Mphasis
The Next Applied

MPHASIS SUBSIDIARIES FINANCIALS

FY 2024

ASA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
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INDEPENDENT AUDITOR'S REPORT

To the Members of Mphasis Software and Services (India) Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Mphasis Software and Services (India) Private Limited** ("the Company"), which comprise the balance sheet as at March 31, 2024, statement of profit and loss (including other comprehensive income), the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting 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, 2024, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Director's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books including daily back-up of books of accounts and other books and papers maintained in electronic mode. Further, the servers for

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the back-up of books of account and other books and papers of the company maintained in electronic mode are physically located outside India.

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

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

(e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) The Company is a private limited company, and it falls under the exemption specified vide notification No. G.S.R 583(E) dated June 5, 2017 issued by the Ministry of Corporate Affairs. Hence, we have not reported on the adequacy of operating effectiveness of internal financial control over financial reporting as per the requirements of section 143(3)(i) of the Act

(g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 read with Schedule V of the Act related to the managerial remuneration is not applicable.

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

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note no 17 of financial statements.

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

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

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company, or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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(b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

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

vi. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

For ASA & Associates LLP
Chartered Accountants
Firm Registration No: 009571N/N500006

ASA & Associates LLP Chartered Accountants

Vinay K S
Partner
Membership No. 223085

UDIN: 24223085BKENKK2236
Place: Bengaluru
Date: 18/06/2024

Annexure - A to the Independent Auditors' Report

As referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date

i. The Company does not own any Property, Plant and Equipment and Intangible Assets during the year. Accordingly, reporting under clause 3(i)(a) to 3(i)(c) of the Order is not applicable.

ii. The Company does not hold any physical inventories during the year. Accordingly, reporting under clause 3(ii)(a) and 3(ii)(b)of the Order is not applicable

iii.

a. During the year the company has provided loans to the Intermediate holding company Mrald Services Private Limited

b.

i. The aggregate amount outstanding at the balance sheet date is Rs.607 lakhs.

ii. According to the information and explanations given to us and audit procedures performed by us, we are of the opinion that the investment made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the Company's interest.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of loans given by the Company, the repayment of principal and payment of interest has been stipulated in the agreement to repay the loan amount on date of repayment i.e. on 31st July, 2025. Further, the Company has not given any advance in the nature of loan to any party during the year.

d. According to the information and explanations given to us and audit procedures performed by us, there is no overdue amounts for more than ninety days in respect of the loans given by the Company. Further, the Company has not given any advance in the nature of loan to any party during the year.

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

f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has given loans or provided guarantee or security and therefore the relevant provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the Company. Accordingly, reporting under clause 3(iv) of the Order is not applicable.

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

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vi. According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it and/ or services provided by it. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

vii.

a. According to the information provided and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, Income Taxes, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it. There are no outstanding statutory dues, existing as on the last day of the financial year which is outstanding for more than six months from the day these becomes payable.

b. According to the information and explanations given to us and based on our examination of records of the company, the dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax & cess on account of any dispute are as follows:

Nature of Statute	Nature of dues	Amount (Rs in lakhs)	Amount paid under protest	Period to which the amount relates (FY)	Forum where the dispute is pending
Income Tax Act, 1961	Tax/Interest	110.70	110.70	2001-02	Remanded back to AO
	Adjustment for Transfer Pricing and Other Disallowances	346.10	346.10	2007-08	HC
		132.07	132.07	2008-09	CIT(A)
		3.17	NIL	2009-10	CIT(A)
	Tax/Interest	9.84	NIL	2010-11	CIT(A)
	Tax/Interest	1.07	NIL	2009-10	ACIT(TDS)
	Tax/Interest	1.48	NIL	2017-18	CIT(A)/AO

viii. According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year. and accordingly reporting under clause 3(viii) of the Order is not applicable.

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ix.

a. The Company has not availed any loans and borrowings during the year. Accordingly, reporting under clause (ix)(a) of the Order is not applicable.
b. According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
c. According to the information and explanations given to us, the Company has not obtained any term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.
d. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
e. The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 during the year. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.
f. The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 during the year. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.

x.

a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
b. According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.

xi.

a. According to the information and explanations given by the management and based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, report under section 143(12) of the Act, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
c. As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

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xii. 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.

xiii. In our opinion and according to the information and explanations given to us, the transactions entered with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the financial statements as required by Indian accounting standards – 24.

xiv.

a. According to the information and explanations given to us, the Company does not have an internal audit system and is not required to have an internal audit system as per Section 138 of the Companies Act, 2013.
b. The Company is not required to and does not have an internal audit system as per Section 138 of the Companies Act, 2013. Accordingly, reporting under clause 3(xiv)(b) of the Order is not applicable.

xv. According to the information and explanations given to us, in our opinion the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.

a. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
b. According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
c. The Company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.

xvii. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not incurred 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 reporting under clause 3(xviii) of the Order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report, that 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

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on the information and explanation as made available to us by the management of the Company up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion and according to the information and explanation given to us, there is no unspent amount under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

For **ASA & Associates LLP**
Chartered Accountants
Firm Registration No: 009571N/N500006

Vinay K S
Partner
Membership No. 223085

UDIN: 24223085BKENKK2236
Place: Bengaluru
Date: 18/06/2024

Mphasis Software and Services (India) Private Limited

Audited financial statements as at and for the year ended 31 March 2024

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BALANCE SHEET

(₹ lakh)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Financial assets			
Investments	3	3,451.46	3,431.59
Income tax assets (net)	13	1,112.68	1,103.82
Total non-current assets		**4,564.14**	**4,535.41**
Current assets			
Financial assets			
Investments	4	15,894.53	15,197.77
Cash and cash equivalents	5	10.00	14.74
Loans	8	607.00	-
Other financial assets	6	45.64	29.09
Other assets	7	41.95	41.28
Total current assets		**16,599.12**	**15,282.88**
TOTAL ASSETS		**21,163.26**	**19,818.29**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	1,000.00	1,000.00
Other equity	10	19,802.23	18,443.06
Total equity		**20,802.23**	**19,443.06**
LIABILITIES			
Current liabilities			
Financial liabilities			
Trade payables	11		
outstanding dues of creditors other than micro and small enterprises		5.46	5.40
Income tax liabilities (net)	13	355.56	369.83
Other liabilities	12	0.01	-
Total current liabilities		**361.03**	**375.23**
TOTAL EQUITY AND LIABILITIES		**21,163.26**	**19,818.29**
Summary of significant accounting policies.	2		
Contingent liabilities and commitments	17		

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

***for* ASA & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085
Bengaluru
18 June 2024

***for* and on behalf of the Board of Directors**

Manikantan T
Director
DIN No. 00451051
Bengaluru
18 June 2024

K S Narayana Swamy
Director
DIN No. 10277455

Vivek G
Company Secretary
Membership No. A69062

STATEMENT OF PROFIT AND LOSS

(₹ lakh)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Other income	14	1,459.79	1,060.96
Total income (I)		**1,459.79**	**1,060.96**
Expenses			
Other expenses	15	18.78	27.97
Total expenses (II)		**18.78**	**27.97**
Profit before tax (III) [(I)-(II)]		**1,441.01**	**1,032.99**
Tax expenses			
Current tax	13	81.47	212.07
Total tax expenses		**81.47**	**212.07**
Profit for the year (A)		**1,359.54**	**820.92**
Other comprehensive loss ('OCI')			
Items to be reclassified to profit or loss in subsequent periods			
Net change in fair value of investments in debt instruments carried at fair value through OCI		(0.37)	(0.09)
Total Other comprehensive loss (B)		**(0.37)**	**(0.09)**
Total comprehensive income for the year (A+B)		**1,359.17**	**820.83**
Earnings per equity share (par value ₹ 10 per share)	16		
Basic & Diluted (₹)		13.59	8.21
Summary of significant accounting policies.	2		

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

for ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085
Bengaluru
18 June 2024

for and on behalf of the Board of Directors

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Bengaluru
18 June 2024

K S Narayana Swamy
Director
DIN No. 10277455

Vivek G
Company Secretary
Membership No. A69062

STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	No. in Lakh	₹ lakh
As at 1 April 2023	100.00	1,000.00
Changes in equity share capital due to prior period errors	-	-
Restated balance as at 1 April 2023	**100.00**	**1,000.00**
Issue of shares	-	-
As at 31 March 2024	**100.00**	**1,000.00**
As at 1 April 2022	100.00	1,000.00
Changes in equity share capital due to prior period errors	-	-
Restated balance as at 1 April 2022	**100.00**	**1,000.00**
Issue of shares	-	-
As at 31 March 2023	**100.00**	**1,000.00**

b. Other equity

Attributable to the equity holders of the Company

(₹ lakh)

	Capital redemption reserve	Retained earnings	Investments in debt instruments	Total
As at 1 April 2023	**940.00**	**17,503.15**	**(0.09)**	**18,443.06**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1 April 2023	**940.00**	**17,503.15**	**(0.09)**	**18,443.06**
Profit for the year	-	1,359.54	-	**1,359.54**
Investments in debt instruments	-	-	(0.37)	**(0.37)**
As at 31 March 2024	**940.00**	**18,862.69**	**(0.46)**	**19,802.23**
As at 1 April 2022	**940.00**	**16,682.23**	-	**17,622.23**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1 April 2022	**940.00**	**16,682.23**	-	**17,622.23**
Profit for the year	-	820.92	-	**820.92**
Investments in debt instruments	-	-	(0.09)	**(0.09)**
As at 31 March 2023	**940.00**	**17,503.15**	**(0.09)**	**18,443.06**

Summary of significant accounting policies. (Note 2)

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

***for* ASA & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085
Bengaluru
18 June 2024

***for* and on behalf of the Board of Directors**

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DIN No. 00451051
Bengaluru
18 June 2024

K S Narayana Swamy
Director
DIN No. 10277455

Vivek G
Company Secretary
Membership No. A69062

STATEMENT OF CASH FLOWS

(₹ lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Cashflow from operating activities		
Profit before tax as per profit and loss	**1,441.01**	**1,032.99**
Adjustments to reconcile profit before tax to net cash provided by operating activities:		
Net gain on investments carried at fair value through profit and loss	(1,177.64)	(577.00)
Interest income	(254.01)	(483.96)
Operating loss before changes in working capital:	**9.36**	**(27.97)**
Adjustments for:		
Decrease in Other assets	(0.67)	(0.58)
Increase in Trade payables	0.06	4.10
Increase in Other liabilities	0.01	-
Cash (used)/generated from operations	**(0.60)**	**3.52**
Income tax paid (net of refunds)	(104.97)	(165.70)
Net cash flows used in from operating activities (A)	**(96.21)**	**(190.15)**
B. Cashflow from investing activities		
Purchase of investments	(664.84)	(33,640.08)
Sale of investments	1,125.85	27,095.46
Interest received	237.46	796.96
Loans to related party	(607.00)	-
Redemption / maturity of bank deposits	-	5,934.00
Net cash flows generated from investing activities (B)	**91.47**	**186.34**
Net decrease in cash and cash equivalents (A+B)	**(4.74)**	**(3.81)**
Cash and cash equivalents at the beginning of the year	14.74	18.55
Cash and cash equivalents at the end of the year (refer note 5)	**10.00**	**14.74**

Summary of significant accounting policies. (Note 2)

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

for **ASA & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085
Bengaluru
18 June 2024

***for* and on behalf of the Board of Directors**

Manikantan T
Director
DIN No. 00451051
Bengaluru
18 June 2024

K S Narayana Swamy
Director
DIN No. 10277455

Vivek G
Company Secretary
Membership No. A69062

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Mphasis Software and Services (India) Private Limited ('the Company'), is a subsidiary of Mphasis Europe BV, Netherlands ('the Parent Company'), which is a subsidiary of Mphasis Corporation. Mphasis Corporation is a wholly owned subsidiary of Mphasis Limited ('MI.'). Mphasis Limited is an intermediate holding company.

The Company is considered to be a private limited Company primarily based on the reading of the General Circular No.23/2014 dated 25 June 2014 issued by the Ministry of Corporate Affairs which had clarified that the exemption granted in relation to the subsidiaries of the foreign body corporate under the erstwhile Companies Act, 1956 continues as at the date of the report under the provisions of the Companies Act, 2013.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for Investments classified as Fair Value Through Profit or Loss ('FVTPL') /Fair Value Through Other Comprehensive Income ('FVTOCI').

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Companies' normal operating cycle of 12 months. Current assets do not include assets which are not expected to be realised within 12 months and current liabilities include only items where the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The financial statements are presented in INR ('₹') and all the values are rounded off to the nearest lakh (INR 00,000) except when otherwise indicated.

The statements of cash flows have been prepared under the indirect method.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Use of estimates, assumptions and judgements

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the year in which the estimates are revised.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the financial statements have been disclosed below:

- **Taxes**

  The Company's major tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes, tax credits including the amount expected to be paid or refunded.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

The Company derives its revenues primarily from rendering application development and maintenance services, infrastructure outsourcing services, call centre and business & knowledge process outsourcing operations and licensing arrangements.

- Revenue from rendering application development and maintenance services comprise income from time-and-material, fixed monthly billings and milestone-based fixed price contracts. Revenues from call center, business & knowledge process outsourcing operations and infrastructure outsourcing services arise from time-based, unit-priced, fixed monthly billings and milestone-based fixed priced contracts.
- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Revenue from fixed price contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Fixed Bid monthly milestone-based recognition – The practical expedient of revenue equals invoicing is applied as the amounts invoiced directly correspond with the value transferred to the customer.
- Revenue from license transactions where customer's are given a right to use intellectual property are recognised upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.
- Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price.
- In cases where implementation and / or customisation services rendered significantly modifies or customises the license, these services and license are accounted for as a single performance obligation and revenue is recognised over time using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Revenue from the sale of distinct third-party hardware is recognized at the point in time when control is transferred to the customer.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third-party goods are recorded at gross or net basis depending on whether the Company obtains control of the specified goods or services before it is transferred to the customer.

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Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer. Sales tax / Value Added Tax (VAT) / Goods and Services Tax ('GST') is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenues.

The Company recognises an onerous contract provision when it is probable that the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract exceed the economic benefits to be received.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method.

Dividend income is recognized when the right to receive the dividend is established.

Property, plant and equipment and intangible assets

Property, plant and equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for, impairment if any. Direct costs are capitalised until the assets are ready to be put to use. Cost includes expenditure directly attributable to the acquisition. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other Repairs and maintenance costs are recognised in the statement of profit and loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component / part of property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets. Leasehold land is amortised over the lease term. Freehold land is not depreciated.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets'. The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment and are recognized in the statement of profit and loss when the property, plant and equipment is derecognized.

Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of the following:

- financial assets, which include cash and cash equivalents, loans, investments in equity and debt securities and eligible current assets.
- financial liabilities, which include trade payables and eligible current liabilities.

Non-derivative financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and liabilities. Financial assets and liabilities are initially measured at fair value. 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 added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets – Business model assessment

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

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

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

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

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

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

Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

a. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks net of outstanding overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. Financial assets at amortised cost

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these 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.

c. Financial assets at fair value through other comprehensive income

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are measured at fair value through other comprehensive income ('FVTOCI') if these financial assets are held within a business 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. Interest income is recognized in the statement of profit or loss for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognized in other comprehensive income. When the investment is disposed of, the cumulative gain or loss previously accumulated in reserves is transferred to the statement of profit and loss.

Financial assets at fair value through profit or loss

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the statement of profit and loss. The gain or loss on disposal is recognized in the statement of profit and loss.

Interest income is recognized in the statement of profit and loss for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Company's right to receive dividend is established.

d. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e. De-recognition of financial instruments

Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

f. Offsetting of financial instruments

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

g. Fair value of financial instruments

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis

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If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

h. Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

FOREIGN CURRENCIES

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

Income taxes

Income tax expense comprises current tax expense. Current tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax are also recognised in other comprehensive income or directly in equity, respectively.

- **Current income tax**

  Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. The Company offset current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimates required to settle each obligation at balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the Company's owners for the year by the weighted average number of equity shares outstanding during the year adjusted for treasury shares held.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

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	As at 31 March 2024			As at 31 March 2023		
	Units	NAV (₹)	₹ lakh	Units	NAV (₹)	₹ lakh
3. NON-CURRENT INVESTMENTS						
Investments measured at FVTOCI						
Quoted State Development Loans						
6.24% MH 11AUG26	200	977,045	1,954.09	200	967,347	1,934.69
7.05% GJ 14DEC26	50	993,100	496.55	50	990,922	495.46
7.37% MH14SEP2026	100	1,000,823	1,000.82	100	1,001,437	1,001.44
Total non-current investements			**3,451.46**			**3,431.59**
Aggregate Book value of quoted non-current investments			3,451.46			3,431.59
Aggregate Market value of quoted non-current investments			3,451.46			3,431.59

	As at 31 March 2024			As at 31 March 2023		
	Units	NAV (₹)	₹ lakh	Units	NAV (₹)	₹ lakh
4. CURRENT INVESTMENTS						
Investments measured at FVTPL						
Quoted mutual funds						
Nippon India Arbitrage Advantage Fund-Direct Plan - Growth	32,353,461	26.14	8,455.94	32,353,461	24.14	7,809.74
Nippon India Liquid Fund - Direct Plan Growth Plan - Growth Option	-	-	-	1,604	5,506.93	88.35
HDFC Overnight Fund - Direct Plan - Growth	-	-	-	2,674	3,328.46	89.01
IDFC Cash fund - Direct Plan Growth	16,478	2,917.36	480.73	2,986	2,718.58	81.18
IDFC Low Duration Fund - Direct Plan - Growth	14,932,873	35.94	5,367.44	14,932,873	33.48	4,999.75
HDFC Ultra Short Term Fund - Direct Plan - Growth	11,288,551	14.09	1,590.42	16,250,164	13.11	2,129.74
Total current investements			**15,894.53**			**15,197.77**
Aggregate Book value of quoted current investments			15,894.53			15,197.77
Aggregate Market value of quoted current investments			15,894.53			15,197.77

(₹ lakh)

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
5. CASH AND CASH EQUIVALENTS				
Balances with banks:				
In current accounts	-	-	10.00	14.74
	-	-	**10.00**	**14.74**

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
6. OTHER FINANCIAL ASSETS				
Unsecured - considered good				
Accrued interest	-	-	45.64	29.09
	-	-	**45.64**	**29.09**

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
7. OTHER ASSETS				
Unsecured - considered good				
Prepaid expenses	-	-	0.06	-
Advances to suppliers	-	-	0.03	-
Indirect tax recoverable	-	-	41.86	41.28
	-	-	**41.95**	**41.28**

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
8. LOANS				
Carried at amortized cost				
Loan given to related party *	-	-	607.00	-
	-	-	**607.00**	-

* Loan given to related party carries interest @ one-year average MCLR (Marginal cost of funds Lending Rate) + 4.25%.

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	As at 31 March 2024	As at 31 March 2023
9. EQUITY SHARE CAPITAL		
Authorised share capital		
10,000,000 (31 March 2023: 10,000,000) equity shares of ₹ 10 each	1,000.00	1,000.00
1,000,000 (31 March 2023: 1,000,000) 8% non-cumulative redeemable preference shares of ₹ 100 each	1,000.00	1,000.00
Total authorised share capital	**2,000.00**	**2,000.00**
Issued, subscribed and fully paid-up shares		
10,000,000 (31 March 2023: 10,000,000) equity shares of ₹ 10 each	1,000.00	1,000.00
Total issued, subscribed and fully paid-up share capital	**1,000.00**	**1,000.00**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2024		As at 31 March 2023	
	Number of shares	₹ lakh	Number of shares	₹ lakh
At the beginning of the year	10,000,000	1,000.00	10,000,000	1,000.00
Outstanding at the end of the year	**10,000,000**	**1,000.00**	**10,000,000**	**1,000.00**

(b) Terms/rights attached to the equity shares:
The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of equity shares will be entitled to receive remaining assets of the Company, after the distribution of all the preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding/Ultimate holding company and/or their subsidiaries/associates

	As at 31 March 2024	As at 31 March 2023
Mphasis Europe BV 9,999,999 (31 March 2023 : 9,999,999) equity shares of ₹ 10 each fully paid	1,000	1,000

Shares held by Promoters at the begining of the year

Promoter Name	No of Shares	% of total shares
Mphasis Europe BV	9,999,999	100.00

Shares held by Promoters at the end of the year

Promoter Name	No of Shares	% of total shares	% Change during the year
Mphasis Europe BV	9,999,999	100.00	0%

(d) Details of shareholders holding more than 5% shares in the company

	As at 31 March 2024		As at 31 March 2023	
Name of the shareholder	Number of shares	% of holding	Number of shares	% of holding
Mphasis Europe BV	9,999,999	100.00%	9,999,999	100.00%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholder regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

	(₹ lakh)	
	As at 31 March 2024	As at 31 March 2023
10. OTHER EQUITY		
Capital reserve		
Balance as per last financial statements*	940.00	940.00
Closing balance	**940.00**	**940.00**
Retained earnings		
Balance as per previous financial statements	17,503.15	16,682.23
Profit for the year	1,359.54	820.92
Net surplus in the statement of profit and loss	**18,862.69**	**17,503.15**
Debt instruments through OCI		
Balance as per last financial statements	(0.09)	-
Transaction during the year	(0.37)	(0.09)
Closing balance	**(0.46)**	**(0.09)**
Total reserves and surplus	**19,802.23**	**18,443.06**

* Created on redemption of preference shares during FY 2006-07.

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(₹ lakh)

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
11. TRADE PAYABLES				
Outstanding dues of creditors other than micro and small enterprises	-	-	1.46	1.40
Trade payables with related parties	-	-	4.00	4.00
	-	-	**5.46**	**5.40**

Trade payables ageing schedule

Particulars (31 March 2024)	Outstanding for following periods from due date of payment						
	Not Due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Accrued expenses	Total
MSME	-	-	-	-	-	-	-
Others	0.06	-	4.00	-	-	1.40	**5.46**
Disputed dues MSME	-	-	-	-	-	-	-
Disputed dues others	-	-	-	-	-	-	-
	0.06	-	**4.00**	-	-	**1.40**	**5.46**

Trade payables ageing schedule

Particulars (31 March 2023)	Outstanding for following periods from due date of payment						
	Not Due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Accrued expenses	Total
MSME	-	-	-	-	-	-	-
Others	4.00	-	-	-	-	1.40	**5.40**
Disputed dues MSME	-	-	-	-	-	-	-
Disputed dues others	-	-	-	-	-	-	-
	4.00	-	-	-	-	**1.40**	**5.40**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
12. OTHER LIABILITIES				
Statutory dues	-	-	0.01	-
	-	-	**0.01**	-

13. TAXES

Income tax expense in the statement of profit and loss consist of the following:

	Year ended 31 March 2024	Year ended 31 March 2023
Tax expenses		
Current taxes	81.47	212.07
Total tax expenses	**81.47**	**212.07**

Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:

	Year ended 31 March 2024	Year ended 31 March 2023
Profit before tax	**1,441.01**	**1,032.99**
Applicable tax rates in India	25.170%	25.170%
Computed tax expenses (A)	**362.70**	**260.00**
Reconciliation between accounting profit and Income tax profit		
Tax effect on exempted non- operating income	(281.23)	(45.37)
Tax effect on differential domestic/overseas tax rate and other disallowances	-	(3.08)
Tax (true up)/true down (pertains to earlier years)	-	0.52
Total adjustments (B)	**(281.23)**	**(47.93)**
Total tax expenses (A+B)	**81.47**	**212.07**

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(₹ lakh)

	As at 31 March 2024	As at 31 March 2023
Income tax assets (Net)		
Advance income-tax (net of provision for taxation)	1,112.68	1,103.82
	1,112.68	**1,103.82**
Income tax liabilities (Net)		
Provision for taxation	355.56	369.83
	355.56	**369.83**
Net income tax asset	**757.12**	**733.99**

	Year ended 31 March 2024	Year ended 31 March 2023
14. OTHER INCOME		
Interest income on		
Bank deposits	0.02	278.08
long term bonds	253.99	205.88
Net gain on investments carried at FVTPL *	1,177.64	577.00
	1,459.79	**1,060.96**

*Includes profit on sale of investments amounting to ₹ 64.02 lakh (31 March 2023; ₹ 419.31 lakh).

	Year ended 31 March 2024	Year ended 31 March 2023
15. OTHER EXPENSES		
Legal and professional charges	2.39	2.27
Auditor's remuneration	0.75	0.75
Rates & taxes	0.03	1.60
Corporate Social Responsibility expense (refer note 22)	15.50	23.20
Miscellaneous expenses	0.11	0.15
	18.78	**27.97**

16. EARNINGS PER SHARE

Reconciliation of basic and diluted shares used in computing earning per share

	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year (₹ in Lakh)	1,359.54	820.92
Number of Weighted average number of shares considered for calculation of Basic earnings per	10,000,000	10,000,000
Number of Weighted average shares considered for calculation of Diluted earnings per share	10,000,000	10,000,000
Earnings per equity share (par value ₹ 10 per share)		
Basic & Diluted (₹)	13.60	8.21

17. CONTINGENT LIABILITIES AND COMMITMENTS

The Company has received assessment orders for the financial years ended 31 March 2008, 31 March 2009 and 31 March 2010 wherein certain adjustments in respect of transfer pricing under Section 92CA of the Income Tax Act, 1961 and other disallowances have been made to the taxable income and demand orders for ₹ 593.12 Lakh (31 March 2023: ₹ 593.12 Lakh) have been raised on the Company. The management is of the view that the prices determined by it are at arm's length and is confident that the demands raised by the assessing officer are not tenable under law. Further, the demand w.r.t other tax disputes (Other than Transfer Pricing) are disputed by the management and the Company has filed the appeals against the aforesaid orders with appellate authorities. Since the demand is subject to the outcome, no provision has been made in the books of accounts for the aforementioned demand.

18. RELATED PARTY TRANSACTIONS

Entities where control exists:

BCP Asia (SG) Mirror Holding Pte Ltd	Ultimate holding company
BCP Topco IX Pte Ltd	Intermediate holding company
Mphasis Limited	Intermediate holding company
Mphasis Corporation	Intermediate holding company
Mphasis Europe BV	Holding company

Other Related Parties where transaction has taken place

Mrald Services Private Limited

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Key management personnel	
Vivek G	Company Secretary appointed w.e.f. 2 August 2023
P R Karthic	Resigned w.e.f. 2 August 2023
Directors on the board of the Company	
Subramanian Narayan	Director
Manikantan T	Director
K S Narayana Swamy	Director appointed w.e.f. 4 September 2023
Badrinarayanan R	Resigned w.e.f. 27 July 2023

The following is a summary of significant transactions with related parties by the Company: (₹ lakh)

	Year ended 31 March 2024	Year ended 31 March 2023
Expenses incurred by related parties on Company's behalf	-	**4.00**
Mphasis Limited	-	4.00
Unsecured loans given to related parties	**607.00**	**-**
Mrald Services Private Limited	607.00	-
Interest income from unsecured loans given to related parties	**28.14**	**-**
Mrald Services Private Limited	28.14	-

The balances receivable from and payable to related parties are as follows:

	Year ended 31 March 2024	Year ended 31 March 2023
Trade payables- entities where control exists	**4.00**	**4.00**
Mphasis Limited	4.00	4.00
Unsecured loans given to related parties	**607.00**	**-**
Mrald Services Private Limited	607.00	-
Interest Receivable from unsecured loans given to related parties	**25.32**	**-**
Mrald Services Private Limited	25.32	-

19. SEGMENT REPORTIING

Operating segments are defined as components of the Company for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

Since there is no revenue for the Company, there are no segment information to be disclosed.

20. FINANCIAL INSTRUMENTS

The carrying value of financial instruments by categories is as follows:

Particulars (as at 31 March 2024)	FVTPL	FVTOCI	Amortised cost	Total
Financial assets				
Cash and cash equivalents	-	-	10.00	**10.00**
Bank balances other than cash and cash equivalents	-	-	-	-
Investments	15,894.53	3,451.46	-	**19,345.99**
Other financial assets	-		45.64	**45.64**
Total	**15,894.53**	**3,451.46**	**55.64**	**19,401.63**
Financial liabilities				
Trade payables	-		5.46	**5.46**
Total	-	-	**5.46**	**5.46**

Particulars (as at 31 March 2023)	FVTPL	FVTOCI	Amortised cost	Total
Financial assets				
Cash and cash equivalents	-	-	14.74	**14.74**
Bank balances other than cash and cash equivalents	-	-	-	-
Investments	15,197.77	3,431.59	-	**18,629.36**
Other financial assets	-		29.09	**29.09**
Total	**15,197.77**	**3,431.59**	**43.83**	**18,673.19**
Financial liabilities				
Trade payables	-	-	5.40	**5.40**
Total	-	-	**5.40**	**5.40**

Fair value hierarchy:

Particulars	As at 31 March 2024				As at 31 March 2023			
	Fair value measurements at reporting date				Fair value measurements at reporting date			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets								
Investments	**15,894.53**	15,894.53	-	-	**15,197.77**	15,197.77	-	-

Chartered Accountants

21. ADDITIONAL REGULATORY INFORMATION

ANALYTICAL RATIOS

Ratios	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% Variance
Current ratio (in times)	Current assets	Current liabilities	45.98	40.73	13%
Return on equity ratio (in %)*	Net Profit for the year	Average shareholders equity	6.76%	4.31%	56.64%
Trade payables turnover ratio**	Other expenses	Average trade payables	3.46	8.35	-58.58%
Return on investment (in %)***	Income generated from treasury investments	Average invested funds in treasury investments	7.75%	6.19%	25.20%

* Due to higher yield on investment.

**Trade payables turnover ratio has decreased on account of higher average trade payables.

*** Due to higher yield on investment.

22. CORPORATE SOCIAL RESPONSIBILITY ('CSR')

Pursuant to the requirement of Section 135 of the Companies Act, 2013, CSR committee has been formed by the Company. The primary function of the Committee is to assist the Board of Directors in formulating a CSR Policy and review the implementation and progress of the same from time to time. The CSR Policy focuses on creating opportunities for the disadvantaged with emphasis on persons with disabilities and technology driven community development.

(₹ lakh)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Amount required to be spent by the company during the year	15.50	23.20
Amount of expenditure incurred on :		
Construction / acquisition of any asset	-	-
On purposes other than above	15.50	23.20
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reasons for shortfall	-	-
Nature of CSR activities	Promoting Education	Promoting Education, Livelihood and Inclusion

23. For the year ended 31 March 2024, the Company did not have any revenue, however, basis internal assessments, the management is confident of securing projects in the near future and thus the financial statements of the Company are prepared on a going concern basis and will continue its operations for the foreseeable future.

24. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

As per our report of even date

for ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085
Bengaluru
18 June 2024

for and on behalf of the Board of Directors

Manikantan T
Director
DIN No. 00451051
Bengaluru
18 June 2024

K S Narayana Swamy
Director
DIN No. 10277455

Vivek G
Company Secretary
Membership No. A69062

ASA & ASSOCIATES LLP
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Mphasis Deutschland GmbH

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of Mphasis Deutschland GmbH ("the Company") which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements of the Company for the year ended March 31, 2024 are prepared in all material respects in accordance with the accounting policies as set out in the basis of preparation paragraph of Note 2 in financial statements.

Emphasis of Matter

We draw attention to Note.28 to the financial statements, as at 31st March 2024, the net worth of the company stands completely eroded and its current liabilities exceeds its current assets, these conditions indicate the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, the financial statement of the company has been prepared by the management, on the basis of internal assessment and is reasonably certain that the company would operate as a going concern and accordingly no adjustments are considered necessary in these financial statements. Our opinion is not modified in this matter.

Other Matters

This report is intended solely for the information of the Company's and its ultimate holding company's board of directors, inclusion in the annual report of Mphasis Limited as per the requirements under the Indian Laws and for internal use of the management and accordingly may not be Suitable for any other purpose. Further, we do not accept or assume responsibility to anyone other than the company, the company's, and ultimate holding company's board of directors, for our audit work, for this report, or for the opinions we have formed.

Responsibility for Management and those Charged with Governance for the Financial Statement

The Company's Board of Directors is responsible for preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting policies as set out in the basis of preparation. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the operating effectiveness of the entity's internal controls.

A & Associates LLP Chartered Accountants

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For ASA & Associates LLP
Chartered Accountants
Registration No.009571N/N500006

ASA & Associates LLP Chartered Accountants

Vinay K S
Partner
Membership No: 223085

Place: Bangalore
Date: 18/06/2024
UDIN: 24223085BKENKL2572

Mphasis
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Mphasis Deutschland GMBH

Audited Financial Statements as at and for the period ended 31 March 2024

	Page
Balance sheet	1
Statement of profit and loss	2
Statement of changes in equity	3
Statement of cash flows	4
Notes to the financial statements	5

BALANCE SHEET			Amount in EUR
	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	90,006	261,370
Right-of-use assets	4	120,088	601,756
Other assets	9	1,049	3,291
Total non-current assets		**211,143**	**866,417**
Current assets			
Financial assets			
Trade receivables	5	209,165	1,079,518
Cash and cash equivalents	6	132,486	514,400
Loans	7	16,177	30,888
Other financial assets	8	207,892	190,341
Deferred tax assets (net)	23	2,928,858	2,525,683
Income tax assets (net)	23	37,226	3,942
Other assets	9	195,505	261,131
Total current assets		**3,727,309**	**4,605,903**
TOTAL ASSETS		**3,938,452**	**5,472,320**
EQUITY AND LIABILITIES			
EQUITY			
Share capital	10	51,130	51,130
Other equity	11	(7,304,136)	(5,625,609)
Total equity		**(7,253,006)**	**(5,574,479)**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities		192	145,284
Total non-current liabilities		**192**	**145,284**
Current liabilities			
Financial liabilities			
Borrowings	12	9,130,000	8,610,000
Lease liabilities		145,161	567,476
Trade payables	13	911,081	1,043,921
Other financial liabilities	14	53,709	111,269
Other liabilities	15	903,504	441,447
Provisions	16	47,796	127,387
Income tax liabilities (net)	23	15	15
Total current liabilities		**11,191,266**	**10,901,515**
TOTAL EQUITY AND LIABILITIES		**3,938,452**	**5,472,320**

Summary of significant accounting policies. 2

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration no: 009571N/N500006

Vinay KS
Partner
Membership No 223085

Place : Bengaluru
Date : 18 June 2024

For and on behalf of Mphasis Deutschland GmbH

Badrinarayanan R
Senior Vice President and Head Controllership

Place : Bengaluru
Date : 18 June 2024

STATEMENT OF PROFIT AND LOSS **Amount in EUR**

	Notes	As at 31 March 2024	As at 31 March 2023
Income			
Revenue from operations	17	1,255,097	3,954,614
Other Income	18	1,701	-
Total income (I)		**1,256,798**	**3,954,614**
Expenses			
Employee benefits expense	19	1,348,904	4,527,535
Finance costs	20	595,405	278,418
Depreciation and amortization expense	21	634,546	597,245
Other expenses	22	759,645	1,575,089
Total expenses (II)		**3,338,500**	**6,978,287**
Loss before tax (I) - (II)		**(2,081,702)**	**(3,023,673)**
Tax expenses	23		
Deferred tax		(403,175)	(1,536,193)
Total tax expenses		**(403,175)**	**(1,536,193)**
Loss for the year (A)		**(1,678,527)**	**(1,487,480)**
Other comprehensive income (B)		-	-
Total comprehensive loss for the year (A+B)		**(1,678,527)**	**(1,487,480)**
Earnings per share (nominal value of share EUR 51.13)			
Basic & diluted (EUR)	24	(1,678.53)	(1,487.48)

Summary of significant accounting policies. 2

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration no: 009571N/N500006

Vinay KS
Partner
Membership No 223085

Place : Bengaluru
Date : 18 June 2024

For and on behalf of Mphasis Deutschland GmbH

Badrinarayanan R
Senior Vice President and Head Controllership

Place : Bengaluru
Date :18 June 2024

STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

Equity shares of EUR 51.13 each issued, subscribed and fully paid	Number	Amount in EUR
As at 1 April 2023	1,000	51,130
Issue of shares	-	-
As at 31 March 2024	1,000	51,130
As at 1 April 2022	1,000	51,130
Issue of shares	-	-
As at 31 March 2023	1,000	51,130

b. Other equity

Amount in EUR

	Attributable to the equity holders of the Company		
	Reserves and surplus		
	Securities Premium	Retained earnings	Total
As at 1 April 2023	**228,829**	**(5,854,438)**	**(5,625,609)**
Loss for the year	-	(1,678,527)	**(1,678,527)**
As at 31 March 2024	**228,829**	**(7,532,965)**	**(7,304,136)**
As at 1 April 2022	**228,829**	**(2,875,721)**	**(2,646,892)**
Loss for the year	-	(1,487,480)	**(1,487,480)**
As at 31 March 2023	**228,829**	**(4,363,201)**	**(4,134,372)**

Summary of significant accounting policies. (note 2)

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration no: 009571N/N500006

Vinay KS
Partner
Membership No 223085

Place : Bengaluru
Date : 18 June 2024

For and on behalf of Mphasis Deutschland GmbH

Badrinarayanan R
Senior Vice President and Head Controllership

Place : Bengaluru
Date :18 June 2024

STATEMENT OF CASH FLOWS — **Amount in EUR**

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Operating activities		
Loss before tax	**(2,081,702)**	**(3,023,673)**
Adjustments to reconcile loss before tax to net cash provided by operating activities:		
Depreciation and amortization expense	634,546	597,245
Loss on sale of property, plant and equipment and intangible assets	(935)	-
Interest expense	595,405	278,418
Operating loss before changes in operating assets and liabilities	**(852,686)**	**(2,148,010)**
Changes in operating assets and liabilities		
Trade receivables	870,353	470,755
Loans	14,711	(22,488)
Other financial assets	(17,551)	-
Other assets	67,870	46,723
Trade payables	(132,840)	(1,570,895)
Other financial liabilities	(57,560)	10,828
Other liabilities	(45,169)	(219,130)
Provisions and employee benefit obligations	(82,719)	11,445
Total changes in operating assets and liabilities	**617,095**	**(1,272,763)**
Income tax paid (net of refunds)	(33,284)	(204)
Net cash flow used in operating activities (A)	**(268,875)**	**(3,420,977)**
Investing activities		
Purchase of property plant and equipement	-	(31,698)
Proceeds from sale of property plant and equipement	22,549	-
Net cash flow generated from / (used in) investing activities (B)	**22,549**	**(31,698)**
Financing activities		
Availment of borrowings	520,000	3,000,000
Interest paid	(88,179)	(24,673)
Repayment of lease liabilities	(567,409)	(530,514)
Net cash flow (used in) / generated from financing activities (C)	**(135,588)**	**2,444,813**
Net decrease in cash and cash equivalents (A+B+C)	**(381,914)**	**(1,007,862)**
Cash and cash equivalents at the beginning of the year	514,400	1,522,262
Cash and cash equivalents at the end of the year (note 6)	**132,486**	**514,400**

Summary of significant accounting policies. (note 2)

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration no: 009571N/N500006

Vinay KS
Partner
Membership No 223085

Place : Bengaluru
Date : 18 June 2024

For and on behalf of Mphasis Deutschland GmbH

Badrinarayanan R
Senior Vice President and Head Controllership

Place : Bengaluru
Date :18 June 2024

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Mphasis Deutschland GmbH ('the Company') was incorporated on 8 June 1990 and is a subsidiary of Mphasis Limited. The Company is engaged in providing application development, infrastructure management services, application maintenance and other services to clients around the world. The holding company and ultimate holding company are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on a historical cost convention and on an accrual basis of accounting.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Companies' normal operating cycle of 12 months. Current assets do not include assets which are not expected to be realised within 12 months and current liabilities include only items where the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The financial statements are presented in EUR.

The statements of cash flows have been prepared under the indirect method.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Use of estimates, assumptions & judgements.

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the year in which the estimates are revised.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the financial statements have been disclosed below:

- **Taxes**

  The company's tax jurisdiction is in Germany. Significant judgements are involved in determining the provision for income taxes, tax credits including the amount expected to be paid or refunded.

  Deferred tax assets are recognized for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

- **Useful lives of property, plant and equipment**

  The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

- **Leases**

  The Company evaluates if an arrangement qualifies to be a lease based on the requirements of the relevant standard. Identification of a lease requires significant management judgment. Computation of the lease liabilities and right-to-use assets requires management to estimate the lease term (including anticipated renewals), and the applicable discount rate. Management estimates the lease term based on the non-cancellable lease-term, options for future renewals if the Company is reasonably certain to exercise and options to terminate the lease if the Company is reasonably certain not to exercise. In performing this assessment, the discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

ASA & Associates LLP Chartered Accountants

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price(net of variable consideration) allocated to a particular performance obligation.

The Company derives its revenues primarily from rendering application development and maintenance services, infrastructure outsourcing services, call centre and business & knowledge process outsourcing operations and licensing arrangements.

- Revenue from rendering application development and maintenance services comprise income from time-and-material, fixed monthly billings and milestone-based fixed price contracts. Revenues from call center, business & knowledge process outsourcing operations and infrastructure outsourcing services arise from time-based, unit-priced, fixed monthly billings and milestone-based fixed priced contracts.
- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Revenue from fixed price contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Fixed Bid monthly milestone-based recognition – The practical expedient of revenue equals invoicing is applied as the amounts invoiced directly correspond with the value transferred to the customer.
- Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
- Revenue from license transactions where customers are given a right to use intellectual property are recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.
- Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price (net of variable consideration)
- In cases where implementation and / or customization services rendered significantly modifies or customizes the license, these services and license are accounted for as a single performance obligation and revenue is recognized over time using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Revenue from the sale of distinct third-party hardware is recognized at the point in time when control is transferred to the customer.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third-party goods are recorded at gross or net basis depending on whether the Company obtains control of the specified goods or services before it is transferred to the customer.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer. Value Added Tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

The Company recognizes an onerous contract provision when it is probable that the incremental costs of fulfilling the obligations under the contract and an allocation of other costs directly related to fulfilling the contract exceed the economic benefits to be received.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Use of significant judgements in revenue recognition.

- The Company's contracts with customers could include promises to transfer multiple goods and services to a customer. The Company assesses the goods / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration from the customer or variable consideration with elements such as volume discounts, performance bonuses, price

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concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. The Company has applied the practical expedient provided by Ind AS 115, whereby the Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement 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 good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how a customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

- Use of the percentage-of completion method in accounting for revenue from fixed-price contracts requires the Company to exercise judgement in estimating the balance-to-go efforts or costs. Efforts or costs expended to date as a proportion of the total efforts or costs to be expended is used as a measure to determine the percentage-of completion. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

- Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular, when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

- Contract acquisition costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization, in particular if such costs are expected to be recovered. Contract acquisition costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates.

Other Income

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method. Dividend income is recognized when the right to receive the dividend is established.

Property, plant and equipment and intangible assets

Property, Plant and Equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for impairment, if any. Direct costs are capitalized until the assets are ready to be put to use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets. Freehold land is not depreciated.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets". The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of Property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of Property, plant and equipment and are recognized in the statement of profit and loss when the Property, plant and equipment is derecognized.

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Depreciation and amortization

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortized on a straight-line basis over the estimated useful economic life.

The useful lives estimated by management are given below:

(In Years)

Asset	Useful life estimated by the management
Computer equipment	3
Furniture and Fixtures	5
Lease hold Improvements	10 or remaining lease term whichever is less
Buildings	20 or remaining lease term whichever is less
Office equipment	2 to 5
Plant and equipment	4 to 7
Server and Networks	6
Vehicles	5
Computer software	3 to 7

In respect of Office equipment, plant and equipment, furniture and fixtures and vehicles, the management, basis internal assessment of usage pattern believes that the useful lives as mentioned above best represent the period over which management expects to use these assets.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Project specific assets are depreciated over the period of contract or useful life of the asset, whichever is lower.

Leases

Company as a lessee

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:

- the contract involves the use of an identified asset.
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the 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 incremental borrowing rate applicable to the entity within the Company for the nature of asset taken on lease. Generally, the Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in the statement of profit and loss.

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The Company has elected not to recognized right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Company as a lessor

When the Company acts as a lessor at the inception, it determines whether each lease is a finance lease or an operating lease.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short -term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains a lease and non-lease components, the Company applies Ind AS 115-Revenue to allocate the consideration in the contract.

Impairment

a. Financial assets (other than at fair value)

For financial assets measured at amortised cost, the Company assesses at each balance sheet date whether the asset is impaired. Ind AS 109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

b. Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

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.

Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments are measured as described below.

a. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. Financial assets at amortized cost

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) and fair value through Other Comprehensive income (FVTOCI) on initial recognition) are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these 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.

c. Financial assets at fair value through profit or loss

Financial assets are measured at FVTPL unless it is measured at amortized cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the statement of profit and loss. The gain or loss on disposal is recognized in the statement of profit and loss.Interest income is recognized in the statement of profit and loss and for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Company's right to receive dividend is established.

d. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

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Fair value of financial instruments

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

De-recognition of financial instruments

The Company derecognises a financial asset when:

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

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Retirement and other employee benefits

Employee benefits

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. 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.

Compensated absences

The Company has a policy on compensated absences that is both accumulating and non-accumulating in nature. Non-accumulating compensated absences are measured on an undiscounted basis and are recognized in the period in which absences occur. The cost of short term compensated absences are provided for based on estimates. The expected cost of accumulating compensated absences is determined by actuarial valuation at each balance sheet date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefits for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the standalone statement of profit and loss. The Company presents the entire obligation for compensated absences as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

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Share based payments

The Company measures compensation cost relating to share-based payments using the fair valuation method in accordance with Ind AS 102, Share-Based Payment. Compensation expense is amortized over the vesting period of the option on a graded basis. The units generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black-Scholes valuation model. The expected term of an option is estimated based on the vesting term and contractual life of the option. Expected volatility during the expected term of the option is based on the historical volatility of share price of the Company. Risk free interest rates are based on the government securities yield in effect at the time of the grant.

The cost of equity settled transactions is recognised, together with a corresponding increase in share-based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Debit or credit in standalone statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Foreign Currencies

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

Income taxes

Income tax expense comprises current tax expense. Current tax is recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax are also recognised in other comprehensive income or directly in equity, respectively.

- **Current income tax**

  Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

- **Deferred income tax**

  Deferred income tax is recognised using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

  Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

  Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as an income or expense in the period that includes the enactment or substantive enactment date.

