>	<b>10,318</b>	<b>95,084</b>

# Net block for building amounting to ₹ 82,821 Thousand (Previous Year : ₹ 84,766 Thousand) are pledged as security against the secured borrowing.

There are no leases entered by the company for low value assets.

The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

Lease contracts entered by the Company majorly pertain for buildings taken on lease to conduct its business in the ordinary course.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 4a : Other Intangible Assets

(Amount in Thousands - ₹)

Particulars	Database	URL's	Computer Software	In-House Software	Total
<b>Gross Carrying Value</b>					
<b>As at April 01, 2024</b>	600	500	14,864	4,86,801	502,765
Additions	-	-	-	57,126	57,126
Disposals	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>600</b>	<b>500</b>	<b>14,864</b>	<b>5,43,927</b>	<b>5,59,891</b>
<b>Accumulated Amortisation</b>					
<b>As at April 01, 2024</b>	600	500	14,833	4,67,586	4,83,519
Amortisation for the year	-	-	31	8,791	8,822
Disposals	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>600</b>	<b>500</b>	<b>14,864</b>	<b>4,76,377</b>	<b>4,92,341</b>
<b>Net Carrying Value As at March 31, 2025</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>67,550</b>	<b>67,550</b>
<b>Gross Carrying Value</b>					
<b>As at April 01, 2023</b>	600	500	15,288	4,72,674	4,89,062
Additions	-	-	-	14,127	14,127
Disposals	-	-	(424)	-	(424)
<b>As at March 31, 2024</b>	<b>600</b>	<b>500</b>	<b>14,864</b>	<b>4,86,801</b>	<b>502,765</b>
<b>Accumulated Amortisation</b>					
<b>As at April 01, 2023</b>	600	500	15,227	4,34,340	4,50,667
Amortisation for the year	-	-	30	33,246	33,276
Disposals	-	-	(424)	-	(424)
<b>As at March 31, 2024</b>	<b>600</b>	<b>500</b>	<b>14,833</b>	<b>4,67,586</b>	<b>4,83,519</b>
<b>Net Carrying Value As at March 31, 2024</b>	<b>-</b>	<b>-</b>	<b>31</b>	<b>19,215</b>	<b>19,246</b>

Note: There are no restrictions on the use of above mentioned assets

The in-house software estimated amortisation for the years subsequent to March 31, 2025 is as follows:

Year ending March 31,	2026	2027	2028	2029	2030
Estimated amortisation	9,456	8,471	8,439	7,297	2,577

## Note 4b : Intangible Assets under Development

(Amount in Thousands - ₹)

	In-House Software	Total
<b>As at April 01, 2024</b>	29,363	29,363
Additions	66,253	66,253
Disposals	(57,126)	(57,126)
<b>Net Carrying Value As at March 31, 2025</b>	<b>38,490</b>	<b>38,490</b>
<b>As at April 01, 2023</b>	16,104	16,104
Additions	27,386	27,386
Disposals	(14,127)	(14,127)
<b>Net Carrying Value As at March 31, 2024</b>	<b>29,363</b>	<b>29,363</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Intangible assets under development ageing schedule:

A: For intangible assets which are under development

### Intangible assets under development as on March 31, 2025

(Amount in Thousands - ₹)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress - Software Products					
IRIS iFile 2.0	33,711	-	-	-	33,711
IRIS MSME - Platform	4,019	-	-	-	4,019
Finance ERP Next	760	-	-	-	760
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>38,490</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>38,490</b>

### Intangible assets under development as on March 31, 2024

(Amount in Thousands - ₹)

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress - Software Products					
IRIS Noah	5,720	6,514	-	-	12,234
IRIS Bushchat	4,807	3,984	-	-	8,791
IRIS ASAP	2,202	-	-	-	2,202
IRIS WATCH	3,893	-	-	-	3,893
IRIS GST Malaysia e-invoicing	2,243	-	-	-	2,243
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>18,865</b>	<b>10,498</b>	<b>-</b>	<b>-</b>	<b>29,363</b>

B: Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan : NIL

## Note 5 : Investments

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Current Investments</b>		
Unquoted		
Investments carried at fair value through profit or loss		
SBI Overnight Fund Regular Growth	26,418	-
SBI Liquid Fund Regular Growth	1,25,931	-
HDFC Liquid Fund Regular Plan Growth	58,737	-
<b>Total Current Investments</b>	<b>2,11,086</b>	<b>-</b>



# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 6 : Other Financial Assets

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Other Financial Assets (Carried at amortized cost)</b>		
(a) Security Deposits	786	543
(b) Bank Deposits with more than 12 months maturity	5,607	486
(c) Earmarked balances with banks	1,778	381
(d) Rental Deposits	921	856
<b>Total Non-Current Other Financial Assets</b>	<b>9,092</b>	<b>2,266</b>
Earmarked balances with banks primarily relate to margin money for bank guarantees.		
<b>(2) Current Other Financial Assets</b>		
(a) Rental Deposits	1,192	792
(b) Contract Assets	67,566	65,183
Less: Allowance for Contract Assets	-	-
(c) Interest Accrued but not due	1,814	1,146
(d) Foreign currency forward and options contracts	-	207
(e) Others	658	462
<b>Total Current Other Financial Assets</b>	<b>71,230</b>	<b>67,790</b>
<b>Contract Assets includes</b>		
Contract Assets - other than related parties	67,566	65,183
Contract Assets - related parties	-	-
<b>Total</b>	<b>67,566</b>	<b>65,183</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Contract Assets Ageing schedule:

For the period ended March 31, 2025

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Contract Assets - considered good	67,566	-	-	-	-	67,566
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>67,566</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>67,566</b>
Less: Allowance for Contract Asset	-	-	-	-	-	-
<b>Total</b>	<b>67,566</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>67,566</b>

For the period ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Contract Assets - considered good	65,183	-	-	-	-	65,183
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>65,183</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>65,183</b>
Less: Allowance for Contract Asset	-	-	-	-	-	-
<b>Total</b>	<b>65,183</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>65,183</b>

## Note 7 : Trade Receivables

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Current Trade Receivables</b>		
(a) Trade Receivables considered good - Secured;	-	-
(b) Trade Receivables considered good - Unsecured;	3,09,014	2,26,847
(c) Trade Receivables which have significant increase in Credit Risk; and	-	-
(d) Trade Receivables - Credit Impaired	-	-
	3,09,014	2,26,847
Less: Allowance for Bad and Doubtful Trade Receivables	(13,460)	(3,683)
<b>Total Trade Receivables</b>	<b>2,95,554</b>	<b>2,23,164</b>
<b>Trade receivables includes</b>		
Trade receivables - other than related parties	3,02,667	2,21,174
Trade receivables - related parties	6,348	5,673

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Trade Receivables Ageing schedule:

For the year ended March 31, 2025

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,49,078	1,16,951	17,896	17,293	6,321	1,475	3,09,014
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>1,49,078</b>	<b>1,16,951</b>	<b>17,896</b>	<b>17,293</b>	<b>6,321</b>	<b>1,475</b>	<b>3,09,014</b>
Less: Allowance for Bad and Doubtful Trade Receivables	-	(558)	(1,475)	(6,690)	(3,326)	(1,411)	(13,460)
<b>Total</b>	<b>1,49,078</b>	<b>1,16,393</b>	<b>16,421</b>	<b>10,603</b>	<b>2,995</b>	<b>64</b>	<b>2,95,554</b>

For the year ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,46,220	58,713	12,999	7,332	269	1,314	2,26,847
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>1,46,220</b>	<b>58,713</b>	<b>12,999</b>	<b>7,332</b>	<b>269</b>	<b>1,314</b>	<b>2,36,847</b>
Less: Allowance for Bad and Doubtful Trade Receivables	-	(388)	(1,100)	(811)	(134)	(1,250)	(3,683)
<b>Total</b>	<b>1,46,220</b>	<b>58,325</b>	<b>11,899</b>	<b>6,521</b>	<b>135</b>	<b>64</b>	<b>2,23,164</b>

- (i) Working Capital Borrowings are secured by hypothecation of Book debts of the Company.
- (ii) There is no stipulated requirement to file quarterly returns / statements with the bank from whom the Company has been sanctioned working capital limits.
- (iii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Refer Note 27 for trade or other receivable due from firms or private companies respectively in which any director is a partner, a director or a member.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 8 : Cash and Cash Equivalents

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
(1) Balances with banks		
a) in current accounts	1,87,482	53,239
b) in deposit accounts with original maturity of 3 months or less	1,17,203	67,449
(2) Cash on Hand (Schedule III & Peer Companies)	22	20
<b>Total Cash and Cash Equivalents</b>	<b>3,04,707</b>	<b>1,20,708</b>

There are no restrictions with regard to cash and cash equivalents as at the end of the current and previous reporting periods. The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

## Note 9 : Bank Balances other than Cash and Cash Equivalents above

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
(1) Balances with banks		
- in deposit accounts due for maturity within 12 months of the reporting date	14,569	18,442
- Earmarked balances with bank	27,691	22,596
<b>Total Bank Balances other than Cash and Cash Equivalents above</b>	<b>42,260</b>	<b>41,038</b>

Earmarked balances with banks primarily relate to margin money for bank guarantees.