  Deferred income taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

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

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Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow embodying economic benefits of resources will be required to settle the obligation. Provisions are determined based on best estimates required to settle each obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the Company's owners for the year by the weighted average number of equity shares outstanding during the year adjusted for treasury shares held.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

3. PROPERTY, PLANT AND EQUIPMENT

Amount in EUR

	Computer Equipment	Plant and Machinery	Office Equipment	Furniture & Fixtures	Server & neworking equipment	Total
Cost						
At 1 April 2022	**253,796**	**17,453**	**64,987**	**21,135**	**64,438**	**421,809**
Additions	9,550	-	22,149	-	-	31,699
Deletions/written off	5,144	-	-	-	-	5,144
At 31 March 2023	**258,202**	**17,453**	**87,136**	**21,135**	**64,438**	**448,364**
Additions						-
Deletions/written off	**163,940**	**17,453**	**9,326**	**21,135**	**12,187**	224,041
At 31 March 2024	**94,262**	**-**	**77,810**	**-**	**52,251**	**224,323**
Depreciation						
At 1 Apr 2022	**65,608**	**1,237**	**4,031**	**1,365**	**4,321**	**76,562**
Charge for the year	84,060	3,151	13,398	4,227	10,740	115,576
Deletions/written off	5,144	-	-	-	-	5,144
At 31 March 2023	**144,524**	**4,388**	**17,429**	**5,592**	**15,061**	**186,994**
Charge for the year	86,785	13,066	23,097	15,543	14,386	**152,877**
Deletions/written off	149,469	17,454	9,000	21,135	8,496	205,554
At 31 March 2024	**81,840**	**-**	**31,526**	**-**	**20,951**	**134,317**
Net Block						
At 31 March 2023	**113,678**	**13,065**	**69,707**	**15,543**	**49,377**	**261,370**
At 31 March 2024	**12,422**	**-**	**46,284**	**-**	**31,300**	**90,006**

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4. RIGHT-OF-USE ASSETS		Amount in EUR
	As at 31 March 2024	As at 31 March 2023
Cost		
Balance as per previous financial statements	**1,445,007**	**1,445,007**
Additions	-	-
Disposals	-	-
Total	**1,445,007**	**1,445,007**
Accumulated depreciation		
Balance as per previous financial statements	**843,251**	**361,582**
Depreciations	481,669	481,669
	1,324,919	**843,251**
Net block	**120,088**	**601,756**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
5. TRADE RECEIVABLES				
Considered good	-	-	121,152	749,497
Allowance for doubtful receivables	-	-	(112)	(481)
	-	-	**121,040**	**749,016**
Unbilled receivables	-	-	88,125	330,502
	-	-	**209,165**	**1,079,518**

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
6. CASH AND CASH EQUIVALENTS				
In current accounts	-	-	132,486	514,400
	-	-	**132,486**	**514,400**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
7. LOANS				
Unsecured - considered good				
Employee advances	-	-	16,177	30,888
	-	-	**16,177**	**30,888**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
8. OTHER FINANCIAL ASSETS				
Deposits-Premises	-	-	190,341	190,341
Recoverable from related parties	-	-	17,551	-
	-	-	**207,892**	**190,341**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
9. OTHER ASSETS				
Unsecured - considered good				
Prepaid expenses	1,049	3,291	58,530	57,796
Indirect tax recoverable	-	-	136,975	203,335
	1,049	**3,291**	**195,505**	**261,131**

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	As at 31 March 2024	As at 31 March 2023
10. EQUITY SHARE CAPITAL		
Authorised share capital		
[1,000 (31 March 2023: 1,000) equity shares of EUR 51.13 each]	51,130	51,130
Issued, subscribed and paid up		
[1,000 (31 March 2023: 1,000) equity shares of EUR 51.13 each]	51,130	51,130
Total issued, subscribed and paid-up share capital	**51,130**	**51,130**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2024		As at 31 March 2023	
	No of shares held	EUR	No of shares held	EUR
At the beginning of the year	1,000	51,130	1,000	51,130
Outstanding at the end of the year	**1,000**	**51,130**	**1,000**	**51,130**

b. Terms/rights and restrictions attached to equity shares

The Company has only one class of equity shares having par value of EUR 51.13 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares 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.

c. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

	As at 31 March 2024	As at 31 March 2023
Mphasis Limited (Immediate holding company)*	910	910
910 (31 March 2023 : 910) equity shares of EUR 51.13 each		
Total shares	**910**	**910**

*The ultimate holding company is BCP Asia (SG) Mirror Holding Pte Ltd.

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

	As at 31 March 2024		As at 31 March 2023	
Name of shareholder	**No of shares held**	**% of holding**	**No of shares held**	**% of holding**
Mphasis Limited	910	91	910	91
Martin Winkler	90	9	90	9

e. The Company has not allotted any fully paid-up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

	Amount in EUR	
	As at 31 March 2024	As at 31 March 2023
11. OTHER EQUITY		
Securities premium		
Balance as per previous financial statement	228,829	228,829
Closing balance	**228,829**	**228,829**
Retained earnings		
Balance as per previous financial statement	(5,854,438)	(4,366,958)
Loss for the year	(1,678,527)	(1,487,480)
Closing balance	**(7,532,965)**	**(5,854,438)**
Total other equity	**(7,304,136)**	**(5,625,609)**

Associates LLP
Chartered Accountants

Amount in EUR

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
12. BORROWINGS				
Unsecured				
Loan from related party	-	-	9,130,000	8,610,000
	-	-	**9,130,000**	**8,610,000**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
13. TRADE PAYABLES				
Trade payables	-	-	911,081	1,043,921
	-	-	**911,081**	**1,043,921**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
14. OTHER FINANCIAL LIABILITIES				
Salary related costs	-	-	53,709	83,399
Capital creditors	-	-	-	27,870
	-	-	**53,709**	**111,269**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
15. OTHER LIABILITIES				
Payable to related parties	-	-	-	20,273
Statutory dues	-	-	110,434	135,330
Interest payable	-	-	793,070	285,844
	-	-	**903,504**	**441,447**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
16. PROVISIONS				
16a. EMPLOYEE BENEFIT OBLIGATIONS				
Provision for employee compensated absences	-	-	44,668	127,387
	-	-	**44,668**	**127,387**
16b. OTHER PROVISIONS				
Provisions-Others	-	-	3,128	-
	-	-	**3,128**	-
	-	-	**47,796**	**127,387**

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Amount in EUR

	Year ended 31 March 2024	Year ended 31 March 2023
17. REVENUE FROM OPERATIONS		
Sale of services	1,255,097	3,954,614
	1,255,097	**3,954,614**

18. OTHER INCOME	Year ended 31 March 2024	Year ended 31 March 2023
Interest income on		
Bank deposits	1,658	-
Others	43	-
	1,701	**-**

	Year ended 31 March 2024	Year ended 31 March 2023
19. EMPLOYEE BENEFITS EXPENSE		
Salaries and bonus	1,128,807	3,794,739
Contribution to social security and other funds	195,486	635,924
Employee share based payments	11,092	48,401
Staff welfare expenses	13,519	48,471
	1,348,904	**4,527,535**

	Year ended 31 March 2024	Year ended 31 March 2023
20. FINANCE COSTS		
Interest expense	595,405	278,418
	595,405	**278,418**

	Year ended 31 March 2024	Year ended 31 March 2023
21. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of property plant and equipment (refer note 3)	152,877	115,576
Depreciation of right-of-use assets (refer note 4)	481,669	481,669
	634,546	**597,245**

	Year ended 31 March 2024	Year ended 31 March 2023
22. OTHER EXPENSES		
Subcontracting charges	258,706	456,584
Travel	7,322	48,257
Communication expenses	12,939	35,109
Facility expenses	157,141	334,145
Legal and professional charges	194,106	253,872
Recruitment expenses	17,529	243,431
Power and fuel	17,998	18,019
Software support & annual maintenance charges	23,218	43,030
Foreign exchange loss (net)	8,681	689
Provision for expected credit loss	(717)	(2,292)
Miscellaneous expenses	60,672	142,195
Auditor's remuneration	2,050	2,050
	759,645	**1,575,089**

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23. TAXES		Amount in EUR
Income tax expenses in the statement of profit and loss consist of the following:		
	Year ended 31 March 2024	**Year ended 31 March 2023**
Taxes		
Current taxes	-	-
Deferred taxes	(403,175)	(1,536,193)
Total taxes	**(403,175)**	**(1,536,193)**

	As at 31 March 2023	**As at 31 March 2023**
Income tax assets (net)		
Advance income-tax (net of provision for taxation)	37,226	3,942
	37,226	**3,942**
Income tax liabilities (net)		
Provision for taxation	15	15
	15	**15**
Net income tax (asset) / liability	**(37,211)**	**(3,927)**

	As at 31 March 2023	**As at 31 March 2023**
Deferred tax asset (net)	2,928,858	2,525,683
	2,928,858	**2,525,683**

	Year ended 31 March 2024	**Year ended 31 March 2023**
24. EARNINGS PER SHARE		
Loss after tax	(1,678,527)	(1,487,480)
Number of equity shares considered for calculation of earnings per share	1,000	1,000
Basic & diluted (EUR)	**(1,678.53)**	**(1,487.48)**

25. Related party transactions

a) Entity who have control over the company

BCP Asia (SG) Mirror Holding Pte Ltd (Ultimate holding company)
BCP Topco IX Pte Ltd (Intermediate holding company)
Mphasis Limited (Intermediate holding company)

b) Other related parties with which transactions have taken place:

Mphasis Corporation
Mphasis UK Limited
Wyde Corporation
Mphasis Australia Pty Limited
Msource India Private Limited
Mphasis Europe BV
Mphasis Belgium BV
Mphasis Poland Z.o.o
Mphasis Ireland Limited
eBECS Limited

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The following is a summary of significant transactions with related parties by the Company: **Amount in EUR**

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Rendering of services to entities who have control over the company	**384,210**	**282,439**
Mphasis Limited	284,311	282,439
Mphasis Corporation	99,899	-
Rendering of services to other related parties	**456,966**	**319,626**
Wyde Corporation	-	31,708
Mphasis UK Limited	-	62,289
Mphasis Belgium BV	368,886	224,610
'Mphasis Australia Pty Limited	-	1,019
Mphasis Poland z.o.o	88,080	-
Subcontracting charges from other related parties	**2,507**	**73,028**
Mphasis Corporation	878	130
Mphasis Europe BV	(94)	269
Mphasis UK Limited	1,723	72,629
Corporate support cost from entities who have control over the company	**21,253**	**103,814**
Mphasis Limited	21,253	103,814
Corporate support cost from other related parties	**10,838**	**32,460**
Mphasis Corporation	366	5,825
Mphasis UK Limited	10,325	26,404
Msource India Private Limited	147	231
Interest expense on unsecured loans given to other related parties	**588,251**	**261,730**
Mphasis Ireland Limited	19,916	11,629
Mphasis Europe BV	264,135	124,216
Mphasis Belgium BV	304,200	125,885
Expenses incurred by related parties where control exists	**17,107**	**64,238**
Mphasis Limited	17,107	64,238
Unsecured loans received from other related parties	**520,000**	**3,000,000**
Mphasis Europe BV	-	1,500,000
Mphasis Belgium BV	520,000	1,500,000

The balances receivable from and payable to related parties are as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Trade receivables from entities who have control over the company	**48,614**	**27,863**
Mphasis Limited	48,614	27,863
Trade receivables from other related parties	**50,585**	**105,909**
Mphasis Corporation	17,441	-
Mphasis Belgium BV	14,009	105,909
Mphasis Poland z.o.o	19,135	-
Trade payables to entities who have control over the company	**7,074**	**79,599**
Mphasis Limited	7,074	79,599
Trade payables to other related parties	**415,286**	**396,777**
Mphasis Corporation	-	1,710
Mphasis Europe BV	81,939	82,033
Mphasis UK Limited	333,346	312,308
Mphasis Poland z.o.o	1	1
Mphasis Ireland Limited	-	494
Msource India Private Limited	-	231
Other receivables - other related parties	**17,551**	**-**
Mphasis Belgium BV	8,607	-
eBECS Limited	8,944	-
Unsecured loans payable to other related parties	**9,130,000**	**8,610,000**
Mphasis Ireland Limited	300,000	300,000
Mphasis Europe BV	3,990,000	3,990,000
Mphasis Belgium BV	4,840,000	4,320,000
Interest payable on unsecured loans from other related parties	**793,070**	**285,844**
Mphasis Ireland Limited	1,766	5,098
Mphasis Europe BV	369,530	134,951
Mphasis Belgium BV	421,774	145,795

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26. Certain employees of the company have received stock options and RSU's of the immediate holding company, Mphasis Limited under the ESOP instituted by Mphasis Limited. All the ESOPs and RSU's are in respect of Mphasis Limited shares, where each stock option is equivalent to one share. Such cost aggregating to EUR 11,092 (31 March 2023: EUR 48,401) has been cross charged to the company and the same has been charged to statement of profit and loss as Employee share based payments under the head Employee benefits expenses.

27. No specific contingent liability exist as on the balance sheet date.

28. Going Concern - As at the year ended 31 March 2024, the net worth of the Company is negative, however, basis internal assessment of its operations, the management has prepared its financial statements of the Company on a going concern basis and will continue its operations for the foreseeable future.

29. Subsequent Events:

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

As per our report of even date attached.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration no: 009571N/N500006

Vinay KS
Partner
Membership No 223085

Place : Bengaluru
Date : 18 June 2024

For and on behalf of Mphasis Deutschland GmbH

Badrinarayanan R
Senior Vice President and Head Controllership

Place : Bengaluru
Date : 18 June 2024

ASA & ASSOCIATES LLP
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Mphasis Europe BV

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of Mphasis Europe BV ("the Company") which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements of the Company for the year ended March 31, 2024 are prepared in all material respects in accordance with the accounting policies as set out in the basis of preparation paragraph of Note 2 in financial statements.

Other Matters

This report is intended solely for the information of the Company's and its ultimate holding company's board of directors, inclusion in the annual report of Mphasis Limited as per the requirements under the Indian Laws and for internal use of the management and accordingly may not be suitable for any other purpose. Further, we do not accept or assume responsibility to anyone other than the company, the company's, and ultimate holding company's board of directors, for our audit work, for this report, or for the opinions we have formed.

Responsibility of Management and those Charged with Governance for the Financial Statement

The Company's Board of Directors is responsible for preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting policies as set out in the basis of preparation. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting

records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the operating effectiveness of the entity's internal controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For ASA & Associates LLP
Chartered Accountants
Registration No.009571N/N500006

Vinay K S
Partner
Membership No: 223085

Place: Bangalore
Date: 18/06/2024

UDIN: 24223085BKENKN5692

Mphasis
The Next Applied

Mphasis Europe BV

Audited Financial Statements as at and for the year ended 31 March 2024

	Page
Balance sheet	1
Statement of profit and loss	2
Statement of changes in equity	3
Statement of cash flows	4
Notes to the financial statements	5

BALANCE SHEET

Amount in EUR

	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Financial assets			
Investments	3	167,140,440	167,140,440
Total non-current assets		**167,140,440**	**167,140,440**
Current assets			
Financial assets			
Trade receivables	4	764,440	1,121,904
Cash and cash equivalents	5	793,360	474,445
Loans	6	5,290,000	4,899,533
Other financial assets	7	533,254	247,602
Income tax assets (net)	19	169,840	69,031
Other assets	8	4,242	19,573
Total current assets		**7,555,136**	**6,832,088**
TOTAL ASSETS		**174,695,576**	**173,972,528**
EQUITY AND LIABILITIES			
EQUITY			
Share capital	9	8,373,848	8,373,848
Other equity	10	162,583,065	162,575,375
Total equity		**170,956,913**	**170,949,223**
LIABILITIES			
Current liabilities			
Financial liabilities			
Trade payables	11	2,914,482	2,469,206
Other financial liabilities	12	157,938	116,458
Provisions	13	212,587	176,821
Other liabilities	14	320,567	229,793
Income tax liabilities (net)	19	2,352	400
Deferred tax liabilities (net)	19	130,737	30,627
Total current liabilities		**3,738,663**	**3,023,305**
TOTAL EQUITY AND LIABILITIES		**174,695,576**	**173,972,528**

Summary of significant accounting policies. 2

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006
Chartered Accountants

Vinay KS
Partner
Membership no 223085

Place : Bengaluru, India
Date : 18 June 2024

For and on behalf of the Board of Directors

Subramanian Narayan
Director

Place : Bengaluru, India
Date : 18 June 2024

STATEMENT OF PROFIT AND LOSS

Amount in EUR

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	15	4,983,021	4,738,023
Other income	16	366,544	217,598
Total income (I)		**5,349,565**	**4,955,621**
Expenses			
Employee benefits expense	17	2,226,948	2,083,712
Other expenses	18	3,014,757	3,008,199
Total expenses (II)		**5,241,705**	**5,091,911**
Profit / (loss) before tax (I) - (II)		**107,860**	**(136,290)**
Tax expenses	19		
Current tax		60	-
Deferred tax		100,110	(19,580)
Total tax expenses		**100,170**	**(19,580)**
Profit/(loss) for the year (A)		**7,690**	**(116,710)**
Other comprehensive income / (loss) (B)		**-**	**-**
Total comprehensive income / (loss) for the year (A+B)		**7,690**	**(116,710)**
Earnings per equity share (par value of EUR 1 per share)	20		
Basic and diluted (EUR)		0.00	(0.01)

Summary of significant accounting policies. 2

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006
Chartered Accountants

Vinay KS
Partner
Membership no 223085

Place : Bengaluru, India
Date :18 June 2024

For and on behalf of the Board of Directors

Subramanian Narayan
Director

Place : Bengaluru, India
Date : 18 June 2024

STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

Equity shares of EUR 1 each issued, subscribed and fully paid	Number	Amount in EUR
As at 1 April 2023	8,373,848	8,373,848
As at 31 March 2024	**8,373,848**	**8,373,848**
As at 1 April 2022	8,373,848	8,373,848
As at 31 March 2023	**8,373,848**	**8,373,848**

b. Other equity

Amount in EUR

	Attributable to the equity holders of the Company		
	Securities Premium	**Retained earnings**	**Total**
As at 1 April 2023	**150,283,891**	**12,291,484**	**162,575,375**
Profit for the year	-	7,690	7,690
As at 31 March 2024	**150,283,891**	**12,299,174**	**162,583,065**
As at 1 April 2022	**150,283,891**	**12,408,194**	**162,692,085**
Loss for the year	-	(116,710)	(116,710)
As at 31 March 2023	**150,283,891**	**12,291,484**	**162,575,375**

Summary of significant accounting policies. (note 2)

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006

Chartered Accountants

Vinay KS
Partner
Membership no 223085

Place : Bengaluru, India
Date : 18 June 2024

For and on behalf of the Board of Directors

Subramanian Narayan
Director

Place : Bengaluru, India
Date : 18 June 2024

STATEMENT OF CASH FLOWS

Amount in EUR

	Year ended 31 March 2024	Year ended 31 March 2023
Operating activities		
Profit/(loss) before tax	**107,860**	**(136,290)**
Adjustments to reconcile profit before tax to net cash provided by operating activities		
Interest income	(366,544)	(217,598)
Provision for expected credit loss	(12,003)	49
Unrealized exchange (gain)	-	(175,780)
Operating profit before changes in operating assets and liabilities	**(270,687)**	**(529,619)**
Changes in operating assets and liabilities		
Trade receivables and unbilled receivables	369,467	1,510,697
Other assets	15,331	801
Loans	9,533	(9,533)
Other financial assets	(675)	1,228
Trade payables	445,276	(1,044,139)
Provisions and employee benefit obligations	35,766	8,693
Other financial liabilities	41,480	24,392
Other liabilities	90,774	(118,665)
Total changes in operating assets and liabilities	**1,006,952**	**373,474**
Income tax paid (net of refunds)	(98,917)	(257,129)
Net cash flows generated from / (used in) operating activities (A)	**637,348**	**(413,274)**
Investing activities		
Purchase of investments	-	(98,462)
Interest received	81,567	177,928
Loans given to related parties	(400,000)	(1,500,000)
Loans repaid by related parties	-	1,795,662
Net cash flows (used in) / generated from investing activities (B)	**(318,433)**	**375,128**
Net cash flows from financing activities (C)	**-**	**-**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**318,915**	**(38,146)**
Cash and cash equivalents at the beginning of the year	474,445	512,591
Cash and cash equivalents at the end of the year (refer note 5)	**793,360**	**474,445**

Summary of significant accounting policies. (note 2)

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006
Chartered Accountants

Vinay KS
Partner
Membership no 223085

Place : Bengaluru, India
Date : 18 June 2024

For and on behalf of the Board of Directors

Subramanian Narayan
Director

Place : Bengaluru, India
Date :18 June 2024

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Mphasis Europe BV ('the Company') was incorporated on 20 October 1999 and is a subsidiary of Mphasis Corporation USA and Mphasis Limited (Immediate Holding Companies). The company is engaged in the business of rendering application development services, infrastructure management services and application maintenance & other services. The holding company and ultimate holding company are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for the derivative financial instruments which is measured at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Companies' normal operating cycle of 12 months. Current assets do not include assets which are not expected to be realised within 12 months and current liabilities include only items where the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The financial statements are presented in EUR.

The statement of cash flows has been prepared under the indirect method.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Use of estimates, assumptions & judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the year in which the estimates are revised.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the financial statements have been disclosed below:

- **Taxes**

  The company's tax jurisdiction is Netherland. Significant judgements are involved in determining the provision for income taxes, tax credits including the amount expected to be paid or refunded.

  Deferred tax assets are recognized for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

- **Useful lives of property, plant and equipment**

  The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

AS & Associates LLP Chartered Accountants

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

The Company derives its revenues primarily from rendering application development and maintenance services, infrastructure outsourcing services, call centre and business & knowledge process outsourcing operations and licensing arrangements.

- Revenue from rendering application development and maintenance services comprise income from time-and-material, fixed monthly billings and milestone-based fixed price contracts. Revenues from call center, business & knowledge process outsourcing operations and infrastructure outsourcing services arise from time-based, unit-priced, fixed monthly billings and milestone-based fixed priced contracts.
- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Revenue from fixed price contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Fixed Bid monthly milestone-based recognition – The practical expedient of revenue equals invoicing is applied as the amounts invoiced directly correspond with the value transferred to the customer.
- Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
- Revenue from license transactions where customers are given a right to use intellectual property are recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.
- Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price (net of variable consideration).
- In cases where implementation and / or customization services rendered significantly modifies or customizes the license, these services and license are accounted for as a single performance obligation and revenue is recognized over time using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Revenue from the sale of distinct third-party hardware is recognized at the point in time when control is transferred to the customer.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third-party goods are recorded at gross or net basis depending on whether the Company obtains control of the specified goods or services before it is transferred to the customer.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer. Value Added Tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

The Company recognizes an onerous contract provision when it is probable that the incremental costs of fulfilling the obligations under the contract and an allocation of other costs directly related to fulfilling the contract exceed the economic benefits to be received.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Use of significant judgements in revenue recognition.

The Company's contracts with customers could include promises to transfer multiple goods and services to a customer. The Company assesses the goods / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

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Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration from the customer or variable consideration with elements such as volume discounts, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. The Company has applied the practical expedient provided by Ind AS 115, whereby the Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company uses judgement 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 good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how a customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Use of the percentage-of completion method in accounting for revenue from fixed-price contracts requires the Company to exercise judgement in estimating the balance-to-go efforts or costs. Efforts or costs expended to date as a proportion of the total efforts or costs to be expended is used as a measure to determine the percentage-of completion. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular, when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract acquisition costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization, in particular if such costs are expected to be recovered. Contract acquisition costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates.

Other Income

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method. Dividend income is recognized when the right to receive the dividend is established.

Property, plant and equipment and intangible assets

Property, Plant and Equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for impairment, if any. Direct costs are capitalized until the assets are ready to be put to use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets. Freehold land is not depreciated.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets'. The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'.

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An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of Property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of Property, plant and equipment and are recognized in the statement of profit and loss when the Property, plant and equipment is derecognized.

Depreciation and amortization

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortized on a straight-line basis over the estimated useful economic life.

The useful lives estimated by the management are given below:

(In Years)

Asset	**Useful life estimated by the management**
Computer equipment	3
Furniture and Fixtures	5
Lease hold Improvements	10 or remaining lease term whichever is less
Buildings	20 or remaining lease term whichever is less
Office equipment	2 to 5
Plant and equipment	4 to 7
Server and Networks	6
Vehicles	5
Computer Software	3

In respect of office equipment ,plant and equipment, furniture and fixtures and vehicles, the management, basis internal assessment of usage pattern believes that the useful lives as mentioned above best represent the period over which management expects to use these assets.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Project specific assets are depreciated over the period of contract or useful life of the asset, whichever is lower

Investment in subsidiaries:

Investment in equity instruments of subsidiaries are measured at cost less impairment, if any.

Impairment

a. **Financial assets (other than at fair value)**

For financial assets measured at amortised cost, the Company assesses at each balance sheet date whether the asset is impaired. Ind AS 109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

b. **Non-financial assets**

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

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.

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Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments are measured as described below.

a. **Cash and cash equivalents**

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. **Financial assets at amortised cost**

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these 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.

c. **Financial assets at fair value through profit or loss**

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the statement of profit and loss. The gain or loss on disposal is recognized in the statement of profit and loss. Interest income is recognized in the statement of profit and loss and for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Company's right to receive dividend is established.

d. **Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contract to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss as expenses.

Fair value of financial instruments

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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De-recognition of financial instruments

The Company derecognises a financial asset when:

-the contractual rights to the cash flows from the financial asset expire; or

-it transfers the rights to receive the contractual cash flows in a transaction in which either:

- substantially all of the risks and rewards of ownership of the financial asset are transferred; or
- the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Retirement and other employee benefits

Employee benefits

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. 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.

Compensated absences

The Company has a policy on compensated absences that is both accumulating and non-accumulating in nature. Non-accumulating compensated absences are measured on an undiscounted basis and are recognized in the period in which absences occur. The cost of short term compensated absences are provided for based on estimates. The expected cost of accumulating compensated absences is determined by actuarial valuation at each balance sheet date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefits for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the standalone statement of profit and loss. The Company presents the entire obligation for compensated absences as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

Share based payments

The Company measures compensation cost relating to share-based payments using the fair valuation method in accordance with Ind AS 102, Share-Based Payment. Compensation expesnse is amortized over the vesting period of the option on a graded basis. The units generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black-Scholes valuation model. The expected term of an option is estimated based on the vesting term and contractual life of the option. Expected volatility during the expected term of the option is based on the historical volatility of share price of the Company. Risk free interest rates are based on the government securities yield in effect at the time of the grant.

The cost of equity settled transactions is recognised, together with a corresponding increase in share-based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Debit or credit in standalone statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

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Foreign Currencies

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

Income taxes

Income tax expense comprises current tax expense. Current tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax are also recognised in other comprehensive income or directly in equity, respectively.

- **Current income tax**

  Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

- **Deferred income tax**

  Deferred income tax assets and liabilities are recognised using the balance sheet approach. Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in the future to allow all or part of the deferred income tax asset to be utilized.

  Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

  Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as an income or expense in the period that includes the enactment or substantive enactment date.

  Deferred income taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

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

Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow embodying economic benefits of resources will be required to settle the obligation. Provisions are determined based on best estimates required to settle each obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

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Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the Company's owners for the year by the weighted average number of equity shares outstanding during the year adjusted for treasury shares held.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

		Amount in EUR
	As at 31 March 2024	As at 31 March 2023
3. NON-CURRENT INVESTMENTS		
Investments carried at cost		
Investments in unquoted equity instruments		
Investment in subsidiaries		
Mphasis Software and Services (India) Private Limited 9,999,999 shares (31 March 2023 : 9,999,999 shares) of common stock of Rs.10 each fully paid-up	13,279,203	13,279,203
Mphasis Pte Ltd 3,600,000 shares (31 March 2023 : 3,600,000 shares) of common stock of SG $1 each fully paid-up	2,246,579	2,246,579
Mphasis UK Limited 3,107 shares (31 March 2023 : 3,107 shares) of common stock of £1 each fully paid-up	140,380,797	140,380,797
Msource Mauritius Inc 325,001 stated shares (31 March 2023: 325,001 stated shares) of common stock of US $1 fully paid-up and 12,266,527 contributed shares (31 March 2023: 12,266,527 contributed shares) of common stock of US $1 each fully paid-up)	11,233,861	11,233,861
	167,140,440	**167,140,440**

Amount in EUR

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
4. TRADE RECEIVABLES				
Unsecured - considered good				
Trade receivables	-	-	510,721	686,160
Allowance for doubtful receivables	-	-	(21,907)	(9,905)
	-	-	**488,814**	**676,255**
Unbilled receivables	-	-	275,626	445,649
			764,440	**1,121,904**

	As at 31 March 2024	As at 31 March 2023
5. CASH AND CASH EQUIVALENTS		
In current accounts	793,360	474,445
	793,360	**474,445**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
6. LOANS				
Unsecured - considered good				
Loans receivable	-	-	5,290,000	4,890,000
Employee advances	-	-	-	9,533
	-	-	**5,290,000**	**4,899,533**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
7. OTHER FINANCIAL ASSETS				
Unsecured - considered good				
Accrued interest	-	-	529,223	244,246
Deposits	-	-	4,031	3,356
	-	-	**533,254**	**247,602**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
8. OTHER ASSETS				
Unsecured - considered good				
Contract acquisition cost	-	-	-	3,759
	-	-	-	3,759
Unsecured - considered good				
Prepaid expenses	-	-	717	1,743
Indirect tax recoverable	-	-	3,525	14,071
	-	-	**4,242**	**19,573**

Amount in EUR

	As at 31 March 2024	As at 31 March 2023
9. EQUITY SHARE CAPITAL		
Authorised share capital		
24,950,000 (31 March 2023: 24,950,000) equity shares of EUR 1 each	24,950,000	24,950,000
Issued, subscribed and fully paid-up shares		
8,373,848 (31 March 2023 : 8,373,848) equity shares of EUR 1 each	8,373,848	8,373,848
Total issued, subscribed and fully paid-up share capital	**8,373,848**	**8,373,848**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2024		As at 31 March 2023	
	No of shares	EUR	No of shares	EUR
At the beginning of the year	8,373,848	8,373,848	8,373,848	8,373,848
Outstanding at the end of the year	**8,373,848**	**8,373,848**	**8,373,848**	**8,373,848**

b. Terms/rights and restrictions attached to equity shares

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

In the event of liquidation of the Company, the holders of equity shares 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..

c. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

	As at 31 March 2024	As at 31 March 2023
Mphasis Corporation (Immediate holding company)*	4,992,194	4,992,194
4,992,194 (31 March 2023 : 4,992,194) equity shares of EUR 1 each		
Mphasis Limited (Intermediate holding company)*	3,381,654	3,381,654
3,381,654 (31 March 2023 :3,381,654) equity shares of EUR 1 each		
Total shares	**8,373,848**	**8,373,848**

*The ultimate holding company is BCP Asia (SG) Mirror Holding Pte Ltd.

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

	As at 31 March 2024		As at 31 March 2023	
Name of shareholder	**No of shares**	**% of holding**	**No of shares**	**% of holding**
Mphasis Corporation	4,992,194	59.62	4,992,194	59.62
Mphasis Limited	3,381,654	40.38	3,381,654	40.38

e.The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

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Amount in EUR

	As at 31 March 2024	As at 31 March 2023
10. OTHER EQUITY		
Securities premium		
Balance as per previous financial statement	150,283,891	150,283,891
Closing balance	**150,283,891**	**150,283,891**
Retained earnings		
Balance as per previous financial statement	12,291,484	12,408,194
Profit /(Loss) for the year	7,690	(116,710)
Closing balance	**12,299,174**	**12,291,484**
Total other equity	**162,583,065**	**162,575,375**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
11. TRADE PAYABLES				
Trade payables	-	-	2,914,482	2,469,206
	-	-	**2,914,482**	**2,469,206**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
12. OTHER FINANCIAL LIABILITIES				
Salary related costs	-	-	157,938	116,458
	-	-	**157,938**	**116,458**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
13. PROVISIONS				
Provision for employee compensated absences	-	-	212,587	176,821
	-	-	**212,587**	**176,821**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
14. OTHER LIABILITIES				
Statutory dues	-	-	320,567	229,793
	-	-	**320,567**	**229,793**

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Amount in EUR

	Year ended 31 March 2024	Year ended 31 March 2023
15. REVENUE FROM OPERATIONS		
Sale of services	4,983,021	4,738,023
	4,983,021	**4,738,023**

	Year ended 31 March 2024	Year ended 31 March 2023
16. OTHER INCOME		
Interest income - Bank Interest	7,534	-
Interest income - others	359,010	217,598
	366,544	**217,598**

	Year ended 31 March 2024	Year ended 31 March 2023
17. EMPLOYEE BENEFITS EXPENSE		
Salaries and bonus	1,999,818	1,852,658
Contribution to social security and other funds	183,634	169,597
Employee share based payments	37,285	58,945
Staff welfare expenses	6,211	2,512
	2,226,948	**2,083,712**

	Year ended 31 March 2024	Year ended 31 March 2023
18. OTHER EXPENSES		
Subcontracting charges	2,689,320	2,752,457
Travel	161,344	119,577
Communication expenses	4,581	4,283
Facility expenses	8,031	22,486
Professional charges	41,137	47,110
Software support & annual maintenance charges	6,348	5,964
Recruitment expenses	19,840	-
Insurance	862	9,483
Foreign exchange gain/(loss) - net	28,130	3,153
Provision for expected credit loss	12,003	(49)
Miscellaneous expenses	43,161	43,735
	3,014,757	**3,008,199**

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19. TAXES

Income tax expenses in the statement of profit and loss consist of the following: **Amount in EUR**

	Year ended 31 March 2024	Year ended 31 March 2023
Taxes		
Current taxes	60	-
Deferred taxes	100,110	(19,580)
Total taxes	**100,170**	**(19,580)**

	Year ended 31 March 2024	Year ended 31 March 2023
Income tax assets (net)		
Advance income-tax (net of provision for taxation)	169,840	69,031
	169,840	**69,031**
Income tax liabilities (net)		
Provision for taxation	2,352	400
Net income tax Asset / liability	**172,192**	**69,431**

	Year ended 31 March 2024	Year ended 31 March 2023
Deferred tax liabilities (net)	130,737	30,627
	130,737	**30,627**

	Year ended 31 March 2024	Year ended 31 March 2023
20. EARNINGS PER SHARE		
Profit after tax	7,690	(116,710)
Number of equity shares considered for calculation of earnings per share	8,373,848	8,373,848
Basic and Diluted (EUR)	**0.00**	**(0.01)**

21. RELATED PARTY TRANSACTIONS

a) Entities who have control over the Company:

The related parties which exercise control are as follows:

BCP Asia (SG) Mirror Holding Pte Ltd (Ultimate holding company)

BCP Topco IX Pte Ltd (Intermediate holding company)

Mphasis Limited (Immediate holding company)

Mphasis Corporation (Immediate holding company)

b) Entities which are controlled by the company

Msource (India) Private Limited

Mphasis Software and Services (India) Private Limited

Msource Mauritius Inc

Mphasis Pte Limited

Mphasis UK Limited

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c) Other related parties with which transactions have taken place:

Mphasis Deutschland GmbH
Mphasis Belgium BV
Mphasis Poland s.p.z.o.o
Mphasis (Shanghai) Software and Services
Wyde Corp-Costa Rica Branch

The following is the summary of significant transactions with related parties by the Company:	**Year ended 31 March 2024**	**Amount in EUR Year ended 31 March 2023**
Rendering of services	**1,409,462**	**909,961**
Mphasis Limited	1,072,095	682,413
Mphasis Corporation	154,370	1,744
Mphasis Belgium BV	170,696	186,475
Mphasis UK Limited	-	39,060
Others	12,301	269
Subcontracting charges from entities who have control over the company	**1,944,862**	**1,276,744**
Mphasis Limited	1,984,425	1,234,939
Mphasis Corporation	(39,563)	41,805
Subcontracting charges from other related parties	**420,928**	**777,665**
Mphasis Belgium BV	281,608	501,297
Mphasis UK Limited	139,320	266,212
Msource (India) Private Limited	-	10,051
Mphasis (Shanghai) Software and Services	-	105
Corporate support cost to entities who have control over the company	**39,760**	**40,021**
Mphasis Limited	34,507	33,055
Mphasis Corporation	5,253	6,966
Expenses incurred by entities who have control over the company on company's behalf	**40,101**	**61,244**
Mphasis Limited	40,101	61,244
Expenses incurred by other related parties on company's behalf	**3,955**	**3,767**
Mphasis UK Limited	3,912	3,739
Msource (India) Private Limited	43	28
Interest earned from unsecured loans given to entities who have control over the company	**-**	**40,286**
Mphasis Corporation	-	40,286
Interest earned from unsecured loans given to other related parties	**359,010**	**177,313**
Mphasis Deutschland GmbH	264,135	124,216
Mphasis Poland z.o.o	94,875	53,097
Unsecured loans given to other related parties	**400,000**	**1,500,000**
Mphasis Deutschland GmbH	-	1,500,000
Mphasis Poland z.o.o	400,000	-
Unsecured loans repaid by entities who have control over the company	**-**	**1,795,662**
Mphasis Corporation	-	1,795,662

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The balance receivable from and payable to related parties are as follows:	Year ended 31 March 2024	Amount in EUR Year ended 31 March 2023
Trade receivables from entities who have control over the company	**180,510**	**142,316**
Mphasis Limited	173,907	142,316
Mphasis Corporation	6,603	-
Trade receivables from other related parties	**143,365**	**398,395**
Mphasis Deutschland GmbH	81,938	82,033
Mphasis UK Limited	1,106	106,383
Mphasis Belgium BV	55,263	209,979
Wyde Corporation–Costa Rica Branch	824	-
Mphasis Poland z.o.o	3,570	-
Mphasis Pte Limited	664	-
Trade payables to entities who have control over the company	**1,118,865**	**680,111**
Mphasis Limited	1,118,508	637,918
Mphasis Corporation	357	42,193
Trade payables to other related parties	**1,411,557**	**1,301,274**
Mphasis Belgium BV	756,388	803,173
Mphasis UK Limited	610,819	453,229
Msource (India) Private Limited	-	28
Mphasis Ireland Limited	-	494
Mphasis (Shanghai) Software and Services	44,350	44,350
Interest receivable from unsecured loans to other related parties	**528,699**	**244,245**
Mphasis Poland z.o.o	159,169	109,294
Mphasis Deutschland GmbH	369,530	134,951
Unsecured loans given to other related parties	**5,290,000**	**4,890,000**
Mphasis Poland z.o.o	1,300,000	900,000
Mphasis Deutschland GmbH	3,990,000	3,990,000

22. Certain employees of the company have received stock options and RSU's of the immediate holding company, Mphasis Limited under the ESOP instituted by Mphasis Limited. All the ESOPs and RSU's are in respect of Mphasis Limited shares, where each stock option is equivalent to one share. Such cost aggregating to EUR 37,286 (31 March 2023: EUR 58,945) has been cross charged to the company and the same has been charged to statement of profit and loss as Employee share-based payments under the head Employee benefits expenses.

23. No specific contingent liabilities exist as on balance sheet date.

24. Subsequent Events:

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, immediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

For ASA & Associates LLP

ICAI Firm registration number: 009571N/N500006
Chartered Accountants

Vinay KS
Partner
Membership no 223085

Place : Bengaluru, India
Date : 18 June 2024

For and on behalf of the Board of Directors

Subramanian Narayan
Director

Place : Bengaluru, India
Date : 18 June 2024

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of PT Mphasis Indonesia

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of PT Mphasis Indonesia ("the Company") which comprises the Balance Sheet as at 31st March, 2024, and the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and statement of cash flows for the then year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion the financial statements of the company for the year ended 31st March 2024 are prepared in all material respects in accordance with the accounting policies as set out in the basis of preparation paragraph of Note 2 in the financial statements.

Emphasis of Matter

We draw our attention to Note 2 Under basis & preparation to the financial statements with regard to the resolution passed by the shareholders at the extra ordinary general meeting to liquidate the company. Accordingly, these financial statements are prepared on a liquidation basis. Our opinion is not modified in this matter.

Other Matters

This report is intended solely for the information of the Company's and its ultimate holding company's board of directors, inclusion in the annual report of Mphasis Limited as per the requirements under the Indian Laws and for internal use of the management and accordingly may not be suitable for any other purpose. Further, we do not accept or assume responsibility to anyone other than the company, the company's, and ultimate holding company's board of directors, for our audit work, for this report, or for the opinions we have formed.

Responsibility for Management and those Charged with Governance for the Financial Statement

The Company's Board of Directors is responsible for preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting policies as set

out in the basis of preparation paragraph in Note 2 in the financial statements. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the operating effectiveness of the entity's internal controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our

auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For ASA & Associates LLP
Chartered Accountants
Registration No. 009571N/N500006

ASA & Associates LLP Chartered Accountants

Vinay K.S
Partner
Membership No: 223085

Place: Bengaluru
Date: 18/06/2024

UDIN: 24223085BKENKM3049

Mphasis
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PT. Mphasis Indonesia
Audited standalone financial statements as at and for the year ended 31 March 2024

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Balance sheet	1
Statement of profit and loss	2
Statement of changes in equity	3
Statement of cash flows	4
Notes to the financial statements	5

PT. Mphasis Indonesia
Financial Statements

BALANCE SHEET

	Notes	As at 31 Mar 2024	Amount in IDR As at 31 Mar 2023
ASSETS			
Current assets			
Financial assets			
Cash and cash equivalents	3	21,296,152	21,296,152
Total current assets		**21,296,152**	**21,296,152**
TOTAL ASSETS		**21,296,152**	**21,296,152**
EQUITY AND LIABILITIES			
Equity			
Share capital	4	884,500,000	884,500,000
Other equity	5	(921,820,241)	(1,171,710,527)
Total equity		**(37,320,241)**	**(287,210,527)**
LIABILITIES			
Current liabilities			
Financial liabilities			
Trade payables	6	58,616,393	308,506,679
Total current liabilities		**58,616,393**	**308,506,679**
TOTAL EQUITY AND LIABILITIES		**21,296,152**	**21,296,152**
Summary of significant accounting policies.	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085

Place :Bengaluru, India
Date :18 June 2024

For PT Mphasis Indonesia

Badrinarayanan R
Senior Vice President and
Head Controllership

Place :Bangalore, India
Date :18 June 2024

STATEMENT OF PROFIT AND LOSS

Amount in IDR

	Notes	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Income			
Foreign exchange gain, net	7	-	401,842
Total income (I)		-	**401,842**
Expenses			
Other expenses	8	(249,890,286)	11,431,280
Total expenses (II)		**(249,890,286)**	**11,431,280**
Profit / (loss) before tax (I)-(II)		**249,890,286**	**(11,029,438)**
Profit /(loss) for the year (A)		**249,890,286**	**(11,029,438)**
Other comprehensive income / (loss) ('OCI') (B)		-	-
Total comprehensive income / (loss) for the year (A+B)		**249,890,286**	**(11,029,438)**
Earnings per equity share (Par value of USD 1 per share) (equivalent of 8,845 IDR	9		
Basic & Diluted (IDR)		**2,499**	**(110)**
Summary of significant accounting policies.	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For ASA & Associates LLP

Chartered Accountants

ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085

Place :Bengaluru, India
Date :18 June 2024

For PT Mphasis Indonesia

Badrinarayanan R
Senior Vice President and
Head Controllership

Place :Bengaluru, India
Date :18 June 2024

STATEMENT OF CASH FLOWS

Amount in IDR

	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Operating activities		
Profit / (loss) before tax	**249,890,286**	**(11,029,438)**
Adjustments to reconcile profit before tax to net cash provided by operating activities:	-	-
Operating Profit / (loss) before changes in operating assets and liabilities	**249,890,286**	**(11,029,438)**
Changes in operating assets and liabilities		
Trade payables	(249,890,286)	11,029,438
Total changes in operating assets and liabilities	**(249,890,286)**	**11,029,438**
Cash and cash equivalents at the beginning of the year	21,296,152	21,296,152
Cash and cash equivalents at the end of the year (refer note 3)	**21,296,152**	**21,296,152**

Summary of significant accounting policies. (Note 2)

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085

Place :Bengaluru, India
Date :18 June 2024

For PT Mphasis Indonesia

Badrinarayanan R
Senior Vice President and
Head Controllership

Place :Bengaluru, India
Date :18 June 2024

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

PT. Mphasis Indonesia ('the Company') was incorporated on 01 April 2011, with registered office located at One Pacific Place, Level 11, Sudirman Central Business District (SCBD), Jln. Jend. Sudirman Kav.52-53, Jakarta 12190, Indonesia. It is a wholly owned subsidiary of Mphasis Limited (Immediate Holding Company). The holding company and ultimate holding company are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Act and other relevant provisions of the Act.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on a historical cost convention and on an accrual basis of accounting.

Financial statements are presented in Indonesian Rupiah (IDR)

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.

The statement of cash flows has been prepared under the indirect method.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements

The shareholders in the extra ordinary general meeting held on April 16, 2018 have approved the resolution for liquidation of the company. Pursuant to the resolution, the company has prepared the financial statements on liquidation basis and accordingly appropriate adjustments have been carried out in these financial statements.

Use of estimates, assumptions, and judgements

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognized in the year in which the estimates are revised.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation. The Company derives its revenues primarily from rendering application development and maintenance services, infrastructure outsourcing services, call center and business & knowledge process outsourcing operations and licensing arrangements.

Foreign currencies

The Company's financial statements are presented in IDR. The Company determined the functional currency as IDR on the basis of primary economic environment in which the entity operates. Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

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Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

Income taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

- **Current income tax**

  Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period and reflects the uncertainty related to income tax, if any. The tax rates and tax laws used to compute the amount are those that are enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

- **Deferred income tax**

  Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

  Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

  Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as an income or expense in the period that includes the enactment or substantive enactment date.

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

Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the Company's owners for the year by the weighted average number of equity shares outstanding during the year adjusted for treasury shares held. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

Provision and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event, and it is probable that an outflow embodying economic benefits of resources will be required to settle the obligation. Provisions are determined based on best estimates required to settle each obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

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Financial instruments

Financial assets (excluding trade receivables) and liabilities are initially measured at fair value. 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 added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

a. **Cash and cash equivalents**

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. **Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. **De-recognition of financial instruments**

Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

d. **Offsetting of financial instruments**

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

	Amount in IDR	
	Current	
	As at 31 Mar 2024	As at 31 Mar 2023
3. CASH AND CASH EQUIVALENTS		
Balances with banks:		
– In current accounts	21,296,152	21,296,152
	21,296,152	**21,296,152**

ASA & Associates LLP Chartered Accountants

Amount in IDR

	As at 31 Mar 2024	As at 31 Mar 2023
4. EQUITY SHARE CAPITAL		
Authorised share capital		
100,000 (31 Mar 2023: 100,000) equity shares of US$ 1.00 each (equivalent to IDR 8,845)	884,500,000	884,500,000
Issued, subscribed & fully paid up shares		
100,000 (31 Mar 2023: 100,000) equity shares of US$ 1.00 each (equivalent to IDR 8,845)	884,500,000	884,500,000
Total issued, subscribed and fully paid-up share capital	**884,500,000**	**884,500,000**

a. Reconciliation of number of shares

Particulars	As at 31 Mar 2024		As at 31 Mar 2023	
	Number of shares	Amount in IDR	Number of shares	Amount in IDR
Shares outstanding at the beginning of the year	100,000	884,500,000	100,000	884,500,000
Shares outstanding at the end of the year	**100,000**	**884,500,000**	**100,000**	**884,500,000**

(b) Terms/rights and restrictions attached to equity shares

The Company has only one class of equity shares having par value of US$ 1 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares 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.

c.Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Name of Shareholder	Relationship	As at 31 Mar 2024		As at 31 Mar 2023	
		Number of shares	Amount in IDR	Number of shares	Amount in IDR
Mphasis Limited	Immediate holding Company	99,000	875,655,000	99,000	875,655,000
Mphasis Australia Pty Limited		1,000	8,845,000	1,000	8,845,000
Total		**100,000**	**884,500,000**	**100,000**	**884,500,000**

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

Name of Shareholder	As at 31 Mar 2024		As at 31 Mar 2023	
	Number of shares	% of Holding	Number of shares	% of Holding
Mphasis Limited	99,000	99	99,000	99

	As at 31 Mar 2024	As at 31 Mar 2023
5. OTHER EQUITY		
Retained Earnings		
Balance as per previous financial statements	(1,171,710,527)	(1,160,681,089)
Add: Profit/(loss) for the year	249,890,286	(11,029,438)
Closing Balance	(921,820,241)	(1,171,710,527)
Total reserves and surplus	**(921,820,241)**	**(1,171,710,527)**

A & Associates LLP Chartered Accountants

	Amounts in IDR	
	Current	
	As at 31 Mar 2024	**As at 31 Mar 2023**
6. TRADE PAYABLES		
Carried at amortized cost		
Trade payables	58,616,393	308,506,679
	58,616,393	**308,506,679**

	Year ended 31 Mar 2024	**Year ended 31 Mar 2023**
7.OTHER INCOME		
Foreign exchange gain, net	-	401,842
	-	**401,842**

	Year ended 31 Mar 2024	**Year ended 31 Mar 2023**
8. OTHER EXPENSES		
Professional charges	(249,890,286)	11,431,280
	(249,890,286)	**11,431,280**

	Year ended 31 Mar 2024	**Year ended 31 Mar 2023**
9. EARNINGS PER SHARE		
Profit/(loss) after tax	249,890,286	(11,029,438)
Number of equity shares considered for calculation of earnings per share	100,000	100,000
Basic EPS (IDR)	**2,499**	**(110)**

ASA & Associates LLP Chartered Accountants

10. RELATED PARTY TRANSACTIONS

The related parties which exercise control are as follows:

- BCP Asia (SG) Mirror Holding Pte Ltd
- BCP Topco IX Pte Ltd
- Mphasis Limited (Immediate Holding Company)

Amount in IDR

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Payment made by related parties where control exists on Company's behalf	**-**	**11,461,495**
Mphasis Limited	-	11,461,495

The balances receivable from and payable to related parties are as follows:

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Trade payables -to entities where control exists	**58,616,394**	**70,077,890**
Mphasis Limited	58,616,394	70,077,890

11. No specific contingent liabilities exist as on balance sheet date.

12.Subsequent Events

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited,immediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

As per our report of even date.

For ASA & Associates LLP
Chartered Accountants
ICAI Firm registration number: 009571N/N500006

Vinay K S
Partner
Membership No. 223085

Place :Bengaluru, India
Date :18 June 2024

For PT Mphasis Indonesia

Badrinarayanan R
Senior Vice President and
Head Controllership

Place :Bengaluru, India
Date :18 June 2024

ASA & ASSOCIATES LLP
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Mphasis Poland Z.o.o

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of Mphasis Poland Z.o.o ("the Company") which comprise the balance sheet as at March 31, 2024 and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements of the Company for the year ended March 31, 2024 are prepared in all material respects in accordance with the accounting policies as set out in the basis of preparation paragraph of Note 2 in financial statements.

Emphasis of Matter

We draw attention to Note.25 to the financial statements, as at 31st March 2024, the net worth of the company stands negative and its current liabilities exceeds its current assets, these conditions indicate the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, the financial statement of the company has been prepared by the management, on the basis of internal assessment and is reasonably certain that the company would operate as a going concern and accordingly no adjustments are considered necessary in these financial statements. Our opinion is not modified in this matter.

Other Matters

This report is intended solely for the information of the Company's and its ultimate holding company's board of directors, inclusion in the annual report of Mphasis Limited as per the requirements under the Indian Laws and for internal use of the management and accordingly may not be Suitable for any other purpose. Further, we do not accept or assume responsibility to anyone other than the company, the company's, and ultimate holding company's board of directors, for our audit work, for this report, or for the opinions we have formed.

Responsibility for Management and those Charged with Governance for the Financial Statement

The Company's Board of Directors is responsible for preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting policies as set out in the basis of preparation. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the operating effectiveness of the entity's internal controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For ASA & Associates LLP
Chartered Accountants
Registration No.009571N/N500006

VINAY KAMALA SHIVAPRAKASH
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Date: 2024.06.24 21:58:56 +05'30'

Vinay K S
Partner
Membership No: 223085

UDIN: 24223085BKENKV8817
Place: Bangalore
Date: 24/06/2024

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Mphasis Poland Sp. z o.o.

Audited Financial Statements as at and for the year ended 31 March 2024

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Statement of Changes in Equity	3
Statement of Cash Flows	4
Notes to the financial statements	5

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Mphasis Poland Sp. Z.o.o
Financial Statements

BALANCE SHEET	Notes	As at 31 March 2024	Amount in PLN As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	-	171,379
Capital work-in-progress		14,309	-
Total non-current assets		**14,309**	**171,379**
Current assets			
Financial assets			
Trade receivables	4	8,718,205	3,884,889
Cash and cash equivalents	5	963,665	623,297
Loans	6	2,000	-
Other financial assets	7	68,348	797,632
Other assets	8	2,783,443	1,635,346
Income tax assets (net)	16	1,050,788	116,219
Deferred tax assets (net)	16	940,180	319,810
Total current assets		**14,526,629**	**7,377,193**
TOTAL ASSETS		**14,540,938**	**7,548,572**
EQUITY AND LIABILITIES			
EQUITY			
Share capital	9	100,000	100,000
Other equity	10	(870,555)	117,656
Total equity		**(770,555)**	**217,656**
LIABILITIES			
Borrowings	11	5,591,170	4,207,950
Trade payables	12	5,197,598	981,362
Other financial liabilities	13	1,780,453	1,082,145
Employee benefit obligations	14	1,057,326	446,580
Other liabilities	15	1,684,946	612,879
Total current liabilities		**15,311,493**	**7,330,916**
TOTAL EQUITY AND LIABILITIES		**14,540,938**	**7,548,572**
Summary of significant accounting policies.	2		

The accompanying notes are an integral part of the financial statements.
As per our report of even date.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006
Chartered Accountants

VINAY KAMALA SHIVAPRAKASH
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Date: 2024.06.24 21:30:34 +05'30'

Vinay KS
Partner
Membership No. 223085

Place : Bengaluru, India
Date : 24 June 2024

For and on behalf of Mphasis Poland Sp. Z.o.o

DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...

Subramanian Narayan
Director

Place : Bengaluru, India
Date : 24 June 2024

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STATEMENT OF PROFIT AND LOSS	Notes	Year ended 31 March 2024	Year ended 31 March 2023
			Amount in PLN
Income			
Revenue from operations	17	23,691,444	12,150,082
Total income (I)		**23,691,444**	**12,150,082**
Expenses			
Employee benefits expense	18	13,767,337	7,233,679
Finance costs	19	420,660	248,956
Depreciation and amortization expense	3	49,805	81,010
Other expenses	20	10,992,054	4,041,599
Total expenses (II)		**25,229,856**	**11,605,244**
Profit/(loss) before tax (I) - (II)		**(1,538,412)**	**544,838**
Tax expenses	16		
Current tax		70,169	5,350
Deferred tax		(620,370)	169,380
Total tax expenses		**(550,201)**	**174,730**
Profit/(loss) for the year (A)		**(988,211)**	**370,108**
Other comprehensive income (B)		**-**	**-**
Total comprehensive income for the year (A+B)		**(988,211)**	**370,108**
Earnings per share (Par value of PLN 500 per share)	21		
Basic & Diluted (PLN)		(4,941.06)	1,850.54
Summary of significant accounting policies.	2		

The accompanying notes are an integral part of the financial statements.
As per our report of even date.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006
Chartered Accountants

VINAY KAMALA SHIVAPRAKASH
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Date: 2024.06.24 21:30:53 +05'30'

Vinay KS
Partner
Membership No. 223085

Place : Bengaluru, India
Date : 24 June 2024

For and on behalf of Mphasis Poland Sp. Z.o.o

DocuSigned by:
Subramanian Narayan
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Subramanian Narayan
Director

Place : Bengaluru, India
Date : 24 June 2024

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STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

Equity shares of PLN 500 each issued, subscribed and fully paid	Number	Amount in PLN
As at 1 April 2023	200	100,000
Issue of share capital	-	-
As at 31 March 2024	200	100,000
As at 1 April 2022	200	100,000
Issue of share capital	-	-
As at 31 March 2023	200	100,000

b. Other equity **Amount in PLN**

	Attributable to the equity holders of the Company	
	Retained earnings	**Total**
As at 1 April 2023	**117,656**	**117,656**
Profit for the year	**(988,211)**	**(988,211)**
As at 31 March 2024	**(870,555)**	**(870,555)**
As at 1 April 2022	**(252,452)**	**(252,452)**
Profit for the year	**370,108**	**370,108**
As at 31 March 2023	**117,656**	**117,656**

Summary of significant accounting policies. (Note 2)

The accompanying notes are an integral part of the financial statements.
As per our report of even date.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006
Chartered Accountants

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Date: 2024.06.24 21:31:06 +05'30'

Vinay KS
Partner
Membership No. 223085

Place : Bengaluru, India
Date : 24 June 2024

For and on behalf of Mphasis Poland Sp. Z.o.o

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Subramanian Narayan
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Subramanian Narayan
Director

Place : Bengaluru, India
Date : 24 June 2024

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STATEMENT OF CASH FLOWS		Amount in PLN
	Year ended 31 March 2024	Year ended 31 March 2023
Operating activities		
Profit/(loss) before tax	**(1,538,412)**	**544,838**
Adjustments to reconcile profit before tax to net cash provided by operating activities		
Depreciation and amortization expense	49,805	81,010
Loss /(profit) on sale of fixed assets	106,097	-
Interest Expense	420,660	248,956
Unrealized exchange loss	(468,194)	(26,121)
Operating profit/(loss) before changes in operating assets and liabilities	**(1,430,044)**	**848,683**
Changes in Operating assets and liabilities		
Trade receivables and unbilled receivables	(4,833,316)	(1,388,266)
Loans	(2,000)	4,820
Other financial assets	729,284	(13,107)
Other assets	(1,148,097)	(313,086)
Trade payables	4,216,236	(10,834)
Other financial liabilities	524,708	292,580
Provisions and Employee benefit obligation	610,746	159,956
Other liabilities	1,072,067	266,647
Total changes in operating assets and liabilities	**1,169,628**	**(1,001,290)**
Income tax paid (net of refunds)	(1,004,738)	(160,569)
Net cash flow generated from operating activities (A)	**(1,265,154)**	**(313,176)**
Investing activities		
Purchase of Property, Plant and Equipment	(14,309)	-
Proceeds from sale of fixed assets	15,477	-
Net Cash flow used in investing activities (B)	**1,168**	**-**
Financing activities		
Availment of loans	1,809,205	-
Interest paid	(204,851)	(540,685)
Net Cash Flow used in financing activities (C)	1,604,354	(540,685)
Net increase in cash and cash equivalents (A+B+C)	**340,368**	**(853,861)**
Cash and cash equivalents at the beginning of the year	623,297	1,477,158
Cash and cash equivalents at the end of the year (refer note 5)	**963,665**	**623,297**

Summary of significant accounting policies. 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/500006
Chartered Accountants

VINAY KAMALA SHIVAPRAKASH
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Date: 2024.06.24 21:31:19 +05'30'

Vinay KS
Partner
Membership No. 223085

Place : Bengaluru, India
Date : 24 June 2024

For and on behalf of the Board of Directors

DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...

Subramanian Narayan
Director

Place : Bengaluru, India
Date : 24 June 2024

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NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Mphasis Poland Zoo ('the Company') was incorporated on 19 May 2010 and is a subsidiary of Mphasis Limited. The company is engaged in the business of rendering application development services, infrastructure management services and application maintenance & other services. The holding company and ultimate holding company are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended, from time to time.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for derivative financial instruments which is measured at fair value.

The financial statements are presented in Poland Zloty (PLN).

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle of 12 months. Current Assets do not include assets which are not expected to be realised within 12 months and Current Liabilities include only items where the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The statement of cash flows have been prepared under the indirect method.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Use of estimates, assumptions and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognized in the year in which the estimates are revised.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the financial statements have been disclosed below:

- **Taxes**

  The company's tax jurisdiction is Poland. Significant judgements are involved in determining the provision for income taxes, tax credits including the amount expected to be paid or refunded.

  Deferred tax assets are recognized for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

- **Useful lives of property, plant and equipment**

  The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

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Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

The Company derives its revenues primarily from rendering application development and maintenance services, infrastructure outsourcing services, call centre and business & knowledge process outsourcing operations and licensing arrangements.

- Revenue from rendering application development and maintenance services comprise income from time-and-material, fixed monthly billings and milestone-based fixed price contracts. Revenues from call center, business & knowledge process outsourcing operations and infrastructure outsourcing services arise from time-based, unit-priced, fixed monthly billings and milestone-based fixed priced contracts.
- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Revenue from fixed price contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Fixed Bid monthly milestone-based recognition - The practical expedient of revenue equals invoicing is applied as the amounts invoiced directly correspond with the value of services transferred to the customer.
- Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
- Revenue from license transactions where customers are given a right to use intellectual property are recognised upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.
- Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price (net of variable consideration).
- In cases where implementation and / or customisation services rendered significantly modifies or customises the license, these services and license are accounted for as a single performance obligation and revenue is recognised over time using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Revenue from the sale of distinct third-party hardware is recognised at the point in time when control is transferred to the customer.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third-party goods are recorded at gross or net basis depending on whether the Company obtains control of the specified goods or services before it is transferred to the customer.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.Value Added Tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

The Company recognises an onerous contract provision when it is probable that the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract exceed the economic benefits to be received.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue (“contract liability”) is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

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Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple goods and services to a customer. The Company assesses the goods / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. The Company has applied the practical expedient provided by Ind AS 115, whereby the Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company uses judgement 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 stand-alone selling price of each distinct good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Use of the percentage-of completion method in accounting for revenue from fixed-price contracts requires the Company to exercise judgement in estimating the balance-to-go efforts or costs. Efforts or costs expended to date as a proportion of the total efforts or costs to be expended is used as a measure to determine the percentage-of completion. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.
- Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. The assessment of this criteria requires the application of judgement when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered
- Contract acquisition costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization, in particular if such costs are expected to be recovered. Contract acquisition costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates

Other Income

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method.

Dividend income is recognized when the right to receive the dividend is established.

Property, plant and equipment and intangible assets

Property, Plant and Equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for impairment, if any. Direct costs are capitalized until the assets are ready to be put to use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets.Freehold land is not depreciated.

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Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets'.

The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of Property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of Property, plant and equipment and are recognized in the statement of profit and loss when the Property, plant and equipment is derecognized.

Depreciation and amortization

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortized on a straight-line basis over the estimated useful economic life.

The useful lives estimated by the management are given below:

(In Years)

Asset	**Useful life estimated by the management**
Computer equipment	3
Furniture and Fixtures	5
Building	20 or remaining lease term whichever is less
Lease hold Improvements	10 or remaining lease term whichever is less
Office equipment	2 to5
Plant and equipment	4 to7
Server and Networks	6
Software	3

In respect of plant and equipment, furniture and fixtures and vehicles, the management, basis internal assessment of usage pattern believes that the useful lives as mentioned above best represent the period over which management expects to use these assets.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Project specific assets are depreciated over the period of contract or useful life of the asset, whichever is lower.

Impairment

a. **Financial assets (other than at fair value)**

For financial assets measured at amortised cost, debt instruments at fair value through other comprehensive income, trade receivables and other financial assets, the Company assesses at each date of balance sheet whether the asset is impaired. Ind AS 109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life-time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

b. **Non-financial assets**

- **Tangible and intangible assets**
  Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.
  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.

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Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of the following:

- financial assets, which include cash and cash equivalents, deposits with banks, trade receivables and eligible current and non-current assets;
- financial liabilities, which include loans and borrowings, trade payables, eligible current and non-current liabilities.

Non-derivative financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and liabilities.Financial assets (excluding trade receivables) and liabilities are initially measured at fair value. 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 added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

a. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. Financial assets at amortised cost

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these 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.

c. Financial assets at fair value through profit or loss

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the statement of profit and loss. The gain or loss on disposal is recognized in the statement of profit and loss.
Interest income is recognized in the statement of profit and loss and for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Company's right to receive dividend is established.

d. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contract to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is a bank. Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss as expenses.

Fair value of financial instruments

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis

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If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Retirement and other employee benefits

a. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. 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. Compensated absences

The Company has a policy on compensated absences that is both accumulating and non-accumulating in nature. Non-accumulating compensated absences are measured on an undiscounted basis and are recognized in the period in which absences occur. The cost of short term compensated absences are provided for based on estimates. The expected cost of accumulating compensated absences is determined by actuarial valuation at each balance sheet date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefits for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the standalone statement of profit and loss. The Company presents the entire obligation for compensated absences as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

c. Share based payments

The Company measures compensation cost relating to share-based payments using the fair valuation method in accordance with Ind AS 102, Share-Based Payment. Compensation expesnse is amortized over the vesting period of the option on a graded basis. The units generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants.
The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black-Scholes valuation model. The expected term of an option is estimated based on the vesting term and contractual life of the option. Expected volatility during the expected term of the option is based on the historical volatility of share price of the Company. Risk free interest rates are based on the government securities yield in effect at the time of the grant.
The cost of equity settled transactions is recognised, together with a corresponding increase in share-based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Debit or credit in standalone statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

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Foreign Currencies

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

Income taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

- **Current income tax**

  Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

- **Deferred income tax**

  Deferred income tax is recognised using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

  Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

  Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as an income or expense in the period that includes the enactment or substantive enactment date.

  Deferred income taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

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

Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow embodying economic benefits of resources will be required to settle the obligation. Provisions are determined based on best estimates required to settle each obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

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Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the Company's owners for the year by the weighted average number of equity shares outstanding during the year adjusted for treasury shares held.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company

3. PROPERTY, PLANT AND EQUIPMENT **Amount in PLN**

	Office equipment	Leasehold improvements	Furniture and fixtures	Computer equipment	Servers and Network	Plant and equipment	Total
Cost							
At 1 April 2022	**105,242**	**21,691**	**98,292**	**342,496**	**317,770**	**121,115**	**1,006,606**
Additions	-	-	-	-	-	-	-
Disposals/written off	(85,122)	-	-	(54,548)			**(139,670)**
At 31 March 2023	**20,120**	**21,691**	**98,292**	**287,948**	**317,770**	**121,115**	**866,936**
Additions	-	-	-	-	-	-	-
Disposals/written off	(20,120)	(21,691)	(98,292)	(117,162)	(317,770)	(121,115)	**(696,150)**
As at 31 March 2024	-	-	-	**170,786**	-	-	**170,786**
Depreciation							
At 1 April 2022	**103,759**	**21,691**	**93,163**	**268,944**	**219,912**	**46,747**	**754,217**
Charge for the year	983	-	2,642	38,941	26,565	11,879	**81,010**
Disposals/written off	(85,122)	-	-	(54,548)	-	-	**(139,670)**
At 31 March 2023	**19,620**	**21,691**	**95,805**	**253,337**	**246,477**	**58,626**	**695,557**
Charge for the year	500	-	740	19,244	18,741	10,580	**49,805**
Disposals/written off	(20,120)	(21,691)	(96,545)	(101,795)	(265,218)	(69,207)	**(574,576)**
As at 31 March 2024	-	-	-	**170,786**	-	-	**170,786**
Net Block							
At 31 March 2023	**500**	-	**2,487**	**34,611**	**71,293**	**62,489**	**171,379**
As at 31 March 2024	-	-	-	-	-	-	-

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Amount in PLN

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
4. TRADE RECEIVABLES				
Unsecured-considered good				
Trade receivables	-	-	5,835,380	3,560,263
Allowance for doubtful receivables	-	-	(7,931)	(2,839)
	-	-	**5,827,449**	**3,557,424**
Unbilled receivables	-	-	2,890,756	327,465
	-	-	**8,718,205**	**3,884,889**

Amount in PLN

	As at 31 March 2024	As at 31 March 2023
5. CASH AND CASH EQUIVALENTS		
Balances with banks:		
In current accounts	963,665	623,297
	963,665	**623,297**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
6. LOANS				
Unsecured - considered good				
Employee advances	-	-	2,000	-
	-	-	**2,000**	**-**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
7. OTHER FINANCIAL ASSETS				
Unsecured - considered good				
Deposits	-	-	52,980	68,393
Recoverable from related parties	-	-	15,368	729,239
	-	-	**68,348**	**797,632**

	Non current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
8. OTHER ASSETS				
Unsecured - considered good				
Prepaid expenses	-	-	29,388	39,109
Indirect tax recoverable	-	-	2,754,055	1,596,237
	-	-	**2,783,443**	**1,635,346**

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Particulars	As at 31 March 2024	As at 31 March 2023
9. EQUITY SHARE CAPITAL		
Authorised share capital		
200 (31 March 2023: 200) equity shares of PLN 500 each	100,000	100,000
Issued, subscribed and fully paid up shares		
200 (31 March 2023: 200) equity shares of PLN 500 fully paid-up	100,000	100,000
Total issued, subscribed and fully paid-up share capital	**100,000**	**100,000**

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2024		As at 31 March 2023	
	Number of shares	PLN	Number of shares	PLN
At the beginning of the year	200	100,000	200	100,000
Outstanding at the end of the year	**200**	**100,000**	**200**	**100,000**

(b) Terms/rights and restrictions attached to equity shares

The company has only one class of equity shares having par value of PLN 500 per share. Each holder of equity shares is entitled to one vote per share.

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

(c) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

	As at 31 March 2024	As at 31 March 2023
Mphasis Limited (immediate holding Company)*		
200 (31 March 2023: 200) equity shares of PLN 500 each fully paid	100,000	100,000

*The ultimate holding company is BCP Asia (SG) Mirror Holding Pte Ltd

(d) Details of Shareholders holding more than 5% shares in the company

	As at 31 March 2024		As at 31 March 2023	
Name of Shareholders	**Number of shares**	**% of holding**	**Number of shares**	**% of holding**
Mphasis Limited (immediate holding Company)	200	100%	200	100%

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

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	Amount in PLN	
	As at 31 March 2024	**As at 31 March 2023**
10. OTHER EQUITY		
Retained Earnings		
Balance as per previous financial statement	117,656	(252,452)
Profit/(loss) for the year	(988,211)	370,108
Closing Balance	**(870,555)**	**117,656**
Total other equity	**(870,555)**	**117,656**

	Non current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
11. BORROWINGS				
Unsecured				
Loan from Mphasis Europe BV	-	-	5,591,170	4,207,950
	-	-	**5,591,170**	**4,207,950**

	Non current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
12. TRADE PAYABLES				
Trade payables	-	-	5,197,598	981,362
	-	-	**5,197,598**	**981,362**

	Non current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
13. OTHER FINANCIAL LIABILITIES				
Salary related costs	-	-	1,084,011	421,949
Foreign exchange derivative liabilities	-	-	12,311	149,665
Interest on loan payable	-	-	684,131	510,531
	-	-	**1,780,453**	**1,082,145**

	Non current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
14. EMPLOYEE BENEFIT OBLIGATIONS				
Provision for employee compensated absences	-	-	1,057,326	446,580
	-	-	**1,057,326**	**446,580**

	Non current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
15. OTHER LIABILITIES				
Statutory dues	-	-	1,684,946	612,879
	-	-	**1,684,946**	**612,879**

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16. TAXES

Income tax expenses in the statement of profit and loss consist of the following:

Amount in PLN

	As at 31 March 2024	As at 31 March 2023
Taxes		
Current taxes	70,169	5,350
Deferred taxes	(620,370)	169,380
Total taxes	**(550,201)**	**174,730**

	As at 31 March 2024	As at 31 March 2023
Income tax assets (net)		
Advance income-tax (net of provision for taxation)	1,121,176	116,219
	1,121,176	116,219
Income tax liabilities (net)		
Provision for taxation	70,388	-
Net income tax asset	**1,050,788**	**116,219**

	As at 31 March 2024	As at 31 March 2023
Deferred Tax Assets (net)		
Deferred tax assets (net)	940,180	319,810
	940,180	**319,810**

Amount in PLN

	Year ended 31 March 2024	Year ended 31 March 2023
17. REVENUE FROM OPERATIONS		
Sale of services	23,691,444	12,150,082
	23,691,444	**12,150,082**

	Year ended 31 March 2024	Year ended 31 March 2023
18. EMPLOYEE BENEFITS EXPENSE		
Salaries and bonus	11,577,117	5,970,028
Contribution to social security and other funds	2,007,054	1,136,239
Employee share based payments	28,747	-
Staff welfare expenses	154,419	127,412
	13,767,337	**7,233,679**

	Year ended 31 March 2024	Year ended 31 March 2023
19. FINANCE COSTS		
Interest expense	420,660	248,956
	420,660	**248,956**

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	Amount in PLN	
	Year ended 31 March 2024	**Year ended 31 March 2023**
20. OTHER EXPENSES		
Subcontracting charges	5,354,986	1,802,242
Software support and annual maintenance charges	3,276,031	476,660
Communication expenses	175,086	149,494
Facility expenses	207,543	301,803
Corporate support cost	313,928	200,672
Professional charges	260,470	156,934
Travel	8,578	46,019
Repairs and maintenance	2,600	14,868
Recruitment expenses	404,021	173,582
Insurance	961	1,388
Foreign exchange loss, net	757,635	611,476
Power and fuel	55,324	79,920
Expected credit loss	19,929	2,497
Miscelleanous expenses	154,962	24,044
	10,992,054	**4,041,599**

	Year ended 31 March 2024	**Year ended 31 March 2023**
21. EARNINGS PER SHARE ('EPS')		
Profit/(loss) for the year	(988,211)	370,108
Number of weighted average shares considered for calculation of basic earnings per share (par value PLN 500 per share)	200	200
Basic/Dilutive (PLN)	**(4,941.06)**	**1,850.54**

22. Certain employees of the company have received stock options of the immediate holding company, Mphasis Limited under the ESOP instituted by Mphasis Limited. All the ESOPs are in respect of Mphasis Limited shares, where each stock option is equivalent to one share. Such cost aggregating to PLN 28,747 (31 March 2023: Nill) has been cross charged to the company and the same has been charged to statement of profit and loss as Employee share-based payments under the head Employee benefits expenses.

23. RELATED PARTY TRANSACTIONS

a. Entities where control exists:

The related parties which exercise control are as follows:

- BCP Asia (SG) Mirror Holding Pte Ltd (Ultimate holding company)
- BCP Topco IX Pte Ltd (Intermediate holding company)
- Mphasis Limited (Immediate holding company)

b. Other related parties with which transactions have taken place:

- Mphasis Corporation ('Mphasis USA')
- Msource (India) Private Limited ('Msource India')
- Mphasis Belgium BV ('Mphasis Belgium')
- Wyde Inc, France
- Mphasis Europe BV ('Mphasis Europe')
- Mphasis UK Limited ('Mphasis UK')
- Mphasis Deutschland GmbH ('Mphasis GmbH')
- Wyde Solutions Canada Inc ('Wyde Canada')
- Stelligent Systems LLC
- Wyde Corporation Inc.

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The following is the summary of significant transactions with related parties by the Company:		Amount in PLN
Particulars	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Rendering of services to entities where control exists	**7,344,604**	**1,762,499**
Mphasis Limited	7,344,604	1,762,499
Rendering of services to other related parties	**7,940,988**	**7,927,879**
Mphasis USA	322,832	181,715
Msource India	1,453,346	1,641,117
Wyde Corporation Inc.	512,813	445,109
Wyde Inc, France	5,582,052	4,603,793
Others	69,944	1,056,145
Subcontracting charges from entities where control exists	**499,590**	**379,706**
Mphasis Limited	499,590	379,706
Subcontracting charges from other related parties	**2,630,921**	**-**
Mphasis USA	1,900,411	-
Others	730,510	-
Corporate support cost	**313,928**	**200,672**
Mphasis Limited	303,326	198,534
Mphasis USA	10,602	2,138
Interest expense on inter corporate deposits received from related parties	**420,651**	**248,956**
Mphasis Europe	420,651	248,956
Interest paid on inter corporate deposits received from related parties	**204,851**	**540,685**
Mphasis Europe	204,851	540,685
Expenses incurred by related parties where control exists on Company's behalf	**64,208**	**32,539**
Mphasis Limited	64,208	32,539
Expenses incurred by other related parties on Company's behalf	**75,026**	**54,166**
Mphasis UK	73,928	53,664
Others	1,097	502

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The balances receivable from and payable to related parties are as follows:		Amount in PLN
Particulars	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Trade receivables - entities where control exists	**1,200,955**	**274,509**
Mphasis Limited	1,200,955	274,509
Trade receivable - other related parties	**1,751,274**	**2,608,329**
Mphasis USA	144,976	3,409
Wyde Inc, France	1,443,512	2,063,338
Msource India	125,122	256,043
Others	37,665	285,539
Trade payables - entities where control exists	**634,466**	**285,065**
Mphasis Limited	634,466	285,065
Trade payables - other related parties	**2,278,324**	**12,627**
Mphasis USA	1,882,648	470
Mphasis UK	253,588	11,711
Others	142,088	446
Inter-corporate deposits placed with other related parties	**5,591,170**	**4,207,950**
Mphasis Europe	5,591,170	4,207,950
Advances recoverable in cash or in kind or for value to be received, included in Loans and Advances from entities where control exists	**15,368**	**729,237**
Wyde Inc, France	-	727,127
Mphasis Belgium-France branch	15,368	-
Others	-	2,110
Interest payable on inter corporate deposits received from related parties	**684,131**	**510,530**
Mphasis Europe	684,131	510,530

24. No Specific contingent liabilities exist as on balance sheet date.

25. Going Concern

As at the year ended 31 March 2024, the net worth of the Company is negative and its current liabilities exceeds its current assets, however, basis internal assessment of its operations, the management has prepared its financial statements of the Company on a going concern basis and will continue its operations for the foreseeable future.

26. Subsequent events

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, immediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

For ASA & Associates LLP
ICAI Firm registration number: 009571N/N500006
Chartered Accountants

VINAY KAMALA SHIVAPRAKASH
Digitally signed by VINAY KAMALA SHIVAPRAKASH
Date: 2024.06.24 21:31:36 +05'30'

Vinay KS
Partner
Membership No. 223085

Place : Bengaluru, India
Date : 24 June 2024

For and on behalf of Mphasis Poland Sp. Z.o.o

DocuSigned by:
Subramanian Narayan
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Subramanian Narayan
Director

Place : Bengaluru, India
Date : 24 June 2024

mazars
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上海玛泽会计师事务所（普通合伙）
Mazars Certified Public Accountants

MPHASIS DIGI INFORMATION TECHNOLOGY SERVICES (SHANGHAI) LIMITED

ENGLISH TRANSLATION OF FINANCIAL STATEMENTS
FOR THE YEAR FROM 1 JANUARY 2023 TO 31 DECEMBER 2023
IF THERE IS ANY CONFLICT OF MEANING BETWEEN THE CHINESE AND ENGLISH VERSIONS, THE CHINESE VERSION WILL PREVAIL

mazars
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AUDITORS' REPORT

MAZARS-[A]-(2024)-AR-NO.00020

The Board of Directors of Mphasis Digi Information Technology Services (Shanghai) Limited:

Opinion

We have audited the accompanying financial statements of Mphasis Digi Information Technology Services (Shanghai) Limited ("the Company") on pages 1 to 9, which comprise the balance sheet as at 31 December 2023, the income statement and cash flow statement for the year then ended , and notes to the financial statements.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2023, and the financial performance and cash flows of the Company for the year then ended in accordance with the requirements of Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People's Republic of China.

Basis for Opinion

We conducted our audit in accordance with China Standards on Auditing (CSAs) for Certified Public Accountants. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with China Code of Ethics for Certified Public Accountants, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People's Republic of China, and fairly presenting them; and designing, implementing and maintaining internal control which is necessary to enable that the financial statements are free from material misstatement, whether due to fraud or error.

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上海玛泽会计师事务所（普通合伙）
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Responsibilities of Management and Those Charged with Governance for the Financial Statements (continued)

In preparation of the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs 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 be reasonably expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of express an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we concluded that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair representation.

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.

MAZARS SHANGHAI

Certified Public Accountants
Registered in the People's Republic of China

MAO Weiying

Floor 8, ONE LUJIAZUI,
No. 68 Yin Cheng Road (M), Pudong
Shanghai 200120, P.R.China

LI Jiaxin

21 March 2024

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than the People's Republic of China. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the People's Republic of China.

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Mphasis Digi Information Technology Services (Shanghai) Limited
Balance sheet as at 31 December 2023
(Expressed in Renminbi Yuan)

	Note	31/12/2023	31/12/2022
Assets			
Current assets			
Cash at bank and on hand	5	1,851,150.13	1,923,505.71
Other receivables		122.00	1.00
Other current assets	6	7,175.69	3,724.36
Total current assets		1,858,447.82	1,927,231.07
Total assets		1,858,447.82	1,927,231.07
Liabilities and owners' equity			
Current liabilities			
Accrued expenses		106,530.99	41,890.00
Total current liabilities		106,530.99	41,890.00
Total liabilities		106,530.99	41,890.00
Owners' equity			
Paid-in capital	7	2,000,000.00	2,000,000.00
Accumulated losses		(248,083.17)	(114,658.93)
Total owners' equity		1,751,916.83	1,885,341.07
Total liabilities and owners' equity		1,858,447.82	1,927,231.07

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

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Subramanian Narayan
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Subramanian Narayan
Director
(Signature and stamp)

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Manikantan T
Director
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Mphasis Digi Information Technology Services (Shanghai) Limited
Income statement for the year ended 31 December 2023
(Expressed in Renminbi Yuan)

	Note	2023	2022
Sales from principal activities		-	-
Less: Cost of sales from principal activities		-	-
Taxes and surcharges		-	-
Loss from principal activities		-	-
Less: General and administrative expenses		(138,268.62)	(73,609.44)
Add: Net financial income	8	4,844.38	6,798.54
Operating loss and loss before tax		(133,424.24)	(66,810.90)
Less: Income tax	4(b)	-	-
Net loss for the year		(133,424.24)	(66,810.90)
Add: Accumulated losses at the beginning of the year		(114,658.93)	(47,848.03)
Accumulated losses carried forward		(248,083.17)	(114,658.93)

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

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Subramanian Narayan
Director
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Director
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Mphasis Digi Information Technology Services (Shanghai) Limited
Cash flow statement for the year ended 31 December 2023
(Expressed in Renminbi Yuan)

	Note to the Cash flow statement	2023	2022
Cash flows from operating activities:			
Cash received relating to other operating activities		4,844.38	6,798.54
Sub-total of cash inflows		4,844.38	6,798.54
Cash paid for all types of taxes		(3,451.33)	(3,394.36)
Cash paid relating to other operating activities		(73,748.63)	(84,399.50)
Sub-total of cash outflows		(77,199.96)	(87,793.86)
Net cash outflow from operating activities	i	(72,355.58)	(80,995.32)
Net decrease in cash and cash equivalents	ii	(72,355.58)	(80,995.32)

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

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Director
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Mphasis Digi Information Technology Services (Shanghai) Limited
Cash flow statement for the year ended 31 December 2023 (continued)
(Expressed in Renminbi Yuan)

Notes to the cash flow statement

i Reconciliation of net loss to cash flows from operating activities

	2023	2022
Net loss	(133,424.24)	(66,810.90)
Add: Increase in accrued expenses	64,640.99	540.94
Increase in gross operating receivables	(3,572.33)	(3,395.36)
Decrease in operating payables	-	(11,330.00)
Net cash outflow from operating activities	(72,355.58)	(80,995.32)

ii Net decrease in cash and cash equivalents

	2023	2022
Cash at the end of the year	1,851,150.13	1,923,505.71
Less: Cash at the beginning of the year	(1,923,505.71)	(2,004,501.03)
Net decrease in cash and cash equivalents	(72,355.58)	(80,995.32)

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

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Subramanian Narayan
Director
(Signature and stamp)

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Manikantan T
Director
(Signature and stamp)

(Company stamp)

Mphasis Digi Information Technology Services (Shanghai) Limited
Notes to the financial statements
(Expressed in Renminbi Yuan)

1 COMPANY STATUS

Mphasis Digi Information Technology Services (Shanghai) Limited ("the Company") is a wholly foreign-owned enterprise established in Shanghai City in the People's Republic of China (PRC) by Mphasis (Shanghai) Software & Services Co., Ltd.. The Company's registered capital is RMB 2,000,000.00 and the legal representative is Zhuang Wu. The Company obtained the business licence No. 91310116MA1JEULR9M on 26 May 2021.

The Company's business scope is Licensing item: Labor dispatch services. (For projects subject to approval according to law, business activities can only be carried out after approval by relevant departments, and specific business projects shall be subject to approval documents or licenses of relevant departments.) General projects: technical services, technology development, technical consultation, technical exchange, technology transfer, and technology promotion; Software development; Information technology consulting services; Computer hardware and software and auxiliary equipment wholesale; Computer hardware and software and auxiliary equipment retail. (Except for projects subject to approval according to law, independently carry out business activities according to law with business license)

The Company has set up Beijing Branch in Jintian Park Road, Chaoyang District on 13 September 2021 and the principal activities are the same as Head Office. Beijing Branch obtained a business licence No. 91110105MA04F6HW92 on 13 September 2021 issued by Beijing Beijing Chaoyang District Market Supervision Administration of the PRC.

The Company has set up Dalian Branch in Southwest Road, Shahekou District, Dalian city, Liaoning Province on 29 October 2021.The principal activities are the same as Head Office. Dalian Branch obtained a business licence No. 91210204MA11GFMR9A on 29 October 2021 issued by Dalian Shahekou District Market Supervision Administration of the PRC.

2 BASIS OF PREPARATION

These financial statements have been translated into English from the Company's statutory financial statements issued in the PRC in Chinese.

The principal accounting policies adopted in the preparation of the financial statements are in conformity with the Accounting Regulations for Business Enterprises, all issued by the Ministry of Finance of the PRC (MOF). Accordingly, the basis of measurement and presentation in these financial statements may not be in compliance with the accounting principles and practices generally accepted in countries and jurisdictions other than the PRC and may not be suitable for any purpose other than for statutory reporting.

3 SIGNIFICANT ACCOUNTING POLICIES

(a) Accounting year

The accounting year of the Company is from 1 January to 31 December.

(b) Basis of preparation and measurement basis

The financial statements of the Company have been prepared on an accrual basis. Unless otherwise stated, the measurement basis used is historical cost.

(c) Reporting currency

The Company's functional currency is the Renminbi.

(d) Translation of foreign currencies

Foreign currency transactions during the year are translated into Renminbi at the exchange rates quoted by the People's Bank of China on the first day of the month in which the transactions take place. Exchange gains and losses on foreign currency translation, except for the exchange gains and losses directly relating to the construction of fixed assets (see note 3(g)), are dealt with in the income statement.

(e) Cash equivalents

Cash equivalents represent short-term, highly liquid investments, which are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value.

(f) Provision for bad and doubtful debts

The provision for bad and doubtful debts is estimated by management based on individual accounts receivable which show signs of uncollectibility and an ageing analysis. Provision for other receivables is determined based on their specific nature and management's estimate of their collectibility.

(g) Fixed assets

Fixed assets are assets with comparatively high unit values held by the Company for use in the supply of services and for administrative purposes. They are expected to be used for more than one year.

Fixed assets are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 3(i)).

(h) Operating lease charges

Rental payments under operating leases are charged as expenses on a straight-line basis over the lease term.

(i) Provision for impairment

The carrying amounts of assets (including fixed assets and other assets) are assessed regularly to determine whether their recoverable amounts have declined below their carrying amounts. Assets are tested for impairment whenever events or changes in conditions indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The amount by which the carrying amount is reduced is the impairment loss.

The recoverable amount is the greater of the net selling price and the present value of the estimated future cash flows arising from the continuous use of the asset and from the disposal of the asset at the end of its useful life.

Provision for impairment is calculated on an item by item basis and recognized as an expense in the income statement.

If there is an indication that there has been a change in the factors used to determine the provision for impairment and as a result the estimated recoverable amount is greater than the carrying amount of the asset, the impairment loss recognized in prior years is reversed. Reversals of impairment losses are recognized in the income statement. An impairment loss is reversed only to the extent of the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years.

(j) Income tax

Income tax is recognized under the tax payable method. Income tax for the year is provided at the applicable tax rate on taxable income.

(k) Revenue recognition

When it is probable that the economic benefits will flow to the Company and the revenue and costs can be measured reliably, revenue is recognized in the income statement according to the following methods:

(i) Rendering of services

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue from the rendering of services is recognized in the income statement by reference to the stage of completion of the transaction based on the proportion of costs incurred to date to the estimated total costs of the transaction. When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue is recognized only to the extent of the costs incurred that are expected to be recoverable.

(ii) Interest income

Interest income is recognized on a time proportion basis with reference to the principal outstanding and the applicable rate.

(l) Retirement benefits

Pursuant to the relevant laws and regulations in the PRC, the Company has joined a defined contribution retirement plan for the employees arranged by a governmental organisation. The Company makes contributions to the retirement scheme at the applicable rates based on the employees' salaries. The contributions are capitalised into cost of assets or charged to the income statement on an accrual basis. After the payment of the contributions under the retirement plan, the Company does not have any other obligations in this respect.

(m) Related parties

If the Company has the power, directly or indirectly, to control, jointly control or exercise significant influence over another party, or vice versa, or where the Company and one or more parties are subject to common control from another party, they are considered to be related parties. Related parties may be individuals or enterprises.

4 TAXATION AND SURCHARGE

(a) The types of tax and surcharge applicable to the Company's rendering of services include value added tax (VAT), urban maintenance and construction tax, education fee surcharge and local education fee surcharge. Their tax rates are as follows:

Tax name	Tax basis and applicable rate
Value added tax ("VAT")	Output VAT is 6% of taxable services revenue, based on tax laws. The remaining balance of output VAT, after subtracting the deductible input VAT of the period, is VAT payable
Urban maintenance and construction tax	7% of VAT payable
Education fee surcharge	3% of VAT payable
Local education fee surcharge	2% of VAT payable

(b) Income tax

Income tax in the income statement represents:

	2023	2022
Provision for income tax for the year	-	-

The statutory income tax rate of the Company is 25%.

The Company sustained accumulated taxable losses, thus no income tax should be provided.

5 CASH AT BANK AND ON HAND

	31/12/2023	31/12/2022
Demand deposits	1,851,150.13	1,923,505.71

6 OTHER CURRENT ASSETS

	31/12/2023	31/12/2022
VAT to be deducted	7,175.69	3,724.36

7 PAID-IN CAPITAL

	31/12/2023			31/12/2022		
	Amount in original currency	Amount in RMB equivalent		Amount in original currency	Amount in RMB equivalent	
	CNY		%	CNY		%
Mphasis (Shanghai) Software & Services Co., Ltd.	2,000,000.00	2,000,000.00	100	2,000,000.00	2,000,000.00	100

8 NET FINANCIAL INCOME

	2023	2022
Bank Charge	219.50	209.25
Interest income	(5,063.88)	(7,007.79)
Total	(4,844.38)	(6,798.54)

9 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

Related parties with controlling relationships

	Registered address	Registed Capital	Principal activities	Relationship with the Company	Types of legal entity
Mphasis (Shanghai) Software & Services Co., Ltd.	Shanghai	USD5,005,000.00	Software service	Parent company	Foreign-owned Company

The ultimate controller of the Company is Mphasis Limited.

Mphasis Digi Information Technology Services (Shanghai) Limited
Statement of reconciliation of taxable income for the year ended 31 December 2023

(Expressed in Renminbi)

	Amount	Tax adjustments	Adjusted amount	Remarks
Sales from principal activities	-	-	-	
Less: Cost of sales from principal activities	-	-	-	
Taxes and surcharges	-	-	-	
Loss from principal activities	-	-	-	
Less: General and administrative expenses	(138,268.62)	64,640.99	(73,627.63)	1
Add: Net financial income	4,844.38	-	4,844.38	
Operating loss and loss before income tax	(133,424.24)	64,640.99	(68,783.25)	2

Remarks:

1 The tax adjustment of RMB 64,640.99 in general and administrative expenses is the difference between opening and closing balance of accrued expenses.

2 Statement of accumulated losses:

	Taxable profits	Deductible taxable profits		Taxable losses
Year	(Taxable losses)	(Utilized taxable loss)	Expired taxable loss	brought forward
2021	(6,498.97)	-	-	(6,498.97)
2022	(66,269.96)	-	-	(66,269.96)
2023	(68,783.25)	-	-	(68,783.25)
Total	(141,552.18)	-	-	(141,552.18)

The Company sustained accumulated taxable losses, thus no income tax should be provided.

Note: As requested by the tax authority, the Company has prepared the above "Statement of Reconciliation of Taxable Income" for the year ended 31 December 2023. Accordingly, the above reconciliation is for the tax authority's reference only. This reconciliation does not form part of the audited financial statements.