## Note 10 : Loans (Carried at amortized cost)

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non-Current Loans</b>	-	-
<b>(2) Current Loans</b>		
(a) Other Loans - Loans to Employees		
(i) Loans to Employees considered good - Unsecured;	358	469
Less: Allowance for Bad and Doubtful Loans to Employees	-	-
<b>Total Current Loans</b>	<b>358</b>	<b>469</b>

Note:

- (i) No loans and advances are in nature of loan are granted to Promoters/ Directors/ Key Managerial Personnel and related parties.
- (ii) There are no loans and advances in the nature of loans given to subsidiaries and hence no disclosure is provided under Regulation 34(3) and 53(f) of SEBI Listing Obligation and Disclosure Requirements 2015 and Section 186 of the Companies Act 2013

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 11 : Other Assets

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Other Non-Current Assets</b>	-	-
<b>(2) Other Current Assets</b>		
(a) Advance other than Capital Advance		
(i) Advances to directors or other officers	-	13
(ii) Advance to Suppliers	2,075	531
(b) Others		
(i) Prepaid Expenses	12,219	9,710
(ii) Contract Assets	83,797	1,31,485
Less: Allowance for Contract Assets	(9,813)	(9,813)
(iii) Withholding Taxes and Others	6,219	3,225
(iv) Deferred Expenses	4,125	3,049
<b>Total Other Current Assets</b>	<b>98,622</b>	<b>1,38,200</b>

### Contract Assets Ageing schedule:

For the period ended March 31, 2025

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Contract Assets - considered good	39,587	6,206	5,852	32,152	-	83,797
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>39,587</b>	<b>6,206</b>	<b>5,852</b>	<b>32,152</b>	<b>-</b>	<b>83,797</b>
Less: Allowance for Contract Assets	-	-	(1,756)	(8,057)	-	(9,813)
<b>Total</b>	<b>39,587</b>	<b>6,206</b>	<b>4,096</b>	<b>24,095</b>	<b>-</b>	<b>73,984</b>

For the period ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Contract Assets - considered good	34,920	14,913	42,096	39,556	-	1,31,485
(ii) Undisputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Contract Assets - credit impaired	-	-	-	-	-	-
(iv) Disputed Contract Assets - considered good	-	-	-	-	-	-
(v) Disputed Contract Assets - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Contract Assets - credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>34,920</b>	<b>14,913</b>	<b>42,096</b>	<b>39,556</b>	<b>-</b>	<b>1,31,485</b>
Less: Allowance for Contract Assets	-	-	(1,263)	(8,550)	-	(9,813)
<b>Total</b>	<b>34,920</b>	<b>14,913</b>	<b>40,833</b>	<b>31,006</b>	<b>-</b>	<b>1,21,672</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 12a : Equity Share Capital

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
<b>Authorised Share Capital</b>				
Equity shares of ₹ 10 par value	32,000	3,20,000	32,000	3,20,000
<b>Total</b>	<b>32,000</b>	<b>3,20,000</b>	<b>32,000</b>	<b>3,20,000</b>
Issued, Subscribed and paid-up capital				
Equity shares of ₹ 10 par value fully paid-up	20,538	2,05,381	19,361	1,93,612
<b>Total</b>	<b>20,538</b>	<b>2,05,381</b>	<b>19,361</b>	<b>1,93,612</b>

### Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares outstanding at the beginning of the year	19,361	1,93,612	19,361	1,93,612
Add: Equity shares issued during the year	1,177	11,769		
Less: Equity shares cancelled during the year	-	-	-	-
<b>Equity Shares outstanding at the end of the year</b>	<b>20,538</b>	<b>2,05,381</b>	<b>19,361</b>	<b>1,93,612</b>

Pursuant to the approval of the shareholders on June 21, 2024, the Company issued and allotted 5,43,478 equity shares and 5,43,477 convertible warrants on a preferential basis. These convertible warrants were issued at a price of ₹ 184/- per warrant, which includes a face value of ₹10/-, and provides the right to convert the warrants into an equivalent number of equity shares. A Private Placement Offer Letter, dated June 24, 2024, was issued to the following investors ("Proposed Allottees"): Pratithi Growth Fund I (a scheme of Pratithi Investment Fund) and Tunga India Long Term Equity Fund. As per the terms of issuance, the Proposed Allottees were required to pay 25% of the issue price at the time of subscription, with the remaining 75% to be paid within nine months from the date of allotment.

On January 27, 2025, the Company received formal requests from both Proposed Allottees for the conversion of their warrants into equity shares by paying the balance consideration. The Board of Directors, at its meeting held on January 31, 2025, approved the allotment of 5,43,477 equity shares upon the conversion of warrants on a preferential basis.

The Company received in-principle listing approvals from the National Stock Exchange of India Limited (NSE) on March 18, 2025, and from BSE Limited (BSE) on March 27, 2025. The equity shares were credited to the demat accounts of the allottees through the National Securities Depository Limited (NSDL) on April 3, 2025, and through the Central Depository Services Limited (CDSL) on April 7, 2025. Final listing and trading approvals for the said equity shares were received from NSE and BSE on April 22, 2025.

### Terms / rights attached to class of shares

The Group has only one class of share referred to as Equity Shares having a par value of ₹10 each. The holders of Equity Shares are entitled to one vote per share. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### The company does not have a Holding Company

As per records of the Company, including its register of shareholder/members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

For the period of five years immediately preceding the date at which the Balance Sheet is prepared there are no shares allotted as fully paid up pursuant to contract without payment being received in cash; no shares have been allotted as fully paid up by way of bonus shares; and there are no shares bought back.



# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Details of promoters and shareholders holding more than 5% of the total equity shares of the Company

Promoter name	Shares held by promoters at the end of the year 31.03.2025		% change during the year
	No. of shares	% of total shares	
Late Mr. Swaminathan Subramaniam	4,472	21.77%	-1.32%
Mr. Balachandran Krishnan	1,005	4.89%	-0.60%
Ms Deepta Rangarajan	1,446	7.04%	-0.43%
<b>Total</b>	<b>6,923</b>	<b>33.70%</b>	

Promoter name	Shares held by promoters at the end of the year 31.03.2024		% change during the year
	No. of shares	% of total shares	
Late Mr. Swaminathan Subramaniam	4,472	23.10%	-0.52%
Mr. Balachandran Krishnan	1,065	5.50%	-0.20%
Ms Deepta Rangarajan	1,446	7.47%	0.00%
<b>Total</b>	<b>6,983</b>	<b>36.07%</b>	

## Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Shareholders name	Shares held by shareholders at the end of the year 31.03.2025		% change during the year
	No. of shares	% of total shares	
SUBHKAM VENTURES I PRIVATE LIMITED	1,188	5.79%	5.79%
Madhuri Madhusudan Kela	1,072	5.22%	-0.32%
<b>Total</b>	<b>2,260</b>	<b>11.01%</b>	

Shareholders name	Shares held by shareholders at the end of the year 31.03.2024		% change during the year
	No. of shares	% of total shares	
Flowers Valley Pvt. Ltd.	1,188	6.14%	0.00%
Madhuri Madhusudan Kela	1,072	5.54%	0.00%
<b>Total</b>	<b>2,260</b>	<b>11.68%</b>	

## Note 12b : Other Equity

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Retained Earnings	2,31,719	1,01,455
Securities Premium	3,22,085	1,24,936
General Reserve	475	475
Share based payment Reserve	20,320	11,344
Other Comprehensive Income	(20,197)	(20,006)
Cash Flow Hedge	(1,805)	(727)
<b>Foreign Currency Translation Reserve - FCTR</b>	<b>(1,087)</b>	<b>(1,528)</b>
<b>Total other equity</b>	<b>5,51,510</b>	<b>2,15,949</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Nature and purpose of other reserves:

### Retained earnings

Retained earnings represent the accumulated earnings/(losses) that the Group has till date

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	1,01,455	14,520
Net Profit / (Loss) for the year	1,30,264	86,935
Transfer from Cancellation of Stock option		
<b>Closing balance</b>	<b>2,31,719</b>	<b>1,01,455</b>

### Securities Premium

Securities premium represents amount received in excess of par value of equity shares has been classified as securities premium.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	1,24,936	1,24,936
Add: Premium on equity shares issued	1,97,149	-
<b>Closing balance</b>	<b>3,22,085</b>	<b>1,24,936</b>

## Nature and purpose of other reserves:

Represents excess of share application money received over par value of shares and includes employee stock compensation costs accrued.

### Share options outstanding account

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	11,344	4,371
Share-based payments	13,708	6,973
Employee stock options exercised / Cancelled during the year	(4,732)	
<b>Closing balance</b>	<b>20,320</b>	<b>11,344</b>

## Nature and purpose of other reserves:

The share options outstanding account is used to recognize the grant date fair value of options issued to employees under various employees stock option schemes of the Company.

### Other comprehensive income

This represents items of income and expense that are not recognised in profit and loss but are shown in the statement of profit and loss as "Other comprehensive income". This comprises actuarial gain / loss on remeasurement of defined benefit plans and the income tax effect thereon.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	(22,261)	(22,500)
Remeasurements of defined benefit liability/ (asset)	(191)	(2,065)
Cash Flow Hedge	(1,078)	2,162
FCTR	441	142
<b>Closing balance</b>	<b>(23,089)</b>	<b>(22,261)</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Nature and purpose of other reserves:

### Effective portion of cash flow hedge

The cash flow hedge reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Such gains or losses will be reclassified to Statement of Profit and Loss in the period in which the hedged transaction occurs.

### Remeasurements of post-employment benefit obligations

Remeasurements of post-employment benefit obligations comprises of actuarial gains and losses on calculation of defined benefit obligations and differences between the fair value of plan assets, return on plan assets and actual interest income on plan assets. These remeasurements are recognised in other comprehensive income and will not be reclassified to Statement of Profit and Loss.

## Note 13 : Borrowings

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
(1) Non-Current Borrowings		
(2) Current Borrowings		
(a) Loan repayable on demand	34,465	54,347
<b>Total Current Borrowings</b>	<b>34,465</b>	<b>54,347</b>

### Cash Credit, Secured

ICICI Bank Limited

#### 1. Security details

- Exclusive charge by way of equitable mortgage on the property T-231, 3<sup>rd</sup> Floor, Tower No. 2, International Infotech Park, Vashi, Navi Mumbai - 400 703.
- Exclusive charge on current asset.

#### 2. Interest rate

The rate of interest of the Facility shall be the sum of the Repo Rate \*+ "Spread" per annum, plus applicable statutory levy, if any ("Interest Rate"). Spread during the year has been in the range of 2.6% to 3%.

\*Repo Rate" or "Policy Repo Rate" means the rate of interest published by the Reserve Bank of India ("RBI") on the RBI website from time to time as Repo Rate or Policy Repo Rate. The Repo Rate component of the Interest Rate resets after every 3 months following the date of limit set-up /renewal (as applicable).