Digital Risk, LLC and Subsidiaries

Consolidated Financial Statements
Years Ended March 31, 2024 and 2023

Digital Risk, LLC and Subsidiaries
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Consolidated Financial Statements

Consolidated Balance Sheets 2

Consolidated Statements of Comprehensive Income 3

Consolidated Statements of Members' Equity 4

Consolidated Statements of Cash Flows 5

Notes to Consolidated Financial Statements 6

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Members
of Digital Risk, LLC

Opinion

We have audited the accompanying consolidated financial statements of Digital Risk, LLC and subsidiaries, which comprise the consolidated balance sheets as of March 31, 2024 and 2023, and the related consolidated statements of comprehensive income, members' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, based on our audits and the report of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Digital Risk, LLC and subsidiaries as of March 31, 2024 and 2023, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

We did not audit the financial statements of Digital Risk Mortgage Services LLC- India Branch, which statements reflect total assets of approximately $3,533,000 and $3,923,000, as of March 31, 2024 and 2023, respectively, and total revenues of approximately $6,689,000 and $6,632,000, respectively, for the years then ended. Those statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Digital Risk Mortgage Services LLC- India Branch, is based solely on the report of the other auditors.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Digital Risk, LLC and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Digital Risk, LLC's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. 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. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Digital Risk, LLC's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Digital Risk, LLC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Chugh CPAs, LLP

Chugh CPAs, LLP
Cerritos, CA
June 25, 2024

Consolidated Financial Statements

Digital Risk, LLC and Subsidiaries
Consolidated Balance Sheets

March 31,		2024		2023
Assets				
Cash and cash equivalents	**$**	**13,956,195**	$	22,631,283
Accounts receivable, net		**10,275,085**		10,453,115
Unbilled accounts receivable, net		**7,830,338**		10,276,848
Due from Member		**66,886,258**		50,365,857
Prepaid expenses and other assets		**3,004,174**		3,336,065
Total current assets		**101,952,050**		97,063,168
Plant, property and equipment, net		**2,103,178**		2,158,203
Operating lease right-of-use		**3,631,768**		5,844,712
Restricted cash		**18,006**		17,649
Deferred tax assets, net		**247,719**		142,887
Total noncurrent assets		**6,000,671**		8,163,451
Total assets		**107,952,721**		105,226,619
Liabilities and Members' Equity				
Accounts payable and accrued liabilities		**10,177,019**		11,322,687
Operating lease liabilities		**1,791,234**		2,185,811
Deferred revenue		**446,176**		223,346
Total current liabilities		**12,414,429**		13,731,844
Operating lease liabilities		**2,280,275**		4,084,580
Total noncurrent liabilities		**2,280,275**		4,084,580
Total liabilities		**14,694,704**		17,816,424
Members' equity:				
Common units, no par value, 10,000 units authorized, issued and outstanding		**17,337,179**		17,337,179
Accumulated earnings		**76,742,656**		70,844,044
Accumulated other comprehensive income/ (loss)		**(821,818)**		(771,028)
Total members' equity		**93,258,017**		87,410,195
Total liabilities and members' equity	**$**	**107,952,721**	$	105,226,619

See accompanying notes to consolidated financial statements

Digital Risk, LLC and Subsidiaries
Consolidated Statements of Comprehensive Income

Year ended March 31,		**2024**		2023
Revenue				
Revenue	**$**	**97,029,403**	$	173,463,441
Total revenue		**97,029,403**		173,463,441
Operating expenses				
Direct costs		**74,996,794**		122,724,173
General and administrative		**7,811,869**		9,234,603
Depreciation and amortization		**969,637**		1,609,794
Operating lease expenses		**2,516,300**		3,024,346
Sales and marketing		**5,265,612**		7,018,534
Total operating expenses		**91,560,212**		143,611,450
Operating income		**5,469,191**		29,851,991
Other income (expenses):				
Other income (expenses), net		**732,839**		536,824
Net income before income tax expenses		**6,202,030**		30,388,815
Income tax expenses		**(303,418)**		(1,468,770)
Net income		**5,898,612**		28,920,045
Foreign currency translation adjustment		**(54,848)**		(470,101)
Other comprehensive income		**4,058**		6,161
Comprehensive income	**$**	**5,847,822**	$	28,456,105

See accompanying notes to consolidated financial statements.

Digital Risk, LLC and Subsidiaries
Consolidated Statements of Members' Equity

	Members' Equity				
	Units	Amount	Accumulated Earnings	Other comprehensive income (loss)	Total Members' Equity
Balance, March 31, 2022	10,000	$ 17,337,179	$ 41,923,999	$ (307,088)	$ 58,954,090
Foreign currency translation adjustment	-	-	-	(470,101)	(470,101)
Remeasurement of defined benefit plan,net of tax	-	-	-	12,125	12,125
Hedging reserve	-	-	-	(5,964)	(5,964)
Net income	-	-	28,920,045	-	28,920,045
Balance, March 31, 2023	**10,000**	**17,337,179**	**70,844,044**	**(771,028)**	**87,410,195**
Foreign currency translation adjustment	-	-	-	(54,848)	(54,848)
Remeasurement of defined benefit plan,net of tax	-	-	-	749	749
Hedging reserve	-	-	-	3,309	3,309
Net income	-	-	5,898,612	-	5,898,612
Balance, March 31, 2024	**10,000**	**$17,337,179**	**$ 76,742,656**	**$ (821,818)**	**$ 93,258,017**

See accompanying notes to consolidated financial statements.

Digital Risk, LLC and Subsidiaries
Consolidated Statements of Cash Flows

Year ended March 31,		2024		2023
Cash flows from operating activities:				
Net income	**$**	**5,898,612**	$	28,920,045
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		**969,637**		1,609,794
Operating lease expenses		**2,516,300**		3,024,346
Profit on sale of fixed assets		**(5,084)**		(3,928)
Deferred income tax expense / (benefit)		**(108,647)**		11,485
Provision for expected credit loss		**89,527**		14,861
Changes in operating assets and liabilities:				
Accounts receivable		**90,952**		6,577,653
Unbilled accounts receivable		**2,444,062**		(436,583)
Prepaid expenses and other assets		**339,764**		(326,323)
Accounts payable and accrued liabilities		**(1,145,668)**		(12,124,529)
Deferred revenue		**222,830**		(3,231,309)
Repayment of operating lease liabilities		**(2,502,238)**		(3,218,781)
Net cash provided by operating activities		**8,810,047**		20,816,731
Investing activities:				
Proceeds from sale of plant, property and equipment, net		**5,354**		407,299
Purchases of plant, property and equipment, net		**(914,883)**		(567,781)
Capital work in progress		**-**		18,563
Net cash used for investing activities		**(909,529)**		(141,919)
Financing activities:				
Due from Member		**(16,520,401)**		(9,895,020)
Net cash used in financing activities		**(16,520,401)**		(9,895,020)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash		**(54,848)**		(470,101)
Net increase /(decrease) in cash, cash equivalents, and restricted cash		**(8,674,731)**		10,309,691
Cash, cash equivalents, and restricted cash, beginning of year		**22,648,932**		12,339,241
Cash, cash equivalents, and restricted cash, end of year	**$**	**13,974,201**	$	22,648,932
Cash, Cash Equivalents, and Restricted Cash				
The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets				
Cash and cash equivalents	**$**	**13,956,195**	$	22,631,283
Restricted cash included in noncurrent assets		**18,006**		17,649
Total cash, cash equivalents and restricted cash	**$**	**13,974,201**	$	22,648,932
Supplemental disclosures of cash flow information:				
Cash paid for taxes	**$**	**307,651**		2,061,823

See accompanying notes to consolidated financial statements.

1. Description of business

Digital Risk, LLC (the "Company") is a limited liability company organized under the Delaware Limited Liability Act and was formed on July 19, 2005. The Company will continue in existence until dissolved by its management board. Affairs of the Company are governed by its Third Amended and Restated Limited Liability Company Agreement (the "LLC Agreement"). The Company develops and uses proprietary predictive modeling analytics and forensic underwriting tools to provide risk mitigation services to clients involved in residential mortgage investing activities. In addition, the Company also provides third party mortgage loan underwriting and processing services and activities. The Company is headquartered in Maitland, Florida, and has offices in New York, New York; Boca Raton, Florida; Denver, Colorado; Jacksonville, Florida; and Lake Mary, Florida and India.

The Company is majority-owned by Mphasis Wyde Inc. (the "Managing Member" or "Mphasis"), a wholly owned U.S. subsidiary of Mphasis Limited, an Indian-based software / IT service provider and a subsidiary of BCP Topco IX Pte. Ltd.

2. Summary of significant accounting policies

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

The Company considers all highly liquid investments purchased with an initial maturity of three months or less to be cash equivalents.

Allowance for credit losses

The Financial Accounting Standards Board (FASB) introduced Accounting Standards Codification (ASC) 326 that alters how entities calculate credit losses for many financial assets and certain other instruments not measured at fair value through net income. The main change in this standard is a transition from the incurred loss model to the expected loss model. It mandates disclosures to offer valuable insights into an entity's credit risk exposure and the assessment of credit losses. Financial assets held by the Company that are subject to the guidance include accounts receivable and unbilled accounts receivable.

The Company adopted the standard effective April 1, 2023. The impact of the adoption was not considered material to the financial statements.

Accounts receivable

Accounts receivable, net of the allowance for credit losses, represents amounts due from customers for forensic mortgage loan file review and mortgage loan origination application processing and underwriting services. These are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for credit losses to cover estimated losses inherent in its accounts receivable portfolio. In establishing the allowance for credit losses, management considers historical loss experience, current conditions, and reasonable and supportable forecasts. This includes evaluating factors such as the financial condition of customers, the aging of receivables, historical payment patterns, the amount of receivables in dispute, and current market conditions. Past due account balances over 90 days are individually reviewed for collectability. Account balances are written off against the allowance when all collection efforts have been exhausted and recovery is deemed remote. Based on management's evaluation of accounts receivable, allowances for credit losses amounting to $208,921 and $121,842 were recorded at March 31, 2024, and 2023, respectively.

Unbilled accounts receivable

Unbilled accounts receivable represent work associated with forensic mortgage loan file review and mortgage loan origination application processing and underwriting services, which have been completed but not yet invoiced to the customer. Based on management's evaluation of unbilled accounts receivable, allowance for credit losses amounting to $17,749 and $15,301 were recorded at March 31, 2024 and 2023, respectively.

Plant, property, and equipment, net

Plant, property, and equipment are stated at cost less accumulated depreciation and amortization on a straight-line basis over the useful life of the assets. Equipment under capital leases are initially recorded at the present value of minimum lease payments and amortized over the shorter of useful of the assets or term of the lease.

Capitalized software for internal use, which is a component of plant, property and equipment, is recorded at cost less accumulated amortization. Capitalized software is amortized using the straight-line method over the estimated useful life. Advances paid towards purchase of software pending implementation are classified as capital work in progress in the consolidated balance sheets.

The Company's policy for capitalization of internally developed software to be sold, licensed, or otherwise marketed is in accordance with FASB ASC Topic 985, Software. All costs incurred prior to the point at which technological feasibility is established for the computer software under development are charged to expense when incurred. Only costs incurred subsequent to the establishment of technological feasibility are capitalized. After technological feasibility has been established, costs of producing a marketable product and product masters are capitalized as a component of property and equipment and amortized on a straight-line basis over the estimated life of the software beginning at the date of general release to customers. During the years

ended March 31, 2024 and 2023, no software development costs were capitalized. See further discussion under *Long Lived Assets* policy below.

Leases

The Company determines if an arrangement contains a lease at inception and determine the classification of the lease, as either operating or finance, at commencement.

Operating and finance lease assets and liabilities are recorded based on the present value of future lease payments over the lease term which factors in certain qualifying initial direct costs incurred as well as any lease incentives received. If an implicit rate is not readily determinable, the Company utilize our incremental borrowing rate and inputs from third-party lenders to determine the appropriate discount rate. Lease expense for operating lease payments are recognized on a straight-line basis over the lease term, which, if applicable, may factor in renewal or termination options. Finance leases incur interest expense using the effective interest method in addition to amortization of the leased asset on a straight-line basis, both over the applicable lease term. Lease terms may factor in options to extend or terminate the lease.

The Company adheres to the short-term lease recognition exemption for all classes of assets. As a result, leases with an initial term of twelve months or less are not recorded on the balance sheet and are recognized on a straight-line basis over the lease term. In addition, for certain equipment leases, the Company account for lease and non-lease component as permitted.

Deferred revenue

The Company defers revenue on customer advance payments received and advance billings for services related to in-process forensic loan file review or loan underwriting and origination services that have not yet been completed and delivered to the customer prior to the balance sheet date.

Long-lived assets

Plant, property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future discounted net cash flows expected to be generated by the assets. Identifiable cash flows are measured at the lowest level for which they are largely independent of the cash flows of other groups of assets and liabilities. If such assets are determined to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value. Fair value is generally determined based on various valuation techniques including discounted cash flow models, third-party appraisals and sales prices of comparable assets. There was no impairment of long-lived assets during the years ended March 31, 2024 and 2023.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation. The adoption of ASC 606 did not have any material impact on the financial statements of the company. Revenue is recognized on forensic mortgage loan file reviews and mortgage origination application processing, due diligence, and underwriting services.

- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort
- Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
- Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

The Company provides customers with credits for services not meeting certain performance criteria under the contract at the time the adjustment is known which are recorded as a reduction in revenue The Company establishes allowances for the expected sales adjustments based on historical experience. As of March 31, 2024, the Company had no allowance for sales adjustments.

Revenue recognized but not billed to customers is classified either as Contract assets or Unbilled receivable. Contract assets primarily relate to unbilled amounts on those contracts where right to receive consideration is not unconditional. Unbilled receivable represents contracts where right to receive consideration is unconditional (i.e. only the passage of time is required).

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred unless they meet the recognition criteria for an asset. Considering the nature of revenue contracts of the Company, revenue is recognized predominantly on the basis of Time & material / Volume.

Foreign currency translation

Assets and liabilities of the Indian division of one of the Company's subsidiary are translated at period end exchange rates and related revenues and expenses are translated at average exchange rates in effect during the reporting periods. Resulting translation adjustments are recorded as a component of accumulated other comprehensive income / (loss) in the consolidated statement of members' equity. Foreign currency transaction gains and losses are recorded in other income, net on the consolidated statements of comprehensive income.

Stock-Based Compensation

The employees of the Company are eligible to participate in Employee Stock Option Plan (ESOPs) / Restricted Stock units (RSUs) of Mphasis Limited as per terms and conditions as specified in the plan. The plan is assessed, managed and administered by Mphasis Limited. Mphasis Limited has charged to the Company such compensation costs upon grant of shares to the employees based on the fair value of the equity settled transactions using an appropriate pricing model (Black Scholes model).

Income taxes

The Company has elected to be taxed as a disregarded entity for federal income tax purposes. Under this election, the Company's income or loss is passed through to the Managing Member for inclusion in their separate income tax returns.

The Company identifies and evaluates uncertain tax positions, if any, and recognizes the impact of uncertain tax positions for which there is a more-likely-than-not probability of the position being upheld when reviewed by the relevant taxing authority. Such positions are deemed to be unrecognized tax benefits and a corresponding liability is established on the consolidated balance sheet. The Company has not recognized a liability for uncertain tax positions. If there were an unrecognized tax benefit, the Company would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses.

Fair value measurements

The Company reports its financial assets and liabilities using a three-tier hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company does not have any Level 1, 2 or 3 financial instruments as of the reporting dates.
Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, unbilled accounts receivable, accounts payable and accrued liabilities. The fair value of the Company's capital lease obligations is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

Hedging reserve

Cumulative changes in the fair value of financial instruments designated and effective as a hedge are recognized in this reserve through Other comprehensive income. Amounts recognized in the hedging reserve are reclassified to the statement of comprehensive income when the underlying transaction occurs.

3. Concentration of credit risk

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and accounts receivable. Cash is maintained at financial institutions and, at times, balances may exceed federally insured limits. The Company places its funds with high credit quality financial institutions and does not believe it is exposed to any significant credit risk on cash. The Company has never experienced any losses related to these balances.

The Company primarily provides forensic mortgage loan file reviews, risk mitigation services, and mortgage underwriting and loan origination services to large mortgage banking companies, which has led to concentrations of revenue and accounts receivable with a relatively small number of customers. As of March 31, 2024, and 2023, the Company had 68%, and 67%, of billed and unbilled accounts receivable due from three and three customers respectively. For the year ended March 31, 2024, three of the Company's customers accounted for 64% of total revenue. For the year ended March 31, 2023, one of the Company's customers accounted for 62% of total revenue. The Company is required to have a mortgage broker or lender license in the majority of the states it conducts its business. Failure to maintain valid licenses in these states will significantly impact the Company's operational results.

4. Restricted cash

Restricted cash represents a deposit made with regulatory authority for allowing the removal of goods without payment of duty.

5. Plant, property, and equipment, net

	Depreciable Life		2024		2023
Computer equipment	3 years	**$**	**3,212,030**	$	3,279,301
Purchased software	1-3 years		**641,545**		635,690
Furniture and fixtures	5 years		**1,981,711**		2,389,466
Office equipment	5 years		**1,290,517**		1,113,305
Plant and machinery	7 years		**383,993**		419,012
Leasehold improvements	Lesser of 10 years or lease term		**431,051**		864,995
Servers and network equipment	6 years		**3,583,539**		4,023,300
Capitalized software for internal use	7 years		**4,000,270**		4,000,270
Total plant, property and equipment			**15,524,656**		16,725,339
Less accumulated depreciation and amortization			**(13,421,478)**		(14,567,136)
Total plant, property and equipment, net		**$**	**2,103,178**	$	2,158,203

6. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consist of the following:

March 31,		**2024**		**2023**
Accrued payroll and related expenses	**$**	**5,724,216**	$	6,853,479
Accrued vacation		**1,361,021**		1,513,198
Accounts payable and other accrued expenses		**3,091,782**		2,956,010
	$	**10,177,019**	$	11,322,687

7. Leases

Operating leases

The Company has noncancelable operating leases, primarily for office space, that expire at various dates ranging from May 2022 to January 2028. Rental expense for operating leases for the years ended March 31, 2024 and March 31, 2023, were $2,516,300 and $3,024,346, respectively, and are included in operating lease expenses in the accompanying consolidated statements of comprehensive income.

Year ended March 31,		**2024**		**2023**
Operating lease expense	$	2,516,300	$	3,024,346
Short-term lease expense		947,473		612,013
Variable lease expense		588,071		838,494
Sublease income		(62,606)		(342,215)
Total	**$**	**3,989,238**	$	4,132,638

Cash paid for amounts included in the measurement of operating lease liabilities

March 31,		**2024**		**2023**
Operating cash flows	$	2,502,238	$	3,218,781
Operating lease right-of-use obtained in exchange for operating lease liabilities		3,631,768		5,844,712
Weighted-average remaining lease term (in years) operating leases		2.41		3.01
Weighted-average discount rate operating leases		7%		6%

Future minimum lease payments due under non-cancelable operating leases with initial or remaining lease term in excess of one year as of March 31, are as follows:

Year ended March 31,		**2024**		**2023**
Year-1	$	1,986,961	$	2,506,601
Year-2		1,615,544		1,993,138
Year-3		548,369		1,619,913
Year-4		250,760		553,231
Year-5		-		254,529
Thereafter		-		-
Total minimum payments		**4,401,635**		6,927,412
Less:Present value of discount		(330,076)		(657,021)
Operating lease liabilities	**$**	**4,071,509**	$	6,270,391

8. Income taxes

Income tax expense (benefit) consists of the following:

Year ended March 31,		2024		2023
Current - foreign	**$**	**412,065**	$	1,457,285
Deferred - foreign		**(108,647)**		11,485
	$	**303,418**	$	1,468,770

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred tax assets and liabilities are as follows:

March 31,		2024		2023
Deferred tax assets – employee benefits and others	**$**	**241,580**	$	124,827
Deferred tax assets – depreciation		**6,139**		18,060
Deferred tax assets, net	**$**	**247,719**	$	142,887

9. Related party transactions

As of March 31,2024, and 2023, $66,886,258 and $50,365,857 respectively, were due to the Company from its Managing Member, Mphasis Wyde Inc., and other group companies for cash advanced and other expenses incurred by the Company on their behalf. There are no repayment terms or interest accrued on the outstanding balance. During the years ended March 31, 2024, and 2023, approximately $18,600,000 and $6,500,000, respectively, were advanced to the Managing Member.

The Company recognized approximately $192,000 and $560,000 of revenue during the years ended March 31, 2024 and 2023, respectively, by providing certain support services to various group companies and are recorded in revenue in the accompanying consolidated statements of comprehensive income.

During the years ended March 31, 2024 and March 31, 2023, Mphasis Limited (Intermediate parent company) and other group companies provided various support services to the Company in the amount of approximately $1,695,000 and $2,580,000, respectively, of which $307,000 and $450,000, respectively, are included in direct costs and $1,387,000 and $2,130,000, respectively, are included in general and administrative expense in the accompanying consolidated statements of comprehensive income.

The Company avails software integration and development service from various group companies. During the years ended March 31, 2024 and March 31, 2023, the Company has recorded approximately $2,400,000 and $1,770,000, respectively, and are included in Direct costs in the accompanying consolidated statements of comprehensive income.

Mphasis Limited subleases its office space to the Company which expires in October 2024. During the years ended March 31, 2024 and March 31, 2023, rent expense paid to Mphasis Limited amounted to approximately $265,000 and $273,000, respectively, and are included in operating expenses in the accompanying consolidated statements of comprehensive income. Future minimum lease payments to Mphasis Limited as of March 31, are as follows:

Year ended March 31,		2024		2023
2024	$	-	$	235,438
2025		**131,643**		131,643
	$	**131,643**	$	367,081

The Company has subleased office space to Mphasis Corporation (subsidiary of Mphasis Ltd) which at various dates ranging from July 2022 to August 2023. During the years ended March 31, 2024 and March 31, 2023, rent income from Mphasis Corporation amounted to approximately $62,000 and $290,000, respectively, and are included in other income in the accompanying consolidated statements of comprehensive income.

The Company has subleased office space to Mphasis Limited US Branch (branch of Mphasis Ltd) which at various dates ranging from July 2021 to May 2022. During the years ended March 31, 2024 and March 31,2023 rent income from Mphasis Limited US Branch amounted to approximately $ nil and $49,000, respectively, and are included in other income in the accompanying consolidated statements of comprehensive income.

10. Employee benefit plans

Defined contribution plan

The Company maintains a defined contribution plan (the "Plan") that covers all employees of Digital Risk, LLC and its participating affiliates. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company may make annual discretionary matching contributions. For the years ended March 31, 2024 and 2023, the Company did not make any matching contributions to the Plan.

Defined benefit plan

The Company operates a gratuity defined benefit plan (the "Plan") exclusively for the benefit of employees at their location in India. The Plan is governed by the India Payment of Gratuity Act, 1972 (the "Act"). Under the Act, employees who have completed five years of service are entitled to specific benefits. The level of benefits provided depends on the employee's length of service and salary at retirement age. The funding liability under the Plan is actuarially determined, based on a rate of interest of 7.20% (7.36% for March 31, 2023) and a retirement age of 60 years (60 years for March 31, 2023) and was $129,000 as of March 31, 2024 and $ 99,000 for March 31, 2023. The liability is included in accounts payable and accrued liabilities in the accompanying

consolidated balance sheets. Actuarial losses recognized during the year ended March 31, 2024 was $750 and during the year ended March 31,2023 was $12,000 and are included in other comprehensive income.

11. Subsequent events

The Company has evaluated events and transactions occurring subsequent to March 31, 2024 as of June 25, 2024, which is the date the consolidated financial statements were available to be issued. The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on June 10, 2024.

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Y.S. SHETTY & CO.
Chartered Accountants

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Magadi Main Road, Bangalore - 560 079.
Mob. : 6363385396, 9845077888
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E-mail : yshyamshetty@gmail.com
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INDEPENDENT AUDITOR'S REPORT

To,

The Partners of

Sonnick CRM Solutions LLP

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of Sonnick CRM Solutions LLP, which comprise the balance sheet as at 31st March, 2024, the profit and loss account for the year ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statement give a true and fair view of the financial position of the entity as at 31st March, 2024, and its financial performance for the year then ended in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI).

Basis for Opinion

We conducted our audit in accordance with the standards on auditing (SAs) issued by ICAI. Our responsibilities under those standards are further described in the **Auditor's Responsibilities for the Audit of the financial statements** section of our report. We are independent of the entity in accordance with the code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with the code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs, results of operations and cash flows of the entity in accordance with the accounting principles generally accepted in India. This responsibility includes the design implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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In preparing the financial statements, management is responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the entity's financial reposting process.

Auditor's Responsibilities for the audit of the financial statements

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

Report on Other Legal and Regulatory Requirements

We report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
(b) In our opinion, proper books of account as required by law have been kept by the LLP so far as it appears from our examination of those books.
(c) The Balance Sheet, and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
(d) In our opinion the Balance Sheet and the statement of profit & loss comply with the Accounting Standards to the extent applicable.

For Y S Shetty & Co
Chartered Accountants

(Shyam Prasad Shetty)
Partner
M.No :202597

UDIN: 24202597BKAALN8725

Date :28-05-2024
Place: Bangalore

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Balance Sheet as at 31st March 2024

(all amounts in lakhs, except where otherwise stated)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
EQUITY AND LIABILITIES			
Partners Capital			
Partners Capital account		0.10	0.10
Partners Current account		684.11	492.78
		684.21	**492.88**
Non-current liabilities			
Long-term liabilities	2.02	131.98	-
Deferred Tax liability	2.03		
		131.98	-
Current liabilities			
Trade payables	2.04	1.90	11.82
Other current liabilities	2.05	184.63	57.70
Short-term provisions	2.06	153.58	113.47
		340.12	**182.99**
TOTAL EQUITY AND LIABILITIES		**1,156.32**	**675.88**
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	2.07	33.31	66.27
		33.31	**66.27**
Non-current Investments			
Deffered Tax asset	2.08	46.12	7.03
Long-term loans and advances	2.09	12.60	12.60
		58.72	**19.63**
Current assets			
Trade receivables	2.10	669.57	290.18
Cash and bank balances	2.11	198.31	86.95
Other Current Asset	2.12	196.40	212.85
		1,064.28	**589.98**
TOTAL ASSETS		**1,156.32**	**675.88**

Significant accounting policies

The accompanying notes are an integral part of the financial statements

For Y S Shetty & Co
Chartered Accountants

Y.S. SHETTY & Co. 006808S Chartered Accountants

Shyam Prasad Shetty
Partner
Membership Number:202597
UDIN: 24202597BKAALN8725

Place: Bangalore
Date : May 28, 2024

For Sonnick CRM Solutions LLP

DocuSigned by: VALERIAN FERNANDES C3200C93E6B0485...

Valerian John Fernandes
Designated Partner
DIN: 10455334

Place :Bangalore
Date : May 28, 2024

DocuSigned by: Deepa Nagaraj 74CFB2A4266C4F9...

Deepa Nagaraj
Designated Partner
DIN: 10344909

Place :Bangalore
Date : May 28, 2024

DS SC

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Sonnick CRM Solutions LLP
Statement of Profit and loss account for the Year ended 31st March 2024
(all amounts in lakhs, except where otherwise stated)

Particulars	Note	Year ended 31st March 2024	Year ended 31st March 2023
Revenue from operations	2.13	3,046.51	3,051.90
Other income	2.14	1.68	-
Total revenue		**3,048.18**	**3,051.90**
Expenses			
Employee benefits expense	2.15	2,591.27	2,405.60
Other expenses	2.16	119.12	273.74
Depreciation and amortization expense		32.87	47.98
Total expenses		**2,743.26**	**2,727.32**
Profit before tax		**304.92**	**324.58**
Tax expense			
Current tax	2.17	152.68	112.00
Prior period tax		-	0.05
Deferred taxes (net)	2.17	-39.09	0.59
Profit for the year		**191.33**	**211.94**

Notes attached there to form an integral part of financial statements

For Y S Shetty & Co
Chartered Accountants

Shyam Prasad Shetty
Partner
Membership Number:202597
UDIN: 24202597BKAALN8725

Place: Bangalore
Date : May 28, 2024

For Sonnick CRM Solutions LLP

DocuSigned by:
VALERIAN FERNANDES
C3200C93E6B0485...

Valerian John Fernandes
Designated Partner
DIN: 10455334

Place :Bangalore
Date : May 28, 2024

DocuSigned by:
Deepa Nagaraj
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Deepa Nagaraj
Designated Partner
DIN: 10344909

Place :Bangalore
Date : May 28, 2024

DS
SC

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Sonnick CRM Solutions LLP
Notes to the financial statements for the Year ended 31st March 2024
(All amounts in lakhs, except share data and where otherwise stated)

	Particulars	As at 31st March 2024	As at 31st March 2023
2.02	**Long Term Liabilities**		
	Gratuity Payable	131.98	-
		131.98	**-**
2.03	**Deferred Tax Liability (Net)**		
	Deferred Tax Asset arising on account of:		
	WDV as per Company books		
	WDV as per Income tax Act		
	TOTAL	-	-
	Balance required as on 31-03-2019	-	-
	Balance as per P.Year Balance sheet		
		-	-
2.04	**Trade payables**		
	Accounts Payable (Creditors)	1.90	43.24
	Advance to vendors	-	-
		1.90	**43.24**
2.05	**Other Current liabilities**		
	Statutory liabilities		
	TDS Payable	30.93	51.35
	Professional Tax Payable	0.21	0.31
	Input IGST Tax RCM		-0.59
	Provident fund payable	4.00	5.76
	Output GST Tax	1.14	0.06
	Employee related liabilities		-
	Salary payable	148.30	0.63
	Employee reimbursements payable	-	0.13
	Other capital payable	0.05	0.05
		184.63	**57.70**
2.06	**Short Term provisions:**		
	Provision For expenses		1.47
	Provision Audit Fee	0.90	
	Provision - others		
	Income tax payable	152.68	112.00
		153.58	**113.47**
2.07	**Tangible assets**		
	Computer and accessories	28.34	61.07
	Office equipment	3.91	3.08
	Computer Servers	1.05	2.12
		33.31	**66.27**
2.08	**Deferred Tax Asset (Net)**		
	Related to depreciation/gratuity	46.12	7.03
		46.12	**7.03**

V.S. SHETTY & Co. Chartered Accountants

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2.09	**Other Non current assets**		
	Rental Deposit	12.60	12.60
		12.60	**12.60**
2.10	**Trade receivables**		
	Unsecured, considered good except stated otherwise		
	Receivables outstanding for a period less than six months	669.57	290.18
		-	
	Less: Provision for bad and doubtful debts	-	
		669.57	**290.18**
2.11	**Cash and bank balances**		
	Petty Cash	0.01	
	Balances with banks:		
	HDFC Bank Account	198.29	86.95
		198.31	**86.95**
2.12	**Other current assets**		
	Statutory Balances		
	Advance Tax-Refund Receivable	136.85	122.00
	Input CGST	14.00	13.23
	Input IGST	8.84	16.08
	Input SGST	14.00	13.23
	Other current assets	-	5.25
	Prepaid Expenses	19.98	19.54
	Accrued revenue	-	22.72
	Advance to Vendors	-	31.42
	Deposit for Insurance	2.75	0.80
		196.40	**244.27**

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Notes to the financial statements for the Year ended 31st March 2024
(All amounts in lakhs, except share data and where otherwise stated)

	Particulars	As on 31st March 2024	As on 31st March 2023
2.13	**Revenue from operations**		
	Income From Export Services	3,069.22	3,058.86
	Unbilled Revenue	-22.72	-6.96
		3,046.51	**3,051.90**
2.14	**Other income**		
	Recoveries	1.68	-
	Foreign Gain/Loss		
	Rounding Off		
		1.68	**-**
2.15	**Employee benefits**		
	Salaries, wages and bonus	2,556.61	2,375.99
	Employer Contribution to provident fund	25.37	28.48
	Staff welfare expenses	9.29	1.13
		2,591.27	**2,405.60**
2.16	**Other expenses**		
	Audit fee	1.00	0.90
	Statutory audit		-
	Tax Audit		-
	Bank Service Charges	0.31	0.01
	Computer accessories	-	-
	Repairs and Maintenace Expenses	-	2.47
	Insurance	10.77	26.01
	Employee Benefits	-	33.92
	Printing and Stationery	0.08	-
	Interest on TDS, PF,GST		0.00
	Interest on Income Tax	0.55	0.04
	Rates & Taxes	8.88	-
	Postage and Delivery	0.72	3.30
	Professional Fee	16.78	20.43
	Office Rent	47.51	53.84
	Employee reimbursements		13.24
	Service Charges	1.26	-
	PF admin charges	2.12	2.27
	Recruitment and training expense	-	83.37
	Telephone and Internet expenses	0.07	0.12
	Subscriptions	11.38	3.31
	Travel Expense	1.75	1.27
	Office/General Admin Expenses	0.05	2.68
	Event Management Expenses	-	22.82
	Office expenses	-	0.89
	Other Expenses	0.05	-
	Miscellaneous Expense	0.25	0.16
	Foreign exchange (Gain)/Loss	15.61	2.70
		119.12	**273.74**

V.S. SHETTY & Co. Chartered Accountants

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2.17	**Tax expense**		
	Current tax		
	Domestic taxes - current year	152.68	112.00
	Domestic taxes - Previous year	-	0.05
	MAT credit utilisation/(entitlement)		
	Total current tax	**152.68**	**112.05**
	Deferred tax		
	Domestic taxes	-39.09	0.59
		-39.09	**0.59**

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Particulars of depreciation allowable as per the Income-tax Act, 1961 in respect of each class of asset or block of asset

Sl.No	Block	Rate of depreciation	Written down value as on 1 April 2022 (1)	Deletions during the year (2)	Additions made during the year		Actual Cost/Net Written down Value (5)=(1)-(2)+(3)+(4)	Depreciation allowable for the current period				Written down value as on 31 March 2024
					Additions greater than or equal to 180	Additions less than 180 days (4)		On opening Written down Value	On additions 180 days and above (7)	On additions less than 180 days	Total depreciation (9)=(6)+(7)+(8)	
I	Computers and software	40%	79.85	33.12	0.51		47.24	19.00	-	-	19.00	28.00
II	Office equipment	15%	4.77	0.16			4.60	1.00	-	-	1.00	4.00
III	Computer Servers	40%	1.75		-	-	1.75	1.00	-	-	1.00	1.00
	TOTAL		86.00	-	1.00	-	54.00	21.00	-	-	21.00	33.00

Y.S. SHETTY & CO. 006308S Chartered Accountants

ASA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Wyde Canada Solutions Inc

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of Wyde Canada Solutions Inc("the Company") which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements of the Company for the year ended March 31, 2024 are prepared in all material respects in accordance with the accounting policies as set out in the basis of preparation paragraph of Note 2 in financial statements.

Emphasis of Matter

We draw attention to Note.21 to the financial statements, as at 31st March 2024, the net worth of the company stands completely eroded and its current liabilities exceeds its current assets, these conditions indicate the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, the financial statement of the company has been prepared by the management, on the basis of internal assessment and is reasonably certain that the company would operate as a going concern and accordingly no adjustments are considered necessary in these financial statements. Our opinion is not modified in this matters.

Other Matters

This report is intended solely for the information of the Company's and its ultimate holding company's board of directors, inclusion in the annual report of Mphasis Limited as per the requirements under the Indian Laws and for internal use of the management and accordingly may not be Suitable for any other purpose. Further, we do not accept or assume responsibility to anyone other than the company, the company's, and ultimate holding company's board of directors, for our audit work, for this report, or for the opinions we have formed.

Responsibility for Management and those Charged with Governance for the Financial Statement

The Company's Board of Directors is responsible for preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting policies as set out in the basis of preparation. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the operating effectiveness of the entity's internal controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For ASA & Associates LLP
Chartered Accountants
Registration No.009571N/N500006

VINAY KAMALA SHIVAPRAKASH
Digitally signed by VINAY KAMALA SHIVAPRAKASH
Date: 2024.06.24 21:50:42 +05'30'

Vinay K S
Partner
Membership No: 223085

UDIN: 24223085BKENKU7838
Place: Bengaluru
Date: 24/06/2024

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Wyde Solutions Canada Inc.

Audited financial statements
as at and for the year ended 31 March 2024

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Balance sheet	1
Statement of profit and loss	2
Statement of changes in equity	3
Statement of cash flows	4
Notes to the financial statements	5

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BALANCE SHEET			Amounts in CAD
	Note no.	As at 31 March 2024	As at 31 March 2023
ASSETS			
Current assets			
Financial assets			
Trade receivables	3	83,794	96,813
Cash and cash equivalents	4	412,011	297,482
Loans	5	-	13,991
Deferred tax asset (net)	13	111,768	148,229
Other assets	6	10,039	1,727
Total current assets		**617,612**	**558,242**
TOTAL ASSETS		**617,612**	**558,242**
EQUITY AND LIABILITIES			
Equity			
Share capital	7	1,000	1,000
Other equity	8	(1,144,447)	(1,170,359)
Total equity		**(1,143,447)**	**(1,169,359)**
LIABILITIES			
Current liabilities			
Financial liabilities			
Borrowings	9	707,889	704,304
Trade payables	10	1,019,364	978,009
Other financial liabilities	11	31,479	31,321
Other liabilities	12	2,327	13,967
Total current liabilities		**1,761,059**	**1,727,601**
TOTAL EQUITY AND LIABILITIES		**617,612**	**558,242**
Summary of significant accounting policies.	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For ASA & Associates LLP
Firm registration number: 009571N/N500006
Chartered Accountants

VINAY KAMALA SHIVAPRAKASH
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Date: 2024.06.24 21:28:35 +05'30'

Vinay K S
Partner
Membership No.: 223085

Place: Bengaluru, India
Date: 24 June 2024

Wyde Solutions Canada Inc.

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Sivaramakrishnan P
Director

Place: Bengaluru, India
Date: 24 June 2024

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STATEMENT OF PROFIT AND LOSS — **Amounts in CAD**

	Note no.	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	14	337,060	419,697
Other income	15	8,842	1,870
Total income (I)		**345,902**	**421,567**
Expenses			
Finance costs	16	61,506	42,867
Other expenses	17	222,024	177,214
Total expenses (II)		**283,530**	**220,081**
Profit before tax (III) [(I)-(II)]		**62,372**	**201,486**
Tax expenses			
Current tax		-	-
Deferred tax		36,460	104,060
Total tax expenses		**36,460**	**104,060**
Profit for the year (A)		**25,912**	**97,426**
Other Comprehensive Income (B)		-	-
Total Comprehensive Income for the year (A+B)		**25,912**	**97,426**
Earnings per equity share (par value CAD 10 per share)			
Basic and Diluted (CAD)	18	259.12	974.26
Summary of significant accounting policies.	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For ASA & Associates LLP
Firm registration number: 009571N/N500006
Chartered Accountants

VINAY KAMALA SHIVAPRAKASH
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Date: 2024.06.24 21:28:56 +05'30'

Vinay K S
Partner
Membership No.: 223085

Place: Bengaluru, India
Date: 24 June 2024

Wyde Solutions Canada Inc.

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Sivaramakrishnan P
Director

Place: Bengaluru, India
Date: 24 June 2024

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STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

Equity shares of CAD 10 each issued, subscribed and fully paid	No. of Shares	Amount in CAD
As at 1 April 2023	**100**	**1,000**
Issue of share capital	-	-
As at 31 March 2024	**100**	**1,000**
As at 1 April 2022	**100**	**1,000**
Issue of share capital	-	-
As at 31 March 2023	**100**	**1,000**

b. Other equity **Amount in CAD**

	Attributable to the equity holders of the Company	
	Retained earnings	**Total**
As at 1 April 2023	**(1,170,359)**	**(1,170,359)**
Profit for the year	25,912	25,912
As at 31 March 2024	**(1,144,447)**	**(1,144,447)**
As at 1 Apr 2022	**(1,267,785)**	**(1,267,785)**
Profit for the year	97,426	97,426
As at 31 March 2023	**(1,170,359)**	**(1,170,359)**

Summary of significant accounting policies. 2

The accompanying notes are an integral part of the financial statements.
As per our report of even date.

For ASA & Associates LLP
Firm registration number: 009571N/N500006
Chartered Accountants

VINAY KAMALA SHIVAPRAKASH
Digitally signed by VINAY KAMALA SHIVAPRAKASH
Date: 2024.06.24 21:29:07 +05'30'

Vinay K S
Partner
Membership No.: 223085

Place: Bengaluru, India
Date: 24 June 2024

Wyde Solutions Canada Inc.

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Sivaramakrishnan P
Director

Place: Bengaluru, India
Date: 24 June 2024

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STATEMENT OF CASHFLOWS		Amounts in CAD
Particulars	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Operating activities		
Net profit before taxation and extraordinary items	**62,372**	**201,486**
Adjustment to reconcile profit before tax to net cashflows provided by operating activities:		
Interest expense	61,505	42,867
Unrealized exchange loss /(gain), net	3,539	51,764
Operating profit before changes in operating assets and liabilities	**127,416**	**296,117**
Changes in operating assets and liabilities		
Trade receivables & unbilled receivables	13,020	(65,507)
Loans	13,991	(11,261)
Other assets	(8,312)	-
Other financial liabilities	(7,747)	(17,732)
Trade payables	41,355	(149,214)
Other liabilities	(11,640)	12,532
Total changes in operating assets and liabilities	**40,667**	**(231,182)**
Income tax paid (net of refunds)	1	-
Net cash flows generated from operating activities (A)	**168,084**	**64,935**
Investing activities		
Net cash flows generated from investing activities (B)	**-**	**-**
Financing activities		
Interest paid	(53,555)	(23,221)
Net cash flows used in financing activities (C)	**(53,555)**	**(23,221)**
Net increase / (decrease) in cash and cash equivalent (A+B+C)	**114,529**	**41,714**
Cash and cash equivalents at the beginning of the year	297,482	255,768
Cash and cash equivalents at the end of the year (refer note 4)	**412,011**	**297,482**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached.

For ASA & Associates LLP
Firm registration number: 009571N/N500006
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NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Wyde Solutions Canada Inc. ('the Company') was acquired on 29 August 2011 by Mphasis Wyde Inc. (via Wyde Corporation), a subsidiary of Mphasis UK Limited. The company is engaged in the business of rendering application development services, infrastructure management services and application maintenance & other services. The holding company and ultimate holding company are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2. SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation

The financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for the derivative financial instruments which is measured at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets have been classified as current and non-current as per the Companies' normal operating cycle of 12 months. Current assets do not include assets which are not expected to be realised within 12 months.

All liabilities have been classified as current and non-current as per the Companies' normal operating cycle of 12 months. Current liabilities include only items where the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The financial statements are presented in Canadian $ (CAD).
The statement of cash flows has been prepared under the indirect method.
The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

(ii) Use of estimates, assumptions and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the year in which the estimates are revised.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the financial statements have been disclosed below:

- **Taxes**
  The company's tax jurisdiction is Canada. Significant judgements are involved in determining the provision for income taxes, tax credits including the amount expected to be paid or refunded.
  Deferred tax assets are recognized for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

(iii) Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.
The Company derives its revenues primarily from rendering application development and maintenance services, infrastructure outsourcing services, call centre and business & knowledge process outsourcing operations and licensing arrangements.

- Revenue from rendering application development and maintenance services comprise income from time-and-material, fixed monthly billings and milestone-based fixed price contracts. Revenues from call center, business & knowledge process outsourcing operations and infrastructure outsourcing services arise from time-based, unit-priced, fixed monthly billings and milestone-based fixed priced contracts.
- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Revenue from fixed price contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Fixed Bid monthly milestone-based recognition – The practical expedient of revenue equals invoicing is applied as the amounts invoiced directly correspond with the value transferred to the customer.
- Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
- Revenue from license transactions where customers are given a right to use intellectual property are recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.
- Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price (net of variable consideration).

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- In cases where implementation and / or customization services rendered significantly modifies or customizes the license, these services and license are accounted for as a single performance obligation and revenue is recognized over time using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
- Revenue from the sale of distinct third-party hardware is recognized at the point in time when control is transferred to the customer.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third-party goods are recorded at gross or net basis depending on whether the Company obtains control of the specified goods or services before it is transferred to the customer.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer. Value Added Tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

The Company recognizes an onerous contract provision when it is probable that the incremental costs of fulfilling the obligations under the contract and an allocation of other costs directly related to fulfilling the contract exceed the economic benefits to be received.
Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

(iv) Use of significant judgements in revenue recognition.

The Company's contracts with customers could include promises to transfer multiple goods and services to a customer. The Company assesses the goods / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration from the customer or variable consideration with elements such as volume discounts, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. The Company has applied the practical expedient provided by Ind AS 115, whereby the Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation based on the relative standalone selling price of each distinct good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how a customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Use of the percentage-of completion method in accounting for revenue from fixed-price contracts requires the Company to exercise judgement in estimating the balance-to-go efforts or costs. Efforts or costs expended to date as a proportion of the total efforts or costs to be expended is used as a measure to determine the percentage-of completion. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular, when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract acquisition costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization, in particular if such costs are expected to be recovered. Contract acquisition costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates.

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Impairment

a. Financial assets (other than at fair value)

For financial assets measured at amortised cost, debt instruments at fair value through other comprehensive income, trade receivables and other financial assets, the Company assesses at each date of balance sheet whether the asset is impaired. Ind AS 109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life-time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

b. Non-financial assets

- **Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

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.

Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments are measured as described below.

a. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. Financial assets at amortised cost

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these 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.

c. Financial assets at fair value through other comprehensive income

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are measured at fair value through other comprehensive income ('FVTOCI') if these financial assets are held within a business 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. Interest income is recognized in the standalone statement of profit or loss for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognized in other comprehensive income. When the investment is disposed of, the cumulative gain or loss previously accumulated in reserves is transferred to the standalone statement of profit and loss.

d. Financial assets at fair value through profit or loss

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the statement of profit and loss. The gain or loss on disposal is recognized in the statement of profit and loss. Interest income is recognized in the statement of profit and loss and for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Company's right to receive dividend is established.

e. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contract to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss as expenses.

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Fair value of financial instruments

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

De-recognition of financial instruments

The Company derecognises a financial asset when:

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

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Foreign currencies

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

(i) Income taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the statement of profit and loss.

(ii) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

(iii) Deferred income tax

Deferred income tax is recognised using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income taxes are not provided on the undistributed earnings of branches where it is expected that the earnings of the branch will not be distributed in the foreseeable future.

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

Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Judgements include estimating the probability of the cash outflows for the present obligations and accordingly provisions are determined and reviewed at the end of each reporting period and are adjusted to reflect current best estimates.

The Company uses significant judgement to identify and measure contingent liabilities. Contingent liabilities are 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 or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent liabilities in relation to assessment/litigations can involve complex issues, which can only be resolved over extended time periods.

Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

Amounts in CAD

	Non-Current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
3. TRADE RECEIVABLES				
Unsecured - considered good				
Trade receivables	-	-	-	96,884
Allowance for doubtful receivables			(471)	(71)
	-	-	**(471)**	**96,813**
Unbilled receivables	-	-	84,265	-
	-	-	**83,794**	**96,813**

	Current	
	As at 31 March 2024	**As at 31 March 2023**
4. CASH AND CASH EQUIVALENTS		
Balances with banks:		
In current accounts	412,011	297,482
	412,011	**297,482**

	Non-Current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
5. LOANS				
Unsecured - considered good				
Recoverable from related parties	-	-	-	13,991
	-	-	-	**13,991**

	Non-Current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
6. OTHER ASSETS				
Unsecured - considered good				
Derivative assets	-	-	7,782	-
Indirect tax recoverable	-	-	2,095	1,565
Other assets	-	-	162	162
	-	-	**10,039**	**1,727**

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	As at 31 March 2024	As at 31 March 2023
7. EQUITY SHARE CAPITAL		
Authorised share capital		
100 (31 March 2023: 100) equity shares of CAD 10 each	1,000	1,000
Issued, subscribed and fully paid-up shares		
100 (31 March 2023: 100) equity shares of CAD 10 each	1,000	1,000
Total issued, subscribed and fully paid-up share capital	**1,000**	**1,000**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2024		As at 31 March 2023	
	Number of Shares	CAD	Number of Shares	CAD
At the beginning of the year	100	1000	100	1000
Outstanding at the end of the year	**100**	**1000**	**100**	**1000**

(b) Terms/rights and restrictions attached to equity shares

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

In the event of liquidation of the Company, the holders of equity shares 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.

(c) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

	As at 31 March 2024	As at 31 March 2023
Wyde Corporation (the holding Company)*		
100 (31 March 2023: 100) equity shares of CAD 10 each	1,000	1,000

* The ultimate holding company is BCP Asia (SG) Mirror Holding Pte Ltd.

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

Name of the Shareholder	As at 31 March 2024		As at 31 March 2023	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Wyde Corporation (the holding Company)	**100**	**100%**	**100**	**100%**

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

		Amount in CAD
	As at 31 March 2024	As at 31 March 2023
8. OTHER EQUITY		
Retained Earnings		
Balance as at beginning of the year	(1,170,359)	(1,267,785)
Profit for the year	25,912	97,426
Balance as at ending of the year	**(1,144,447)**	**(1,170,359)**

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
9. BORROWINGS				
Unsecured				
Loan from Mphasis Wyde Inc.	-	-	707,889	704,304
	-	-	**707,889**	**704,304**

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
10. TRADE PAYABLES				
Trade payables	-	-	1,019,364	978,009
	-	-	**1,019,364**	**978,009**

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Amount in CAD

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
11. OTHER FINANCIAL LIABILITIES				
Derivative liabilities	-	-	-	7,747
Interest payable on borrowings	-	-	31,479	23,574
	-	**-**	**31,479**	**31,321**

	Non-Current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
12. OTHER LIABILITIES				
Income tax Liabilities (Net)	-	-	-	-
Statutory dues	-	-	2,327	13,967
	-	**-**	**2,327**	**13,967**

13. TAXES

Income tax expenses in the statement of profit and loss consist of the following:

	As at 31 March 2024	As at 31 March 2023
Taxes		
Current tax	-	-
Deferred tax	36,460	104,060
Total taxes	**36,460**	**104,060**

	As at 31 March 2024	As at 31 March 2023
Deferred tax assets (net)		
Deferred tax assets (net)	111,768	148,228
	111,768	**148,228**

	Year ended 31 March 2024	Year ended 31 March 2023
14. REVENUE FROM OPERATIONS		
Sale of services	337,060	419,697
	337,060	**419,697**

	Year ended 31 March 2024	Year ended 31 March 2023
15. OTHER INCOME		
Miscellaneous income	-	1,870
Foreign exchange gain, net	8,842	-
	8,842	**1,870**

	Year ended 31 March 2024	Year ended 31 March 2023
16. FINANCE COSTS		
Interest on borrowings	61,506	42,867
	61,506	**42,867**

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Amount in CAD

	Year ended 31 March 2024	Year ended 31 March 2023
17. OTHER EXPENSES		
Subcontracting charges	163,834	78,858
Travel and conveyance	-	7,441
Professional charges	50,164	77,602
Provision for expected credit loss	399	(225)
Software support and annual maintenance charges	-	34
Rates and taxes	-	1,000
Audit fees (refer details below)	2,660	2,660
Miscellaneous expenses	4,967	5,599
Foreign exchange loss, net	-	4,245
	222,024	**177,214**

Auditor's remuneration *	**Year ended**	**Year ended**
Payment to auditors comprises	**31 March 2024**	**31 March 2023**
As auditors	2,660	2,660
Other matters	-	-
	2,660	**2,660**

	Year ended 31 March 2024	Year ended 31 March 2023
18. EARNINGS PER SHARE		
Profit for the year	25,912	97,426
Number of equity shares considered for calculation of earnings per share	100	100
Basic and Diluted (CAD)	**259.12**	**974.26**

19. No specific contingent liabilities exist as on balance sheet date.

20. RELATED PARTY TRANSACTIONS

a) The related parties which exercise control are as follows:

BCP Asia (SG) Mirror Holding Pte Ltd (Ultimate holding company from 10 August 2021)
BCP Topco IX Pte Ltd (Intermediate holding company from 10 August 2021)
Mphasis Limited (Intermediate holding company)
Mphasis Corporation (Intermediate holding company)
Mphasis Wyde Inc (Intermediate holding company)
Wyde Corporation (Holding company)

b) Other related parties with which transactions have taken place:

The Company has entered into transactions during the year with the following parties which are fellow subsidiaries
Mphasis Wyde SASU

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The following is a summary of significant transactions with related parties by the Company:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
		Amount in CAD
Rendering of services to related parties where control exists	**-**	**8,185**
Mphasis Limited	-	8,370
Wyde Corporation	-	(185)
Subcontracting charges from entities where control exists	**163,834**	**7,360**
Wyde Corporation	9,389	7,360
Mphasis Limited	154,445	-
Software support and annual maintenance charges from related parties where control exists	**-**	**33**
Mphasis Limited	-	10
Mphasis Corporation	-	23
Cost Allocation from related parties where control exists	**1,852**	**14,948**
Mphasis Limited	1,852	2,201
Mphasis Corporation	-	297
Interest expenses from related parties where control exists	**61,506**	**42,867**
Mphasis Wyde Inc	61,506	42,867

The balances receivable from and payable to related parties are as follows:	As at 31 March 2024	As at 31 March 2023
Other receivables from related parties where control exists	**162**	**14,153**
Mphasis Limited	162	162
Wyde Corporation	-	13,991
Trade payables to related parties where control exists	**49,487**	**4,742**
Mphasis Limited	47,866	2,490
Wyde Corporation	1,621	2,252
Trade payables to other related parties	**-**	**7,596**
Mphasis Wyde SASU	-	7,596
Other payables to related parties where control exists	**894,362**	**901,093**
Wyde Corporation	894,362	901,093
Interest payable to related parties where control exists	**31,479**	**23,574**
Mphasis Wyde Inc.	31,479	23,574
Intercompany borrowings from related parties where control exists	**707,889**	**704,304**
Mphasis Wyde Inc	707,889	704,304

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21. Going Concern

As at the year ended 31 March 2024, the net worth of the Company is negative and its current liabilities exceeds its current assets, however, basis internal assessment of its operations, the management has prepared its financial statements of the Company on a going concern basis and will continue its operations for the foreseeable future.

22.Subsequent Events

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10th June 2024.

For ASA & Associates LLP

Firm registration number: 009571N/N500006

Chartered Accountants

VINAY KAMALA SHIVAPRA KASH Digitally signed by VINAY KAMALA SHIVAPRAKASH Date: 2024.06.24 21:29:42 +05'30'

Vinay K S

Partner

Membership No.: 223085

Place: Bengaluru, India

Date: 24 June 2024

Wyde Solutions Canada Inc.

DocuSigned by:
052D97AA0163454...

Sivaramakrishnan P

Director

Place: Bengaluru, India

Date: 24 June 2024

FINANCIAL STATEMENTS

in euros

MPHASIS WYDE

Year from 2023/4/1 to 2024/3/31

Past financial year : 2024/3/31

103-105 Rue Anatole France
92300 LEVALLOIS PERRET

SIRET : 41280003900056 NAF : 5829C

Presentation Report

ANNUAL FINANCIAL STATEMENTS PRESENTATION ASSIGNMENT

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Net / oo9 gain	:33& +43;	Euros

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Chartere-
Accountant

PICARD Fabienne

le 24/06/2024 à 15:20

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Assets

Assets	At 2024/3/31			At 2023/3/31
	Gross	Depr. Prov.	Net	Net
Uncalled capital				
Fixed assets				
Intangible assets				
Set-up costs				
Research and development costs				
Concessions, patents, licences and similar rights	3 125 225	1 360 176	1 765 049	2 211 509
Goodwill				
Other intangible assets	5 620 314		5 620 314	3 173 083
Payments on account				
Tangible assets				
Land				
Buildings				
Plant and machinery, fixtures, fitting, tools and equipments				
Other tangible assets	552 547	461 766	90 781	118 357
Tangible assets in progress	3 522		3 522	
Payments on account				
Financial assets				
Investments accounted for using the equity method				
Other categories of participating interest				
Amounts receivable from subsidiaries				
Long term securities				
Other long term investments				
Loans	273 768		273 768	258 836
Other financial assets	94 443		94 443	89 026
TOTAL I	**9 669 819**	**1 821 942**	**7 847 877**	**5 850 812**
Current assets				
Stocks and work in progress				
Raw materials and consummables				
Work in progress : - Goods				
Work in progress : - Services				
Semi-finished and finished goods				
Goods for sale				
Payments on account on orders				13 116
Debtors				
Trade debtors	834 862		834 862	2 058 231
Other debtors	101 714		101 714	469 387
Unpaid called up share capital				
Securities				
Own shares				
Other securities				
Financial future market securities				
Cash at bank and in hand	1 086 783		1 086 783	437 640
Prepaid expenses	**160 976**		**160 976**	**169 063**
TOTAL II	**2 184 334**		**2 184 334**	**3 147 437**
Deffered charges **III**				
Redemption bond premium **IV**				
Unrealized exchange losses **V**	**584 491**		**584 491**	**547 386**
TOTAL ASSETS (I + II + III + IV + V)	**12 438 643**	**1 821 942**	**10 616 702**	**9 545 635**

Equity and liabilities

Equity and liabilities			At 2024/3/31	At 2023/3/31
			Net	Net
Capital and reserves				
Share capital	(paid-in)	38 113	38 113	38 113
Share premium account				
Revaluation reserve				
Differences on assets assessed on equity method				
Reserves :	- Legal reserve		3 811	3 811
	- Statutory reserves			
	- Regulated reserves			
	- Other reserves			
Retained profit / losses			-10 881 120	-11 448 806
Profit / Loss of the period			**-660 376**	**567 687**
Grants for capital expenditures				
Tax regulated provisions				
		TOTAL I	**-11 499 572**	**-10 839 195**
Other shareholders' equity				
Income from profit-sharing securities				
Conditional State advances				
Other shareholders' equity				
		TOTAL I (bis)		
Provisions for contingencies and liabilities				
Provisions for :	- Contingencies		584 492	547 385
	- Liabilities		10 000	
		TOTAL II	**594 492**	**547 385**
Creditors				
Convertible debenture loans				
Other debenture loans				
Bank loans and overdrafts				
Other loans and financial liabilities				
Payments received on account				
Trade creditors			3 399 769	2 465 066
Tax and social creditors			1 201 995	1 319 647
Fixed assets creditors				
Other creditors			15 064 477	14 283 094
Financial future market securities				
Deferred income			1 829 825	1 706 465
		TOTAL III	**21 496 067**	**19 774 272**
Unrealized exchange gains		**IV**	**25 714**	**63 174**
		GRAND TOTAL (I + I bis + II + III + IV)	**10 616 702**	**9 545 635**

Income Statement

Income statement		At 2024/3/31			At 2023/3/31
		France	Export	Total	Total
Operating income					
Sales of :	- Goods				
	- Processed goods				
	- Services	5 959 788	1 864 307	7 824 095	8 349 385
Turnover		**5 959 788**	**1 864 307**	**7 824 095**	**8 349 385**
Change in stocks of finished goods					
Own work capitalised				2 447 230	3 173 083
Operating grants				25 667	29 333
Reversal of provisions and cost recharge				41 457	20 744
Other operating incomes				31 648	64 489
TOTAL I				**10 370 097**	**11 637 034**
Operating expenses					
Purchase of goods					
Change in stocks of goods					
Purchase of raw materials and consumables					
Change in stocks of raw materials and consumables					
Other external expenses				4 112 428	4 267 536
Taxes				179 112	135 187
Wages and salaries				3 356 994	3 592 391
Social contributions				1 521 036	1 624 714
Amortization and depreciation increase on fixed assets				483 582	493 112
Provision increase :	- On fixed assets				
	- On current assets				
	- For contingencies and liabilities			10 000	
Other operating expenses				386 729	380 720
TOTAL II				**10 049 881**	**10 493 661**
* Including :	- Equipment leasing				
	- Real property leasing				
OPERATING INCOME (I - II)				**320 216**	**1 143 373**
Results from participation in Joint-ventures					
Profit alloted or loss transfered	**III**				
Loss alloted or profit transfered	**IV**				
Financial income					
From investments in group and related companies					
From securities and other fixed assets investments					
Other interests and financial income				8 470	
Reversal of provisions and cost recharge				547 385	377 747
Gains on exchange adjustments				61 326	101 311
Income from disposals of securities					
TOTAL V				**617 181**	**479 058**
Financial expenses					
Depreciation and provision expenses				584 492	547 385
Interests and other financial expenses				905 577	463 133
Losses on exchange adjustments				107 705	47 251
Losses from disposals of securities					
TOTAL VI				**1 597 774**	**1 057 769**
FINANCIAL INCOME (V - VI)				**-980 592**	**-578 711**
INCOME BEFORE TAX AND EXTRAORDINARY ITEMS (I - II + III - IV + V - VI)				**-660 376**	**564 662**

Income Statement (2)

Income statement (2)	At 2024/3/31	At 2023/3/31
Extraordinary income		
On operating activities		3 024
On investing activities		
Reversal of provisions and cost recharge		
TOTAL VII		**3 024**
Extraordinary expenses		
On operating activities		
On investing activities		
Depreciation and provision expenses		
TOTAL VIII		
EXTRAORDINARY INCOME (VII - VIII)		**3 024**
Employee profit sharing **IX**		
Corporation tax **X**		
TOTAL INCOME (I + IV + VII)	**10 987 279**	**12 119 116**
TOTAL EXPENSES (II + V + VIII + X)	**11 647 655**	**11 551 430**
PROFIT OR LOSS (Total income - Total expenses)	**-660 376**	**567 687**

Annexe

Accounting principles and methods

On the balance sheet before distribution for the financial year ended 31/03/2024, total EUR 10 616 702

and the profit and loss statement for the year, generating a loss of EUR 660 376, presented in list form.

The financial year covers a period of 12 months from 01/04/2023 to 31/03/2024.

The notes and tables provided below form an integral part of the annual financial statements.

The previous financial year covered a period of 12 months from 01/04/2022 to 31/03/2023.

The financial statements were prepared in accordance with the French Commercial Code and with the French Accounting Standards Authority (PCG, ANC 2015-06).

General accounting principles have been applied in accordance with the conservatism principle and the following basic assumptions:

- going concern status,
- consistency of accounting methods from one period to the next.
- independence of financial years.

and compliance with the general guidelines for the preparation and presentation of annual financial statements.

The valuation and presentation methods applied to prepare the annual financial statements for this year have not changed since the previous year.

The basic method used to measure the value of items recognised in the accounts is the historical cost method.

COMMITMENTS RECEIVED

We refer to the financial position of the company which presents negative equity of 11,499,572 euros as of March 31, 2024, including a net accounting loss of 660,376 euros.

In the general interest of Mphasis Ltd and its group of companies, Mphasis Ltd will provide financial and other support to the company for at least the next twelve months from 31 March 2023 to enable it to continue its activity and respect its commitments.

As such, we confirm that the Company's financial statements as of March 31, 2024 should be prepared under the going concern accounting principle.

TANGIBLE AND INTANGIBLE NON-CURRENT ASSETS

Tangible assets are valued at their acquisition or production cost, taking into account the costs necessary for maintenance of these assets, after deducting trade discounts, rebates and cash discounts obtained.

Property, plant and equipment are depreciated by the straight-line method over the estimated useful lives of the assets, as follows:

Software, patents	**1 to 7 years**
Leasehold improvements, fixtures and fittings	**1 to 10 years**
Transport equipment	**5 years**
Office and computer equipment	**3 to 5 years**
Furniture	**5-10 years**

LONG-TERM INVESTMENTS AND MARKETABLE SECURITIES

Gross value relates to the acquisition cost excluding associated expenses. If the balance sheet value is lower than the gross value, an impairment is recognised on the shortfall.

RECEIVABLES AND PAYABLES

Receivables and payables are stated at face value. A provision for impairment is booked when the balance sheet value is lower than the book value.

CURRENCY TRANSACTIONS

Expenses and income denominated in foreign currencies are translated at the exchange rate at the time of the transaction.

Foreign currency receivables, liabilities and cash items are translated on the balance sheet at year-end exchange rates.

The difference resulting from the recalculation of foreign currency receivables and liabilities at the year-end exchange rate is recognised in the balance sheet under “exchange differences”.

A provision for losses is set aside for the full amount of any unrealised losses not offset by gains.

PROVISIONS FOR LIABILITIES AND CHARGES

Provisions for liabilities and charges are recognised in accordance with Regulation ANC 2014-03, when MPHASIS WYDE has a present legal or constructive obligation as a result of past events, it is likely that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

CONSOLIDATION

The financial statements of the company MPHASIS WYDE are consolidated within the financial statements of the MPHASIS Group.

The consolidating company is:

Mphasis Limited
Bagmane World Technology Center
Marathahalli Outer Ring Road
Doddanakundi Village,
Mahadevapura,
Bangalore - 560
048. India

RETIREMENT COMMITMENTS

The rights acquired by employees in terms of retirement indemnities are not significant given the seniority of staff members and turnover.

PREDICTABLE EVOLUTION AND OUTLOOK

Mphasis Wyde realized a loss of €660,376 in FY2023-2024 and recorded an decrease in turnover of +525 290€.
In line with changing industry requirements, and in line with its market expansion strategy, Mphasis Wyde has continued to develop and upgrade its core product WYNSURE to add additional features and advanced functionality.

As of March 31, 2024, an amount of 2.45 million euros had been committed for the development of the latter and which comes in addition to the previous investment made during last fiscal years.

Fixed assets

Schedule A	Gross amount opening balance	Increase	
		Revaluations	Acquisitions
Intangible assets			
Set-up and research and development costs			
Other intagible assets	6 298 308		2 447 231
TOTAL	**6 298 308**		**2 447 231**
Tangible assets			
Land			
Buildings			
Buildings on leased land			
Buildings fixtures and fittings			
Plant, machinery and equipment			
Other fixtures and fittings	152 951		
Vehicles			
Office equipment, computer hardware, furniture	390 050		9 545
Returnable containers and miscellaneous			
Tangible assets in progress			3 522
Payment on account			
TOTAL	**543 002**		**13 067**
Financial assets			
Investments in subsidiaries assessed by the equity method			
Other investments in subsidiaries			
Other long term investments			
Loans and other financial assets	347 862		20 349
TOTAL	**347 862**		**20 349**
GRAND TOTAL	**7 189 172**		**2 480 647**

Schedule B	Reductions		Gross amount closing balance	Revaluation
	Reclassification	Disposals		Original value
Set-up and research and development costs				
Other intangible assets			8 745 539	
TOTAL			**8 745 539**	
Land				
Buildings				
Buildings on leased land				
Buildings fixtures and fittings				
Plant, machinery and equipment				
Other fixtures and fittings			152 951	
Vehicles				
Office equipment, computer hardware, furniture			399 595	
Returnable containers and others				
Tangible assets in progress			3 522	
Payment on account				
TOTAL			**556 069**	
Investments in subsidiaries assessed by the equity method				
Other investments in subsidiaries				
Other long term investments				
Loans and other financial assets			368 211	
TOTAL			**368 211**	
GRAND TOTAL			**9 669 819**	

Comments : nil

Depreciation

SCHEDULE A - Situation and changes within the period

Depreciable assets	Opening balance	Additional allowances	Reductions dispo./Rever	Closing balance
Intangible assets				
Set-up, research and development costs				
Goodwill				
Other intangible assets	913 715	446 461		1 360 176
TOTAL	**913 715**	**446 461**		**1 360 176**
Tangible assets				
Land				
Buildings				
Buildings on other people's lands				
Building fixtures and fittings				
Plant, machinery and equipment				
Other fixtures and fittings	88 697	15 295		103 993
Vehicles				
Office equipment, computer hardware, furniture	335 948	21 826		357 773
Returnable containers and others				
TOTAL	**424 645**	**37 121**		**461 766**
GRAND TOTAL	**1 338 360**	**483 582**		**1 821 942**

SCHEDULE B - Breakdown of depreciation allowances for the period

Depreciable assets	Allowances			Reversals			Net depreciation mouvements closing balance
	Straight line Depreciation	Decreasing balance Depreciation	Exceptionnel Depreciation	Straight line Depreciation	Decreasing balance Depreciation	Exceptionnel Depreciation	
Intangible assets							
Set-up, R&D. costs							
Goodwill							
Others intangible assets							
TOTAL							
Tangible assets							
Land							
Buildings							
Buildings on other people's lands							
Buildings fixtures and fittings							
Plant, mach., and equipment							
Other fixtures and fittings							
Vehicles							
Office equip. comput. hardw.							
Returnable contain. and others							
TOTAL							
GRAND TOTAL							
UNVENTILATED GRAND TOTAL		**UNVENTILATED GRAND TOTAL**			**UNVENTILATED GRAND TOTAL**		

SCHEDULE C

Changes in deferred charges	Opening balance	Additional allowances	Allowances for the period	Closing balance
Deferred charges				
Redemption bond premium				

Commentaires : néant

Provisions

Type of provisions		Opening balance	Additions : Allowances	Reductions : Reversals	Ending balance
Tax regulated					
Provisions for :	- Reconstitution of mines and oilfields				
	- Capital expenditures				
Price increase provisions					
Tax depreciation allowances					
Provisions for set-up loans					
Other tax regulated provisions					
TOTAL					
Contingencies and liabilities					
Provisions for :	- Litigation				
	- Warranties given to customers				
	- Losses on future market				
	- Penalties				
	- Exchange losses	547 385	584 492	547 385	584 492
	- Pension and similar commitments				
	- Taxes				
	- Assets renewals				
	- Important repairs				
	- Social contributions and taxes due on vacation				
Other provisions for contingencies and liabilities			10 000		10 000
TOTAL		**547 385**	**594 492**	**547 385**	**594 492**

Type of provisions	Opening balance	Additions : Allowances	Reductions : Reversals	Ending balance
Provisions for loss in value				
On intangible assets				
On tangible assets				
On investments assessed on the equity method				
On securities				
On other investments				
On stocks and works in progress				
On trade debtors				
Other provisions for loss in value				
TOTAL				
GRAND TOTAL	**547 385**	**594 492**	**547 385**	**594 492**
Including operating allowances and reversals		10 000		
Including financial allowances and reversals		584 492	547 385	
Including exceptional allowances and reversals				
Investments assessed on the equity method : allowances for the period				

Comments : nil

Receivables

Receivables	Gross amount	Liquidity of the asset	
		Within 1 year	After 1 year
Fixed Assets			
Amount receivable from subsidiaries			
Loans (1) (2)	273 768		273 768
Other financial assets	94 443		94 443
Current Assets			
Doubtful and in dispute trade debtors			
Other trade debtors	834 862	834 862	
Receivables representing borrowed securities			
Employees	4 214	4 214	
Social contributions	3 288	3 288	
Corporation tax			
Value-added tax	94 212	94 212	
Other taxes			
Sundries			
Intercompany and current accounts (2)			
Other debtors			
Prepaid expenses	160 976	160 976	
TOTAL	**1 465 762**	**1 097 551**	**368 211**
(1) Including loans granted within the period	273 768		
(1) Including redemptions received within the period			
(2) Loans and advances granted to partners			

Comments : nil

Payables

Payables		Gross amount	Callability of the liabilities		
			Within 1 year	1 to 5 years	After 5 years
Convertible debenture loans (1)					
Other debenture loans (1)					
Bank loans and overdraft (1) :	- Payable over 1 year				
	- Payable over more than 1 year				
Other loans and financial liabilities (1) (2)					
Trade creditors		3 399 769	3 399 769		
Personnel		500 055	500 055		
Social contributions		443 200	443 200		
Corporation tax					
Value-added tax		183 029	183 029		
Guaranted bonds					
Other taxes		75 711	75 711		
Fixed assets creditors					
Intercompany and current accounts (2)					
Other creditors		15 064 477	377 461	14 687 016	
Liabilities representing borrowed securities					
Deferred income		1 829 825	1 829 825		
TOTAL		**21 496 067**	**6 809 051**	**14 687 016**	
(1) Loans raised within the period					
(1) Loans redeemed within the period					
(2) Loans and liabilities raised from partners					

Comments : nil

Accrued receivables

Accrued receivables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Amounts receivable from subsidiaries		
Other long-term investments		
Loans		
Other financial assets		
Trade debtors	223 413	485 448
Other debtors	3 288	30 274
Securities		
Other receivables		
TOTAL	**226 701**	**515 722**

Accrued receivables details

Accrued receivables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Amounts receivable from subsidiaries		
Other long-term investments		
Loans		
Other financial assets		
Trade debtors	223 412.64	485 447.84
418100000 CLIENTS FACT. A ETABLIR	142 983.67	398 448.28
418111000 CLIENTS INTERCOS FAE EXO	80 428.97	86 999.56
Other debtors	3 288.00	30 274.19
438762100 Subvention CE	3 288.00	3 936.19
448700000 ETAT PRODUITS A RECEVOIR		25 330.00
468700000 Débiteurs et créditeurs		1 008.00
Securities		
Other receivables		
TOTAL	**226 700.64**	**515 722.03**

Accrued payables

Accrued payables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Convertible debenture loans		
Other debenture loans		
Bank loans and overdrafts		
Other loans and financial liabilities		
Trade creditors	377 824	766 070
Social contributions	807 042	829 472
Fixed assets creditors		
Other creditors	320 749	307 004
TOTAL	**1 505 616**	**1 902 546**

Accrued payables details

Accrued payables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Convertible debenture loans		
Other debenture loans		
Bank loans and overdrafts		
Other loans and financial liabilities		
Trade creditors	377 824.25	766 070.47
408100000 FOURNIS.FACT.NON PARVENUE	254 646.83	389 819.47
408110000 FRS GROUPE FACT.NON PARVENUES	123 177.42	376 251.00
Social contributions	807 042.26	829 471.57
428200000 CONGES A PAYER	394 095.00	379 356.66
428600000 AUTRES CHARG.PERS.A PAYER	105 960.25	133 258.60
438200000 ORG.SOC. CH./CONGES PAYES	183 178.00	177 023.16
438600000 ORG.SOC. CHARGES A PAYER	48 097.76	61 298.05
448600000 ETAT AUTRES CH. A PAYER	75 711.25	78 535.10
Fixed assets creditors		
Other creditors	320 749.49	307 003.55
419800000 CLIENTS RRR&AV.A ACCORD.	320 749.49	307 003.55
TOTAL	**1 505 616.00**	**1 902 545.59**

Prepayments and deferred income

Deferred income	At 2024/3/31	At 2023/3/31
Operating incomes	1 829 825	1 706 465
Financial incomes		
Extraordinary incomes		
TOTAL	**1 829 825**	**1 706 465**

Prepaid expenses	At 2024/3/31	At 2023/3/31
Operating expenses	160 976	169 063
Financial expenses		
Extraordinary expenses		
TOTAL	**160 976**	**169 063**

Comments : nil

Unrealized exchange gains and losses

Unrealized exchange gains or losses on	Unrealized losses	Difference cleared by exchange coverage	Provision for exchange losses	Unrealized gains
Fixed assets other than financial assets				
Financial assets				
Debtors	4 980		4 980	8 246
Financial creditors	573 419		573 419	
Operating creditors	6 092		6 092	17 468
Fixed assets creditors				
TOTAL	**584 491**		**584 491**	**25 714**

Comments : nil

Capital

Category of shares	Par value		Number of shares			
	As at the begining of the period	As at the end of the period	As at the begining of the period	Issued during the period	Redeemed during the period	As at the end of the period
Actions	15.25000	15.25	2 500			2 500

Tax corporation breakdown

	Before tax	Corporation tax	After tax
+ Profit or loss before tax and extraordinary items	-660 376		-660 376
+ Extraordinary profit or loss			
- Employee profit-sharing			
= Profit or loss	**-660 376**		**-660 376**

Comments : nil

Increase and relief in future tax debt

Facture tax debt increase		Amount	Tax
Regulated provisions :	- Depreciation allowances		
	- Price increase provisions		
	- Provisions for fluctuation in exchange rates		
Others			
TOTAL			

Future tax debt reliefs		Amount	Tax
Provisions non-deductible the tax year of their entry :	- Provisions for vacation		
	- Employee profit-sharing		
Difference on exchange rate		584 491	146 123
Others			
Fiscal losses carryforward		15 533 649	3 883 412
TOTAL		**16 118 140**	**4 029 535**

Sales breakdown

Sales breakdown	France	Export	Total
Finished goods			
Semi-finished goods			
Waste products			
Works			
Surveys			
Services	5 959 788	1 864 307	7 824 095
Goods			
Incomes from other activities			
TOTAL	**5 959 788**	**1 864 307**	**7 824 095**

Comments : nil

Average Manpower

Workers categories	Salaried staff	Staff at company's disposal
Executives	50	
Supervisors and technicians		
Employees	1	
Workers		
Apprentice under contract		
TOTAL	**51**	

Comments : nil

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Audit report on account balances – Clean opinion

Independent Auditors' Report on the Audit of Special Purpose Financial Information

To the Mphasis Group

We have audited, the accompanying special purpose financial information (balance sheet, income statement) of Wyde Mphasis, as of March 31, 2024 and for the year then ended.

Management's Responsibility for the Special Purpose Financial Information

Management is responsible for the preparation of this special purpose financial information and for such internal control as management determines is necessary to enable the preparation of special purpose financial information that is free from material misstatement, whether due to fraud or error; applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

This special purpose financial information has been prepared solely to enable Mphasis Group to prepare its consolidated financial statements.

Auditor's Responsibility

Our responsibility is to express an opinion on the specified forms based on our audit. We conducted our audit in accordance with International Standards on Auditing. International Standards on Auditing require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the specified forms are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the specified forms. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the specified forms, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the component's preparation and presentation of the specified forms in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the component's internal control. An audit also includes the evaluation of the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the specified forms.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. The conclusions reached in forming our opinion are based on the component materiality in the context of the audit of the group financial statements.

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Audit report on account balances – Clean opinion

Opinion

In our opinion, the accompanying specified forms of Mphasis Wyde as of March 31, 2024 and for the year then ended have been prepared, in all material respects, in accordance with French accounting principles.

Restriction on Use and Distribution

This special purpose financial information has been prepared for purposes of providing information to Mphasis Group to enable it to prepare the consolidated financial statements of the group. As a result, the special purpose financial information is not a complete set of financial statements of Mphasis Wyde and are not intended to present fairly, in all material respects (or to give a true and fair view of) the financial position of Mphasis Wyde and of its financial performance for the year ended March 31, 2024. This special purpose financial information may, therefore, not be suitable for another purpose.

This report is intended to you solely for your information and use to assist you in your audit of the group financial statements of Mphasis Group for the year ending March 31, 2024 and should not be used by (or distributed to) other parties.

Courbevoie, June 19th, 2024

DocuSigned by:
Valérie RIOU
38ACFB87E313461...

Valérie Riou
FORVIS MAZARS

FINANCIAL STATEMENTS

in euros

MPHASIS WYDE

Year from 2023/4/1 to 2024/3/31

Past financial year : 2024/3/31

103-105 Rue Anatole France
92300 LEVALLOIS PERRET

SIRET : 41280003900056 NAF : 5829C

Presentation Report

ANNUAL FINANCIAL STATEMENTS PRESENTATION ASSIGNMENT

Within the scope of our assignment to present the annual financial statements of MPHASIS WYDE for the financial year from 01/04/2023 to 31/03/2024, and in accordance with the agreements signed, we performed the due diligence specified by the standards of the French Order of Chartered Accountants.

The attached annual financial statements contain the following data:

Balance sheet total	10,616,702	Euros
Turnover	7,824,095	Euros
Net book gain	(660 376)	Euros

Place: Paris.

Date:

F2P Audit et Conseil

Fabienne Picard
Chartered
Accountant

PICARD Fabienne

le 24/06/2024 à 15:20

FP

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Assets

Assets	At 2024/3/31			At 2023/3/31
	Gross	Depr. Prov.	Net	Net
Uncalled capital				
Fixed assets				
Intangible assets				
Set-up costs				
Research and development costs				
Concessions, patents, licences and similar rights	3 125 225	1 360 176	1 765 049	2 211 509
Goodwill				
Other intangible assets	5 620 314		5 620 314	3 173 083
Payments on account				
Tangible assets				
Land				
Buildings				
Plant and machinery, fixtures, fitting, tools and equipments				
Other tangible assets	552 547	461 766	90 781	118 357
Tangible assets in progress	3 522		3 522	
Payments on account				
Financial assets				
Investments accounted for using the equity method				
Other categories of participating interest				
Amounts receivable from subsidiaries				
Long term securities				
Other long term investments				
Loans	273 768		273 768	258 836
Other financial assets	94 443		94 443	89 026
TOTAL I	**9 669 819**	**1 821 942**	**7 847 877**	**5 850 812**
Current assets				
Stocks and work in progress				
Raw materials and consummables				
Work in progress : - Goods				
Work in progress : - Services				
Semi-finished and finished goods				
Goods for sale				
Payments on account on orders				13 116
Debtors				
Trade debtors	834 862		834 862	2 058 231
Other debtors	101 714		101 714	469 387
Unpaid called up share capital				
Securities				
Own shares				
Other securities				
Financial future market securities				
Cash at bank and in hand	1 086 783		1 086 783	437 640
Prepaid expenses	**160 976**		**160 976**	**169 063**
TOTAL II	**2 184 334**		**2 184 334**	**3 147 437**
Deffered charges **III**				
Redemption bond premium **IV**				
Unrealized exchange losses **V**	**584 491**		**584 491**	**547 386**
TOTAL ASSETS (I + II + III + IV + V)	**12 438 643**	**1 821 942**	**10 616 702**	**9 545 635**

Equity and liabilities

Equity and liabilities			At 2024/3/31	At 2023/3/31
			Net	Net
Capital and reserves				
Share capital	(paid-in)	38 113	38 113	38 113
Share premium account				
Revaluation reserve				
Differences on assets assessed on equity method				
Reserves :	- Legal reserve		3 811	3 811
	- Statutory reserves			
	- Regulated reserves			
	- Other reserves			
Retained profit / losses			-10 881 120	-11 448 806
Profit / Loss of the period			**-660 376**	**567 687**
Grants for capital expenditures				
Tax regulated provisions				
		TOTAL I	**-11 499 572**	**-10 839 195**
Other shareholders' equity				
Income from profit-sharing securities				
Conditional State advances				
Other shareholders' equity				
		TOTAL I (bis)		
Provisions for contingencies and liabilities				
Provisions for :	- Contingencies		584 492	547 385
	- Liabilities		10 000	
		TOTAL II	**594 492**	**547 385**
Creditors				
Convertible debenture loans				
Other debenture loans				
Bank loans and overdrafts				
Other loans and financial liabilities				
Payments received on account				
Trade creditors			3 399 769	2 465 066
Tax and social creditors			1 201 995	1 319 647
Fixed assets creditors				
Other creditors			15 064 477	14 283 094
Financial future market securities				
Deferred income			1 829 825	1 706 465
		TOTAL III	**21 496 067**	**19 774 272**
Unrealized exchange gains		**IV**	**25 714**	**63 174**
		GRAND TOTAL (I + I bis + II + III + IV)	**10 616 702**	**9 545 635**

Income Statement

Income statement		At 2024/3/31			At 2023/3/31
		France	Export	Total	Total
Operating income					
Sales of :	- Goods				
	- Processed goods				
	- Services	5 959 788	1 864 307	7 824 095	8 349 385
Turnover		**5 959 788**	**1 864 307**	**7 824 095**	**8 349 385**
Change in stocks of finished goods					
Own work capitalised				2 447 230	3 173 083
Operating grants				25 667	29 333
Reversal of provisions and cost recharge				41 457	20 744
Other operating incomes				31 648	64 489
TOTAL I				**10 370 097**	**11 637 034**
Operating expenses					
Purchase of goods					
Change in stocks of goods					
Purchase of raw materials and consumables					
Change in stocks of raw materials and consumables					
Other external expenses				4 112 428	4 267 536
Taxes				179 112	135 187
Wages and salaries				3 356 994	3 592 391
Social contributions				1 521 036	1 624 714
Amortization and depreciation increase on fixed assets				483 582	493 112
Provision increase :	- On fixed assets				
	- On current assets				
	- For contingencies and liabilities			10 000	
Other operating expenses				386 729	380 720
TOTAL II				**10 049 881**	**10 493 661**
* Including :	- Equipment leasing				
	- Real property leasing				
OPERATING INCOME (I - II)				**320 216**	**1 143 373**
Results from participation in Joint-ventures					
Profit alloted or loss transfered	**III**				
Loss alloted or profit transfered	**IV**				
Financial income					
From investments in group and related companies					
From securities and other fixed assets investments					
Other interests and financial income				8 470	
Reversal of provisions and cost recharge				547 385	377 747
Gains on exchange adjustments				61 326	101 311
Income from disposals of securities					
TOTAL V				**617 181**	**479 058**
Financial expenses					
Depreciation and provision expenses				584 492	547 385
Interests and other financial expenses				905 577	463 133
Losses on exchange adjustments				107 705	47 251
Losses from disposals of securities					
TOTAL VI				**1 597 774**	**1 057 769**
FINANCIAL INCOME (V - VI)				**-980 592**	**-578 711**
INCOME BEFORE TAX AND EXTRAORDINARY ITEMS (I - II + III - IV + V - VI)				**-660 376**	**564 662**

Income Statement (2)

Income statement (2)	At 2024/3/31	At 2023/3/31
Extraordinary income		
On operating activities		3 024
On investing activities		
Reversal of provisions and cost recharge		
TOTAL VII		**3 024**
Extraordinary expenses		
On operating activities		
On investing activities		
Depreciation and provision expenses		
TOTAL VIII		
EXTRAORDINARY INCOME (VII - VIII)		**3 024**
Employee profit sharing **IX**		
Corporation tax **X**		
TOTAL INCOME (I + IV + VII)	**10 987 279**	**12 119 116**
TOTAL EXPENSES (II + V + VIII + X)	**11 647 655**	**11 551 430**
PROFIT OR LOSS (Total income - Total expenses)	**-660 376**	**567 687**

Annexe

Accounting principles and methods

On the balance sheet before distribution for the financial year ended 31/03/2024, total EUR 10 616 702

and the profit and loss statement for the year, generating a loss of EUR 660 376, presented in list form.

The financial year covers a period of 12 months from 01/04/2023 to 31/03/2024.

The notes and tables provided below form an integral part of the annual financial statements.

The previous financial year covered a period of 12 months from 01/04/2022 to 31/03/2023.

The financial statements were prepared in accordance with the French Commercial Code and with the French Accounting Standards Authority (PCG, ANC 2015-06).

General accounting principles have been applied in accordance with the conservatism principle and the following basic assumptions:

- going concern status,
- consistency of accounting methods from one period to the next.
- independence of financial years.

and compliance with the general guidelines for the preparation and presentation of annual financial statements.

The valuation and presentation methods applied to prepare the annual financial statements for this year have not changed since the previous year.

The basic method used to measure the value of items recognised in the accounts is the historical cost method.

COMMITMENTS RECEIVED

We refer to the financial position of the company which presents negative equity of 11,499,572 euros as of March 31, 2024, including a net accounting loss of 660,376 euros.

In the general interest of Mphasis Ltd and its group of companies, Mphasis Ltd will provide financial and other support to the company for at least the next twelve months from 31 March 2023 to enable it to continue its activity and respect its commitments.

As such, we confirm that the Company's financial statements as of March 31, 2024 should be prepared under the going concern accounting principle.

TANGIBLE AND INTANGIBLE NON-CURRENT ASSETS

Tangible assets are valued at their acquisition or production cost, taking into account the costs necessary for maintenance of these assets, after deducting trade discounts, rebates and cash discounts obtained.

Property, plant and equipment are depreciated by the straight-line method over the estimated useful lives of the assets, as follows:

Software, patents	**1 to 7 years**
Leasehold improvements, fixtures and fittings	**1 to 10 years**
Transport equipment	**5 years**
Office and computer equipment	**3 to 5 years**
Furniture	**5-10 years**

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LONG-TERM INVESTMENTS AND MARKETABLE SECURITIES

Gross value relates to the acquisition cost excluding associated expenses. If the balance sheet value is lower than the gross value, an impairment is recognised on the shortfall.

RECEIVABLES AND PAYABLES

Receivables and payables are stated at face value. A provision for impairment is booked when the balance sheet value is lower than the book value.

CURRENCY TRANSACTIONS

Expenses and income denominated in foreign currencies are translated at the exchange rate at the time of the transaction.

Foreign currency receivables, liabilities and cash items are translated on the balance sheet at year-end exchange rates.

The difference resulting from the recalculation of foreign currency receivables and liabilities at the year-end exchange rate is recognised in the balance sheet under "exchange differences".

A provision for losses is set aside for the full amount of any unrealised losses not offset by gains.

PROVISIONS FOR LIABILITIES AND CHARGES

Provisions for liabilities and charges are recognised in accordance with Regulation ANC 2014-03, when MPHASIS WYDE has a present legal or constructive obligation as a result of past events, it is likely that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

CONSOLIDATION

The financial statements of the company MPHASIS WYDE are consolidated within the financial statements of the MPHASIS Group.

The consolidating company is:

Mphasis Limited
Bagmane World Technology Center
Marathahalli Outer Ring Road
Doddanakundi Village,
Mahadevapura,
Bangalore - 560
048. India

RETIREMENT COMMITMENTS

The rights acquired by employees in terms of retirement indemnities are not significant given the seniority of staff members and turnover.

PREDICTABLE EVOLUTION AND OUTLOOK

Mphasis Wyde realized a loss of €660,376 in FY2023-2024 and recorded an decrease in turnover of +525 290€.
In line with changing industry requirements, and in line with its market expansion strategy, Mphasis Wyde has continued to develop and upgrade its core product WYNSURE to add additional features and advanced functionality.

As of March 31, 2024, an amount of 2.45 million euros had been committed for the development of the latter and which comes in addition to the previous investment made during last fiscal years.