## Note 14 : Lease Liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
(1) Non-Current Lease Liabilities		
(a) Lease Liabilities	6,563	8,584
<b>Total Non-Current Lease Liabilities</b>	<b>6,563</b>	<b>8,584</b>
(2) Current Lease Liabilities		
(a) Lease Liabilities	2,020	1,723
<b>Total Current Lease Liabilities</b>	<b>2,020</b>	<b>1,723</b>

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.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Movement in lease liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Lease liability in the beginning of the year</b>	<b>10,307</b>	<b>2,535</b>
Addition	-	11,464
Disposal	-	(2,346)
Interest expense	859	587
Lease payment	(2,583)	(1,933)
Lease liability at the end of the year	<b>8,583</b>	<b>10,307</b>

The weighted average incremental borrowing rate applied to lease liabilities as at incremental borrowing rate is between the range of 8.50% to 9.50% for a period varying from 2 to 4 years

## Maturity analysis of lease liability

(Amount in Thousands - ₹)

Maturity analysis- Contractual undiscounted cash flow	As at March 31, 2025	As at March 31, 2024
Less than one year	2,712	2,583
One to three years	7,369	8,550
More than three years	-	1,531

## Note 15 : Provisions

(Amount in Thousands - ₹)

Particulars	As at March 31, 2024	As at March 31, 2024
<b>(1) Non-Current Provisions</b>		
(a) Provision for Employee Benefits		
(i) Gratuity (refer note no. 22 a)	52,464	50,538
(ii) Leave Encashment (refer note no. 22 b)	12,867	10,150
<b>Total Non-Current Provisions</b>	<b>65,331</b>	<b>60,688</b>
<b>(2) Current Provisions</b>		
(a) Provision for Employee Benefits		
(i) Gratuity (refer note no. 22 a)	9,614	10,458
(ii) Leave Encashment (refer note no. 22 b)	4,801	4,839
(iii) Incentives	15,408	12,204
(b) Other Provisions		
(i) Provision for Warranty	481	481
<b>Total Current Provisions</b>	<b>30,304</b>	<b>27,982</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Movement of Provision for warranty

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	481	481
Additions during the year	-	-
Derecognition during the year	-	-
<b>Closing Balance</b>	<b>481</b>	<b>481</b>

Provision for post-sales client support and other provisions majorly represents costs associated with providing sales support services which are accrued at the time of recognition of revenues and are expected to be utilized over the period of Contract.

## Note 16 : Deferred Tax Liabilities (Net)

### (a) Deferred tax (asset)/liability

(Amount in Thousands - ₹)

Nature of (asset) / liability	Balance Sheet at		Statement of profit and loss & OCI	
Particulars	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Tax impact on difference between book depreciation / amortization and depreciation under the Income Tax Act, 1961	27,387	21,571	(35)	87
Tax impact on unutilized carry forward losses	-	-	-	-
Tax effect of provision for gratuity & compensated absences	(24,865)	(23,055)	-	-
Tax effect of provision for bad and doubtful debts / advances	(3,488)	(935)	-	-
Tax impact on remeasurement gains and (losses) on defined benefit obligations (net)	-	-	-	-
Tax impact on all other items	(37,973)	(39,730)	(1,311)	(11,500)
<b>Deferred tax (asset) / liability (net)</b>	<b>(38,939)</b>	<b>(42,149)</b>		
<b>Deferred tax (income) / expense (net)</b>			<b>(1,344)</b>	<b>(11,413)</b>
<b>Amount recognised</b>	<b>(1,344)</b>	<b>(11,413)</b>		

**Note :** Pursuant to application of prudence, the deferred tax asset of ₹ 1,344 thousand is recognised for Logix and Malaysia Entity.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## (b) Reconciliation of deferred tax (asset)/liability (including MAT credit)

(Amount in Thousands - ₹)

Particulars	Balance Sheet at	
	March 31, 2025	March 31, 2024
<b>i) Deferred tax (asset) / liability</b>		
Opening balance	(11,186)	227
Deferred tax (income) / expense during the year recognized in Statement of Profit and Loss	(1,351)	(11,413)
Deferred tax (income) / expense during the year recognized in OCI		
<b>Closing balance</b>	<b>(12,537)</b>	<b>(11,186)</b>

## (c) Components of tax expenses

(Amount in Thousands - ₹)

Particulars	March 31, 2025	March 31, 2024
<b>i) Statement of profit and loss</b>		
<b>Current tax</b>		
Current Income Tax charge (including MAT)	54,334	25,619
Tax Expense for earlier year	-	30
<b>Total Tax (income) / expenses reported in statement of profit and loss</b>	<b>54,334</b>	<b>25,649</b>
<b>Deferred tax</b>		
Relating to the origination and reversal of temporary differences	(1,344)	(11,413)
<b>Total Tax (income) / expenses reported in statement of profit and loss</b>	<b>(1,344)</b>	<b>(11,413)</b>
<b>ii) Other comprehensive income (OCI)</b>		
Tax impact on remeasurement gains / (losses) on defined benefit obligations (net)	(347)	198
<b>Total tax (income) / expense (net)</b>	<b>(347)</b>	<b>198</b>
<b>iii) Total tax (income) / expense reported in the total comprehensive income</b>	<b>52,643</b>	<b>14,434</b>

## (d) A reconciliation of the tax provision to the amount computed by applying the statutory Income tax rate to the income before taxes is summarised below:

(Amount in Thousands - ₹)

Particulars	March 31, 2025	March 31, 2024
Accounting profit before tax	185,508	102,119
Less: Adjustment from carry forward losses	-	41,006
Corporate tax rate %	29.12	27.82
<b>Computed tax expense</b>	<b>54,020</b>	<b>17,002</b>
<b>Increase / (reduction) in taxes on account of:</b>		
MAT on above mentioned accounting profit before tax		-
Tax adjustments of earlier years	-	30
Non-deductible expenses	10,113	16,632
Additional allowances / deductions for tax purposes	(9,800)	(8,015)
<b>Current Tax Recognised</b>	<b>54,334</b>	<b>25,649</b>
Deferred tax income / (expense) recognition during the year	(1,344)	(11,413)
<b>Tax (income) / expense reported in the statement of profit and loss</b>	<b>52,989</b>	<b>14,236</b>
<b>Tax (income) / expense reported in the other comprehensive income</b>	<b>(347)</b>	<b>198</b>



# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 17 : Trade Payables

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
(1) Non-Current Trade Payables		
(2) Current Trade Payables		
(a) Total outstanding dues of micro and small enterprises	2,527	3,219
(b) Total outstanding dues of creditors other than micro and small enterprises	27,822	23,645
<b>Total Current Trade Payables</b>	<b>30,349</b>	<b>26,864</b>

### For the period ended March 31, 2025

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	2,527	-	-	-	-	-	2,527
(ii) Others	23,980	2,900	-	55	887	-	27,822
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>26,507</b>	<b>2,900</b>	<b>-</b>	<b>55</b>	<b>887</b>	<b>-</b>	<b>30,349</b>

### For the period ended March 31, 2024

(Amount in Thousands - ₹)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	3,219	-	-	-	-	-	3,219
(ii) Others	17,624	4,272	1,038	623	-	88	23,645
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>20,843</b>	<b>4,272</b>	<b>1,038</b>	<b>623</b>	<b>-</b>	<b>88</b>	<b>26,864</b>

### Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

The Group has amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) as at March 31, 2025 and March 31, 2024. The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the micro and small enterprises should mention in their correspondence with its customers the entrepreneur's memorandum number as allocated after filing of the memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at March 31, 2025 has been made in the financial statements based on the information received and available with the Group.

The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at March 31, 2025 and 2024 is as under:

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

Particulars	As at 31.03.2025	As at 31.03.2024
The principal amount remaining unpaid to any supplier at the end of each accounting year;	2,527	3,219
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	NIL	NIL
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
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 Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL
The total dues of Micro and Small Enterprises which were outstanding for more than stipulated period.	NIL	NIL

## Note 18 : Other Financial Liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non Current Other Financial Liabilities</b>		
<b>(2) Current Other Financial Liabilities</b>		
(a) Current Maturities of Long-Term Debt	-	-
(b) Interest Accrued on Term Loan	263	557
(c) Others		
(i) Accrued Compensation to Employees	2,740	3,117
(ii) Accrued Expenses	1,47,221	67,173
(iii) Foreign Currency Forward and Options Contracts	1,141	-
(iv) Other Payables	412	733
<b>Total Current Other Financial Liabilities</b>	<b>1,51,777</b>	<b>71,580</b>

## Note 19 : Other Liabilities

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>(1) Non Current Other Liabilities</b>	-	-
<b>(2) Current Other Liabilities</b>		
(a) Unearned and Deferred Revenue	1,29,851	93,848
(b) Others Payables		
(i) Statutory Dues Payables	24,839	9,875
(ii) Contribution to PF / ESIC / MLWF / PT Payable	2,223	1,963
(iii) Advance from Customers	136	163
<b>Total Current Other Liabilities</b>	<b>1,57,049</b>	<b>1,05,849</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 20 : Revenue from Operations

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of Products	5,24,905	4,65,295
Sale of Services	7,34,773	5,57,671
<b>Total Revenue from Operations</b>	<b>12,59,678</b>	<b>10,22,966</b>
<b>Revenue by Division</b>		
SupTech	6,14,996	4,58,363
RegTech	4,27,804	3,83,219
TaxTech	1,72,787	1,43,639
DataTech	9,471	9,929
Others	34,620	27,816
<b>Total</b>	<b>12,59,678</b>	<b>10,22,966</b>
<b>Revenue Geography-wise</b>		
Asia Pacific	91,944	1,20,742
India	3,81,619	2,90,154
Europe & UK	1,92,781	1,63,701
Middle East	82,380	74,273
Africa	4,38,854	3,08,358
America	72,100	65,738
<b>Total</b>	<b>12,59,678</b>	<b>10,22,966</b>

The Company has presented unbilled revenues as “contract assets” (refer note no. 6 and 11) in other assets and contract liabilities as “unearned revenues” (refer note no.19) in other liabilities in the balance sheet. Contract assets that are no longer contingent, except for the passage of time, are shown under financial assets.

Particular	31-Mar-25		31-Mar-24	
	Contract Asset	Contract Liabilities / BIA	Contract Asset	Contract Liabilities / BIA
<b>Opening balance</b>	1,96,668	93,848	1,65,560	1,02,847
Revenue recognised during the year	2,56,733	1,95,922	2,54,161	1,81,325
Invoices raised during the year	3,02,038	2,31,922	2,23,053	1,72,326
<b>Balances at the end of the year</b>	<b>1,51,363</b>	<b>1,29,848</b>	<b>1,96,668</b>	<b>93,848</b>

## Note 21 : Other Income

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Income	8,785	5,627
Exchange Gain	9,547	-
Other Non-Operating Income	6,634	551
Financial Assets Derecognised	422	415
<b>Total Other Income</b>	<b>25,388</b>	<b>6,593</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 22 : Employee Benefits Expense

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries and Wages	5,66,833	4,71,403
Contribution to Provident and Other Funds	15,231	13,342
Compensated absences (refer note no 22 b)	2,679	2,950
Gratuity and other retiral benefits (refer note no 22 a)	14,410	12,742
Share Based Payment to Employees (refer note no 32)	13,708	6,973
Staff Welfare Expenses	7,939	5,549
<b>Total Employee Benefits Expense</b>	<b>6,20,800</b>	<b>5,12,959</b>

### Note 22a: Defined benefit plan - Gratuity (unfunded)

Gratuity is classified as Defined Benefit plan as Group's obligation is to provide agreed benefits, subject to minimum benefits as subscribed by the Payment of Gratuity Act, to plan members. Actuarial & Investment risks are borne by the Group. Actuarial & Investment risks are borne by the Group.

The gratuity plan entitles an employee, who has rendered at least five years of continuous services, to receive one-half month's salary for each year of completed service at the time of retirement / exit.

The defined benefit plan comprises of gratuity which is unfunded. Actuarial gains and losses are recognised in the Other Comprehensive Income (OCI). The following table summarises the components of net benefit expense recognised in the Statement of Profit and Loss and the position of assets and obligations relating to the plan.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15</b>		
Present Value of Defined Benefit Obligation	1,01,712	88,171
Fair value of Plan Assets	39,634	27,174
<b>Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15</b>	<b>62,078</b>	<b>60,997</b>

(Amount in Thousands - ₹)

Change in Defined Benefit Obligation during the Period	As at March 31, 2025	As at March 31, 2024
Balance Sheet (Asset)/Liability, Beginning of Period	60,997	56,520
Total Charge/(Credit) Recognised in Profit and Loss	14,410	12,742
Total Remeasurements Recognised in OC (Income)/Loss	269	2,860
Actual Employer Contributions/Benefit Directly paid by the Company	(13,598)	(11,125)
<b>Defined Benefit Obligation, End of Period</b>	<b>62,078</b>	<b>60,997</b>

### Amounts in Statement of Profit & Loss

(Amount in Thousands - ₹)

Total Defined Benefit Cost/(Income) included in Statement of Profit & Loss	As at March 31, 2025	As at March 31, 2024
Service cost	10,283	8,760
Net interest cost	4,127	3,982
Past service cost	-	-
Administration expenses	-	-
(Gain)/loss due to settlements/curtailments/diversitures	-	-
<b>Total Defined Benefit Cost/(Income) included in Statement of Profit &amp; Loss</b>	<b>14,410</b>	<b>12,742</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Amounts in the Balance Sheet

(Amount in Thousands - ₹)

	As at March 31, 2025	As at March 31, 2024
Current Benefit Obligation	15,752	15,118
Non - Current Benefit Obligation	85,960	73,053
<b>Gross (Asset)/Liability recognised in the Balance sheet</b>	<b>1,01,712</b>	<b>88,171</b>
<b>Actual Return on Plan Assets</b>		
Interest income on plan assets	1,926	1,177
Remeasurements on plan assets	(152)	(177)
<b>Actual Return on Plan Assets</b>	<b>1,774</b>	<b>1,000</b>

The Group provides the gratuity benefit through annual contributions to a fund managed by approved trust. Under this plan, the settlement obligation remains with the Group, although the trust administers the plan and determines the contribution required to be paid by the Group. The trust has invested the plan assets in the Insurer managed funds. The Trust has taken a Policy from the Life Insurance Corporation of India (LIC) and the management of the fund is undertaken by the LIC. The expected rate of return on plan assets is based on the expectation of the average long-term rate of return expected on investments of the funds during the estimated term of the obligation.

## Category of Assets

Asset Category	31-Mar-25 Quoted Value	31-Mar-25 Non-Quoted Value	31-Mar-25 Total
Government of India Securities (Central and State)	0%	0%	0%
High quality corporate bonds (including Public Sector Bonds)	0%	0%	0%
Equity shares of the Company	0%	0%	0%
Insurer Managed Funds & T-bills	0%	100%	100%
Cash (including Bank Balance, Special Deposit Scheme)	0%	0%	0%
Others	0%	0%	0%
<b>Total</b>	<b>0%</b>	<b>100%</b>	<b>100%</b>

The principal assumptions used in determining the gratuity benefit are shown below:	As at March 31, 2025	As at March 31, 2024
Salary escalation rate	10%	10%
Discount rate	6.60%	7.09%
Expected rate of return on assets	6.60%	7.09%

## Sensitivity Analysis

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

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation - Discount Rate + 100 basis points	(5,025)	(4,419)
Defined Benefit Obligation - Discount Rate - 100 basis points	5,568	4,913
Defined Benefit Obligation - Salary Escalation Rate + 100 basis points	362	3,220
Defined Benefit Obligation - Salary Escalation Rate - 100 basis points	(3,608)	(3,162)

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 22b: Defined benefit plan - Compensated absences

Compensated absences as at the Balance Sheet date, determined on the basis of actuarial valuation based on the “projected unit credit method” is as below

The Group provides for expenses towards compensated absences (leave encashment) provided to its employees. The expenses are recognized in the statement of profit and loss account and the liabilities are recognized at the present value of the amount payable determined based on an independent external actuarial valuation made as at each Balance Sheet date, using Projected Unit Credit method.

(Amount in Thousands - ₹)

Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15		
Defined Benefit Obligation	17,668	14,989
Present Value of Unfunded Defined Benefit Obligation	-	-
Fair value of Plan Assets	-	-
<b>Net Defined Benefit (Asset)/Liability recognised in the Balance Sheet under Note 15</b>	<b>17,668</b>	<b>14,989</b>

(Amount in Thousands - ₹)

Change in Defined Benefit Obligation during the Period	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation, Beginning of Period	14,989	12,039
Net Current Service Cost	1,784	1,722
Interest Cost on DBO	954	836
Actuarial (Gains)/Losses	(59)	392
<b>Defined Benefit Obligation, End of Period</b>	<b>17,668</b>	<b>14,989</b>

### Amounts in Statement of Profit & Loss

Total Defined Benefit Cost/(Income) included in Statement of Profit & Loss	As at March 31, 2025	As at March 31, 2024
Service cost	1,784	1,722
Net interest cost	954	836
Past service cost	-	-
Remeasurements	(59)	392
(Gain)/loss due to settlements/curtailments/diversitures		

<b>Total Defined Benefit Cost/(Income) included in Statement of Profit &amp; Loss</b>	<b>2,679</b>	<b>2,950</b>
---	--------------	--------------

### Amounts in the Balance Sheet

Current/Non Current Bifurcation		
Current Benefit Obligation	4,801	4,839
Non - Current Benefit Obligation	12,867	10,150
<b>Gross (Asset)/Liability recognised in the Balance sheet</b>	<b>17,668</b>	<b>14,989</b>

The principal assumptions used in determining the leave encashment benefit are shown below:

Particulars	As at March 31, 2025	As at March 31, 2024
Salary escalation rate	10%	10%
Discount rate	6.60%	7.09%
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee Turnover/ Withdrawal Rate	15.00%	15.00%
Leave Availment Ratio	10.00%	10.00%
Retirement Age	60 years	60 years



# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 23 : Finance Costs

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Expense	3,067	7,004
Interest on Right of Use Asset	859	587
Other Borrowing Costs*	3,967	3,901
<b>Total Finance Costs</b>	<b>7,893</b>	<b>11,492</b>

\* Includes bank charges and processing fees towards borrowing facility

## Note 24 : Depreciation and Amortisation Expense

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of Property, Plant and Equipment	8,935	7,925
Amortisation of Intangible Assets	8,822	33,276
Amortisation of Right of Use Asset	4,238	4,018
<b>Total Depreciation and Amortisation Expense</b>	<b>21,995</b>	<b>45,219</b>

## Note 25 : Other Expenses

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Advertisement & Business Promotion	14,874	10,949
Cloud Infrastructure Expenses	48,440	38,157
Data Sourcing Expenses	263	261
Corporate Social Responsibility Expenses	1,041	-
Doubtful Debts	9,775	6,939
Exchange Gain / Loss	-	4,486
Foreign Travel Expenses	31,336	28,123
IPO and Listing Expenses	2,075	652
Insurance Expenses	2,228	2,167
Internet Co-location Charges	1,803	1,738
Legal, Professional and Consultancy Fees	48,002	55,952
Managerial Remuneration	3,010	1,285
Marketing and Sales Expenses	13,115	12,391
Miscellaneous Expenses	3,105	2,131
Office Maintenance	4,376	4,875
Outsource software Maintenance Expense	20,255	16,972
Partner Fees	1,81,912	1,23,659
Payment to Auditors*	2,141	1,764
Postage, Telephone & Communication Charges	5,671	5,598
Power Expenses	4,174	3,797
Printing and Stationery Expense	1,411	1,293
Rates and Taxes	2,535	1,927

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Registration Fees Expense	97	10
Repairs and Maintenance	945	546
Sales Commission Expense	8,023	5,749
Software License and Hardware Fees	12,479	8,694
Rent Expense	5,247	2,038
Staff Recruitment Expenses	1,672	5,496
Travelling and Conveyance	16,436	10,089
Write-offs	9	32
Bad Debts Written-Off	2,420	-
<b>Total Other Expenses</b>	<b>4,48,870</b>	<b>3,57,770</b>
<b>*Detail of payment to statutory auditor (exclusive of GST)</b>		
<b>As Auditor</b>		
Statutory Audit Fees	1,175	1,175
Other Matters	865	500
Reimbursement of out-of-pocket expenses	101	89
<b>Total</b>	<b>2,141</b>	<b>1,764</b>