FP

Fixed assets

Schedule A	Gross amount opening balance	Increase	
		Revaluations	Acquisitions
Intangible assets			
Set-up and research and development costs			
Other intagible assets	6 298 308		2 447 231
TOTAL	**6 298 308**		**2 447 231**
Tangible assets			
Land			
Buildings			
Buildings on leased land			
Buildings fixtures and fittings			
Plant, machinery and equipment			
Other fixtures and fittings	152 951		
Vehicles			
Office equipment, computer hardware, furniture	390 050		9 545
Returnable containers and miscellaneous			
Tangible assets in progress			3 522
Payment on account			
TOTAL	**543 002**		**13 067**
Financial assets			
Investments in subsidiaries assessed by the equity method			
Other investments in subsidiaries			
Other long term investments			
Loans and other financial assets	347 862		20 349
TOTAL	**347 862**		**20 349**
GRAND TOTAL	**7 189 172**		**2 480 647**

Schedule B	Reductions		Gross amount closing balance	Revaluation
	Reclassification	Disposals		Original value
Set-up and research and development costs				
Other intangible assets			8 745 539	
TOTAL			**8 745 539**	
Land				
Buildings				
Buildings on leased land				
Buildings fixtures and fittings				
Plant, machinery and equipment				
Other fixtures and fittings			152 951	
Vehicles				
Office equipment, computer hardware, furniture			399 595	
Returnable containers and others				
Tangible assets in progress			3 522	
Payment on account				
TOTAL			**556 069**	
Investments in subsidiaries assessed by the equity method				
Other investments in subsidiaries				
Other long term investments				
Loans and other financial assets			368 211	
TOTAL			**368 211**	
GRAND TOTAL			**9 669 819**	

Comments : nil

Depreciation

SCHEDULE A - Situation and changes within the period

Depreciable assets	Opening balance	Additional allowances	Reductions dispo./Rever	Closing balance
Intangible assets				
Set-up, research and development costs				
Goodwill				
Other intangible assets	913 715	446 461		1 360 176
TOTAL	**913 715**	**446 461**		**1 360 176**
Tangible assets				
Land				
Buildings				
Buildings on other people's lands				
Building fixtures and fittings				
Plant, machinery and equipment				
Other fixtures and fittings	88 697	15 295		103 993
Vehicles				
Office equipment, computer hardware, furniture	335 948	21 826		357 773
Returnable containers and others				
TOTAL	**424 645**	**37 121**		**461 766**
GRAND TOTAL	**1 338 360**	**483 582**		**1 821 942**

SCHEDULE B - Breakdown of depreciation allowances for the period

Depreciable assets	Allowances			Reversals			Net depreciation mouvements closing balance
	Straight line Depreciation	Decreasing balance Depreciation	Exceptionnel Depreciation	Straight line Depreciation	Decreasing balance Depreciation	Exceptionnel Depreciation	
Intangible assets							
Set-up, R&D. costs							
Goodwill							
Others intangible assets							
TOTAL							
Tangible assets							
Land							
Buildings							
Buildings on other people's lands							
Buildings fixtures and fittings							
Plant, mach., and equipment							
Other fixtures and fittings							
Vehicles							
Office equip. comput. hardw.							
Returnable contain. and others							
TOTAL							
GRAND TOTAL							
UNVENTILATED GRAND TOTAL		**UNVENTILATED GRAND TOTAL**			**UNVENTILATED GRAND TOTAL**		

SCHEDULE C

Changes in deferred charges	Opening balance	Additional allowances	Allowances for the period	Closing balance
Deferred charges				
Redemption bond premium				

Commentaires : néant

Provisions

Type of provisions		Opening balance	Additions : Allowances	Reductions : Reversals	Ending balance
Tax regulated					
Provisions for :	- Reconstitution of mines and oilfields				
	- Capital expenditures				
Price increase provisions					
Tax depreciation allowances					
Provisions for set-up loans					
Other tax regulated provisions					
TOTAL					
Contingencies and liabilities					
Provisions for :	- Litigation				
	- Warranties given to customers				
	- Losses on future market				
	- Penalties				
	- Exchange losses	547 385	584 492	547 385	584 492
	- Pension and similar commitments				
	- Taxes				
	- Assets renewals				
	- Important repairs				
	- Social contributions and taxes due on vacation				
Other provisions for contingencies and liabilities			10 000		10 000
TOTAL		**547 385**	**594 492**	**547 385**	**594 492**

Type of provisions	Opening balance	Additions : Allowances	Reductions : Reversals	Ending balance
Provisions for loss in value				
On intangible assets				
On tangible assets				
On investments assessed on the equity method				
On securities				
On other investments				
On stocks and works in progress				
On trade debtors				
Other provisions for loss in value				
TOTAL				
GRAND TOTAL	**547 385**	**594 492**	**547 385**	**594 492**
Including operating allowances and reversals		10 000		
Including financial allowances and reversals		584 492	547 385	
Including exceptional allowances and reversals				
Investments assessed on the equity method : allowances for the period				

Comments : nil

Receivables

Receivables	Gross amount	Liquidity of the asset	
		Within 1 year	After 1 year
Fixed Assets			
Amount receivable from subsidiaries			
Loans (1) (2)	273 768		273 768
Other financial assets	94 443		94 443
Current Assets			
Doubtful and in dispute trade debtors			
Other trade debtors	834 862	834 862	
Receivables representing borrowed securities			
Employees	4 214	4 214	
Social contributions	3 288	3 288	
Corporation tax			
Value-added tax	94 212	94 212	
Other taxes			
Sundries			
Intercompany and current accounts (2)			
Other debtors			
Prepaid expenses	160 976	160 976	
TOTAL	**1 465 762**	**1 097 551**	**368 211**
(1) Including loans granted within the period	273 768		
(1) Including redemptions received within the period			
(2) Loans and advances granted to partners			

Comments : nil

Payables

Payables	Gross amount	Callability of the liabilities		
		Within 1 year	1 to 5 years	After 5 years
Convertible debenture loans (1)				
Other debenture loans (1)				
Bank loans and overdraft (1) : - Payable over 1 year				
Bank loans and overdraft (1) : - Payable over more than 1 year				
Other loans and financial liabilities (1) (2)				
Trade creditors	3 399 769	3 399 769		
Personnel	500 055	500 055		
Social contributions	443 200	443 200		
Corporation tax				
Value-added tax	183 029	183 029		
Guaranted bonds				
Other taxes	75 711	75 711		
Fixed assets creditors				
Intercompany and current accounts (2)				
Other creditors	15 064 477	377 461	14 687 016	
Liabilities representing borrowed securities				
Deferred income	1 829 825	1 829 825		
TOTAL	**21 496 067**	**6 809 051**	**14 687 016**	
(1) Loans raised within the period				
(1) Loans redeemed within the period				
(2) Loans and liabilities raised from partners				

Comments : nil

Accrued receivables

Accrued receivables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Amounts receivable from subsidiaries		
Other long-term investments		
Loans		
Other financial assets		
Trade debtors	223 413	485 448
Other debtors	3 288	30 274
Securities		
Other receivables		
TOTAL	**226 701**	**515 722**

Accrued receivables details

Accrued receivables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Amounts receivable from subsidiaries		
Other long-term investments		
Loans		
Other financial assets		
Trade debtors	223 412.64	485 447.84
418100000 CLIENTS FACT. A ETABLIR	142 983.67	398 448.28
418111000 CLIENTS INTERCOS FAE EXO	80 428.97	86 999.56
Other debtors	3 288.00	30 274.19
438762100 Subvention CE	3 288.00	3 936.19
448700000 ETAT PRODUITS A RECEVOIR		25 330.00
468700000 Débiteurs et créditeurs		1 008.00
Securities		
Other receivables		
TOTAL	**226 700.64**	**515 722.03**

Accrued payables

Accrued payables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Convertible debenture loans		
Other debenture loans		
Bank loans and overdrafts		
Other loans and financial liabilities		
Trade creditors	377 824	766 070
Social contributions	807 042	829 472
Fixed assets creditors		
Other creditors	320 749	307 004
TOTAL	**1 505 616**	**1 902 546**

Accrued payables details

Accrued payables included in Balance Sheet	At 2024/3/31	At 2023/3/31
Convertible debenture loans		
Other debenture loans		
Bank loans and overdrafts		
Other loans and financial liabilities		
Trade creditors	377 824.25	766 070.47
408100000 FOURNIS.FACT.NON PARVENUE	254 646.83	389 819.47
408110000 FRS GROUPE FACT.NON PARVENUES	123 177.42	376 251.00
Social contributions	807 042.26	829 471.57
428200000 CONGES A PAYER	394 095.00	379 356.66
428600000 AUTRES CHARG.PERS.A PAYER	105 960.25	133 258.60
438200000 ORG.SOC. CH./CONGES PAYES	183 178.00	177 023.16
438600000 ORG.SOC. CHARGES A PAYER	48 097.76	61 298.05
448600000 ETAT AUTRES CH. A PAYER	75 711.25	78 535.10
Fixed assets creditors		
Other creditors	320 749.49	307 003.55
419800000 CLIENTS RRR&AV.A ACCORD.	320 749.49	307 003.55
TOTAL	**1 505 616.00**	**1 902 545.59**

Prepayments and deferred income

Deferred income	At 2024/3/31	At 2023/3/31
Operating incomes	1 829 825	1 706 465
Financial incomes		
Extraordinary incomes		
TOTAL	**1 829 825**	**1 706 465**

Prepaid expenses	At 2024/3/31	At 2023/3/31
Operating expenses	160 976	169 063
Financial expenses		
Extraordinary expenses		
TOTAL	**160 976**	**169 063**

Comments : nil

Unrealized exchange gains and losses

Unrealized exchange gains or losses on	Unrealized losses	Difference cleared by exchange coverage	Provision for exchange losses	Unrealized gains
Fixed assets other than financial assets				
Financial assets				
Debtors	4 980		4 980	8 246
Financial creditors	573 419		573 419	
Operating creditors	6 092		6 092	17 468
Fixed assets creditors				
TOTAL	**584 491**		**584 491**	**25 714**

Comments : nil

Capital

Category of shares	Par value		Number of shares			
	As at the begining of the period	As at the end of the period	As at the begining of the period	Issued during the period	Redeemed during the period	As at the end of the period
Actions	15.25000	15.25	2 500			2 500

Tax corporation breakdown

	Before tax	Corporation tax	After tax
+ Profit or loss before tax and extraordinary items	-660 376		-660 376
+ Extraordinary profit or loss			
- Employee profit-sharing			
= Profit or loss	**-660 376**		**-660 376**

Comments : nil

Increase and relief in future tax debt

Facture tax debt increase		Amount	Tax
Regulated provisions :	- Depreciation allowances		
	- Price increase provisions		
	- Provisions for fluctuation in exchange rates		
Others			
TOTAL			

Future tax debt reliefs		Amount	Tax
Provisions non-deductible the tax year of their entry :	- Provisions for vacation		
	- Employee profit-sharing		
Difference on exchange rate		584 491	146 123
Others			
Fiscal losses carryforward		15 533 649	3 883 412
TOTAL		**16 118 140**	**4 029 535**

Sales breakdown

Sales breakdown	France	Export	Total
Finished goods			
Semi-finished goods			
Waste products			
Works			
Surveys			
Services	5 959 788	1 864 307	7 824 095
Goods			
Incomes from other activities			
TOTAL	**5 959 788**	**1 864 307**	**7 824 095**

Comments : nil

Average Manpower

Workers categories	Salaried staff	Staff at company's disposal
Executives	50	
Supervisors and technicians		
Employees	1	
Workers		
Apprentice under contract		
TOTAL	**51**	

Comments : nil

mazars
中 审 众 环

上海玛泽会计师事务所（普通合伙）
Mazars Certified Public Accountants

MPHASIS DIGI INFORMATION TECHNOLOGY SERVICES (SHANGHAI) LIMITED

ENGLISH TRANSLATION OF FINANCIAL STATEMENTS
FOR THE YEAR FROM 1 JANUARY 2023 TO 31 DECEMBER 2023
IF THERE IS ANY CONFLICT OF MEANING BETWEEN THE CHINESE AND ENGLISH VERSIONS, THE CHINESE VERSION WILL PREVAIL

mazars
中 审 众 环

上海玛泽会计师事务所（普通合伙）
中国上海市浦东新区
银城中路68号
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电话：+86 21 61681088
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Pudong District,
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AUDITORS' REPORT

MAZARS-[A]-(2024)-AR-NO.00020

The Board of Directors of Mphasis Digi Information Technology Services (Shanghai) Limited:

Opinion

We have audited the accompanying financial statements of Mphasis Digi Information Technology Services (Shanghai) Limited ("the Company") on pages 1 to 9, which comprise the balance sheet as at 31 December 2023, the income statement and cash flow statement for the year then ended , and notes to the financial statements.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2023, and the financial performance and cash flows of the Company for the year then ended in accordance with the requirements of Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People's Republic of China.

Basis for Opinion

We conducted our audit in accordance with China Standards on Auditing (CSAs) for Certified Public Accountants. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with China Code of Ethics for Certified Public Accountants, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People's Republic of China, and fairly presenting them; and designing, implementing and maintaining internal control which is necessary to enable that the financial statements are free from material misstatement, whether due to fraud or error.

mazars
中 审 众 环

上海玛泽会计师事务所（普通合伙）
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Responsibilities of Management and Those Charged with Governance for the Financial Statements (continued)

In preparation of the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs 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 be reasonably expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of express an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

mazars
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Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we concluded that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair representation.

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.

MAZARS SHANGHAI

Certified Public Accountants
Registered in the People's Republic of China

MAO Weiying

Floor 8, ONE LUJIAZUI,
No. 68 Yin Cheng Road (M), Pudong
Shanghai 200120, P.R.China

LI Jiaxin

21 March 2024

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than the People's Republic of China. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the People's Republic of China.

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Mphasis Digi Information Technology Services (Shanghai) Limited
Balance sheet as at 31 December 2023
(Expressed in Renminbi Yuan)

	Note	31/12/2023	31/12/2022
Assets			
Current assets			
Cash at bank and on hand	5	1,851,150.13	1,923,505.71
Other receivables		122.00	1.00
Other current assets	6	7,175.69	3,724.36
Total current assets		1,858,447.82	1,927,231.07
Total assets		1,858,447.82	1,927,231.07
Liabilities and owners' equity			
Current liabilities			
Accrued expenses		106,530.99	41,890.00
Total current liabilities		106,530.99	41,890.00
Total liabilities		106,530.99	41,890.00
Owners' equity			
Paid-in capital	7	2,000,000.00	2,000,000.00
Accumulated losses		(248,083.17)	(114,658.93)
Total owners' equity		1,751,916.83	1,885,341.07
Total liabilities and owners' equity		1,858,447.82	1,927,231.07

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

DocuSigned by:
Subramanian Narayan
864FB8DBEAE44A7...
Subramanian Narayan
Director
(Signature and stamp)

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Manikantan T
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Manikantan T
Director
(Signature and stamp)

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Mphasis Digi Information Technology Services (Shanghai) Limited
Income statement for the year ended 31 December 2023
(Expressed in Renminbi Yuan)

	Note	2023	2022
Sales from principal activities		-	-
Less: Cost of sales from principal activities		-	-
Taxes and surcharges		-	-
Loss from principal activities		-	-
Less: General and administrative expenses		(138,268.62)	(73,609.44)
Add: Net financial income	8	4,844.38	6,798.54
Operating loss and loss before tax		(133,424.24)	(66,810.90)
Less: Income tax	4(b)	-	-
Net loss for the year		(133,424.24)	(66,810.90)
Add: Accumulated losses at the beginning of the year		(114,658.93)	(47,848.03)
Accumulated losses carried forward		(248,083.17)	(114,658.93)

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...
Subramanian Narayan
Director
(Signature and stamp)

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Manikantan T
Director
(Signature and stamp)

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Mphasis Digi Information Technology Services (Shanghai) Limited
Cash flow statement for the year ended 31 December 2023
(Expressed in Renminbi Yuan)

	Note to the Cash flow statement	2023	2022
Cash flows from operating activities:			
Cash received relating to other operating activities		4,844.38	6,798.54
Sub-total of cash inflows		4,844.38	6,798.54
Cash paid for all types of taxes		(3,451.33)	(3,394.36)
Cash paid relating to other operating activities		(73,748.63)	(84,399.50)
Sub-total of cash outflows		(77,199.96)	(87,793.86)
Net cash outflow from operating activities	i	(72,355.58)	(80,995.32)
Net decrease in cash and cash equivalents	ii	(72,355.58)	(80,995.32)

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

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864FB8DBFAE44A7...
Subramanian Narayan
Director
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Manikantan T
Director
(Signature and stamp)

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Mphasis Digi Information Technology Services (Shanghai) Limited
Cash flow statement for the year ended 31 December 2023 (continued)
(Expressed in Renminbi Yuan)

Notes to the cash flow statement

i Reconciliation of net loss to cash flows from operating activities

	2023	2022
Net loss	(133,424.24)	(66,810.90)
Add: Increase in accrued expenses	64,640.99	540.94
Increase in gross operating receivables	(3,572.33)	(3,395.36)
Decrease in operating payables	-	(11,330.00)
Net cash outflow from operating activities	(72,355.58)	(80,995.32)

ii Net decrease in cash and cash equivalents

	2023	2022
Cash at the end of the year	1,851,150.13	1,923,505.71
Less: Cash at the beginning of the year	(1,923,505.71)	(2,004,501.03)
Net decrease in cash and cash equivalents	(72,355.58)	(80,995.32)

These financial statements on pages 1 to 9 were approved by the Board of Directors of the Company on 21 March 2024.

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Subramanian Narayan
Director
(Signature and stamp)

DocuSigned by: Manikantan T 2783A87FA2BC402...
Manikantan T
Director
(Signature and stamp)

(Company stamp)

Mphasis Digi Information Technology Services (Shanghai) Limited
Notes to the financial statements
(Expressed in Renminbi Yuan)

1 COMPANY STATUS

Mphasis Digi Information Technology Services (Shanghai) Limited ("the Company") is a wholly foreign-owned enterprise established in Shanghai City in the People's Republic of China (PRC) by Mphasis (Shanghai) Software & Services Co., Ltd.. The Company's registered capital is RMB 2,000,000.00 and the legal representative is Zhuang Wu. The Company obtained the business licence No. 91310116MA1JEULR9M on 26 May 2021.

The Company's business scope is Licensing item: Labor dispatch services. (For projects subject to approval according to law, business activities can only be carried out after approval by relevant departments, and specific business projects shall be subject to approval documents or licenses of relevant departments.) General projects: technical services, technology development, technical consultation, technical exchange, technology transfer, and technology promotion; Software development; Information technology consulting services; Computer hardware and software and auxiliary equipment wholesale; Computer hardware and software and auxiliary equipment retail. (Except for projects subject to approval according to law, independently carry out business activities according to law with business license)

The Company has set up Beijing Branch in Jintian Park Road, Chaoyang District on 13 September 2021 and the principal activities are the same as Head Office. Beijing Branch obtained a business licence No. 91110105MA04F6HW92 on 13 September 2021 issued by Beijing Beijing Chaoyang District Market Supervision Administration of the PRC.

The Company has set up Dalian Branch in Southwest Road, Shahekou District, Dalian city, Liaoning Province on 29 October 2021.The principal activities are the same as Head Office. Dalian Branch obtained a business licence No. 91210204MA11GFMR9A on 29 October 2021 issued by Dalian Shahekou District Market Supervision Administration of the PRC.

2 BASIS OF PREPARATION

These financial statements have been translated into English from the Company's statutory financial statements issued in the PRC in Chinese.

The principal accounting policies adopted in the preparation of the financial statements are in conformity with the Accounting Regulations for Business Enterprises, all issued by the Ministry of Finance of the PRC (MOF). Accordingly, the basis of measurement and presentation in these financial statements may not be in compliance with the accounting principles and practices generally accepted in countries and jurisdictions other than the PRC and may not be suitable for any purpose other than for statutory reporting.

3 SIGNIFICANT ACCOUNTING POLICIES

(a) Accounting year

The accounting year of the Company is from 1 January to 31 December.

(b) Basis of preparation and measurement basis

The financial statements of the Company have been prepared on an accrual basis. Unless otherwise stated, the measurement basis used is historical cost.

(c) Reporting currency

The Company's functional currency is the Renminbi.

(d) Translation of foreign currencies

Foreign currency transactions during the year are translated into Renminbi at the exchange rates quoted by the People's Bank of China on the first day of the month in which the transactions take place. Exchange gains and losses on foreign currency translation, except for the exchange gains and losses directly relating to the construction of fixed assets (see note 3(g)), are dealt with in the income statement.

(e) Cash equivalents

Cash equivalents represent short-term, highly liquid investments, which are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value.

(f) Provision for bad and doubtful debts

The provision for bad and doubtful debts is estimated by management based on individual accounts receivable which show signs of uncollectibility and an ageing analysis. Provision for other receivables is determined based on their specific nature and management's estimate of their collectibility.

(g) Fixed assets

Fixed assets are assets with comparatively high unit values held by the Company for use in the supply of services and for administrative purposes. They are expected to be used for more than one year.

Fixed assets are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 3(i)).

(h) Operating lease charges

Rental payments under operating leases are charged as expenses on a straight-line basis over the lease term.

(i) Provision for impairment

The carrying amounts of assets (including fixed assets and other assets) are assessed regularly to determine whether their recoverable amounts have declined below their carrying amounts. Assets are tested for impairment whenever events or changes in conditions indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The amount by which the carrying amount is reduced is the impairment loss.

The recoverable amount is the greater of the net selling price and the present value of the estimated future cash flows arising from the continuous use of the asset and from the disposal of the asset at the end of its useful life.

Provision for impairment is calculated on an item by item basis and recognized as an expense in the income statement.

If there is an indication that there has been a change in the factors used to determine the provision for impairment and as a result the estimated recoverable amount is greater than the carrying amount of the asset, the impairment loss recognized in prior years is reversed. Reversals of impairment losses are recognized in the income statement. An impairment loss is reversed only to the extent of the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years.

(j) Income tax

Income tax is recognized under the tax payable method. Income tax for the year is provided at the applicable tax rate on taxable income.

(k) Revenue recognition

When it is probable that the economic benefits will flow to the Company and the revenue and costs can be measured reliably, revenue is recognized in the income statement according to the following methods:

(i) Rendering of services

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue from the rendering of services is recognized in the income statement by reference to the stage of completion of the transaction based on the proportion of costs incurred to date to the estimated total costs of the transaction. When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue is recognized only to the extent of the costs incurred that are expected to be recoverable.

(ii) Interest income

Interest income is recognized on a time proportion basis with reference to the principal outstanding and the applicable rate.

(l) Retirement benefits

Pursuant to the relevant laws and regulations in the PRC, the Company has joined a defined contribution retirement plan for the employees arranged by a governmental organisation. The Company makes contributions to the retirement scheme at the applicable rates based on the employees' salaries. The contributions are capitalised into cost of assets or charged to the income statement on an accrual basis. After the payment of the contributions under the retirement plan, the Company does not have any other obligations in this respect.

(m) Related parties

If the Company has the power, directly or indirectly, to control, jointly control or exercise significant influence over another party, or vice versa, or where the Company and one or more parties are subject to common control from another party, they are considered to be related parties. Related parties may be individuals or enterprises.

4 TAXATION AND SURCHARGE

(a) The types of tax and surcharge applicable to the Company's rendering of services include value added tax (VAT), urban maintenance and construction tax, education fee surcharge and local education fee surcharge. Their tax rates are as follows:

Tax name	Tax basis and applicable rate
Value added tax ("VAT")	Output VAT is 6% of taxable services revenue, based on tax laws. The remaining balance of output VAT, after subtracting the deductible input VAT of the period, is VAT payable
Urban maintenance and construction tax	7% of VAT payable
Education fee surcharge	3% of VAT payable
Local education fee surcharge	2% of VAT payable

(b) Income tax

Income tax in the income statement represents:

	2023	2022
Provision for income tax for the year	-	-

The statutory income tax rate of the Company is 25%.

The Company sustained accumulated taxable losses, thus no income tax should be provided.

5 CASH AT BANK AND ON HAND

	31/12/2023	31/12/2022
Demand deposits	1,851,150.13	1,923,505.71

6 OTHER CURRENT ASSETS

	31/12/2023	31/12/2022
VAT to be deducted	7,175.69	3,724.36

7 PAID-IN CAPITAL

	31/12/2023			31/12/2022		
	Amount in original currency	Amount in RMB equivalent		Amount in original currency	Amount in RMB equivalent	
	CNY		%	CNY		%
Mphasis (Shanghai) Software & Services Co., Ltd.	2,000,000.00	2,000,000.00	100	2,000,000.00	2,000,000.00	100

8 NET FINANCIAL INCOME

	2023	2022
Bank Charge	219.50	209.25
Interest income	(5,063.88)	(7,007.79)
Total	(4,844.38)	(6,798.54)

9 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

Related parties with controlling relationships

	Registered address	Registed Capital	Principal activities	Relationship with the Company	Types of legal entity
Mphasis (Shanghai) Software & Services Co., Ltd.	Shanghai	USD5,005,000.00	Software service	Parent company	Foreign-owned Company

The ultimate controller of the Company is Mphasis Limited.

Mphasis Digi Information Technology Services (Shanghai) Limited
Statement of reconciliation of taxable income for the year ended 31 December 2023

(Expressed in Renminbi)

	Amount	Tax adjustments	Adjusted amount	Remarks
Sales from principal activities	-	-	-	
Less: Cost of sales from principal activities	-	-	-	
Taxes and surcharges	-	-	-	
Loss from principal activities	-	-	-	
Less: General and administrative expenses	(138,268.62)	64,640.99	(73,627.63)	1
Add: Net financial income	4,844.38	-	4,844.38	
Operating loss and loss before income tax	(133,424.24)	64,640.99	(68,783.25)	2

Remarks:

1 The tax adjustment of RMB 64,640.99 in general and administrative expenses is the difference between opening and closing balance of accrued expenses.

2 Statement of accumulated losses:

	Taxable profits	Deductible taxable profits		Taxable losses
Year	(Taxable losses)	(Utilized taxable loss)	Expired taxable loss	brought forward
2021	(6,498.97)	-	-	(6,498.97)
2022	(66,269.96)	-	-	(66,269.96)
2023	(68,783.25)	-	-	(68,783.25)
Total	(141,552.18)	-	-	(141,552.18)

The Company sustained accumulated taxable losses, thus no income tax should be provided.

Note: As requested by the tax authority, the Company has prepared the above "Statement of Reconciliation of Taxable Income" for the year ended 31 December 2023. Accordingly, the above reconciliation is for the tax authority's reference only. This reconciliation does not form part of the audited financial statements.

MPHASIS UK LIMITED

REGISTERED NUMBER: 03770564

UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

COMPANY INFORMATION

Directors	Subramanian Narayan Vilas Kanyal Jan Kathleen Hier Anurag Bhatia Stephen Barwell
Company number	03770564
Registered Office	1 Ropemaker Street, London, United Kingdom, EC2Y 9HT
Auditors	**Barnes Roffe LLP** **Chartered Accountants & Statutory Auditors** 3 Brook Business Centre Cowley Mill Road Uxbridge Middlesex UB8 2FX
Company Secretary	**Congress Company Secretarial Services Limited** 7 St John's Road Harrow Middlesex HA1 2EY

CONTENTS **PAGE**

Unaudited statement of comprehensive income	1
Unaudited statement of financial position	2
Unaudited statement of changes in equity	3
Notes to the unaudited financial statements	4-14

MPHASIS UK LIMITED

Company number 03770564

Unaudited statement of comprehensive income for the year ended 31 March 2024

	Note	2024 £	2023 £
Turnover	2	**57,290,706**	**64,514,921**
Cost of sales		(50,277,269)	(58,771,539)
Gross profit		**7,013,437**	**5,743,382**
Administrative expenses		(8,700,906)	(9,323,680)
Other operating income *		12,381,932	22,445
Operating profit / (loss)	3	**10,694,463**	**(3,557,853)**
Interest receivable and similar income	5	1,646,112	311,482
Interest payable and similar charges	5	(1,944,159)	(828,337)
Profit / (loss) on ordinary activities before taxation		**10,396,416**	**(4,074,708)**
Tax on profit / (loss) from ordinary activities	7	404,700	787,618
Profit / (loss) for the financial year attributable to the owners of the company		**10,801,116**	**(3,287,090)**
Other comprehensive income		-	-
Total comprehensive profit / (loss) for the year attributable to the owners of the company		**10,801,116**	**(3,287,090)**

All amounts relate to continuing operations.

* Other operating income includes dividend received from the subsidiary.

The notes on pages 4 to 14 form part of these financial statements.

Company number 03770564

Unaudited statement of financial position as at 31 March 2024

	Note		2024		2023
			£		£
Fixed assets					
Tangible fixed assets	6		282,867		447,738
Intangible fixed assets	6		-		357
Investments	8		120,986,662		120,986,662
			121,269,529		**121,434,757**
Non-current assets					
Prepayments and accrued income	9		940,308		8,864,636
Current assets					
Debtors	9	60,760,839		35,838,253	
Cash at bank and in hand		1,188,553		2,844,495	
		61,949,392		**38,682,748**	
Creditors : amounts falling due within one year	10	(48,572,252)		(44,196,280)	
Net current assets/(liabilities)			**13,377,140**		**(5,513,532)**
Total assets less current liabilities			**135,586,977**		**124,785,861**
Net assets			**135,586,977**		**124,785,861**
Capital and reserves					
Called up share capital	11		3,107		3,107
Share premium	11		121,015,552		121,015,552
Profit and loss account			14,568,318		3,767,202
Shareholders' equity			**135,586,977**		**124,785,861**

The notes on pages 4 to 14 form part of these financial statements.

Company number 03770564

Unaudited statement of changes in equity as at 31 March 2024

	Called-up share capital	Share Premium	Profit and loss account	Total
At 1 April 2022	**3,107**	**121,015,552**	**7,054,292**	**128,072,951**
Loss for the financial year	-	-	(3,287,090)	**(3,287,090)**
Total comprehensive loss	-	-	(3,287,090)	**(3,287,090)**
At 31 March 2023	**3,107**	**121,015,552**	**3,767,202**	**124,785,861**
Profit for the financial year	-	-	10,801,116	**10,801,116**
Total comprehensive profit	-	-	10,801,116	**10,801,116**
At 31 March 2024	**3,107**	**121,015,552**	**14,568,318**	**135,586,977**

The notes on pages 4 to 14 form part of these financial statements.

Notes to the Unaudited Financial Statements for the year 31 March 2024

GENERAL INFORMATION

Mphasis UK limited is a Private company limited by shares incorporated in England and Wales.

The address of its registered office and principal place of business is:

1 Ropemaker Street,

London, United Kingdom,

EC2Y 9HT

The principal activities of the Company predominantly relate to providing Application (APPS) and Business Process Outsourcing (BPO) services. A large proportion of the Company's services are for related companies and the terms of contracts are negotiated between the parties to the transactions. The functional currency of the Company is Pound Sterling as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable legislations as set out in the Companies Act 2006.

The financial statements are presented in GBP ('£') except when otherwise indicated.

In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements;
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly-owned group members on the basis that the Company is itself a wholly-owned member of the group.
- The requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

A company is exempt from the requirement to prepare group accounts if it is itself a subsidiary undertaking and its parent undertaking is not established under the law of any part of the United Kingdom set out in section 401 of the companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group. The consolidated financial statements of Mphasis Limited within which this Company is included, can be obtained as detailed in note 16.

These financial statements have been prepared on a going concern basis. Based on the group's forecast the directors of the Company have a reasonable expectation that the Group has adequate resources in operational existence for the foreseeable future to support the company and, as a result there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements.

a. Revenue recognition

Turnover represents the total value, excluding value added tax, of goods and services supplied to Customers as a principal during the year, including expenses billed to customers.

Revenue from services rendered to Mphasis Group Companies (including software development) is recognised as services are rendered, on a cost-plus basis as per the agreement with the Mphasis Group Companies.

Where the contract element is for the provision of service or repetitive processes, revenue is recognised when the product or service is provided. Where the contract element is a major development or implementation project that is transferred to the customer on completion, revenue recognition is based on a delivery approach to measure the stage of completion. Depending on the specific contractual terms, the measurement of delivery takes the form of performance milestones, costs completed to date or other appropriate measure. Revenues are recognised when all of the following conditions are satisfied:

i. The amount of revenue can be measured reliably;
ii. It is probable that the Company will receive the consideration due under the contract;
iii. The stage of completion of the contract at the end of the reporting period can be measured reliably; and
iv. The costs incurred and the costs to complete the contract can be measured reliably.

Interest income is recognized as it accrues in the statement of comprehensive income using effective interest rate method.

b. Investments

Fixed asset investments (including investment in subsidiaries) are carried at cost. Provision for diminution in value of investment is made if the impairment is not temporary in nature.

Notes to the Unaudited Financial Statements for the year 31 March 2024

c. Tangible and intangible fixed assets and depreciation and amortization

Tangible and intangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives.

Asset	Useful life
Furniture, Fixtures and Office equipment	5 years
Computer equipment	3 years
Server and Network equipment	6 years
Plant and Machinery	7 years
Software	3 years

d. Capital work-in progress

Costs incurred towards tangible fixed assets not ready to use before the statement of financial position date is disclosed under 'Capital work in progress'.

e. Post-retirement benefits

Defined Contribution scheme

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the Statement of comprehensive income represents the contributions payable to the scheme in respect of the accounting period.

Defined Benefit scheme

The cost of the compensated absences and the present value of the defined benefit obligation are determined based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, future attrition rates. Due to the complexities involved in the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

f. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

g. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the statement of comprehensive income.

Forward contracts are entered into by the Company to hedge the foreign currency risk of the underlying outstanding at the statement of financial position date and also to hedge the foreign currency risk of firm commitments or highly probable forecast transactions. The premium or discount on all such contracts arising at the inception of the contract is amortized as income or expense over the life of the contract. Any profit or loss arising on the cancellation or renewal of forward contracts is recognised as foreign exchange gain or loss for the year.

The exchange difference on such a forward exchange contract is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the Statement of comprehensive income in the reporting period in which the exchange rates change.

Notes to the Unaudited Financial Statements for the year 31 March 2024

h. Share based payments

The employees of Mphasis UK Limited are granted Employee Stock Options /Restricted stock unit plan (RSU) (under equity settled share-based payment scheme) by the intermediate parent, Mphasis Limited and accordingly Mphasis UK Limited is subject to cross charge of fair value of options/share awards from Mphasis Limited. The fair value of the equity settled transactions are determined at the date of the grant using an appropriate pricing model (Black Scholes model). The expense is recognised in Statement of comprehensive income over the vesting period.

i. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**

  Cash and cash equivalents comprise cash in hand, deposits held with banks and other short term highly liquid investments with original maturities of three months or less.

- **Trade and other debtors**

  Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment.

Financial liabilities - classified as basic financial instruments

- **Trade and other creditors, loans and borrowings**

  Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

Derivative Financial instruments

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Derivative financial instruments are initially recognised at fair value at a date the derivative contract is entered into and are subsequently measured at fair value at each reporting date. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of comprehensive income.

j. Leased Assets.

At inception the company assesses agreements, that transfers the right to use assets. The assessments considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

- **Finance leased assets**

Leases of assets that transfer substantially all the risk and rewards incidental to ownership are classified as finance lease.
Finance lease are capitalised at the commencement of the lease as assets at the fair value of the leased assets or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease.

Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date. The capital element of lease obligations is recorded as a liability on inception of the arrangement. Lease payments are apportioned between capital repayment and finance charge, using effective interest rate method, to produce a constant rate of charge on the balance of capital repayments outstanding.

- **Operating leased assets**

Leases that do not transfer all the risk and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the statement of comprehensive income on the straight-line basis over the period of lease.

k. Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the statement of comprehensive income at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of comprehensive income in the same period as the related expenditure.

l. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Key sources of estimation uncertainty**

  The key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position 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 discussed below:

  Contract work-in-progress

  The Company recognises contract revenue by reference to the stage of completion of the contract activity at the statement of financial position date, when the outcome of the contract can be estimated reliably. The stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. Significant assumptions are required to estimate the total contract costs and the recoverable variation works that will affect the stage of completion. The estimates are made based on past experience and knowledge of management.

Notes to the Unaudited Financial Statements for the year 31 March 2024

- **Critical judgements made in applying accounting policies**

Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates.

Recognition of Deferred Tax Assets

Management estimation is required to determine the amount of deferred tax assets that can be recognised based upon likely timing and level of future taxable profits together with an assessment of the future tax planning strategies.

Expected credit loss ('ECL') on trade receivables

The impairment provisions for financial assets are based on evaluation of the risk of default over the expected life of the receivables and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history of collections, customer's credit- worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

Impairment of investments

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is arrived at using a suitable valuation technique.

SUPPORTING INFORMATION FOR ITEMS IN THE FINANCIAL STATEMENTS

2. TURNOVER

The turnover is mostly attributable to Application Services and Business Process Outsourcing stream.
A geographical analysis of turnover is as follows:

Geographical analysis of turnover	**2024**	**2023**
	£	**£**
United Kingdom	44,695,286	54,189,684
Rest of the world	12,595,420	10,325,237
	57,290,706	**64,514,921**

Analysis of turnover by customer	**2024**	**2023**
	£	**£**
External revenue	44,589,393	49,551,909
Revenue from fellow group undertakings	12,701,313	14,963,012
	57,290,706	**64,514,921**

3. OPERATING PROFIT / (LOSS)

The Operating proft / (loss) is stated after charging / (crediting)	**2024** **£**	**2023** **£**
Depreciation of tangible and intangible fixed assets	207,682	210,369
Operating lease rentals	540,961	713,669
Auditor's remuneration	25,778	25,000
Foreign exchange loss	19,322	46,699

4. STAFF COSTS

Staff costs including directors' remuneration, were as follows:	**2024** **£**	**2023** **£**
Wages and salaries	22,764,072	26,976,711
Social security costs	2,309,627	2,802,498
Other contributions	567,767	532,782
	25,641,466	**30,311,991**

Included in staff cost is an amount of £ 173,797 (2023- £305,983) relating to Employee Stock Option plan (ESOPs) and £ 343,792 (2023 -£616,895) relating to Restricted Stock Unit Plan-2021 (RSU).

During the year, 50,000 (2023 – 17,900) stock options pertaining to ESOP 2016 Plan and 25,000 (2023 – 1,800) stock options pertaining to Restricted Stock Unit Plan-2021 were granted to current employees of Mphasis UK Limited.

Notes to the Unaudited Financial Statements for the year 31 March 2024

The average monthly number of employees, including the directors, during the year were as follows:

Category	2024 No.	2023 No.
Direct production	274	342
Sales	23	27
Administration	11	12
	308	**381**

Directors' emoluments and transactions	2024 £	2023 £
Remuneration	385,741	624,802
National insurance contributions	51,663	88,742
	437,404	**713,544**
Emoluments of the highest paid director		
Remuneration	346,085	358,574
National insurance contributions	46,505	51,042
	392,590	**409,616**
The number of directors who exercised share options	1	1

During the year, retirement benefits were accrued for 1 director of £2,275 (2023: 1,517) in respect of pension schemes.

Remuneration of key management personnel

Key management personnel comprise of all the directors and their aggregate remuneration for the year was as stated above.

5. INTEREST

Interest receivable and similar income	2024 £	2023 £
Interest on loans given to fellow undertaking	1,646,112	311,482
	1,646,112	**311,482**
Interest payable and similar charges		
Interest on loans taken from fellow undertaking	1,944,159	828,337
	1,944,159	**828,337**

6. TANGIBLE & INTANGIBLE FIXED ASSETS

	Furniture, fixtures and office equipment £	Plant and machinery £	Computer equipment £	Server and Network equipment £	Total Tangible Assets £	Software £	Total Intangible assets £
Cost							
At 1 April 2023	27,263	6,563	533,747	290,927	858,500	21,903	21,903
Additions	11,836	-	30,618	-	42,454	-	-
Disposals	-	-	-	(78,851)	(78,851)	-	-
At 31 March 2024	**39,099**	**6,563**	**564,365**	**212,076**	**822,103**	**21,903**	**21,903**
Depreciation							
At 1 April 2023	8,776	1,526	231,000	169,460	410,762	21,546	21,546
Charge for the year	6,983	937	164,943	34,462	207,325	357	357
Disposals	-	-	-	(78,851)	(78,851)	-	-
At 31 March 2024	**15,759**	**2,463**	**395,943**	**125,071**	**539,236**	**21,903**	**21,903**
Net book value							
At 31 March 2024	**23,340**	**4,100**	**168,422**	**87,005**	**282,867**	**-**	**-**
At 31 March 2023	**18,487**	**5,037**	**302,747**	**121,467**	**447,738**	**357**	**357**

Notes to the Unaudited Financial Statements for the year 31 March 2024

7. TAXATION

(a) Tax expense included in the statement of comprehensive income	2024 £	2023 £
Current tax on profit on ordinary activities		
UK corporation tax 25% (31 March 2023 - 19%)	-	-
Adjustments in respect of prior years	-	(301,821)
Total current tax	**-**	**(301,821)**
Deferred tax		
Origination and reversal of timing differences	(404,700)	(485,797)
Effect on opening deferred taxes of change in tax rate	-	-
Total deferred tax	**(404,700)**	**(485,797)**
Total tax expense included in the statement of comprehensive income	**(404,700)**	**(787,618)**

b) Reconciliation of tax expense included in the statement of comprehensive income

Tax on profit / (loss) on ordinary activities for year is lower than (2023: lower than) the standard rate of corporation tax in the UK of 25% (2023: 19%) .The differences are reconciled as follows.

	2024 £	2023 £
Profit/(loss) on ordinary activities before taxation	10,396,416	(4,074,708)
Income tax calculated at 25% (2023-19%)	2,599,104	(774,195)
Expenses not deductible for tax purposes	11,818	9,920
Other timing differences	(2,610,922)	764,275
Tax expense for the year	**-**	**-**
Adjustment in respect of prior years	-	(301,821)
Deferred tax (income) / expense for the year	(404,700)	(485,797)
Total tax expense for the year	**(404,700)**	**(787,618)**

c) Factors that may affect the future tax charges

In the March 2021 Budget, it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023 for profits over £250,000. There are no other significant factors that may affect future tax charges.

The tax effects of significant temporary differences that resulted in deferred tax assets are as follows:

Deferred Tax Asset (net)	2024 £	2023 £
Fixed assets	(56,080)	(71,570)
Provision for employee benefits	204,140	240,940
Net operating losses	1,531,520	1,105,510
Total	**1,679,580**	**1,274,880**

Notes to the Unaudited Financial Statements for the year 31 March 2024

8. INVESTMENTS

	2024	2023
	£	£
Opening balance	120,986,662	120,986,662
Closing balance	**120,986,662**	**120,986,662**

The investments made in Mphasis Wyde Inc. which consists of 204 equity shares of USD 0.01 each.

The investments made by Mphasis UK Limited consists of

Direct subsidiaries	Country of registration	Direct holding/Indirect Holdings	Activity
Direct subsidiaries			
Mphasis Wyde Inc. Address: 3411, Silverside Road, Tatnall Bldg, #104, Wilmington, DE 19810, New Castle County	USA	100%	Software and services
Indirect subsidiaries			
Wyde Corporation Inc. Address: 3411, Silverside Road, Tatnall Bldg, #104, Wilmington, DE 19810, New Castle County	USA	100%	Software and services
Digital Risk LLC. Address: Corporate Creations Network, 3411 Silverside Road, Tatnall Bldg, Suite 104, Wilmington DE 19810	USA	100%	Mortgage services

9. DEBTORS

	2024	2023
	£	£
Debtors due within one year		
Trade debtors	6,249,142	10,647,612
Deferred tax (refer note 7)	1,679,580	1,274,880
Amounts owed by group undertakings	44,615,822	13,322,854
Other debtors	1,404,384	255,956
Advance tax net of provisions	682,492	314,964
Prepayments and accrued income	796,778	3,716,682
Amount receivable on contracts	5,332,641	4,734,662
Other assets	-	1,570,643
	60,760,839	**35,838,253**
Debtors due more than one year		
Prepayments and accrued income	940,308	1,490,736
Other assets	-	7,373,900
	940,308	**8,864,636**
	61,701,147	**44,702,889**

Amounts owed by group undertakings includes a loan of £27,861,000 (2023 - £7,801,000) to Mphasis Consulting Limited which carries minimum interest of 3.1% p.a. or 3M GBP LIBOR + 2.5% p.a. The loans are repayable on demand.

Notes to the Unaudited Financial Statements for the year 31 March 2024

10. CREDITORS

	2024	2023
	£	£
Amounts falling due within one year		
Trade creditors	331,576	1,967,475
Amounts owed to group undertakings	40,298,971	31,589,491
Social security and other taxes	2,138,430	1,863,396
Accruals and deferred income	5,800,265	8,772,908
Taxation payable	3,010	3,010
	48,572,252	**44,196,280**

Amounts owed to group undertakings includes loans of £1,903,958 (2023 - £2,221,819) which is taken from Mphasis Belgium BV and carries interest at 3M Euribor +350 bps p.a. and £27,872,473 (2023 - £18,996,975) which is taken from Mphasis Corporation USA and carries interest at 3M SOFR +200 bps p.a. The loan is repayable on demand.

11. SHARE CAPITAL AND RESERVES

	2024	2023
Authorized, allotted, called up and fully paid and reserves	£	£
3,107 Ordinary shares of £1 each	3,107	3,107

The company has only one class of ordinary shares which carry voting rights but no right to fixed income.

Share premium

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Profit and loss account

This reserve represents the cumulative profits and losses.

12. LEASE COMMITMENTS

Operating leases

The total of future minimum lease payments under non-cancellable operating leases for each of the following periods is as follows:

	2024	2023
Buildings	£	£
Operating lease payments due		
Within 1 year	180,839	434,565
1 year to 5 year	95,895	29,160
Total	**276,734**	**463,725**

13. RELATED PARTY TRANSACTIONS

An entity or individual is considered a related party of the Company for the purposes of the financial statements if:

- It possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Company or vice versa; or
- It is subject to common control or common significant influence.

The Company is a wholly owned subsidiary of Mphasis Europe BV and has taken the advantage of exemption permitted by section 33 Related party disclosures, not to provide disclosures of transactions entered into with other wholly – owned members of the group. The ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd.

During the year the Company provided services to Mphasis Deutschland GmbH. Revenue of £1,481 (2023 - £62,292) was recognised and Cost of sales of £Nil (2023 - £53,265) is accounted. At the year-end £285,248 (2023 - £274,808) & £Nil (2023 - £Nil) was outstanding and included within debtors and creditors, respectively.

During the year the Company provided services to Mrald Services Limited. Revenue of £43,915 (2023 - £36,439) was recognised. At the year-end £3,334,248 (2023 - £106,544) was outstanding and included within debtors.

Notes to the Unaudited Financial Statements for the year 31 March 2024

14. FINANCIAL INSTRUMENTS

	2024	2023
Financial assets measured at amortised cost	**£**	**£**
Trade and other debtors	7,653,526	10,903,568
Amounts owed from holding and related companies	44,615,822	13,322,854
Cash and cash equivalents	1,188,553	2,844,495
	53,457,901	**27,070,917**

	2024	2023
Financial Liabilities measured at amortised cost	**£**	**£**
Trade creditors	331,576	1,967,475
Amounts due to holding and related companies	40,298,971	31,589,491
	40,630,547	**33,556,966**

Notes to the Unaudited Financial Statements for the year 31 March 2024

15. EMPLOYEE BENEFITS

Projected Liabilities are estimated using the Projected Unit Credit method. Under this method each participant's benefits under the plan are attributed to years of service, taking into consideration future salary increases and the plan's benefit allocation formula.

	2024	2023
Defined Benefit Plan	**£**	**£**
Charge to statement of comprehensive income	131,124	465,646
Net liability at the end of the year	455,118	570,693
Assumptions		
Discount rate	4.08%	3.22%
Salary escalation rate	1.00%	1.00%
Withdrawal Rate	5.00%	5.00%
Retirement Age	60	60

Total Expense Recognised in the Statement of Profit & Loss Account

	2024	2023
	£	**£**
Service cost		
Current service cost	367,973	288,412
Total service cost	367,973	288,412
Net interest cost		
Interest expense on Defined Benefit Obligation	17,101	19,359
Total net interest cost	17,101	19,359
Immediate Recognition of (Gains)/ Losses - Other Long Term Benefits	(253,950)	157,875
Defined benefit cost included in P&L	**131,124**	**465,646**

	2024	2023
	£	**£**
Cost Recognised in P&L	131,124	465,646
Total Cost Recognised in Comprehensive Income	**131,124**	**465,646**

Change in Defined Benefit Obligation

	2024	2023
	£	**£**
Defined Benefit Obligation as of Prior Year end	**570,693**	**430,352**
Service Cost		
Current service cost	367,973	288,412
Interest Cost	17,101	19,359
Benefit payments directly by employer	(246,699)	(325,305)
Actuarial (Gain) / Loss - Financial Assumptions	(34,589)	71,958
Actuarial (Gain) / Loss - Experience	(219,361)	85,918
Defined Benefit Obligation as of Current Year end	**455,118**	**570,693**

Net Defined Benefit Liability

	2024	2023
	£	**£**
Defined Benefit Obligation	455,118	570,693
Fair value of Plan Assets	-	-
(Surplus) / Deficit	455,118	570,693
Effect of Asset Ceiling	-	-
Net Defined Benefit Liability	**455,118**	**570,693**

Reconciliation of Amounts in Balance Sheet

	2024	2023
	£	**£**
Net defined benefit liability at prior year end	**570,693**	**430,352**
Defined benefit cost included in P&L	131,124	465,646
Direct benefit payments by Employer	(246,699)	(325,305)
Net defined benefit liability at end of period	**455,118**	**570,693**

Notes to the Unaudited Financial Statements for the year 31 March 2024

16. ULTIMATE PARENT AND CONTROLLING PARTY

The immediate parent undertaking is Mphasis Europe BV. The Company is controlled by Mphasis Limited, a Company incorporated in India.

The parent undertaking of the largest and smallest group for which the consolidated accounts will be prepared for the year ended 31 March 2024 is Mphasis Limited. The Mphasis Group accounts are available on www.mphasis.com.

The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

17. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

MPHASIS CONSULTING LIMITED

REGISTERED NUMBER: 01755328

UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024

MPHASIS CONSULTING LIMITED

COMPANY INFORMATION

Directors	Manikantan Thyagarajan Subramanian Narayan Vilas Kanyal
Company number	01755328
Registered Office	1 Ropemaker Street, London, EC2Y 9HT
Auditors	**Barnes Roffe LLP** **Chartered Accountants & Statutory Auditors** 3 Brook Business Centre Cowley Mill Road Uxbridge Middlesex UB8 2FX
Company Secretary	**Congress Company Secretarial Services Limited** 7 St John's Road Harrow Middlesex HA1 2EY

MPHASIS CONSULTING LIMITED

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Company number 01755328

Mphasis Consulting Limited

Unaudited Statement of comprehensive income for the year ended 31 March 2024

	Note	2024 £	2023 £
Turnover	2	**2,084,768**	**-**
Cost of sales		(380,005)	-
Gross profit		**1,704,763**	**-**
Administrative expenses		(223,380)	(23,658)
Other expenses		(2,004,571)	-
Exchange loss		(104,372)	(119)
Total administrative expense		**(2,332,323)**	**(23,777)**
Operating loss	3	**(627,560)**	**(23,777)**
Interest receivable and similar income	5	285,984	63,631
Interest payable and similar charges	5	(1,649,812)	(404,858)
Loss on ordinary activities before taxation		**(1,991,388)**	**(365,004)**
Tax on loss from ordinary activities	6	449,247	-
Loss for the financial year attributable to the owners of the company		**(1,542,141)**	**(365,004)**
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to the owners of the company		**(1,542,141)**	**(365,004)**

All amounts relate to continuing operations.

The notes on pages 4 to 9 form part of these financial statements.

Company number 01755328

Mphasis Consulting Limited
Unaudited Statement of financial position as at 31 March 2024

	Note		2024 £		2023 £
Fixed assets					
Tangible fixed assets			-		-
Intangible fixed assets			3,539,008		-
Investments	7		21,761,191		11,545,524
			25,300,199		**11,545,524**
Current assets					
Debtors	8	8,411,360		4,683,150	
Cash at bank and in hand		36,539		48,737	
		8,447,899		**4,731,887**	
Creditors : amounts falling due within one year	9	(28,966,664)		(9,953,836)	
Net current liabilities			**(20,518,765)**		**(5,221,949)**
Net assets			**4,781,434**		**6,323,575**
Capital and reserves					
Called up share capital	10		15,907		15,907
Share premium			1,934,805		1,934,805
Profit and loss account			2,830,722		4,372,863
Shareholders' equity			**4,781,434**		**6,323,575**

The notes on pages 4 to 9 form part of these financial statements.