## Note 26: Segment Reporting

(Amount in Thousands - ₹)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
1. Segment Revenue		
(net sale/income from each segment should be disclosed under this head)		
(a) SupTech	6,14,996	4,58,363
(b) RegTech	4,27,804	3,83,219
(c) TaxTech	1,72,787	1,43,639
(d) DataTech	9,471	9,929
(e) Others	34,620	27,816
Less: Inter Segment Revenue	-	-
<b>Net sales/Income From Operations</b>	<b>12,59,678</b>	<b>10,22,966</b>
2. Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)		
(a) SupTech	1,08,149	42,289
(b) RegTech	97,062	98,532
(c) TaxTech	(23,358)	502
(d) DataTech	(2,904)	373
(e) Others	9,641	9,145
(f) Unallocated	25,408	6,593
<b>Total</b>	<b>2,13,998</b>	<b>1,57,434</b>
Less: i) Interest	7,450	11,036
ii) Depreciation & Amortisation	21,040	44,279
<b>Total Profit Before Tax</b>	<b>1,85,508</b>	<b>1,02,119</b>

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Note:

Assets and liabilities used in The Group's business are not identifiable to any of the reportable segment, as these are used interchangeably between segments.

The management believes that it not practicable to provide segment disclosures relating to total assets and liabilities.

Effective from the second quarter of the current financial year, based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker will evaluate the Group's performance on four business segments, namely: "SupTech", "RegTech", "TaxTech" and "DataTech".

This update replaces our previous segments: "Collect," "Create," and "Consume." Figures for the previous period have been restated to align with the new segment reporting structure.

While the "Collect" segment is what is now proposed to be called Suptech, the Create segment has been divided into Regtech and Taxtech. The Consume segment is now the Datatech segment of the company.

### Note 27: Transactions with Related Party

Related Party Disclosures in accordance with Ind AS 24 - "Related Party Disclosures" are given below.

#### Names of related parties and related party relationship

##### a. Key Managerial Personnel (KMP)

1. Deepta Rangarajan, Whole Time Director
2. K. Balachandran, Whole Time Director and Chief Financial Officer
3. P.K.X Thomas, Whole Time Director
4. Late Mr. S Swaminathan Served as CEO until his demise on 26-03-2025

##### b. Relatives of Key Managerial Personnel (KMP)

1. Deepta Rangarajan, Spouse of Late Mr. S Swaminathan
2. Rajlaxmi Nambiar, Spouse of Mr. K. Balachandran
3. Sharanya Balachandran, Daughter of Mr. K. Balachandran
4. Shyama Balachandran, Daughter of Mr. K. Balachandran
5. Vijayalakshmi Nambiar, Mother of Mr. K. Balachandran
6. Minimol Thomas, Spouse of Mr. P.K.X Thomas
7. Tinu Teresa Thomas, Daughter of Mr. P.K.X Thomas
8. Anu Ann Thomas, Daughter of Mr. P.K.X Thomas

##### c. Enterprises over which the above persons exercise significant influence/ control and with which the Company has transactions during the Year

1. FinX Solutions (UAE)
2. IRIS Knowledge Foundation

##### d. Independent Directors

1. Bhaswar Mukherjee, Non-Executive Independent Director
2. Vinod Balmukand Agarwala, Non-Executive Independent Director
3. Ashok Venkatramani, Non-Executive Independent Director
4. Haseeb A Drabu, Non-Executive Independent Director

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 27: Transactions with Related Party

### e. Transactions with Related parties

(Amount in Thousands - ₹)

Particulars	Relationship with Related Party	Nature of Transactions	Transactions during the year ended		Outstanding balances	
			As at March 31, 2025	March 31, 2024	As at March 31, 2025	As at March 31, 2024
Services rendered						
FinX Solutions (UAE)	An entity in which one of the Promoter Director is the managing partner	Sales of Services	675	2,599	5,137	4,462
IRIS Knowledge Foundation	Promoter Directors are common Directors	Sales of Services	-	-	1,211	1,211

The terms and conditions & the settlement pertaining to the outstanding balances is as per the company policy and in ordinary course of business. No guarantees have been given or received for such outstanding balances.

Compensation to KMPs of the Company	Transactions during the year ended		Outstanding balances	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Short-term employee benefits*	33,316	27,909	503	1,406
Post-employment benefits #	-	-	-	-
Other long-term benefits	-	-	-	-
Termination benefits	-	-	-	-
Share-based payment	-	1,342	-	-
<b>Total</b>	<b>33,316</b>	<b>29,251</b>	<b>503</b>	<b>1,406</b>

\* includes sitting fees and reimbursement of expenses

# The aforesaid amounts exclude gratuity provision as it is determined on actuarial basis for the Company as a whole

Compensation to Relative/s of KMP/s of the Company	Transactions during the year ended		Outstanding balances	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Short-term employee benefits*	1,908	880	-	77
Post-employment benefits #	-	-	-	-
Other long-term benefits	-	-	-	-
Termination benefits	-	-	-	-
Share-based payment	-	-	-	-
<b>Total</b>	<b>1,908</b>	<b>880</b>	<b>-</b>	<b>77</b>

The Company 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.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 28 : Disclosure of fair value measurements:

The fair values of financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value of cash & cash equivalents, trade and other short term receivables, trade payables, borrowings and other financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments

## Classification of Financial instruments by category

As at March 31, 2025

(Amount in Thousands - ₹)

Sr. No	Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying amount	Fair value
<b>Financial Assets</b>						
1	Loans	358	-	-	358	358
2	Investments (in Mutual Fund)		2,11,086		2,11,086	2,11,086
3	Trade Receivables	2,95,554	-	-	2,95,554	2,95,554
4	Cash and Cash equivalent	3,04,707	-	-	3,04,707	3,04,707
5	Other Financial assets	1,22,582	-	-	1,22,583	1,22,583
<b>Financial liabilities</b>						
1	Borrowings	34,465	-	-	34,465	34,465
2	Lease liabilities	8,583	-	-	8,583	8,583
3	Trade Payables	30,349	-	-	30,349	30,348
4	Other financial liabilities	1,50,635	-	1,141	1,51,776	1,51,776

As at March 31, 2024

(Amount in Thousands - ₹)

Sr. No	Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying amount	Fair value
<b>Financial Assets</b>						
1	Loans	469	-	-	469	469
2	Investments		-	-	-	-
3	Trade Receivables	2,23,164	-	-	2,23,164	2,23,164
4	Cash and Cash equivalent	1,20,708	-	-	1,20,708	1,20,708
5	Other Financial assets	1,10,887	-	207	1,11,095	1,11,095
<b>Financial liabilities</b>						
1	Borrowings	54,347	-	-	54,347	54,347
2	Lease liabilities	10,307	-	-	10,307	10,307
3	Trade Payables	26,864	-	-	26,864	26,864
4	Other financial liabilities	71,580	-	-	71,580	71,580

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Fair Value Hierarchy:

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments based on the input that is significant to the fair value measurement as a whole:

**Level 1:** This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all Equity Shares which are traded on the stock exchanges, is valued using the closing price at the reporting date.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example - traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing Net Asset Value. Investments in Debentures or Bonds are valued on the basis of dealer's quotation based on fixed income and money market association (FIMMDA). If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The details of financial instruments that are measured at fair value on recurring basis as at March 31, 2025 are given below:

(Amount in Thousands - ₹)

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Measured through FVTOCI	-	-	-	-
Measured through FVTPL	-	2,11,086	-	2,11,086
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
- Borrowings	-	-	34,465	34,465
Measured through FVTOCI				
- Derivative Liabilities	-	1,141	-	1,141

The details of financial instruments that are measured at fair value on recurring basis as at March 31, 2024 are given below:

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Measured through FVTOCI	207	-	-	207
Measured through FVTPL	-	-	-	-
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
- Borrowings	-	-	54,347	54,347
Measured through FVTOCI				
- Derivative Liabilities	-	-	-	-

The management assessed that cash and bank balances, trade receivables, loans, trade payables, borrowings (cash credits, working capital loans) and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. During the reporting year ending March 31, 2025 and March 31, 2024, there was no transfer between level 1 and level 2 fair value measurement.

### Key Inputs for Level 1& 2 Fair valuation Technique:

- Derivative Liabilities and Asset (Level 2):
  - The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of respective currencies

### Description of Significant Unobservable Inputs used for Financial Instruments (Level 3)

The following table shows the valuation techniques used for financial instruments:

Other Financial Liabilities (Non-current)	Discounted cash flow method using risk adjusted discount rate
---	---



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Note 29: Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance The Group's operations. The Group's principal financial assets, other than derivatives, include trade and other receivables, investments and cash and cash equivalents that arise directly from its operations. The Board of Directors has overall responsibility for the establishment and oversight of The Group's risk management framework and thus established a risk management policy to identify and analyse the risks faced by The Group. The risk management systems are reviewed periodically. The Audit Committee of the Board, oversees the compliance with the policy.

The Group's activities expose it to market risk, liquidity risk and credit risk.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, foreign currency receivables, payables and borrowings.

The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of The Group. The Group uses derivative financial instruments, to hedge foreign currency risk exposure. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

The sources of risks which the Company is exposed to and their management are given below:

Risks	Exposure arising from	Measurement	Management
<b>Market Risk:</b>			
- Foreign Exchange Risk	Committed commercial transactions, Financial Assets and Liabilities not denominated in ₹	Cash Flow Forecasting, Sensitivity Analysis	Forward foreign exchange contracts & currency swaps
- Interest Rate Risk	Long-Term Borrowings at variable rates	Sensitivity Analysis, Interest rate Movements	
- Credit Risk	Trade Receivable, Derivative Financial Instruments	Ageing analysis, Credit Rating,	Credit limit and credit worthiness monitoring
- Liquidity Risk	Borrowings and Other Liabilities	Rolling Cash Flow Forecasts, Long range business forecast	Adequate unused credit lines and borrowing facilities, sufficient cash and marketable securities

Details relating to the risks are provided here below:

#### A. Foreign Exchange Risk:

Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to The Group's transactions denominated in a foreign currency including trade receivables and unbilled revenues, loans given to overseas subsidiaries, trade payables and bank balances. The Group's exposure to foreign currency risk with respect to material currencies as detailed below:

The Group regularly evaluates exchange rate exposure arising from foreign currency transactions. The Group follows the established risk management policies and standard operating procedures. When a derivative is entered into for the purpose of hedge, The Group negotiates the terms of those derivatives to match the terms of the foreign currency exposure.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

As at March 31, 2025

(Amount in Thousands - ₹)

Foreign Currency	Trade Receivable	Contract Assets	Bank	Loans given	Trade payables	Total
AED	221	-	-	-	-	221
EUR	738	125	4	-	(6)	861
GBP	70	4	-	-	-	74
JOD	71	-	-	-	-	71
MYR	687	1,063	771	-	(4)	2,517
OMR	24	2	-	-	-	26
SGD	-	33	303	-	(4)	332
USD	718	123	517	-	(24)	1,334
ZAR	12,475	-	5,277	-	(3,892)	13,860
SAR	574	86	-	-	-	660

As at March 31, 2024

(Amount in Thousands - ₹)

Foreign Currency	Trade Receivable	Contract Assets	Bank	Loans given	Trade payables	Total
AED	197	24	-	-	-	221
EUR	515	220	-	-	(10)	725
GBP	48	13	-	-	-	61
JOD	-	66	-	-	-	66
MYR	801	322	-	-	-	1,123
OMR	-	-	-	-	-	-
SGD	127	33	151	-	(34)	277
USD	364	551	492	-	(32)	1,375
ZAR	13,000	-	4,917	-	(2,030)	15,887
SAR	140	565	-	-	-	705

## (i) Foreign Currency Sensitivity:

The sensitivities are based on financial assets and liabilities held at March 31, 2025 that are not denominated in Indian Rupees. The sensitivities do not take into account The Group's sales and costs and the results of the sensitivities could change due to other factors such as changes in the value of financial assets and liabilities as a result of non-foreign exchange influenced factors.

Sensitivity analysis between Indian Rupee and the foreign currencies specified above for an increase of / decrease by ₹ 1.

Foreign currency	As at March 31, 2025		As at March 31, 2024	
	Increase	Decrease	Increase	Decrease
AED	221	(221)	221	(221)
EUR	861	(861)	725	(725)
GBP	74	(74)	61	(61)
JOD	71	(71)	66	(66)
MYR	2,517	(2,517)	1,123	(1,123)
OMR	26	(26)	-	-
SGD	332	(332)	277	(277)
USD	1,334	(1,334)	1,375	(1,375)
ZAR	13,860	(13,860)	15,887	(15,887)
SAR	660	(660)	705	(705)

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## B. Interest rate risk:

The Group has borrowed debt at variable rates to finance its operations, which exposes it to interest rate risk. The Group's interest rate risk management planning includes achieving the lowest possible cost of debt financing, while managing volatility of interest rates, applying a prudent mix of fixed and floating debt, either directly or through the use of derivative financial instruments affecting a shift in interest rate exposures between fixed and floating.

### Interest rate risk exposure on the average borrowing for the year:

Change in Defined Benefit Obligation during the Period	(Amount in Thousands - ₹)	
	As at March 31, 2025	As at March 31, 2024
Fixed rate borrowing	-	-
Variable rate borrowing	34,465	54,347

1% change in interest rate on variable rate borrowing would impact the interest cost for FY 2024-25 by ₹ 345 thousands (FY 2023-24 by ₹ 543 thousands).

## C. Credit risk

Credit risk arises when a customer or counterparty does not meet its contractual obligations under a customer contract or financial instrument, leading to a financial loss. The Group is exposed to credit risk from its operating activities primarily trade receivables and from its financing/investing activities, including treasury operations. Customer credit risk is managed by Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables and unbilled revenues are regularly monitored and The Group creates a provision based on expected credit loss model. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

### i) Trade Receivables: Ageing & Movement

As per simplified approach, The Group makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk

ii) Movement of Doubtful debts	As at March 31, 2025	As at March 31, 2024
Opening provision	3,683	2,735
Add: Provided during the year	10,407	1,666
Less: Utilised during the year	-	-
Less: Written back during the year	(630)	(718)
<b>Closing Provision</b>	<b>13,460</b>	<b>3,683</b>

The details in respect of percentage of revenues generated from the top customer and the top 10 customers are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue from top customer	400,491	266,866
Revenue from top 10 customers	637,763	514,512

### iii) Derivative Instruments, Cash and Cash Equivalents and Bank Deposits:

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies. Credit Risk on Derivative Instruments is generally low as The Group enters into the Derivative Contracts with the reputed Banks.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high ratings, assigned by international and domestic credit rating agencies. Ratings are monitored periodically and the Company has considered the latest available credit ratings as at the date of approval of these financial statements.

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### D. Liquidity Risk

Liquidity risk is defined as the risk that The Group will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's treasury team is responsible for managing liquidity, funding as well as settlement. In addition, processes and policies related to such risks are overseen by senior management. Management monitors The Group's liquidity position through rolling forecasts and long range business forecasts on the basis of expected cash flows.

The table below provides details of financial liabilities at the reporting date based on contractual undiscounted payments. The Group has access to the following undrawn borrowing facilities:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Expiring in one year'	Expiring beyond one year	Expiring in one year'	Expiring beyond one year
Undrawn Borrowing Facility	61,987	-	63,153	-
Lease Liabilities	2,020	6,563	1,723	8,584
Trade Payables	30,349		26,864	
Derivatives	1,141	-	-	-

### E. Capital Management

The Group's objectives when managing capital are to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of The Group's capital management, capital means the Total Equity as per the Balance Sheet.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is net debt divided by the total equity.

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings	34,465	54,347
Less: Cash and cash equivalents*	3,04,707	1,20,708
Net Debt (A)	(2,70,242)	(66,361)
Equity Share Capital	2,05,382	1,93,612
Other Equity	5,51,510	2,15,949
Total Equity (B)	7,56,892	4,09,561
Debt / Equity (A / B)	(36%)	(16%)

\* Cash and cash equivalents does not include earmarked balances.

In addition, The Group has financial covenants relating to the borrowing facilities that it has taken from the lenders like interest coverage service ratio, Debt to EBITDA, Outside liabilities to Net Worth etc. which is maintained by The Group

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 30: Financial performance indicators - Analytical Ratios

In accordance with Notification dated March 24, 2021, the Central Government in its Amendment to Schedule III to Companies Act 2013 stated that the Company shall disclose the following ratios which shall indicate the financial performance of the Company. Company is required to give details of significant changes (change of 25% or more as compared to the previous financial year) in sector-specific key financial ratios, as well as any changes in return on net worth.

Sr. No.	Particulars	Numerator	Denominator	Unit	March 31, 2025	March 31, 2024
1	Current Ratio	Current Assets	Current Liabilities	In times	2.43	2.07
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	In times	0.05	0.13
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	In times	54.87	20.92
4	Trade Receivables Turnover Ratio	Revenue	Average Trade Receivable	In times	4.86	4.34
5	Trade Payables Turnover Ratio	Purchases of services and other expenses	Average Trade Payables	In times	15.69	18.70
6	Net Capital Turnover Ratio	Revenue	Current Assets - Current Liabilities	In times	2.09	3.32
7	Net profit ratio	Net Profit	Revenue	In percentage	10.52%	8.59%
8	Return on Capital Employed	Earning before interest and taxes	Net worth + deferred tax liabilities + Lease Liabilities+Total Debt	In percentage	24.05%	23.86%
9	Return on Equity	Net Profits after taxes	Net worth	In percentage	17.41%	21.36%

Note: a) Disclosure of Inventory Turnover Ratio is not applicable as the Company does not hold any Inventory.

Detailed explanation for significant changes in sector-specific key financial ratios and changes in Return on Net Worth:

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Debt-Equity Ratio	34,465	7,61,013	0.05	0.13	- 66%	Due to decrease in borrowing and increase in equity capital.
Debt Service Coverage Ratio	2,15,396	3,926	54.87	20.92	162%	Due to increase in Profit after tax and decrease in interest cost.
Net Capital Turnover Ratio	12,59,678	6,03,008	2.09	3.32	-37%	Due to increase in Revenue and increase in working capital.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 31: Hedge Accounting

As part of its risk management strategy, the Group endeavors to hedge its net foreign currency exposure of highly forecasted sale transactions for the next 10 to 12 months in advance. The Group uses forward contracts to hedge its currency exposure. Such contracts are designated as cash flow hedges. The forward contracts are generally denominated in the same currency in which the sales realization is likely to take place.

For derivative contracts designated as hedge, the Group documents, at inception, the economic relationship between the hedging instrument and the hedged item, the hedge ratio, the risk management objective for undertaking the hedge and the methods used to assess the hedge effectiveness. Financial contracts designated as hedges are accounted for in accordance with the requirements of Ind AS 109 depending upon the type of hedge.

The Group applies cash flow hedge accounting to hedge the variability in the future cash flows attributable to foreign exchange risk. Hedge effectiveness is ascertained at the time of inception of the hedge and periodically thereafter. The Group assesses hedge effectiveness both on prospective and retrospective basis. The prospective hedge effectiveness test is a forward looking evaluation of whether or not the changes in the fair value or cash flows of the hedging position are expected to be highly effective on offsetting the changes in the fair value or cash flows of the hedged position over the term of the relationship. On the other hand, the retrospective hedge effectiveness test is a backward-looking evaluation of whether the changes in the fair value or cash flows of the hedging position have been highly effective in offsetting changes in the fair value or cash flows of the hedged position since the date of designation of the hedge.

Hedge effectiveness is assessed through the application of critical terms match method. Any ineffectiveness in a hedging relationship is accounted for in the statement of profit and loss.