Company number 01755328

Unaudited Statement of changes in equity as at 31 March 2024

	Called-up share capital	Share Premium	Profit and loss account	Total
At 1 April 2022	**15,907**	**1,934,805**	**4,737,867**	**6,688,579**
Loss for the financial year	-	-	(365,004)	**(365,004)**
Total comprehensive loss	-	-	(365,004)	**(365,004)**
At 31 March 2023	**15,907**	**1,934,805**	**4,372,863**	**6,323,575**
Loss for the financial year	-	-	(1,542,141)	**(1,542,141)**
Total comprehensive loss	-	-	(1,542,141)	**(1,542,141)**
At 31 March 2024	**15,907**	**1,934,805**	**2,830,722**	**4,781,434**

The notes on pages 4 to 9 form part of these financial statements.

Notes to the Unaudited Financial Statements for the year 31 March 2024

GENERAL INFORMATION

Mphasis Consulting Limited is a private company limited by shares incorporated in England and Wales.

The address of its registered office and principal place of business is:

1 Ropemaker Street
London
EC2Y 9HT

The principal activities of the Company predominantly relate to providing Application Services (APPS). The functional currency of the Company is Pound Sterling as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable legislations as set out in the Companies Act 2006.

The financial statements are presented in GBP ('£') except when otherwise indicated.

In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements;
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly-owned group members on the basis that the Company is itself a wholly-owned member of the group.
- The requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

The company, and its subsidiaries in UK, qualify as small company as set out in section 383 of the companies Act 2006 and are considered eligible for exemption to prepare consolidated accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group. The consolidated financial statements of Mphasis Limited within which this Company is included, can be obtained as detailed in note 13.

These financials statements have been prepared on a going concern basis. Based on the group's forecast the directors of the Company have a reasonable expectation that the Group has adequate resources in operational existence for the foreseeable future to support the company and, as a result, there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements.

a. Revenue recognition

Turnover represents the total value, excluding value added tax, of goods and services supplied to Customers as a principal during the year, including expenses billed to customers.
Revenue from services rendered to Mphasis Group Companies (including software development) is recognised as services are rendered, on a cost-plus basis as per the agreement with the Mphasis Group Companies.

Where the contract element is for the provision of service or repetitive processes, revenue is recognised when the product or service is provided. Where the contract element is a major development or implementation project that is transferred to the customer on completion, revenue recognition is based on a delivery approach to measure the stage of completion. Depending on the specific contractual terms, the measurement of delivery takes the form of performance milestones, costs completed to date or other appropriate measure. Revenues are recognised when all of the following conditions are satisfied:

i. The amount of revenue can be measured reliably;
ii. It is probable that the Company will receive the consideration due under the contract;
iii. The stage of completion of the contract at the end of the reporting period can be measured reliably; and
iv. The costs incurred and the costs to complete the contract can be measured reliably.

Interest income & expense is recognized as it accrues in the statement of of comprehensive income using effective interest rate method.

b. Investments

Fixed asset investments (including investment in subsidiaries) are carried at cost. Provision for diminution in value of investment is made if the impairment is not temporary in nature.

c. Post-retirement benefits

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund.

Notes to the Unaudited Financial Statements for the year 31 March 2024

d. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

e. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the Statement of comprehensive income.

f. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, deposits held with banks and other short term highly liquid investments with original maturities of three months or less.

- **Trade and other debtors**

Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment

Financial liabilities - classified as basic financial instruments

- **Trade and other creditors, loans and borrowings**

Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

g. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet 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 discussed below:

- **Critical judgements made in applying accounting policies**

Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates.

Expected credit loss (‘ECL’) on trade receivables

The impairment provisions for financial assets are based on evaluation of the risk of default over the expected life of the receivables and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company’s past history of collections, customer’s credit- worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

Recognition of Deferred Tax Assets

Management estimation is required to determine the amount of deferred tax assets that can be recognised based upon likely timing and level of future taxable profits together with an assessment of the future tax planning strategies.

Impairment of investments

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is arrived at using a suitable valuation technique.

SUPPORTING INFORMATION FOR ITEMS IN THE FINANCIAL STATEMENTS

2. TURNOVER

Analysis of turnover by customer	2024 £	2023 £
External revenue	2,084,768	-
Revenue from fellow group undertakings	-	-
	2,084,768	**-**

3. OPERATING LOSS

The Operating loss is stated after charging	2024 £	2023 £
Foreign exchange loss	104,372	119

4. STAFF COSTS

Staff costs including directors' remuneration, were as follows:	2024 £	2023 £
Wages and salaries	-	-
Social security costs	-	-
Pension contributions	-	-
	-	**-**

The average monthly number of employees /directors during the year were 3 (FY 2023:3)

Directors' emoluments and transactions	2024 £	2023 £
Remuneration	-	-
Pension scheme contributions	-	-
	-	**-**
Emoluments of the highest paid director		
Remuneration	-	-
Pension scheme contributions	-	-
	-	**-**
The number of directors who exercised share options	-	-

Remuneration of key management personnel

Key management personnel comprise of all the directors and their aggregate remuneration for the year was as stated above. The remuneration to directors has been paid by the holding company and its affiliates and not included above.

5. INTEREST

Interest receivable and similar income	2024 £	2023 £
Interest on loans given to fellow undertaking	285,984	63,631
	285,984	**63,631**
Interest payable and similar charges		
Interest on loans taken from fellow undertaking	1,649,812	404,858
	1,649,812	**404,858**

Notes to the Unaudited Financial Statements for the year 31 March 2024

6. TAXATION

(a) Tax expense included in the statement of comprehensive income	2024 £	2023 £
Current tax on profit on ordinary activities		
UK corporation tax 19% (31 March 2022 - 19%)	-	-
Adjustments in respect of prior years	-	-
Total current tax	**-**	**-**
Deferred tax		
Origination and reversal of timing differences	(449,247)	-
Effect on opening deferred taxes of change in tax rate	-	-
Total deferred tax	**(449,247)**	**-**
Total tax expense included in the statement of comprehensive income	**(449,247)**	**-**

b) Reconciliation of tax expense included in the statement of comprehensive income

	2024 £	2023 £
Loss on ordinary activities before taxation	(1,991,388)	(365,004)
Income tax calculated at 19% (2022-19%)	(378,364)	(69,351)
Group loss relief		
Expenses not deductible for tax purposes	-	-
Losses carried forward	378,364	69,351
Tax expense for the year	**-**	**-**
Adjustment in respect of prior years	-	-
Deferred tax expense for the year	(449,247)	-
Total tax expense for the year	**(449,247)**	**-**

Deferred Tax Asset (net)	2024 £	2023 £
Fixed assets	1,030	-
Provision for doubtful debts and advances	-	-
Provision for employee benefits	-	-
Net operating losses	448,217	-
Total	**449,247**	**-**

c) Factors that may affect the future tax charges

In the March 2021 Budget it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023 for profits over £250,000. There are no other significant factors that may affect future tax charges.

7. INVESTMENTS

	2024 £	2023 £
Opening balance	11,545,524	11,545,524
Additions	10,215,667	-
Closing balance	**21,761,191**	**11,545,524**

Notes to the Unaudited Financial Statements for the year 31 March 2024

The investments made by Mphasis Consulting Limited consists of

Name	*Country of Registration*	*Direct holding/ Indirect holding*	*Activity*
Direct Subsidiaries			
Mphasis Belgium BV	Leonardo Da Vinciliaan, B-1930 Zaventem , Belgium	0.5%	Software & services
Datalytyx Limited	1 Ropemaker Street London, United Kingdom EC2Y 9HT	100%	Next-gen data Engineering
Mrald Limited	1 Ropemaker Street London, United Kingdom EC2Y 9HT	51%	Software & services
eBECS Limited	1 Ropemaker Street London, United Kingdom EC2Y 9HT	100%	Software consultancy
Indirect Subsidiaries			
Datalytyx MSS Limited	1 Ropemaker Street London, United Kingdom EC2Y 9HT	100%	Next-gen data Engineering
Dynamyx Limited	1 Ropemaker Street London, United Kingdom EC2Y 9HT	100%	Next-gen data Engineering
Mrald Services Limited	1 Ropemaker Street London, United Kingdom EC2Y 9HT	51%	Software & services
Mrald Services Private Limited	Bagmane Laurel, No.65/2, Block A, Bagmane Technology Park, Byrasandra Village, Bangalore – 560093, Karnataka, India	100%	Software & services
eBECS Business solutions (Ireland) Limited	1st Floor, The Liffey Trust Centre,117-126 Sheriff Street upper, Dublin 1, Ireland	100%	Software consultancy

8. DEBTORS

	2024 £	2023 £
Deferred tax	449,247	-
Amounts owed by group undertakings	4,921,105	4,619,859
Other debtors	36,384	27,057
Advance tax net of provisions	1,499	36,234
Prepayments	1,846,359	-
Amount receivable on contracts	1,156,766	-
	8,411,360	**4,683,150**

Amounts owed by group undertakings includes a loans of £ 3,787,885 (2023 - £ 1,141,000). The loan of £ 3,061,000 (2023 - £ 1,131,000) to Mrald Services Limited, £ 34,000 (2023 - £ 10,000) to Mrald Limited and £ 692,885 (2023-Nil) to eBECS Limited which carries interest at GBP 6m SONIA + 3.0% per annum. The loans are repayable on demand.

9. CREDITORS

	2024 £	2023 £
Amounts falling due within one year		
Trade creditors	-	3
Amounts owed to group undertakings	28,773,131	9,923,343
Social security and other taxes	3	-
Accruals and deferred income	193,291	30,490
Taxation payable	239	-
	28,966,664	**9,953,836**

Amounts owed to group undertakings includes loans of £27,861,000 (2023 – £9,721,000). The loan of £20,060,000 (2023 – £7,801,000) is taken from Mphasis UK Limited carrying interest at GBP 3m LIBOR + 2.5%p.a. The loan is repayable on demand.

Notes to the Unaudited Financial Statements for the year 31 March 2024

10. SHARE CAPITAL AND RESERVES

Authorized, allotted, called up and fully paid and reserves	2024 £	2023 £
7,953,393 Ordinary shares of £0.002p each	15,907	15,907

The company has only one class of ordinary shares which carry voting rights but no right to fixed income.

Share premium

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Profit & loss account

This reserve represents the cumulative profits and losses.

11. RELATED PARTY TRANSACTIONS

An entity or individual is considered a related party of the Company for the purposes of the financial statements if:

- It possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Company or vice versa; or
- It is subject to common control or common significant influence.

The Company is a wholly owned subsidiary of Mphasis Limited and has taken the advantage of exemption permitted by section 33 Related party disclosures, not to provide disclosures of transactions entered into with other wholly – owned members of the group.

The ultimate holding Company was Blackstone Capital Partners (Cayman II) VI L.P until 9 August 2021. Consequent to change of control on 10 August 2021, the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd.

During the year the Company provided loans of £1,930,000 (2023 - £ 871,000), interest accrued on loan £161,778 (2023 - £63,223) to Mrald Services Limited. At the year-end £ 3,061,000 (2023 - £ 1,165,420) was outstanding and included within debtors.

During the year the Company provided loans of £24,000 (2023 - £10,000), interest accrued on loan £1,543 (2023 - £404) to Mrald Limited. At the year-end £34,000 (2023 - £10,404) was outstanding and included within debtors.

During the year the Company provided loans of £5,442,886 (2023 - Nil), interest accrued on loan £ 91,049 (2023 - Nil) to eBECS Limited. At the year-end £ 692,885 (2023 -Nil) was outstanding and included within debtors.

12. FINANCIAL INSTRUMENTS

Financial assets measured at amortised cost	2024 £	2023 £
Trade and other receivables	36,384	27,057
Amounts owed from holding and related companies	4,921,105	4,619,859
Cash and cash equivalents	36,539	48,737
	4,994,028	**4,695,653**

Financial Liabilities measured at amortised cost	2024 £	2023 £
Trade and other payables	-	3
Amounts due to holding and related companies	28,773,131	9,923,343
	28,773,131	**9,923,346**

13. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company is controlled by its immediate parent, Mphasis Limited, a Company incorporated in India.

The parent undertaking of the largest and smallest group for which the consolidated accounts has been prepared for the year ended 31 March 2024 is Mphasis Limited. The Mphasis Group accounts are available on www.mphasis.com.

The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

14. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Wyde Corporation

Unaudited Financial Statements as at and for the year ended 31 March 2024

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UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets		
Cash and cash equivalents		1,518,649
Accounts receivable, net		2,635,190
Receivable from related parties		2,807,212
Unbilled receivables		1,349,069
Other current assets		848,799
Total current assets	**$**	**9,158,919**
Property and equipment net		36,739
Investment in subsidiaries		67,356
Other non - current assets		28,382
Deferred tax assets, net		1,797,108
Total non current assets		**1,929,585**
Total Assets	**$**	**11,088,504**
Liabilities and Stockholders' equity		
Current liabilities		
Loans taken from related parties		19,711,010
Accounts payable and accrued expenses		1,061,796
Payable to related parties		825,519
Deferred revenue		821,308
Other current liabilities		1,370,841
Total current liabilities		**23,790,474**
Other non current liabilities		44,302
Total non current liabilities	**$**	**44,302**
Stock holder's equity		
Common stock; $30 par value; 2,247 shares authorised, 2,247 shares issued and outstanding		67,410
Additional paid-in capital		362,148
Accumulated deficit		(13,175,830)
Total Stockholders' equity	**$**	**(12,746,272)**
Total liabilities and Stockholders' equity	**$**	**11,088,504**

UNAUDITED STATEMENT OF COMPREHENSIVE LOSS FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue from operations	$	15,120,116
Revenue from related parties		4,411,100
Total revenue	**$**	**19,531,216**
Cost of revenue		17,468,941
Gross profit	**$**	**2,062,275**
Selling, General and administrative		1,767,856
Depreciation and amortization		43,813
Total operating expenses	**$**	**1,811,669**
Operating Profit	$	250,606
Other income/(expenses)		
Interest expense	$	(1,415,511)
Miscellaneous income		299
Interest income		78,683
Total other income/(expenses)	**$**	**(1,336,529)**
Loss before taxes	$	(1,085,923)
Income taxes		84,766
Net loss	**$**	**(1,001,157)**
Other comprehensive income		-
Comprehensive loss	**$**	**(1,001,157)**

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31,2024

	Common stock	Additional paid-in capital	Accumulated deficit	Stockholders' equity
Balance at March 31, 2023	$ 67,410	$ 362,148	$ (12,174,673)	$ (11,745,115)
Comprehensive Income				
Net Loss	$ -	$ -	$ (1,001,157)	$ (1,001,157)
Other comprehensive income	$ -	$ -	$ -	$ -
Balance at March 31, 2024	**$ 67,410**	**$ 362,148**	**$ (13,175,830)**	**$ (12,746,272)**

UNAUDITED STATEMENT OF CASH FLOWS FOR YEAR ENDED MARCH 31, 2024

	March 31,2024
Operating activities:	
Net profit	(1,001,157)
Adjustment to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization expense	43,813
Impairement on expected credit losses	(39,841)
Profit on sale of Property, Plant and Equipment and Intangible assets	563
Interest expenses	1,415,505
Interest income	(78,683)
Changes in operating assets and liabilities:	
Accounts and unbilled receivables	(2,740)
Receivable from related parties	787,772
Other assets	91,488
Advance tax and deferred tax assets	(214,964)
Accounts payable and accrued expenses	(322,209)
Payable to related parties	(3,283,440)
Deferred revenue	(157,129)
Other liabilities	343,600
Net cash used in operating activities	**(2,417,423)**
Investing activities	
Purchase of property and equipment	(50,504)
Proceeds from sale of Property, Plant and Equipment and Intangible assets	15,639
Interest received	78,683
Net cash generated from investing activities	**43,818**
Financing activities	
Loans taken from related parties	2,600,000
Loans repaid to related parties	(516,007)
Net cash generated from financing activities	**2,083,993**
Net decrease in cash and cash equivalents	(289,612)
Cash and cash equivalents at the beginning of the year	1,808,261
Cash and cash equivalents at the end of the year	**1,518,649**
Supplementry disclosure of cash flow information:	
Interest paid	516,007

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of business

Wyde Corporation ('the Company') was acquired on 29 August 2011 by Mphasis Wyde Inc., a subsidiary of Mphasis UK Limited. The company is engaged in the business of rendering software services and projects, infrastructure outsourcing services, call centre & business process outsourcing services and application services. The intermediate holding company and ultimate holding company of Mphasis Limited (intermediate holding company) are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Business outlook

The Company has an accumulated losses of $ 13,175,830 as of 31 March 2024 and its net worth is fully eroded. Further, the Company's Current liabilities has exceeded its current assets by $ 14,631,555 as of March 31,2024. These conditions indicate that a material uncertainty exist that may cast significant doubt about the company's ability to continue as a going concern. However, Wyde Inc, the parent company has provided a letter of continuing financial and operating support to enable it to carry on its business as a going concern for at least twelve months. Accordingly, the Management believes that the going concern assumption is appropriate and the Company continues to prepare its financial statements on going concern basis and hence the assets and liabilities have been recorded in the financial statements on the basis that the Company will be able to realise its assets and discharge its liabilities, in the normal course of business.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

As required by its intermediate parent Company Mphasis Limited India, these special purpose financial statements are prepared in accordance with recognition and measurement principles referred to in generally accepted accounting standards in the United States of America ("U.S. GAAP") except for consolidation of its wholly owned subsidiaries namely, Wyde Solutions Canada Inc., and Mphasis Wyde SASU. Accordingly, the financial statement does not purport to follow U.S. GAAP to this extent.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, the useful lives of plant and equipment and income taxes. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.

Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.

Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings more than revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and accounts receivable. The Company believes it mitigates any risks by depositing cash with major financial institutions.

The Company maintained $ 834,506 in the bank accounts within the United States and $ 684,143 in the bank accounts in other foreign branches on March 31, 2024.

The Company provides credit to customers in the normal course of business. Credit risk is affected by conditions or occurrences within the economy. Collateral is not required for accounts receivable, but ongoing credit evaluations of customers' financial condition are performed. Management provides for an allowance for doubtful accounts on a specifically identified basis, as well as through historical experience applied to an aging of accounts.

The Company had certain customers whose revenue individually represented 10% or more of the Company's total revenue. For the year ended March 31, 2024, one customer has accounted for 80% of revenue and no other customer has accounted for more than 10% of revenue.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, and borrowings to approximate the fair value of the respective assets and liabilities on March 31, 2024, and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. Provision for doubtful debt as of March 31, 2024, is $ 23,625.

Deferred revenue

Deferred revenue consists of billings or payments received in advance of revenue recognition and it is recognized as the revenue recognition criteria are met. Deferred revenue includes certain professional services fees and licensing revenues where all the criteria for recognition were not met. Deferred revenue that will be recognized over the succeeding 12-month period is recorded as current and the remaining portion is recorded as non-current.

Foreign currency transactions

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the yearend exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and losses are recognized in statement of comprehensive loss.

Property and equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years. Leasehold improvements are amortized over the shorter of the asset life or the term of the applicable office lease. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalized. When assets are retired or otherwise disposed off, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Investments

Investments consist of equity investment in subsidiaries. Equity securities are measured at fair value with changes in fair value recognized in Statement of comprehensive loss and other investments in equity securities that do not have readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions.

Impairment of investments

Equity investments without readily determinable fair values are written down to fair value if a qualitative assessment indicates that the investment is impaired, and the fair value of the investment is less than carrying value.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are tested for impairment, based on undiscounted cash flows, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable and, if impaired, written down to fair value.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of loss in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the parent company's consolidated income tax return group.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure, sand transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of loss.

NOTE 3 – REVENUE

Movement in Unearned Revenue	**March 31, 2024**
Balance at the beginning of the year	978,437
Revenue recognised during the year	(977,209)
Invoiced during the year	820,080
Closing Balance	**821,308**

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment consist of the following at March 31, 2024:-

	Estimated useful lives	**March 31, 2024**
Computer equipment	3 years	106,264
Servers and networks	6 years	1,483
Office equipment	5 years	1,240
Total		**108,988**
Less: accumulated depreciation		(72,249)
Property and equipment, net		**36,739**

Depreciation and amortisation expense for the year ended March 31, 2024 is $ 43,813.

NOTE 5– INVESTMENT IN SUBSIDIARIES

	March 31, 2024
Wyde Solutions Canada Inc.	984
Mphasis Wyde SASU	66,372
	67,356

NOTE 6 – INCOME TAXES

Income tax expense/ (benefit) comprises of :

	March 31, 2024
Taxes:	
Current taxes	130,198
Deferred taxes	(214,964)
Total taxes	**(84,766)**

Deferred income taxes result from significant temporary differences between income for financial reporting purposes and taxable income.

The components of the deferred tax balance as of March 31, 2024 is as follows:

Deferred Tax Assets:	**March 31, 2024**
On Net Operating Losses	1,131,496
Incentive Compensation	25,260
Leave Encashment	80,939
Property plant and equipment	10,033
Others	549,380
Total Deffered Tax	**1,797,108**

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective tax bases. Current tax expenses have been calculated as per provisions of ASC 740 as if the Company were filing a separate return.

Losses to be carried forward

Financial Year	**Date of Expiration**	**March 31, 2024**
FY14-15	Idenfinite period, subject to 80% of each subsequent year's net income.	1,668,694
FY15-16		-
FY16-17		621,877
FY17-18		3,321,584
FY18-19		1,066,251
FY19-20		-
FY20-21		-
FY21-22		(327,589)
FY22-23		(795,495)
FY23-24		(167,248)
Total Losses to be carried forward		**5,388,074**

Loss to be carried forward.

For the year ended March 31,2024 the Company has accumulated tax losses of $5,388,074 which can be carried forward for an indefinite period & will be set off subject to relevant provisions of the act prevalent in the year of set off.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective tax bases. Current tax expenses have been calculated as per provisions of ASC 740 as if the Company were filing a separate return.

NOTE 7- EMPLOYEE BENEFIT PLANS

a. Social security - Employee of the Company receives benefits under social security schemes, which is a defined contribution plan based on specified percentage of employee's salary. The Company contributed $2,22,0833 to various social security schemes that have been recognized as an expense in the statement of comprehensive loss for the year ended March 31, 2024.

b. Compensated absences - The employees of the Company are entitled to compensated absences based on the unveiled leave balance and the last drawn salary of the respective employees. The obligation of compensated absences is based on actuarial valuation as at the valuation date. The Company has recorded $ 324,091 towards expense for compensated absences for the year ended March 31, 2024. The outstanding accrual as at March 31, 2024 is $ 428,321.

NOTE 8- RELATED PARTY

Revenue and expenses –

The Company has entered into an agreement to provide software integration and development service to the customers of its parent company, its subsidiary companies and subsidiaries of parent company.
During the year ended March 31, 2024, the Company has recorded $ 4,411,100 as revenue in the accompanying statement of comprehensive loss from the following related parties ;-

Name of the party	**Nature of relationship**	**March 31, 2024**
Mphasis Limited	Intermediate parent company	3,721,157
Mphasis Corporation	Intermediate parent company	452,062
Wyde Solutions Canada Inc.	Subsidiary company	6,933
Mphasis Wyde SASU	Subsidiary company	224,375
Mphasis Belgium-France branch	Subsidiary of Intermediate parent company	6,573

As at March 31, 2024, the Company has $ 2,807,212 as balance receivable including trade receivables from following related parties:

Name of the party	Nature of relationship	March 31, 2024
Mphasis Limited	Intermediate parent company	356,378
Mphasis Corporation	Intermediate parent company	151,607
Wyde Solutions Canada Inc.	Subsidiary company	666,484
Mphasis Wyde SASU	Subsidiary company	1,630,557
Mphasis Infrastructure Services Inc	Subsidiary of Intermediate parent company	2,186

The Company avails software integration and development service from it's parent company, it's ultimate parent company and subsidiaries of parent company.
During the year ended March 31, 2024, the Company has recorded $ 1,652,627 as cost of revenue in the accompanying statement of comprehensive income from following related parties;-

Name of the party	Nature of relationship	March 31, 2024
Mphasis Limited	Intermediate parent company	783,169
Mphasis Corporation	Intermediate parent company	356,512
Mphasis Wyde SASU	Subsidiary company	364,457
Mphasis Belgium - France	Subsidiary of Intermediate parent company	822
Mphasis Europe BV	Subsidiary of Intermediate parent company	888
Mphasis Poland Z.o.o	Subsidiary of Intermediate parent company	125,578
Mphasis Ireland Limited	Subsidiary of Intermediate parent company	21,201

Pursuant to cost sharing agreement with group companies, the company was charged $534,149 from following related parties;-

Name of the party	Nature of relationship	March 31, 2024
Mphasis Limited	Intermediate parent company	511,643
Mphasis Corporation	Intermediate parent company	22,506

During the year ended March 31, 2024, the company was charged $414,781 from following related parties towards reimbursement of expenses incurred on our behalf:-

Name of the party	Nature of relationship	March 31, 2024
Mphasis Limited	Intermediate parent company	96,396
Mphasis Corporation	Intermediate parent company	316,911
Msource India Private Limited	Subsidiary of Intermediate parent company	1,474

As at March 31, 2024, the Company has $ 825,519 as balance payable to following related parties;-

Name of the party	Nature of relationship	March 31, 2024
Mphasis Limited	Intermediate parent company	505,189
Mphasis Corporation	Intermediate parent company	202,327
Wyde Solutions Canada Inc.	Subsidiary Company	8,314
Mphasis Wyde SASU	Subsidiary company	98,766
Mphasis Europe BV	Subsidiary of Intermediate parent company	888
Mphasis Ireland Limited	Subsidiary of Intermediate parent company	80
Mphasis Poland z.o.o	Subsidiary of Intermediate parent company	9,955

Borrowings –

On August 22, 2013, the Company entered into unsecured credit agreement with its parent company, Mphasis Wyde Inc. for borrowing in the aggregate principal sum of $ 15,500,000 bearing interest rate at 3.25% of nominal value and repayable on demand. On February 03,2022, through amendment the borrowing limit has been increased to $ 22,000,000. Of the $ 22,000,000 available under this facility, $15,400,000 borrowed in prior years. The Company has additionally borrowed $2,600,000 in current year and repaid the loan and interest amounting $ Nil and $ 516,007 respectively in the current year. As on March 31, 2024, the outstanding principal amount payable under this facility is $ 18,000,000, recorded as loans taken from related parties in the accompanying balance sheet.

"During the year ended March 31,2024, the interest cost to the extent borrowed amounted to $ 1,415,511 included in interest expense in the statement of comprehensive loss. As at March 31, 2024, $ 1,711,010 related to interest remains payable and included in loans taken from related parties in the accompanying balance sheet."

Employee stock options -

The employees of the Company are eligible to participate in Employee Stock Option Plan (ESOPs) of Mphasis Limited, India as per terms and conditions as specified in the plan. The plan is assessed, managed, and administered by Mphasis Limited, India

Mphasis Limited, India has charged to the Company such compensation costs upon grant of shares to the employees based on the equity settled transactions using an appropriate pricing model (Black Scholes model). During the current year, the parent company has charged an aggregate amount of $ Nil included in statement of comprehensive loss.

NOTE 9- SHARE BASED COMPENSATIONS

The employees of the Company are granted Employee Stock Options (under equity settled share-based payment scheme) by the intermediate parent, Mphasis Limited and accordingly the Company is subject to cross charge of fair value of options/share awards from Mphasis Limited. The fair value of the equity settled transactions are determined at the date of the grant using an appropriate pricing model (Black Scholes model). The expense is recognized in profit or loss over the vesting period.

Effective 4 November 2016, the intermediate parent company instituted the 2016 Plan. As per the ESOP 2016 Plan, the stock options are granted at the Market Price subject to a discount up to twenty per cent (20%) as may be determined by the Compensation Committee of the intermediate parent at the time of Grant. The equity shares covered under these options vest over 60 months from the date of grant. The exercise period is sixty months from the respective date of vesting. The options outstanding as at 31 March 2024 have an exercise price ranging from ₹ 500.00 to ₹ 3,397.00.

The movements in the options under the 2016 plan for the year ended 31 March 2024 is set out below:

	March 31, 2024
Options outstanding at the beginning of the year	374
Forfeited	(374)
Options outstanding at the end of the year	-

NOTE 10– COMMITMENTS AND CONTINGENCIES

Legal Claims:

The Company is subject to legal claims in the normal course of business. Management believes that there are no such claims that would be material to the financial condition or results of operations.

NOTE 11- SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10th June 2024.

Registered number: 407167

MPHASIS IRELAND LIMITED

UNAUDITED FINANCIAL STATEMENTS FOR THE

YEAR ENDED 31 MARCH 2024

MPHASIS IRELAND LIMITED

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COMPANY INFORMATION

Directors	Subramanian Narayan Venkata Suresh Ayapati Anurag Nagar (appointed 12 July 2023)
Company secretary	Subramanian Narayan
Registered number	407167
Registered office	Termini 3 Arkle Road Sandyford Dublin 18 D18 C9C5
Independent auditor	RBK Business Advisers Chartered Accountants & Statutory Audit Firm Termini 3 Arkle Road Sandyford Dublin 18 D18 C9C5
Bankers	Citibank 1 North Wall Quay Dublin 1 D01 T8Y1

STATEMENT OF UNAUDITED COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2024

	Note	2024 €	*2023 €*
Turnover		**324,402**	*434,947*
Cost of sales		**(247,200)**	*(359,661)*
Gross profit		**77,202**	*75,286*
Administrative expenses		**(27,362)**	*(31,802)*
Operating profit		**49,840**	*43,484*
Other interest receivable and similar income	4	**21,599**	*11,629*
Profit before taxation		**71,439**	*55,113*
Tax on profit		**(12,592)**	*(8,003)*
Profit for the financial year		**58,847**	*47,110*
Other comprehensive income			
Other comprehensive income		**-**	*-*
Other comprehensive income for the financial year		**-**	*-*
Total comprehensive income for the financial year		**58,847**	*47,110*

There were no recognised gains and losses for 2024 or 2023 other than those included in the statement of comprehensive income.

UNAUDITED BALANCE SHEET
AS AT 31 MARCH 2024

	Note	2024 €		2023 €	
Current assets					
Debtors: amounts falling due within one year	5	**817,692**		*695,440*	
Cash at bank and in hand		**115,914**		*138,209*	
		933,606		*833,649*	
Creditors: amounts falling due within one year	6	**(96,707)**		*(55,597)*	
Net current assets			**836,899**		*778,052*
Total assets less current liabilities			**836,899**		*778,052*
Net assets			**836,899**		*778,052*
Capital and reserves					
Called up share capital presented as equity			**10,000**		*10,000*
Profit and loss account			**826,899**		*768,052*
Shareholders' funds			**836,899**		*778,052*

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with Financial Reporting Standard 102 'The Financial Statement Reporting Standard applicable in the UK and Republic of Ireland'.

UNAUDITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

	Called up share capital	Profit and loss account	Total equity
	€	€	€
At 1 April 2022	**10,000**	**720,942**	**730,942**
Comprehensive income for the year			
Profit for the year	**-**	**47,110**	**47,110**
At 1 April 2023	**10,000**	**768,052**	**778,052**
Comprehensive income for the year			
Profit for the year	**-**	**58,847**	**58,847**
At 31 March 2024	**10,000**	**826,899**	**836,899**

The notes on pages 05 to 10 form part of these financial statements.

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

1. General information

Mphasis Ireland Limited is a private company limited by shares (registered under Part 2 of Companies Act 2014), incorporated in the Republic of Ireland. The Registered Office is Termini, 3 Arkle Road, Sandyford, Dublin 18 and its registration number is 407167. The nature of the company's operations and its principal activities are set out in the Director's Report.

Currency
The financial statements have been presented in Euro (€) which is also the functional currency of the company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The Financial Statements are prepared on the going concern basis, under the historical cost convention and comply with the financial reporting standards of the Financial Reporting Council and promulgated by Chartered Accountants Ireland, including FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (“FRS 102”) as adapted by Section 1A of FRS 102 and the Companies Act 2014.

The following principal accounting policies have been applied:

2.2 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Euro.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2. Accounting policies (continued)

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2. Accounting policies (continued)

2.8 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.9 Provisions for liabilities

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

2.10 Contingencies

Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

2. Accounting policies (continued)

2.11 Cash flow statement exemption

The company has availed of the exemption contained in Section 1A of FRS 102 and as a result have elected not to prepare a cash flow statement.

3. Employees

Staff costs were as follows:

	2024	*2023*
	€	*€*
Wages and salaries	**172,261**	*90,020*
Social insurance costs	**18,541**	*9,391*
	190,802	*99,411*

No directors remuneration paid during the year (2023 - €nil).

The average monthly number of employees, including directors, during the year was 3 *(2023 - 2)*.

4. Interest receivable

	2024	*2023*
	€	*€*
Interest receivable from group companies	**19,916**	*11,629*
Other interest receivable	**1,683**	-
	21,599	*11,629*

5. Debtors

	2024 €	2023 €
Trade debtors	**47,783**	-
Amounts owed by group undertakings	**699,839**	*666,714*
Other debtors	**34,995**	*21,571*
Prepayments	**1,633**	*337*
Tax recoverable	**33,440**	*6,816*
Deferred taxation	**2**	*2*
	817,692	*695,440*

6. Creditors: Amounts falling due within one year

	2024 €	2023 €
Trade creditors	**2,903**	-
Amounts owed to group undertakings	**35,921**	*36*
Corporation tax	**12,615**	*365*
Taxation and social insurance	**6,305**	*3,281*
Other creditors	**9,581**	*5,027*
Accruals	**29,382**	*46,888*
	96,707	*55,597*

7. Deferred taxation

	2024 €	2023 €
At beginning of year	**2**	*2*
At end of year	**2**	*2*

7. Deferred taxation (continued)

The deferred tax asset is made up as follows:

	2024 €	2023 €
Provisions	2	2
	2	2

8. Contingent liabilities

There were no contingent liabilities at the year end 31 March 2024.

9. Capital commitments

There were no capital commitments at the year end 31 March 2024.

10. Related party transactions

The company has availed of the exemption contained in FRS102 Related Party Transactions in respect of transactions with fellow group undertakings which are wholly owned subsidiaries.

11. Controlling party

The company is a wholly owned subsidiary of Mphasis Limited, a company incorporated in India. The smallest group in which results of the company are consolidated is Mphasis Limited and its group financial statements are available at Mphasis Limited, Bagmane World Technology Centre, Marathalli Outer Ring Road, Doddenekundi Village, Mahadevapura, Bengaluru, India, 560048.

The holding company and ultimate holding company are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd, respectively.

12. Post balance sheet events

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

13. Approval of financial statements

The board of directors approved these financial statements for issue on

Registered number: 407167

MPHASIS IRELAND LIMITED

DETAILED UNAUDITED ACCOUNTS

FOR THE YEAR ENDED 31 MARCH 2024

MPHASIS IRELAND LIMITED

DETAILED UNAUDITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2024

	2024 €	*2023* *€*
Turnover	**324,402**	*434,947*
Cost Of Sales	**(247,200)**	*(359,661)*
Gross profit	**77,202**	*75,286*
Gross profit %	**23.8 %**	*17.3 %*
Less: overheads		
Administration expenses	**(27,362)**	*(31,802)*
Operating profit	**49,840**	*43,484*
Interest receivable	**21,599**	*11,629*
Tax on profit on ordinary activities	**(12,592)**	*(8,003)*
Profit for the year	**58,847**	*47,110*

SCHEDULE TO THE DETAILED UNAUDITED ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2024

	2024 €	2023 €
Turnover		
Sales	**324,402**	*434,947*
	324,402	*434,947*

	2024 €	2023 €
Cost of sales		
Wages and salaries	**172,261**	*90,020*
Social insurance costs	**18,541**	*9,391*
Subcontract labour	**8,550**	*260,250*
Software development	**47,848**	*-*
	247,200	*359,661*

	2024 €	2023 €
Administration expenses		
Staff training	**15**	*-*
Consultancy	**-**	*4,125*
Telephone and fax	**316**	*60*
Computer costs	**68**	*14*
Legal and professional	**12,052**	*19,204*
Auditors' remuneration	**5,633**	*5,196*
Bank charges	**480**	*213*
Bad debts	**134**	*-*
Difference on foreign exchange	**3,140**	*(1,631)*
Insurances	**2,623**	*3,435*
Software and licences	**1,063**	*676*
G&A expenses allocation - Inter company	**1,838**	*510*
	27,362	*31,802*

SCHEDULE TO THE DETAILED UNAUDITED ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2024

	2024 €	*2023* *€*
Interest receivable		
Bank interest receivable	**1,683**	-
Group interest receivable	**19,916**	*11,629*
	21,599	*11,629*

MPHASIS PHILIPPINES, INC.

(A Wholly-owned Subsidiary of Mphasis PTE Ltd.)

Unaudited Financial Statements March 31, 2024 and 2023

COVER SHEET

for

UNAUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	2	0	1	2	1	3	4	2	8

COMPANY NAME

M	P	H	A	S	I	S		P	H	I	L	I	P	P	I	N	E	S	,		I	N	C	.		(	A		W	h	o	l	l	y	-	o	w	n
e	d		S	u	b	s	i	d	i	a	r	y		o	f		M	p	h	a	s	i	s		P	T	E		L	t	d	.	)						

PRINCIPAL OFFICE *(No./Street/Barangay/City/Town/Province)*

2	0	t	h		F	l	o	o	r		o	f		P	i	c	a	d	i	l	l	y		S	t	a	r		B	l	d	g	.	,		4	t	h
A	v	e		c	o	r	n	e	r		2	7	t	h		S	t	r	e	e	t	,		B	o	n	i	f	a	c	i	o		G	l	o	b	a
l		C	i	t	y	,		T	a	g	u	i	g		C	i	t	y																						

Form Type	Department Requiring the Report	Secondary License Type, If Applicable
AAFS	CRMD	**Not Applicable**

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
c.golimlim@amicorp.com	**N/A**	**+63 977 847 8219**

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
6	**June 21**	**March 31**

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number	Mobile Number
Hanna C. Escalera	**hanna.escalera@amicorp.com**	**+63 082 221 5487**	**N/A**

CONTACT PERSON'S ADDRESS

2nd Floor, DGGG Y10 Building corner C. Bangoy & J. Rizal Streets, Davao City

NOTE 1: *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

2: *All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt shall not excuse the corporation from liability for its deficiencies.*

MPHASIS PHILIPPINES, INC.

(A Wholly-owned Subsidiary of Mphasis PTE Ltd.)

UNAUDITED STATEMENTS OF FINANCIAL POSITION

	Note	March 31 **2024**	2023
ASSETS			
Current Assets			
Cash in banks	3	**₱604,705**	₱1,283,796
Other current assets	4	**356,321**	330,287
		961,026	1,614,083
Noncurrent Asset			
Input value-added tax		**2,653,697**	2,653,697
		₱3,614,723	₱4,267,780
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses	5	**₱1,587,865**	₱1,460,582
Noncurrent Liability			
Deferred tax liability		**–**	8,382
Total Liabilities		**1,587,865**	1,468,964
Equity			
Capital stock - ₱1 par value			
Authorized, issued and outstanding - 8,500,000 shares		**8,500,000**	8,500,000
Deficit		**(6,473,142)**	(5,701,184)
Total Equity		**2,026,858**	2,798,816
		₱3,614,723	₱4,267,780

See accompanying Notes to Financial Statements.

MPHASIS PHILIPPINES, INC.

(A Wholly-owned Subsidiary of Mphasis PTE Ltd.)

UNAUDITED STATEMENTS OF INCOME AND CHANGES IN DEFICIT

		Years Ended March 31	
	Note	**2024**	2023
EXPENSES			
Professional fees		**₱673,813**	₱543,322
Rent	7	**60,000**	59,400
Taxes and licenses		**29,947**	27,660
Others		**8,620**	4,771
		772,380	635,153
OTHER INCOME (CHARGES) - Net			
Net foreign exchange gain (loss)		**(7,227)**	26,077
LOSS BEFORE INCOME TAX		**779,607**	609,076
PROVISION FOR (BENEFIT FROM) INCOME TAX	8		
Current		**(733)**	–
Deferred		**8,382**	(8,382)
		7,649	(8,382)
NET LOSS		**771,958**	617,458
DEFICIT AT BEGINNING OF YEAR		**5,701,184**	5,083,726
DEFICIT AT END OF YEAR		**₱6,473,142**	₱5,701,184

See accompanying Notes to Financial Statements.

MPHASIS PHILIPPINES, INC.

(A Wholly-owned Subsidiary of Mphasis PTE Ltd.)

UNAUDITED STATEMENTS OF CASH FLOWS

	Note	Years Ended March 31 **2024**	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before income tax		**(₱779,607)**	(₱609,076)
Adjustments for:			
Unrealized foreign exchange loss (gain)		**7,227**	(26,077)
Operating loss before working capital changes		**(772,380)**	(650,987)
Decrease (increase) in other current assets		**(26,034)**	24,927
Increase in accrued expenses		**127,283**	80,645
Net cash used in operations		**(671,131)**	(545,415)
Income tax paid		**(733)**	–
Net cash used in operating activities		**(671,864)**	(545,415)
DECREASE IN CASH IN BANKS		**(671,864)**	(545,415)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH IN BANKS		**(7,227)**	26,077
CASH IN BANKS AT BEGINNING OF YEAR		**1,283,796**	1,787,300
CASH IN BANKS AT END OF YEAR		**₱604,705**	₱1,283,796

See accompanying Notes to Financial Statements.

MPHASIS PHILIPPINES, INC.
(A Wholly-owned Subsidiary of Mphasis PTE Ltd.)

UNAUDITED NOTES TO FINANCIAL STATEMENTS

1. Corporate Information and Status of Operations

Corporate Information

Mphasis Philippines, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on July 20, 2012 to provide information technology (IT) services and business process outsourcing to international clients. The Company started commercial operations on January 1, 2013.

The Company is a wholly-owned subsidiary of Mphasis PTE Ltd. (the Intermediate Holding Company), an entity incorporated and registered in Singapore. The Intermediate Holding Company is a subsidiary of Mphasis Limited (the Ultimate Parent), an entity incorporated and registered in India.

The registered office address of the Company is 20th Floor of Picadilly Star Bldg., 4th Ave cor 27th Street, Bonifacio Global City, Taguig City.

Status of Operations

On January 23, 2015, the Board of Directors (BOD) approved a formal plan to ramp down the Company's operations. On April 28, 2015, the Board of the Philippine Economic Zone Authority (PEZA) approved the cancellation of the Company's PEZA registration. The Company incurred recurring net loss amounting to ₱771,958 and ₱617,458 in 2024 and 2023, respectively, which resulted to a deficit of ₱6.5 million and ₱5.7 million as at March 31, 2024 and 2023, respectively. These conditions indicate that a material uncertainty exists about the Company's ability to continue as a going concern. Management is exploring local business opportunities that would generate revenues and profit for the Company. The Intermediate Holding Company is also committed to provide financial support to enable the Company to explore business opportunities.

The accompanying financial statements of the Company as at and for the years ended March 31, 2024 and 2023 were approved and authorized for issuance by the BOD on __.

2. Summary of Significant Accounting Policies

Basis of Preparation and Statement of Compliance

The financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standard for Small Entities (PFRS for SEs) as approved by the Philippine Financial & Sustainability Reporting Standards Council (formerly Financial Reporting Standards Council), the Board of Accountancy and the SEC.

The significant accounting policies that have been used in the preparation of the financial statements have been consistently applied to all years presented, unless otherwise indicated.

Measurement Bases

The financial statements have been presented in Philippine Peso, which is the functional currency of the Company. All amounts represent absolute values, unless otherwise indicated.

The financial statements of the Company have been prepared on the historical cost basis of accounting. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the consideration received in exchange for incurring a liability. 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 transaction date.

Basic Financial Instruments

The Company recognizes a financial asset and liability only when the Company becomes a party to the contractual provisions of the instrument.

The Company initially measures its financial assets and liabilities at the transaction prices unless the arrangement constitutes, in effect, a financing transaction. After initial measurement, financial assets and liabilities are measured at the undiscounted amount of cash or other consideration expected to be received or paid, less any allowance for impairment loss for financial assets.

If the arrangement constitutes a financing transaction, the Company initially measures the financial assets and liabilities at the present value of the future payments discounted at a market rate of interest for a similar instrument. These are subsequently measured at amortized cost using the effective interest method.

A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized by the Company when:

- the rights to the cash flows from the assets have expired or are settled;
- the Company has transferred substantially all the risks and rewards of ownership of the financial asset; or
- the Company has retained some significant risks and rewards but has transferred control of the asset to another party.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

Any difference between the carrying amount and the fair value of the consideration is recognized in profit or loss.

The Company classifies its cash in banks and accrued expenses as basic financial instruments.

Cash in Banks. Cash in banks are stated at face value.

Accrued Expenses. Accrued expenses are obligations on the basis of normal credit terms and do not bear interest. These are recognized in the year in which the related goods or services are received or when a legally enforceable claim against the Company is established or when the corresponding assets or expenses are recognized. These are measured at undiscounted amount.

Impairment of Basic Financial Instruments

The Company assesses at the end of each reporting date whether there is objective evidence of impairment of any financial assets or group of assets that are measured at cost or amortized cost. If there is objective evidence of impairment, an impairment loss is recognized in the statement of income immediately.

If, in a subsequent date, the amount of an impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss shall be reversed either directly or by adjusting an allowance account. The reversal shall not result in a carrying amount of the financial asset (net of any allowance account) that exceeds what the carrying amount would have been had the impairment not been recognized. The amount of the reversal shall be recognized in profit or loss immediately.

Other Current Assets
Other current assets are measured initially at transaction cost.

Prepayments. These represent prepayments for rentals and advance taxes paid. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to expense as these are consumed in operations or expire with the passage of time.

Prepayments that are expected to be realized for no more than 12 months after the financial reporting date are classified as current assets. Otherwise, these are classified as noncurrent assets.

Input Value-added Tax
Revenue, expenses and assets are recognized, net of the amount of VAT, except:

- where VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable; or

- receivables and payables that are stated with the amount of VAT included.

Impairment of Nonfinancial Assets
At each reporting date, nonfinancial assets are reviewed to determine whether there is any indication that nonfinancial assets have suffered impairment losses. If there is an indication of possible impairment, the recoverable amount, which is the higher of fair value less costs to sell and value-in-use, of any affected asset (or group of related assets) is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognized immediately in the statement of income.

If an impairment loss subsequently reverses, the carrying amount of the nonfinancial assets is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognized for the nonfinancial assets in prior years. A reversal of impairment loss is recognized immediately in the statement of income.

Equity

Capital Stock. Capital stock is measured at par value of all shares issued and outstanding.

Deficit. Deficit represent the cumulative balance of net loss.

Expense Recognition
Expenses are recognized in profit or loss upon consumption of goods or utilization of services at the date these are incurred.

Operating Leases

The determination of whether an arrangement contains a lease is based on the substance of the arrangement at the inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement convey a right to use the asset.