Type of risk / hedge position	Hedged item	Description of hedging strategy	Hedging instrument	Description of hedging instrument	Type of hedging relationship
Forward contract	Foreign currency risk of highly probable forecast transactions using forward contracts	Mitigate the impact of fluctuations in foreign exchange rates	Currency forward	Group enters into a forward derivative contract to hedge the foreign currency risk of highly probable forecast transactions using forward contracts. These are customized contracts transacted in the over-the-counter market.	Cash flow hedge

The tables below provide details of the derivatives that have been designated as cash flow hedges for the periods presented:

### As at March 31, 2025

Particulars	Notional principal amounts	Derivative Financial Instruments - Assets	Derivative Financial Instruments - Liability	Maturity	Average booking price/rate
Foreign exchange forward contracts	3,23,593 EURO 1,00,000 GBP 3,95,255 USD 1,60,00,000 ZAR	-	1,141 (₹ in Thousands)	FY 2025-26	1 EURO = 93.19 1 GBP = 111.32 1 USD = 86.07 1 ZAR = 4.67

The following table provides a reconciliation by risk category of the components of equity and analysis of OCI items resulting from hedge accounting :

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Balance at the beginning of year	(727)	(2,889)
Gain/(loss) recognised in Other Comprehensive Income during the year	(656)	3,570
Amount reclassified to profit/loss during the year	(422)	(415)
Tax impact on the above	-	(993)
<b>Balance at the end of year</b>	<b>(1,805)</b>	<b>(727)</b>



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

The Group offsets a financial asset and a financial liability when it currently has a legally enforceable right to set off the recognized amounts and the Group intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The quantitative information about offsetting of derivative financial assets and derivative financial liabilities is as follows

Particulars	As at March 31, 2025		As at March 31, 2024	
	Derivative Financial asset	Derivative Financial liability	Derivative Financial asset	Derivative Financial liability
Net amount presented in Balance Sheet	-	1,141	207	-

### Note 32: Employee Stock Option Scheme

The Group provides share-based payment schemes to its employees in order to reward the employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company with an intent to attract and retain talent in the organisation. The company currently has two ESOP schemes, the relevant details of which are as follows:

#### IRIS Business Services Limited – Employee Stock Option 2017 Scheme

On September 11, 2017, the Board of Directors approved the “IRIS Business Services Limited – Employee Stock Option Scheme 2017”

(“Scheme”) The aforesaid Scheme was duly approved by shareholders in its Extra-Ordinary General Meeting held on September 13, 2017. The shareholders of the Company approved the ratification of the Scheme and extension of the benefits of the Scheme to the employees of Subsidiary Company(ies) by Special Resolutions through Postal Ballot on March 29, 2019. The Nomination and Remuneration committee of the Board has granted options under the said Scheme to certain category of employees as per criteria laid down by Nomination and Remuneration committee of the Board.

Key terms of the scheme:	
Date of Shareholder’s Approval	September 13, 2017
Total Number of Options approved	7,00,000
Vesting Schedule	Option shall vest not earlier than 1 (One) year and not later than maximum Vesting Period of 4 (Four) years from the date of grant
Maximum term of Options granted	9 Years
Method of Settlement	Shares
Source of shares	Primary-Fresh equity allotment by the company

#### IRIS Business Services Limited – Employee Stock Option 2023 Scheme

On December 01, 2023, the Board of Directors approved the “IRIS Business Services Limited – Employee Stock Option Scheme 2023”. The aforesaid Scheme was duly approved by shareholders in its Extra-Ordinary General Meeting held on February 16, 2024. The Nomination and Remuneration committee of the Board has granted options under the said Scheme to certain category of employees as per criteria laid down by Nomination and Remuneration committee of the Board.

Key terms of the scheme:	
Date of Shareholder’s Approval	February 16, 2024
Total Number of Options approved	9,75,000
Vesting Schedule	Option shall vest not earlier than 1 (One) year and not later than maximum Vesting Period of 4 (Four) years from the date of grant
Maximum term of Options granted	All the Options granted on any date shall vest not later than the maximum period of 4 (Four) years from the date of grant. Further, Exercise period would commence from the date of vesting and will expire on completion of 5 (Five) years from the date of respective vesting.
Method of Settlement	Shares
Source of shares	Primary-Fresh equity allotment by the company

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

A summary of the activity in the Company's ESOP Scheme ("IRIS Business Services Limited – Employee Stock Option Scheme 2017 and 2023") is as follows:

Particulars	Year Ended March 2025		Year Ended March 2024	
	Shares arising out of options	Weighted average exercise price (₹)	Shares arising out of options	Weighted average exercise price (₹)
<b>ESOP 2017 Scheme</b>				
Outstanding at the beginning of the year	2,14,000	42.18	2,14,000	42.18
Options Granted during the year*	8,000	32.00	-	-
Options exercised during the year	90,000	46.51	-	-
Options Forfeited during the year	4,000	32.00	-	-
No. of Options Outstanding at the end of the year	1,28,000	38.80	2,14,000	42.18
No. of Options exercisable at the end of the year	1,20,000	39.25	2,14,000	42.18
<b>ESOP 2023 Scheme</b>				
Outstanding at the beginning of the year				
Options Granted during the year*	2,38,000	171.29	-	-
Options exercised during the year			-	-
Options Forfeited during the year			-	-
No. of Options Outstanding at the end of the year			-	-
No. of Options exercisable at the end of the year	2,38,000	171.29	-	-

## Fair value determination method

The Black-Scholes model requires consideration of certain variables such as implied volatility, risk free rate of interest, expected dividend yield, expected life of option, market price of the underlying stock and exercise price for the calculation of Fair Value of the option. Variability of these parameters could significantly affect the estimated Fair value of the option.

Particulars	Year ended March 31, 2025					Year ended March 31, 2024
	ESOP 2023 Scheme	ESOP 2023 Scheme	ESOP 2023 Scheme	ESOP 2017 Scheme	ESOP 2017 Scheme	ESOP 2017 Scheme
Grant Date	January 31, 2025	October 28, 2024	August 14, 2024	January 31, 2025	November 11, 2022	November 11, 2022
Risk Free interest rate	6.61% to 6.67%	6.74% to 6.82%	6.80% to 6.85%	6.61%	6.61% to 7.24%	6.61% to 7.24%
Expected Life (in Years)	3.5 Years to 5.5 Years	3.5 Years to 5.5 Years	3.5 Years to 5.5 Years	3.5 Years	3.5 Years to 6.5 Years	3.5 Years to 6.5 Years
Expected Volatility	62.27%	64.98%	66.78%	53.95%	74.81%	74.81%
Dividend Yield	0%	0%	0%	0%	0%	0%
Stock price* (amount in ₹)	450	332.75	246.1	450	75.55	75.55
Exercise price (amount in ₹)	184	184	134.85 & 127.45 & 181.85	32	32 & 75.55	32 & 75.55
Weighted Average remaining Contractual life	1.96	1.87	1.82	1.93	-	2.96
Fair Value as on Grant date	319.83 & 337.74 & 354.51	231.53	173.86 & 176.69 & 157.84	424.67	57.09 & 43.55	57.09 & 43.55 & 7.92

\* The stock price of the Company is the listing market price of the Company's equity share on Stock Exchanges on the date of grant.

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behavior of the employee who receives the ESOP.

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note 33: Contingent Liabilities and Commitments:

### a) Contingent Liabilities Commitments

(Amount in Thousands - ₹)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
1	Claims against the group not acknowledged as debts		
	Disputed EPFO Demand Relating to May-2005 to May-2007 and pending before Honorable High Court of Bombay	174	174
2	BSE Late filing penalty	-	12

The above amount of contingencies does not include applicable interest, if any. Cash outflows for the above are determinable only on receipt of judgements pending at various forums / authorities.

- (b) Foreseeable Losses: The Group has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the company has reviewed and ensured that adequate provision as required under any law / applicable accounting standards for material foreseeable losses on such long term contracts and financial assets has been made in the books of account.
- (c) Pending Litigations: The Group has reviewed its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements.

## Note 34: Earnings Per Share

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
<b>Net Profit for the Year attributable to equity Shareholders</b>	1,30,264	86,935
Weighted Average No. of Shares - Basic	19,895	19,361
Weighted Average No. of Shares - Diluted	20,252	19,491
EPS - Basic	6.55	4.49
EPS - Diluted	6.43	4.46
Nominal value of each Equity Share	10.00	10.00

Reconciliation of weighted average of number shares

Particulars	Year Ended	
	March 31, 2025	March 31, 2024
Basic weighted average number of shares	19,895	19,361
Add: adjustment on account of ESOP	357	130
Diluted weighted average number of shares	20,252	19,491

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note No 35 : Disclosure of Interest held in Subsidiary

Sr. No	Name of the entity	Place of incorporation	Principal business activities	Ownership Interest held by group	Ownership Interest held by NCI
1	IRIS Business Services, LLC	USA	USA	100%	
2	IRIS Business Services (Asia) Pte. Ltd	Singapore	Singapore	98.36%	1.64%
3	Atanou S.R.L.	Italy	Italy	100%	
4	IRIS Logix Solutions Private Limited	India	India	51%	49%
5	IRIS Regtech Sdn. Bhd.	Malaysia	Malaysia	100%	

## Summarised Financial Information - (Consolidated)

### Balance Sheet

(Amount in Thousands - ₹)

Particulars	IRIS Business Services, LLC	IRIS Business Services (Asia) Pte. Ltd	Atanou S.R.L.	IRIS Logix Solutions Private Limited	IRIS Regtech Sdn. Bhd.
Non Current Assets	87	273		2,220	1,509
Current Assets	52,350	24,146	525	12,280	25,939
<b>Total</b>	<b>52,437</b>	<b>24,419</b>	<b>525</b>	<b>14,500</b>	<b>27,448</b>
Non Current Liabilities				279	
Current Liabilities	58,865	15,458	610	5,781	25,368
<b>Total</b>	<b>58,865</b>	<b>15,458</b>	<b>610</b>	<b>6,060</b>	<b>25,368</b>

### Profit / Loss

(Amount in Thousands - ₹)

Particulars	IRIS Business Services, LLC	IRIS Business Services (Asia) Pte. Ltd	Atanou S.R.L.	IRIS Logix Solutions Private Limited	IRIS Regtech Sdn. Bhd.
Revenue from Operations	69,191	29,011	-	12,080	16,570
Profit/Loss	1,821	1,072	(78)	4,564	84
Other Comprehensive Income	161	290	(1)		(3)
<b>Total</b>	<b>1,982</b>	<b>1,362</b>	<b>(79)</b>	<b>4,564</b>	<b>81</b>

### Summarised Cash flow

(Amount in Thousands - ₹)

Particulars	IRIS Business Services, LLC	IRIS Business Services (Asia) Pte. Ltd	Atanou S.R.L.	IRIS Logix Solutions Private Limited	IRIS Regtech Sdn. Bhd.
Cash flows from operating activities	397	10,029	(32)	6,516	12,853
Cash flows from financing activities	(330)			224	2,000
Cash flows from investing activities	(128)	(141)		-	(819)
<b>Net Increase/ (Decrease) in cash &amp; cash equivalents</b>	<b>(61)</b>	<b>9,888</b>	<b>(32)</b>	<b>6,740</b>	<b>14,034</b>

# Notes forming part of the Consolidated Financial Statements

FOR THE YEAR ENDED MARCH 31, 2025

## Note No 36a : Statutory Group Information

(Amount in Thousands - ₹)

Name of the entity	Net assets less net liabilities		Share in profit/loss		Share in other comprehensive income		Share in Total comprehensive income	
Parent	As a % of Consolidated	Amount in ₹	As a % of Consolidated	Amount in ₹	As a % of Consolidated	Amount in ₹	As a % of Consolidated	Amount in ₹
IRIS Business Services Ltd.	102.55%	7,76,176	95.98%	1,25,030	209%	(847)	95.63%	1,24,183
<b>Subsidiaries</b>								
IRIS Business Services, LLC	-0.85%	(6,429)	1.40%	1,821	-40%	161	1.53%	1,982
IRIS Business Services (Asia) Pte. Ltd	1.18%	8,960	0.82%	1,072	-72%	290	1.05%	1,362
Atanou S.R.L.	-0.01%	(85)	-0.06%	(78)	0%	(1)	-0.06%	(79)
IRIS Logix Solutions Private Limited	1.12%	8,440	3.50%	4,564	0%	-	3.51%	4,564
IRIS Regtech Sdn. Bhd.	0.27%	2,080	0.06%	84	1%	(3)	0.06%	81
Minority interest in subsidiaries	-0.54%	4,121	-1.73%	(2,254)	1%	(5)	-1.74%	(2,259)
Less: Effect of intercompany adjustments / eliminations	-3.72%	(28,131)	0.02%	25	0%	-	0.02%	27
<b>Total</b>	<b>100.00%</b>	<b>7,56,892</b>	<b>100.00%</b>	<b>1,30,264</b>	<b>100.00%</b>	<b>(405)</b>	<b>100.00%</b>	<b>1,29,861</b>

## Note 36b: Activities of Subsidiary

With regards to our investment in subsidiaries in USA “IRIS Business Services LLC”, as at March 31, 2025, the total liabilities exceeded its total assets by ₹ 6,429 Thousand. The parent company is committed to provide necessary financial support as and when necessary. Considering the future prospect of these subsidiaries and continued support of Parent, the investment in the subsidiaries is measured at cost itself.

In the light of the future prospect of the subsidiary and committed continued support of Parent, financial results of the subsidiary mentioned in point above have been prepared on a going concern basis and the same is considered for preparation of consolidated financial statement.

# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

### Note 37: Additional Regulatory Information

Pursuant to the requirement stipulated under para (6)( L) to the General Instructions for Preparation of Balance Sheet under schedule III of Companies Act, 2013, the required additional regulatory information are disclosed as under:

- i) The Group does not have any immovable properties (other than properties where The Group is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of The Group.
- ii) The Group does not have any investment property.
- iii) The Group has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) during the current year or the preceeding year.
- iv) The Group has not revalued its intangible assets during the current year or the preceeding year.
- v) There are no loans or advances in the nature of loans that are granted to promoters, Directors, Key Managerial Personnel and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person
- vi) There is no Capital Work in progress
- vii) For disclosure pertaining to Intangible assets under development - Refer Note No. 4b
- viii) No proceedings have been initiated on or are pending against The Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ix) The borrowings from banks or financial institutions reported under Refer Note No.13, are made on the basis of security of immovable property and current assets.
- x) The Group has not been declared a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or any other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- xi) The Group did not have any transactions with companies struck off under Companies Act, 2013.
- xii) There are no charges or satisfaction thereof yet to be registered with ROC beyond the statutory period - Refer Note No. 3b and Refer Note No. 13 for the details of charge created.
- xiii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, with respect to the extent of holding of The Group in downstream companies.
- xiv) The Group has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.
- xv) During the year, The Group 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 Group (Ultimate Beneficiaries); or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xvi) During the year, The Group 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 Group 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 to or on behalf of the Ultimate Beneficiaries.
- xvii) There is no income surrendered or disclosed as Income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- xviii) The Group has not traded or invested in Crypto currency or Virtual currency during the current or the previous financial year.
- xix) The Company has used an accounting software for maintaining its books of account 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. Also, there have been no instances of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.



# Notes forming part of the Consolidated Financial Statements

## FOR THE YEAR ENDED MARCH 31, 2025

**Note 38:** The new Code on Social Security, 2020 has been enacted, which could impact the contributions by The Group towards Provident Fund, Gratuity and bonus. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. The Group will complete its evaluation and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules are published.

**Note 39:** 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, applicable 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.

**Note 40:** Corporate Social Responsibility Expenditure  
The Company spent of ₹ 1,010 thousands (previous year Spent: ₹ NIL ) towards various schemes of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013. The details are:

CSR amount spent or unspent for the Financial Year:	(Amount in Thousands - ₹)
Amount required to be spent by the company during the year	1,009
Amount approved by the Board	1,010
Amount of expenditure incurred on:	
(i) Construction/acquisition of any asset	Nil
(ii) On purposes other than (i) above	1,010
Shortfall at the end of the year	Nil
Total of previous years shortfall	Not Applicable
Reason for shortfall	Not Applicable
Nature of CSR activities	Promoting education (Education to the under privileged)
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard:	Not Applicable

**Note 41:** Previous year figures have been regrouped / rearranged, wherever necessary.

For **KKC & Associates LLP**

Chartered Accountants  
(formerly Khimji Kunverji & Co LLP)  
Firm Registration Number: 105146W / W100621

**Soorej Kombaht**

Partner  
ICAI Membership No: 164366

Place: Navi Mumbai  
Date: May 14, 2025

For and on behalf of the Board of Directors of  
**IRIS Business Services Limited**

(CIN:L72900MH2000PLC128943)

**Balachandran Krishnan**

Whole Time Director & CFO  
(DIN: 00080055)

**Santoshkumar Sharma**

Company Secretary  
(Membership No: ACS 35139)

Place: Navi Mumbai  
Date: May 14, 2025

**Deepta Rangarajan**

Whole Time Director  
(DIN: 00404072)

# Corporate Information

## BOARD OF DIRECTORS

Vinod Agarwala

INDEPENDENT DIRECTOR AND  
CHAIRMAN OF THE COMPANY

Bhaswar Mukherjee

INDEPENDENT DIRECTOR

Ashok Venkatramani

INDEPENDENT DIRECTOR

Haseeb Ahmad Drabu

INDEPENDENT DIRECTOR

Deeptha Rangarajan

CO-FOUNDER AND WHOLE TIME DIRECTOR

Balachandran Krishnan

CO-FOUNDER, WHOLE TIME DIRECTOR AND CEO

Puthenpurackal Kuncheria Xavier Thomas

WHOLE TIME DIRECTOR AND CTO

## CHIEF FINANCIAL OFFICER

Vineet Kandoi

(w.e.f August 14, 2025)

## COMPANY SECRETARY AND COMPLIANCE OFFICER

Santoshkumar Sharma

## CORPORATE IDENTITY NUMBER (CIN)

L72900MH2000PLC128943

## REGISTERED OFFICE

**IRIS BUSINESS SERVICES LIMITED**

T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park,  
Vashi Station, Vashi - 400 703, Maharashtra, India

Tel. : +91 22 6723 1000

Fax: +91 22 2781 4434

E-mail: cs@irisbusiness.com

Website: www.irisbusiness.com

## REGISTRAR AND SHARE TRANSFER AGENT

**MUGF INTIME INDIA PRIVATE LIMITED**

(Formerly know as Link Intime India Private Limited)

C-101, 247 Park, L B S Marg, Vikhroli West,  
Mumbai – 400 083

Tel: 022-49186270

Email: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

Website: [in.mpms.mufg.com](http://in.mpms.mufg.com)

## STATUTORY AUDITORS

**KKC & ASSOCIATES LLP**

Chartered Accountants,

(Formerly Khimji Kunverji & Co LLP),

ICAI Firm Registration No. 105146W/W100621

## SECRETARIAL AUDITOR

**PRITI J. SHETH**

Practicing Company Secretary

## INTERNAL AUDITOR

**M.P. CHITALE & CO.**

Chartered Accountants

## LEGAL ADVISORS

**CHITALE LEGAL, MUMBAI**

**VALSANGKAR & ASSOCIATES, PUNE**

## BANKERS

**ICICI BANK LIMITED**



## **IRIS BUSINESS SERVICES LIMITED**

Tower 2, 3<sup>rd</sup> Floor International Infotech Park Vashi,  
Navi Mumbai: 400 703, Maharashtra, India

#07-08, Jit Poh Building, 19 Keppel Road,  
Singapore: 089 058

Suite 301, 100 Enterprise Drive Rockaway,  
NJ 07866, USA

Via Ulrico Hoepli N. 3-20123,  
Milano, Italy

UOA Business Park, Tower 3, 9<sup>th</sup> Floor, K 03-09-11, 1 Jalan  
Pengaturcara U1/51A, Section U1, Shah Alam, Selangor, 40150, Malaysia