Leases where the lessor retains substantially all the risks and benefits of ownership are classified as operating leases. Operating lease payments are recognized as expense in profit or loss as incurred.

For income tax reporting purposes, expenses under operating lease agreements are treated as deductible expenses in accordance with the terms of the lease agreements.

Foreign Currency Denominated Transactions

The Company determines its own functional currency and items included in the financial statements are measured using that functional currency. Transactions in foreign currencies are recorded using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the end of each reporting date. All differences are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was measured.

For income tax reporting purposes, foreign exchange gains or losses are treated as taxable income or deductible expenses in the year such are realized.

Income Tax

The Company uses the deferred income taxes method to account for income taxes. Under this method, the Company recognizes the current and future tax consequences of transactions and other events that have been recognized in the financial statements. These recognized tax amounts comprise the current tax and deferred tax.

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rate and the tax laws used to compute the amount are those that have been enacted or substantively enacted at the reporting date.

Deferred Tax. Deferred tax is provided on all temporary differences at the financial reporting date between the tax bases of assets and liabilities and its carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and carryforward benefit of unused net operating loss carryover (NOLCO) and minimum corporate income tax (MCIT), to the extent that it is probable that sufficient future taxable profits will be available against which all deductible temporary differences and the carryforward benefits of unused NOLCO and MCIT can be utilized.

The carrying amount of deferred tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax assets to be recovered.

Related Party Relationships and Transactions

Related party transactions consist of transfers of resources, services or obligations between the Company and its related parties, regardless of whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes: (a) individuals who, owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Company (b) associates and (c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual. The key management personnel of the Company are considered to be related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on legal form.

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of the amount expected to be required to settle the obligation using a pre-tax rate that reflects the market assessments of the value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense.

Provisions are reviewed at each financial reporting date and adjusted to reflect the current best estimate.

Contingencies

Contingent liabilities are not recognized in the financial statements but are disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed in the notes to financial statements when an inflow of economic benefits is probable.

Events after the Reporting Date

Events after the reporting date that provides additional information about the Company's financial position at the reporting date (adjusting events) are reflected in the financial statements. Events after the reporting date that are non-adjusting events are disclosed in notes to financial statements when material.

3. **Cash in Banks**

Cash in banks amounted to ₱0.6 million and ₱1.3 million as at March 31, 2024 and 2023, respectively.

4. **Other Current Assets**

This account consists of:

	2024	2023
Prepayments	**₱305,204**	₱278,437
Creditable withholding tax	**51,117**	51,850
	₱356,321	₱330,287

Prepayments pertain to advance payment for rental and advance taxes paid.

5. **Accrued Expenses**

This account consists of:

	2024	2023
Professional fees	**₱1,572,865**	₱1,395,200
Others	**15,000**	65,382
	₱1,587,865	₱1,460,582

Accrued expenses are normally settled within the next financial year.

Others pertain to rental and administrative payable normally settled within the subsequent month.

6. **Related Party Transactions and Balances**

Compensation of Key Management Personnel
The Intermediate Holding Company shouldered the compensation of key management personnel at no cost to the Company.

7. **Lease Commitment**

The Company entered into a lease agreement for an office space, renewable annually by mutual agreement of the parties.

Rent expense amounted to ₱60,000 and ₱59,400 in 2024 and 2023, respectively.

8. **Income Taxes**

The Company has no current income tax in 2024 since the Company is at taxable loss and gross loss position. In 2024, current income tax pertains to regular corporate income tax.

A reconciliation of income tax benefit computed at statutory rate and provision for income tax as shown in the statements of income follows:

	2024	2023
Income tax benefit at statutory tax rate	**(₱155,921)**	(₱121,815)
Expired NOLCO	**–**	259,748
Movement in unrecognized net deferred tax assets	**148,272**	(129,551)
	(₱7,649)	₱8,382

Under Corporate Recovery and Tax Incentives for Enterprises ("CREATE") Act, MCIT was changed from 2% to 1% of gross income for a period of three years effective from July 1, 2020 to June 30, 2023.

The income tax rates applied to the unregistered activities of the Company in 2024 and 2023 are as follows:

	2024	2023
RCIT	**20%**	20%
MCIT	**1.75%**	1%

Deferred tax assets were not recognized because the management believes that it is not probable that sufficient taxable profit will be available against which these can be utilized.

The component of the Company's unrecognized deferred tax assets represents the tax effect on the following:

	2024	2023
NOLCO	**₱1,356,224**	₱1,210,130
MCIT	**6,652**	5,919
Unrealized foreign exchange loss	**1,445**	–
	₱1,364,321	₱1,216,049

Deferred tax liability amounting to ₱8,382 as at March 31, 2023 pertains to unrealized foreign exchange gain

The details of NOLCO which can be claimed as deduction against future taxable income are as follows:

Year	Balance at Beginning of Year	Incurred	Expired/Applied	Balance at End of Year	Available Until
2024		₱730,469	₱–	₱730,469	2027
2023	₱700,051	–	–	700,051	2026
2022	3,852,501	–	–	3,852,501	2027
2021	1,498,099	–	–	1,498,099	2026
	₱6,050,651	₱730,469	–	₱6,781,120	

The details of MCIT which can be claimed as tax credit against future taxable income are as follows:

Year	Amount	Incurred	Expired/Applied	Balance	Available Until
2024	₱–	₱733	₱–	₱733	2027
2022	5,919	–	–	5,919	2025
	₱5,919	₱733	₱–	₱6,652	

9. **Supplementary Information Required by Bureau of Internal Revenue (BIR) under Revenue Regulations No. 15-2010**

The information for the year 2024 as required by the above regulations is presented below.

Output VAT

There were no revenues earned and output VAT declared by the Company for the year ended March 31, 2024.

Input VAT

The movements in the input VAT paid for by the Company for the year ended March 31, 2024 are shown below:

Balance at beginning and end of year	₱2,653,697

Withholding Taxes

Withholding taxes paid or accrued amounted to ₱3,000 as at and for the year ended March 31, 2024.

All Other Local and National Taxes

The Company paid local and national taxes, which pertain to business permits amounting to ₱29,947.

Tax Assessment and Case

The Company has no pending tax assessments and tax cases as at March 31, 2024.

DATALYTYX MSS LIMITED

REGISTERED NUMBER: 06729562

UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024

DATALYTYX MSS LIMITED

COMPANY INFORMATION

Directors	Mr. Anurag Bhatia Mr. Eric Winston Mr. Subramanian Narayan
Company number	06729562
Registered Office	1 Ropemaker Street London EC2Y 9HT
Auditors	Barnes Roffe LLP Chartered Accountants & Statutory Auditors 3 Brook Business Centre Cowley Mill Road Uxbridge Middlesex UB8 2FX
Company Secretary	Congress Company Secretarial Services Limited Secretary 7 St John's Road Harrow Middlesex HA1 2EY

DATALYTYX MSS LIMITED

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Unaudited statement of comprehensive income	1
Unaudited statement of financial position	2
Unaudited statement of changes in equity	3
Notes to the unaudited financial statements	4-8

Company number 06729562

Unaudited statement of comprehensive income for the financial year ended 31 March 2024

	Note	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Turnover	2	**-**	**108,051**
Cost of sales		-	(83,334)
Gross profit		**-**	**24,717**
Administrative expenses		(15,442)	(19,429)
Operating (loss)/profit	3	**(15,442)**	**5,288**
Tax on (loss)/profit from ordinary activities	5	-	-
(Loss)/profit for the financial year attributable to the owners of the company		**(15,442)**	**5,288**
Other comprehensive income		-	-
Total comprehensive (loss)/income for the year attributable to the owners of the company		**(15,442)**	**5,288**

All amounts relate to continuing operations.

The notes on pages 4 to 8 form part of these financial statements.

Company number 06729562

Unaudited statement of financial position as at 31 March 2024

	Note		2024		2023
			£		£
Current assets					
Debtors	6	300,010		316,843	
Cash at bank and in hand		101,763		181,610	
		401,773		**498,453**	
Creditors : amounts falling due within one year	7	(212,047)		(293,285)	
Net current assets			**189,726**		**205,168**
Net assets			**189,726**		**205,168**
Capital and reserves					
Called up share capital	8		8,420		8,420
Capital redemption reserve	8		1,580		1,580
Profit and loss account	8		179,726		195,168
Shareholders' equity			**189,726**		**205,168**

The notes on pages 4 to 8 form part of these financial statements.

Company number 06729562

Unaudited statement of changes in equity as at 31 March 2024

	Called-up share capital	Capital redemption reserve	Profit and loss account	Total
At 1 April 2022	**8,420**	**1,580**	**189,880**	**199,880**
Profit for the financial year	-	-	5,288	**5,288**
Total comprehensive profit	-	-	5,288	**5,288**
At 31 March 2023	**8,420**	**1,580**	**195,168**	**205,168**
At 1 April 2023	**8,420**	**1,580**	**195,168**	**205,168**
Loss for the financial year	-	-	(15,442)	**(15,442)**
Total comprehensive loss	-	-	(15,442)	**(15,442)**
At 31 March 2024	**8,420**	**1,580**	**179,726**	**189,726**

The notes on pages 4 to 8 form part of these financial statements.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

GENERAL INFORMATION

Datalytyx MSS Limited is a Private company limited by shares incorporated in England and Wales.

The address of its registered office and principal place of business is:

1 Ropemaker Street
London
EC2Y 9HT

The principal activities of the Company predominantly relate to Data Engineering, Data Ops and Master Data Management services. The functional currency of the Company is Pound Sterling ('£') as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable legislations as set out in the Companies Act 2006.

In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements;
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly-owned group members on the basis that the Company is itself a wholly-owned member of the group.
- The requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

These financial statements have been prepared on a going concern basis. Based on the group's forecast the directors of the Company have a reasonable expectation that the Group has adequate resources in operational existence for the foreseeable future to support the company and, as a result, there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements.

a. Revenue recognition

Turnover represents the total value, excluding value added tax, of goods and services supplied to Customers as a principal during the year, including expenses billed to customers.

Where the contract element is for the provision of service or repetitive processes, revenue is recognised when the product or service is provided. Where the contract element is a major development or implementation project that is transferred to the customer on completion, revenue recognition is based on a delivery approach to measure the stage of completion. Depending on the specific contractual terms, the measurement of delivery takes the form of performance milestones, costs completed to date or other appropriate measure. Revenues are recognised when all of the following conditions are satisfied:

i. The amount of revenue can be measured reliably;
ii. It is probable that the Company will receive the consideration due under the contract;
iii. The stage of completion of the contract at the end of the reporting period can be measured reliably; and
iv. The costs incurred and the costs to complete the contract can be measured reliably.

Interest income is recognized as it accrues in the Statement of comprehensive income using effective interest rate method

b. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realize the asset and settle the liability simultaneously.

c. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets .and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the Statement of comprehensive income.

d. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**

Cash and cash equivalents comprise bank balances.

- **Trade and other debtors**

Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment.

Financial liabilities – classified as basic financial instruments

- **Trade and other creditors**

Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

e. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Critical judgements made in applying accounting policies**
  Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates.

SUPPORTING INFORMATION FOR ITEMS IN THE FINANCIAL STATEMENTS

2. TURNOVER

The turnover is mostly attributable by next-gen data Engineering, Data Ops and Master Data Management solutions on Snowflake and Talend environments.

A geographical analysis of turnover is as follows:

Geographical analysis of turnover	Year ended 31 March 2024 £	Year ended 31 March 2023 £
United Kingdom	-	108,051
	-	**108,051**

Analysis of turnover by customer	Year ended 31 March 2024 £	Year ended 31 March 2023 £
External revenue	-	107,000
Revenue from fellow group undertakings	-	1,051
	-	**108,051**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

3. OPERATING (LOSS)/PROFIT

The Operating (loss)/profit is stated after charging	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Auditors' remuneration	7,742	7,500
Foreign exchange (gain)/loss	(6)	336

4. STAFF COSTS

The average monthly number of employees, including the directors, during the year were 3 (year ended 31 March 2023 – 3). The company does not have a payroll and therefore there are no staff costs (year ended 31 March 2023: £Nil)

Remuneration of key management personnel

Key management personnel comprise of all the directors and their aggregate remuneration for the period have been paid by the holding company and its affiliates.

5. TAXATION

(a) Tax expense included in the Statement of comprehensive income	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Current tax on profit on ordinary activities		
UK corporation tax 19% (year ended 31 March 2023 - 19%)	-	-
Total current tax	**-**	**-**
Deferred tax		
Origination and reversal of timing differences	-	-
Total deferred tax	**-**	**-**
Total tax credit	**-**	**-**

b) Reconciliation of tax credit included in the statement of comprehensive income

Tax on profit / (loss) on ordinary activities for year is lower than (2023 : lower than) the standard rate of corporation tax in the UK of 19% (period ended 31 March 2023: 19%) .The differences are reconciled as follows.

	Year ended 31 March 2024 £	Year ended 31 March 2023 £
(Loss)/profit on ordinary activities before taxation	(15,442)	5,288
Income tax calculated at 19% (2023-19%)	(2,934)	1,005
Expenses not deductible for tax purposes		
Other timing differences	2,934	(1,005)
Tax expense for the year	**-**	**-**
Deferred tax credit for the year	-	-
Total tax credit for the year	**-**	**-**

c) Factors that may affect the future tax charges

In the March 2021 budget it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023 for profits over £250,000. There are no other significant factors that may affect future tax charges.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

6. DEBTORS

	2024 £	2023 £
Amounts owed by group undertakings	300,000	300,000
Prepayments	56	56
Other debtors	(46)	16,787
	300,010	**316,843**

7. CREDITORS

	2024 £	2023 £
Amounts falling due within one year		
Amounts owed to group undertakings	198,607	278,955
Accruals and deferred income	13,440	14,330
	212,047	**293,285**

8. SHARE CAPITAL AND RESERVES

Authorized, allotted, called up and fully paid and reserves	2024 £	2023 £
8,420 Ordinary shares of £1 each	8,420	8,420

The Company has 8,000 Ordinary A shares and 420 Ordinary B Shares which aggregates to 8,420 Ordinary shares which rank equally for voting, dividend and capital. The share are non-redeemable and carry no right to fixed income.

Profit and loss account

This reserve represents the cumulative profits and losses.

Capital redemption reserve

This is created to the extent of nominal value of the share capital extinguished on buyback of Company's own shares. During 2015 the Company purchased its own shares (1,580 Ordinary Shares B of £ 1).

9. RELATED PARTY TRANSACTIOS

An entity or individual is considered a related party of the Company for the purposes of the financial statements if:

- It possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Company or vice versa; or
- It is subject to common control or common significant influence.

The Company is a step-down subsidiary of Mphasis Consulting Limited and has taken the advantage of exemption permitted by section 33 Related party disclosures, not to provide disclosures of transactions entered into with other wholly – owned members of the group.

10. FINANCIAL INSTRUMENTS

Financial assets measured at amortised cost	2024 £	2023 £
Trade and other debtors	(46)	16,787
Amounts owed from holding and related companies	300,000	300,000
Cash and cash equivalents	101,763	181,610
	401,717	**498,397**

Financial Liabilities measured at amortised cost	2024 £	2023 £
Amounts due to holding and related companies	198,607	278,955
	198,607	**278,955**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

11. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Datalytyx Limited, which is a wholly owned subsidiary of Mphasis Consulting Limited. The Company is controlled by Mphasis Limited, a Company incorporated in India.

The parent undertaking of the largest and smallest group for which the consolidated accounts are prepared for the year ended 31 March 2024 is Mphasis Limited, a Company incorporated in India. The Mphasis Group accounts are available on www.mphasis.com.

The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

There is no ultimate controlling party being individuals.

12. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

DATALYTYX LIMITED

REGISTERED NUMBER: 09147644

UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024

DATALYTYX LIMITED

COMPANY INFORMATION

Directors	Mr. Anurag Bhatia Mr. Eric Winston Mr. Subramanian Narayan
Company number	09147644
Registered Office	1 Ropemaker Street London EC2Y 9HT
Auditors	Barnes Roffe LLP Chartered Accountants & Statutory Auditors 3 Brook Business Centre Cowley Mill Road Uxbridge Middlesex UB8 2FX
Company Secretary	Congress Company Secretarial Services Limited Secretary 7 St John's Road Harrow Middlesex HA1 2EY

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DATALYTYX LIMITED

Company number 09147644

Unaudited statement of comprehensive income for the financial year ended 31 March 2024

	Note	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Turnover	2	**4,954,717**	**7,855,650**
Cost of sales		(4,103,866)	(6,437,439)
Gross profit		**850,851**	**1,418,211**
Administrative expenses		(758,929)	(2,166,792)
Operating profit/(loss)	3	**91,922**	**(748,581)**
Interest receivable and similar income	5	65,270	93,550
Loss on ordinary activities before taxation		**(80,472)**	**(655,031)**
Tax (charge)/credit on loss from ordinary activities	7	(26,680)	6,160
Loss for the financial year attributable to the owners of the company		**(107,152)**	**(648,871)**
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to the owners of the company		**(107,152)**	**(648,871)**

All amounts relate to continuing operations.

The notes on pages 4 to 10 form part of these financial statements.

Company number 09147644

Unaudited statement of financial position as at 31 March 2024

	Note		2024		2023
			£		£
Fixed assets					
Tangible fixed assets	6		714		10,830
Investments	8		144,315		381,979
			145,029		**392,809**
Current assets					
Debtors	9	1,364,731		3,726,920	
Cash at bank and in hand		587,212		863,003	
		1,951,943		**4,589,923**	
Creditors : amounts falling due within one year	10	(3,389,942)		(6,168,550)	
Net current liabilities			**(1,437,999)**		**(1,578,627)**
Total assets less current liabilities			**(1,292,970)**		**(1,185,818)**
Net liabilities			**(1,292,970)**		**(1,185,818)**
Capital and reserves					
Called up share capital	11		145,312		145,312
Share premium	11		1,000,554		1,000,554
Profit and loss account	11		(2,438,836)		(2,331,684)
Shareholders' equity			**(1,292,970)**		**(1,185,818)**

The notes on pages 4 to 10 form part of these financial statements.

Company number 09147644

Unaudited statement of changes in equity as at 31 March 2024

	Called-up share capital	Share premium	Profit and loss account	Total
At 1 April 2022	**145,312**	**1,000,554**	**(1,682,813)**	**(536,947)**
Loss for the financial year	-	-	(648,871)	**(648,871)**
Total comprehensive loss	**-**	**-**	(648,871)	**(648,871)**
At 31 March 2023	**145,312**	**1,000,554**	**(2,331,684)**	**(1,185,818)**
At 1 April 2023	**145,312**	**1,000,554**	**(2,331,684)**	**(1,185,818)**
Loss for the financial year	-	-	(107,152)	**(107,152)**
Total comprehensive loss	-	-	(107,152)	**(107,152)**
At 31 March 2024	**145,312**	**1,000,554**	**(2,438,836)**	**(1,292,970)**

The notes on pages 4 to 10 form part of these financial statements.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

GENERAL INFORMATION

Datalytyx limited is a Private company limited by shares incorporated in England and Wales.

The address of its registered office and principal place of business is:

1 Ropemaker Street
London
EC2Y 9HT

The principal activities of the Company predominantly relate to Data Engineering, Data Ops and Master Data Management services. The functional currency of the Company is Pound Sterling ('£') as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and the applicable legislations as set out in the Companies Act 2006.

In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements;
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly-owned group members on the basis that the Company is itself a wholly-owned member of the group.
- The requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

The company, and its subsidiaries in the UK, qualify as a small group as set out in section 383 of the companies Act 2006 and are considered eligible for exemption to prepare consolidated accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group. The consolidated financial statements of Mphasis Limited within which this Company is included, can be obtained as detailed in note 16.

These financial statements have been prepared on a going concern basis. Based on the group's forecast the directors of the Company have a reasonable expectation that the Group has adequate resources in operational existence for the foreseeable future to support the company and, as a result, there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements.

a. Revenue recognition

Turnover represents the total value, excluding value added tax, of goods and services supplied to Customers as a principal during the year, including expenses billed to customers.

Where the contract element is for the provision of service or repetitive processes, revenue is recognised when the product or service is provided. Where the contract element is a major development or implementation project that is transferred to the customer on completion, revenue recognition is based on a delivery approach to measure the stage of completion. Depending on the specific contractual terms, the measurement of delivery takes the form of performance milestones, costs completed to date or other appropriate measure. Revenues are recognised when all of the following conditions are satisfied:

i. The amount of revenue can be measured reliably;
ii. It is probable that the Company will receive the consideration due under the contract;
iii. The stage of completion of the contract at the end of the reporting period can be measured reliably; and
iv. The costs incurred and the costs to complete the contract can be measured reliably.

Interest income is recognized as it accrues in the Statement of comprehensive income using effective interest rate method.

b. Investments

Fixed asset investments (including investment in subsidiaries) are carried at cost. Provision for diminution in value of investment is made if the impairment is not temporary in nature.

Investment in subsidiary company

Investment in the subsidiary companies are held at cost less accumulated impairment losses.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

c. Tangible and intangible fixed assets and depreciation and amortization

Tangible and intangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives.

Asset	Useful life
Furniture, Fixtures and Office equipment	5 years
Computer equipment	3 years
Server and Network equipment	6 years
Software	3 years
Vehicles	2 years

d. Post-retirement benefits

Defined Contribution scheme

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the Statement of comprehensive income represents the contributions payable to the scheme in respect of the accounting period.

Defined Benefit scheme

The cost of the compensated absences and the present value of the defined benefit obligation are determined based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, future attrition rates. Due to the complexities involved in the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date

e. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

f. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the Statement of comprehensive income.

g. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand and bank balances.

- **Trade and other debtors**

Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment.

Financial liabilities - classified as basic financial instruments

- **Trade and other creditors, loans and borrowings**

Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

h. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Critical judgements made in applying accounting policies**

  Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates are discussed below:

  Impairment of Investments

  Impairment exists when the carrying value of Investments exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Investments are tested for impairment on an annual basis and more often, if there is an indication that Investments may be impaired and the resulting Impairment losses, if any are recognized in the statement of comprehensive income.

  Depreciation / Useful life

  The Company reviews the useful life of fixed assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

SUPPORTING INFORMATION FOR ITEMS IN THE FINANCIAL STATEMENTS

2. TURNOVER

The turnover is mostly attributable to Application Services.
A geographical analysis of turnover is as follows:

Geographical analysis of turnover	Year ended 31 March 2024 £	Year ended 31 March 2023 £
United Kingdom	4,856,881	7,831,328
Rest of the world	97,836	24,322
	4,954,717	**7,855,650**

Analysis of turnover by customer	Year ended 31 March 2024 £	Year ended 31 March 2023 £
External revenue	4,569,146	7,230,855
Revenue from fellow group undertakings	385,571	624,795
	4,954,717	**7,855,650**

3. OPERATING PROFIT/(LOSS)

The Operating profit/(loss) is stated after charging	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Depreciation of tangible fixed assets	10,116	12,548
Office space rentals	18,033	63,992
Auditors' remuneration	12,296	12,000
Foreign exchange loss/(gain)	13,296	(9,158)

4. STAFF COSTS

Staff costs including directors' remuneration, were as follows:	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Wages and salaries	1,220,965	1,996,520
Social security costs	243,103	312,158
Pension contributions	57,915	83,264
	1,521,983	**2,391,942**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

4. STAFF COSTS (Continued)

The average monthly number of employees, including the directors, during the year were as follows:

Category	Year ended 31 March 2024 No.	Year ended 31 March 2023 No.
Direct production	12	16
Sales	5	6
Administration	-	1
	17	**23**

Remuneration of key management personnel

Key management personnel comprise of all the directors and their aggregate remuneration for the period have been paid by the holding company and its affiliates.

5. INTEREST

Interest receivable and similar income	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Interest on loans given to fellow undertaking	65,270	93,550

6. TANGIBLE FIXED ASSETS

	Furniture, fixtures and office equipment £	Computer equipment £	Total Tangible Assets £
Cost			
At 1 April 2023	129	33,434	33,563
Disposals	-	-	-
At 31 March 2024	**129**	**33,434**	**33,563**
Depreciation			
At 1 April 2023	129	22,604	22,733
Charge for the year	-	10,116	10,116
Disposals	-	-	-
At 31 March 2024	**129**	**32,720**	**32,849**
Net book value			
At 31 March 2024	**(0)**	**714**	**714**
At 31 March 2023	**(0)**	**10,830**	**10,830**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

7. TAXATION

(a) Tax expense included in the Statement of comprehensive income	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Current tax on profit on ordinary activities		
UK corporation tax 19% (year ended 31 March 2023 - 19%)	-	-
Total current tax	**-**	**-**
Deferred tax		
Origination and reversal of timing differences	26,680	(6,160)
Total deferred tax charge/(credit)	**26,680**	**(6,160)**
Total tax charge/(credit)	**26,680**	**(6,160)**

b) Reconciliation of tax credit included in the statement of comprehensive income

Tax on profit / (loss) on ordinary activities for year is equivalent to the standard rate of corporation tax in the UK of 19% (2022: 19%) .The differences are reconciled as follows.

	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Loss on ordinary activities before taxation	(80,472)	(655,031)
Income tax calculated at 19% (2023-19%)	(15,289)	(124,456)
Expenses not deductible for tax purposes	61	126,173
Other timing differences	15,228	(1,717)
Tax expense for the year	**-**	**-**
Deferred tax charge/(credit) for the year	26,680	(6,160)
Total tax charge/(credit) for the year	**26,680**	**(6,160)**

c) **Factors that may affect the future tax charges.**

In the March 2021 budget it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023 for profits over £250,000. There are no other significant factors that may affect future tax charges.

The tax effects of significant temporary differences that resulted in deferred tax assets are as follows:

Deferred Tax Asset (net)	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Provision for employee benefits	2,080	72,260
Net operating losses	152,500	109,000
Total	**154,580**	**181,260**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

8. INVESTMENTS

	2024 £	2023 £
At 1 April 2023	1,320,000	1,320,000
- Less - Investments in Apposite Ltd	(20,000)	(20,000)
- Impairment of investment	(1,155,685)	(918,021)
At 31 March 2024	**144,315**	**381,979**

Datalytyx MSS Limited made a loss after tax of £15,442 in the year ending 31 March 2024 and had net assets of £189,726 at 31 March 2024 and Dynamyx Limited made a loss after tax of £57,900 in the year ending 31 March 2024 and had net liabilities of £45,411 at 31 March 2024.

Direct subsidiaries	Country of registration	Direct holding	Activity
Datalytyx MSS Limited 1 Ropemaker Street, London, United Kingdom, EC2Y 9HT	UK	100%	Software Services
Dynamyx Limited 1 Ropemaker Street, London, United Kingdom, EC2Y 9HT	UK	100%	Software Services

9. DEBTORS

	2024 £	2023 £
Trade debtors	343,022	830,037
Amounts owed by group undertakings	570,890	2,359,653
Other debtors	3,729	10,042
Prepayments	13,771	11,327
Amount receivable on contracts	275,756	334,601
Advance tax net of provisions	2,983	-
Deferred tax asset	154,580	181,260
	1,364,731	**3,726,920**

10. CREDITORS

	2024 £	2023 £
Amounts falling due within one year		
Trade creditors	288,606	206,749
Amounts owed to group undertakings	2,542,761	4,370,396
Social security and other taxes	117,200	170,060
Accruals and deferred income	441,375	1,421,345
Taxation payable	-	-
	3,389,942	**6,168,550**

11. SHARE CAPITAL AND RESERVES

Authorized, allotted, called up and fully paid and reserves	2024 £	2023 £
117,811,972 Ordinary A shares of £ 0.001 each & 27,500,000 Ordinary B shares of £ 0.001 each	145,312	145,312

Share premium

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Profit and loss account

This reserve represents the cumulative profits and losses.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

12. RELATED PARTY TRANSACTIONS

An entity or individual is considered a related party of the Company for the purposes of the financial statements if:

- It possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Company or vice versa; or
- It is subject to common control or common significant influence.

The Company is a wholly owned subsidiary of Mphasis Consulting Limited and has taken the advantage of exemption permitted by section 33 Related party disclosures, not to provide disclosures of transactions entered into with other wholly – owned members of the group.

13. LEASE COMMITMENTS

Operating leases

The total of future minimum lease payments under non-cancellable operating leases for each of the following periods is as follows:

	2024	2023
Buildings	**£**	**£**
Operating lease payments due		
Within 1 year	5,734	9,776
Total	**5,734**	**9,776**

14. EMPLOYEE BENEFITS

	2024	2023
Compensated absences	**£**	**£**
Charge to statement of comprehensive income	(13,047)	11,913
Liability in GBP	14,787	28,049
Assumptions		
Discount rate	4.08%	3.22%
Salary escalation rate	1.00%	1.00%
Withdrawal Rate	5.00%	5.00%
Retirement Age	60	60

15. FINANCIAL INSTRUMENTS

	2024	2023
Financial assets measured at amortised cost	**£**	**£**
Trade and other debtors	346,751	840,079
Amounts owed from holding and related companies	570,890	2,359,653
Cash and cash equivalents	587,212	863,003
	1,504,853	**4,062,735**

	2024	2023
Financial Liabilities measured at amortised cost	**£**	**£**
Trade creditors	288,606	206,749
Amounts due to holding and related companies	2,542,761	4,370,396
	2,831,367	**4,577,145**

16. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Mphasis Consulting Limited. The Company is controlled by Mphasis Limited, a Company incorporated in India.

The parent undertaking of the largest and smallest group for which the consolidated accounts are prepared for the year ended 31 March 2024 is Mphasis Limited, a Company incorporated in India. The Mphasis Group accounts are available on www.mphasis.com.

The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

There is no ultimate controlling party being individuals.

17. SUBSEQUENT EVENT

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

DYNAMYX LIMITED

REGISTERED NUMBER: 03713250

UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024

DYNAMYX LIMITED

COMPANY INFORMATION

Directors	Mr. Anurag Bhatia Mr. Eric Winston Mr. Subramanian Narayan
Company number	03713250
Registered Office	1 Ropemaker Street London EC2Y 9HT
Auditors	Barnes Roffe LLP Chartered Accountants & Statutory Auditors 3 Brook Business Centre Cowley Mill Road Uxbridge Middlesex UB8 2FX
Company Secretary	Congress Company Secretarial Services Limited Secretary 7 St John's Road Harrow Middlesex HA1 2EY

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Unaudited statement of comprehensive income	1
Unaudited statement of financial position	2
Unaudited statement of changes in equity	3
Notes to the unaudited financial statements	4-9

DYNAMYX LIMITED

Company number 03713250

Unaudited statement of comprehensive income for the financial year ended 31 March 2024

	Note	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Turnover	2	**14,990**	**128,916**
Cost of sales		(68,777)	(188,683)
Gross loss		**(53,787)**	**(59,767)**
Administrative expenses		(17,837)	(69,868)
Operating loss	3	**(71,624)**	**(129,635)**
Interest receivable and similar income	5	154	4
Loss on ordinary activities before taxation		**(71,470)**	**(129,631)**
Tax on loss from ordinary activities	7	13,570	24,650
Loss for the financial year attributable to the owners of the company		**(57,900)**	**(104,981)**
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to the owners of the company		**(57,900)**	**(104,981)**

All amounts relate to continuing operations.

The notes on pages 4 to 9 form part of these financial statements.

Company number 03713250

Unaudited statement of financial position as at 31 March 2024

	Note		2024		2023
			£		£
Fixed assets					
Tangible fixed assets	6		300		436
			300		**436**
Current assets					
Debtors	8	182,589		213,114	
Cash at bank and in hand		144,224		118,535	
		326,813		**331,649**	
Creditors : amounts falling due within one year	9	(372,524)		(319,596)	
Net current (liabilities)/assets			**(45,711)**		**12,053**
Total assets less current liabilities			**(45,411)**		**12,489**
Net (liabilities)/assets			**(45,411)**		**12,489**
Capital and reserves					
Called up share capital	10		108,420		108,420
Profit and loss account	10		(153,831)		(95,931)
Shareholders' equity			**(45,411)**		**12,489**

The notes on pages 4 to 9 form part of these financial statements

Company number 03713250

Unaudited statement of changes in equity as at 31 March 2024

	Called-up share capital	Profit and loss account	Total
At 1 April 2022	**108,420**	**9,050**	**117,470**
Loss for the financial period	-	(104,981)	**(104,981)**
Total comprehensive loss	**-**	(104,981)	**(104,981)**
At 31 March 2023	**108,420**	**(95,931)**	**12,489**
At 1 April 2023	**108,420**	**(95,931)**	**12,489**
Loss for the financial period	**-**	(57,900)	**(57,900)**
Total comprehensive loss	-	(57,900)	**(57,900)**
At 31 March 2024	**108,420**	**(153,831)**	**(45,411)**

The notes on pages 4 to 9 form part of these financial statements.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

GENERAL INFORMATION

Dynamyx limited is a Private company limited by shares incorporated in England and Wales.

The address of its registered office and principal place of business is:

1 Ropemaker Street
London
EC2Y 9HT

The principal activities of the Company predominantly relate to Data Engineering, Data Ops and Master Data Management services. The functional currency of the Company is Pound Sterling ('£') as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable legislations as set out in the Companies Act 2006.

In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements;
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly-owned group members on the basis that the Company is itself a wholly-owned member of the group.
- The requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

These financial statements have been prepared on a going concern basis. Based on the group's forecast the directors of the Company have a reasonable expectation that the Group has adequate resources in operational existence for the foreseeable future to support the company and, as a result, there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements.

a. Revenue recognition

Turnover represents the total value, excluding value added tax, of goods and services supplied to Customers as a principal during the year, including expenses billed to customers.

Where the contract element is for the provision of service or repetitive processes, revenue is recognised when the product or service is provided. Where the contract element is a major development or implementation project that is transferred to the customer on completion, revenue recognition is based on a delivery approach to measure the stage of completion. Depending on the specific contractual terms, the measurement of delivery takes the form of performance milestones, costs completed to date or other appropriate measure. Revenues are recognised when all of the following conditions are satisfied:

i. The amount of revenue can be measured reliably;
ii. It is probable that the Company will receive the consideration due under the contract;
iii. The stage of completion of the contract at the end of the reporting period can be measured reliably; and
iv. The costs incurred and the costs to complete the contract can be measured reliably.

Interest income is recognized as it accrues in the Statement of comprehensive income using effective interest rate method.

b. Tangible and intangible fixed assets and depreciation and amortization

Tangible and intangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives.

Asset	Useful life
Furniture, Fixtures and Office equipment	5 years

c. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realize the asset and settle the liability simultaneously.

d. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the Statement of comprehensive income.

e. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**

Cash and cash equivalents comprise bank balances.

- **Trade and other debtors**

Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment.

Financial liabilities - classified as basic financial instruments

- **Trade and other creditors, loans and borrowings**

Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

f. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Critical judgements made in applying accounting policies**

Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognized in the financial statements apart from those involving estimates.

- **Depreciation / Useful life**

  The Company reviews the useful life of fixed assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

SUPPORTING INFORMATION FOR ITEMS IN THE FINANCIAL STATEMENTS

2. TURNOVER

The turnover is mostly attributable by next-gen data Engineering, Data Ops and Master Data Management solutions on Snowflake and Talend environments.

A geographical analysis of turnover is as follows:

Geographical analysis of turnover	Year ended 31 March 2024 £	Year ended 31 March 2023 £
United Kingdom	14,990	128,916
	14,990	**128,916**

Analysis of turnover by customer	Year ended 31 March 2024 £	Year ended 31 March 2023 £
External revenue	14,990	122,171
Revenue from fellow group undertakings	-	6,745
	14,990	**128,916**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

3. OPERATING LOSS

	Year ended 31 March 2024	Year ended 31 March 2023
The Operating loss is stated after charging	£	£
Depreciation of tangible fixed assets	136	574
Office space rentals	2,471	4,794
Auditors' remuneration	7,160	7,160
Foreign exchange gain	(1,214)	(2)

4. STAFF COSTS

The average monthly number of employees, including the directors, during the year were 3 (year ended 31 March 2023 – 3). The company does not have a payroll and therefore there are no staff costs (year ended 31 March 2023: £Nil).

Remuneration of key management personnel
Key management personnel comprise of all the directors and their aggregate remuneration for the period have been paid by the holding company and its affiliates.

5. INTEREST

	Year ended 31 March 2024	Year ended 31 March 2023
Interest receivable and similar income	£	£
Interest on loans given to fellow undertaking	154	4

6. TANGIBLE ASSETS

	Furniture, fixtures and office equipment	Total Tangible Assets
	£	£
Cost		
At 1 April 2023	1,415	1,415
Additions	-	-
Disposals	-	-
At 31 March 2024	**1,415**	**1,415**
Depreciation		
At 1 April 2023	979	979
Charge for the year	136	136
Disposals	-	-
At 31 March 2024	**1,115**	**1,115**
Net book value		
At 31 March 2024	**300**	**300**
At 31 March 2023	**436**	**436**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

7. TAXATION

(a) Tax expense included in the profit or loss	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Current tax on profit on ordinary activities		
UK corporation tax 19% (31 March 2023 - 19%)	-	-
Adjustments in respect of prior years	-	-
Total current tax	**-**	**-**
Deferred tax		
Origination and reversal of timing differences	(13,570)	(24,650)
Effect on opening deferred taxes of change in tax rate	-	-
Total deferred tax	**(13,570)**	**(24,650)**
Total tax expense included in profit /loss	**(13,570)**	**(24,650)**

b) Reconciliation of tax expense included in profit or loss

Tax on profit / (loss) on ordinary activities for year is equivalent to the standard rate of corporation tax in the UK of 19% (2023: 19%) .The differences are reconciled as follows.

	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Loss on ordinary activities before taxation	(71,470)	(129,632)
Income tax calculated at 19% (2023-19%)	(13,579)	(24,630)
Other timing differences	13,579	24,630
Tax expense for the year	**-**	**-**
Adjustment in respect of prior years	-	-
Deferred tax expense for the year	(13,570)	(24,650)
Total tax expense for the year	**(13,570)**	**(24,650)**

c) Factors that may affect the future tax charges

In the March 2021 budget it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023 for profits over £250,000. There are no other significant factors that may affect future tax charges.

The tax effects of significant temporary differences that resulted in deferred tax assets are as follows:

Deferred Tax Asset (net)	Year ended 31 March 2024 £	Year ended 31 March 2023 £
Fixed assets	(60)	(80)
Net operating losses	99,580	86,030
Total	**99,520**	**85,950**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

8. DEBTORS

	2024 £	2023 £
Trade debtors	-	1,819
Amounts owed by group undertakings	69,163	116,889
Other debtors	8,292	3,003
Prepayments	1,235	1,259
Amount receivable on contracts	-	-
Other assets	4,379	4,194
Deferred tax asset	99,520	85,950
	182,589	**213,114**

9. CREDITORS

	2024 £	2023 £
Amounts falling due within one year		
Trade creditors	1,482	1,482
Amounts owed to group undertakings	351,204	287,304
Social security and other taxes	-	7,601
Accruals and deferred income	19,823	23,194
Other creditors	15	15
	372,524	**319,596**

10. SHARE CAPITAL AND RESERVES

Authorized, allotted, called up and fully paid and reserves	2024 £	2023 £
1,084,200 Ordinary shares of £0.1 each	108,420	108,420

The Company has 1,062,500 Ordinary A shares and 21,700 Ordinary B shares aggregating to 1,084,200 Ordinary shares which rank equally for voting, dividend and capital. The shares are non-redeemable and carry no right to fixed income.

Profit and loss account

This reserve represents the cumulative profits and losses.

11. RELATED PARTY TRANSACTIOS

An entity or individual is considered a related party of the Company for the purposes of the financial statements if:

- It possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Company or vice versa; or
- It is subject to common control or common significant influence.

The Company is a step-down subsidiary of Mphasis Consulting Limited and has taken the advantage of exemption permitted by section 33 Related party disclosures, not to provide disclosures of transactions entered into with other wholly – owned members of the group.

12. FINANCIAL INSTRUMENTS

Financial assets measured at amortised cost	2024 £	2023 £
Trade and other debtors	8,292	4,822
Amounts owed from holding and related companies	69,163	116,889
Cash and cash equivalents	144,224	118,535
	221,679	**240,246**

Financial Liabilities measured at amortised cost	2024 £	2023 £
Trade creditors and Other creditors	1,497	1,497
Amounts due to holding and related companies	351,204	287,304
	352,701	**288,801**

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

13. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Datalytyx Limited, which is a wholly owned subsidiary of Mphasis Consulting Limited. The Company is controlled by Mphasis Limited, a Company incorporated in India.

The parent undertaking of the largest and smallest group for which the consolidated accounts are prepared for the year ended 31 March 2024 is Mphasis Limited, a Company incorporated in India. The Mphasis Group accounts are available on www.mphasis.com.

The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

There is no ultimate controlling party being individuals.

14. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

F-con 1

ANNUAL ACCOUNTS AND/OR OTHER DOCUMENTS TO BE FILED IN ACCORDANCE WITH THE BELGIAN COMPANIES AND ASSOCIATIONS CODE

IDENTIFICATION DETAILS (at the filing date)

NAME: *Mphasis Belgium*

Legal form: *Limited liability company*

Address: *Leonardo Da Vincilaan* Nr.: *9* Box:

Postal code: *1930* Town: *Zaventem*

Country: *Belgium*

Register of legal persons – Commercial court: *Brussels, Dutch-speaking*

Website[1]:

E-mail address[1] :

Company registration number *0897.298.696*

DATE *24 / 02 / 2024* of filing the most recent document mentioning the date of publication of the deed of incorporation and of the deed of amendment of the articles of association.

This filing concerns:

[X] the ANNUAL ACCOUNTS in EURO approved by the general meeting of *30 / 08 / 2024*

[X] the OTHER DOCUMENTS

regarding

the financial year covering the period from *01 / 04 / 2023* to *31 / 03 / 2024*

the preceding period of the annual accounts from *01 / 04 / 2022* to *31 / 03 / 2023*

The amounts for the preceding period **are** / ~~are not~~[2] identical to the ones previously published.

Total number of pages filed: *33* Numbers of the sections of the standard model form not filed because they serve no useful purpose: *6.1, 6.2.1, 6.2.2, 6.2.3, 6.2.4, 6.2.5, 6.3.1, 6.3.4, 6.3.5, 6.3.6, 6.4.1, 6.4.2, 6.5.1, 6.5.2, 6.8, 6.12, 6.14, 6.17, 6.18.2, 6.19, 6.20, 8, 9, 11, 12, 13, 14, 15*

Signature (name and position)

Signature (name and position)

1 Optional mention.

2 Strike out what does not apply.

LIST OF DIRECTORS, BUSINESS MANAGERS AND AUDITORS AND DECLARATION REGARDING A COMPLIMENTARY REVIEW OR CORRECTION ASSIGNMENT

LIST OF THE DIRECTORS, BUSINESS MANAGERS AND AUDITORS

COMPLETE LIST with surname, first names, profession, place of residence (address, number, postal code and municipality) and position within the company

Anurag BHATIA
Lindfield Gaardens, Lindfield Court, Flat 3 18, NW3 6PT Londres, United Kingdom
Manager
11/06/2019 -

Eric Gordon WINSTON
Duryea Road 15, NJ07043 Montclair, United States
Manager
16/01/2018 -

KPMG Bedrijfsrevisoren BV
Nr.: 0419.122.548
Luchthaven Brussel Nationaal 1 box K, 1930 Zaventem, Belgium
Membership nr.: B00001
Auditor
02/09/2021 - 30/08/2024

Represented by:

Tanguy LEGEIN
Luchthaven Brussel Nationaal 1 box K, 1930 Zaventem, Belgium
Membership nr.: A02651

DECLARATION REGARDING A COMPLIMENTARY REVIEW OR CORRECTION ASSIGNMENT

The managing board declares that no audit or correction assignment has been given to a person who was not authorised to do so by law, pursuant to art. 5 of the law of 17th March 2019 concerning the professions of accountant and tax advisor.

The annual accounts **~~was~~ / were not*** audited or corrected by a certified accountant or by a company auditor who is not the statutory auditor.

If affirmative, mention hereafter: surname, first names, profession and address of each certified accountant or company auditor and his membership number with his Institute as well as the nature of his assignment:

A. Bookkeeping of the enterprise **,
B. Preparing the annual accounts **,
C. Auditing the annual accounts and/or
D. Correcting the annual accounts.

If the tasks mentioned under A. or B. are executed by accountants or tax accountants, you can mention hereafter: surname, first names, profession and address of each accountant or tax accountant and his/her affiliation number with the Institute of Tax Advisers and Accountants (ITAA) and the nature of his/her assignment.

Surname, first names, profession and address	Affiliation number	Nature of the assignment (A, B, C and/or D)

* Strike out what is not applicable.

** Optional information.

ANNUAL ACCOUNTS

BALANCE SHEET AFTER APPROPRIATION

	Discl.	Codes	Period	Preceding period
ASSETS				
Formation expenses	6.1	20	.....	.....
FIXED ASSETS		21/28	*29.569,68*	*5.063,85*
Intangible fixed assets	6.2	21	.....	.....
Tangible fixed assets	6.3	22/27	*29.384,68*	*5.063,85*
Land and buildings		22	.....	.....
Plant, machinery and equipment		23	*29.069,24*	*5.063,85*
Furniture and vehicles		24	*315,44*	.....
Leasing and similar rights		25	.....	.....
Other tangible fixed assets		26	.....	.....
Assets under construction and advance payments		27	.....	.....
Financial fixed assets	6.4/6.5.1	28	*185,00*	.....
Affiliated enterprises	6.15	280/1	.....	.....
Participating interests		280	.....	.....
Amounts receivable		281	.....	.....
Enterprises linked by participating interests	6.15	282/3	.....	.....
Participating interests		282	.....	.....
Amounts receivable		283	.....	.....
Other financial assets		284/8	*185,00*	.....
Shares		284	.....	.....
Amounts receivable and cash guarantees		285/8	*185,00*	.....

	Discl.	Codes	Period	Preceding period
CURRENT ASSETS		29/58	*21.324.151,47*	*21.669.328,46*
Amounts receivable after more than one year		29	.....	.....
Trade debtors		290	.....	.....
Other amounts receivable		291	.....	.....
Stocks and contracts in progress		3	.....	.....
Stocks		30/36	.....	.....
Raw materials and consumables		30/31	.....	.....
Work in progress		32	.....	.....
Finished goods		33	.....	.....
Goods purchased for resale		34	.....	.....
Immovable property intended for sale		35	.....	.....
Advance payments		36	.....	.....
Contracts in progress		37	.....	.....
Amounts receivable within one year		40/41	*18.748.760,75*	*20.092.791,75*
Trade debtors		40	*3.893.270,11*	*6.584.115,73*
Other amounts receivable		41	*14.855.490,64*	*13.508.676,02*
Current investments	6.5.1/6.6	50/53	.....	.....
Own shares		50	.....	.....
Other investments		51/53	.....	.....
Cash at bank and in hand		54/58	*2.571.926,43*	*1.541.426,13*
Deferred charges and accrued income	6.6	490/1	*3.464,29*	*35.110,58*
TOTAL ASSETS		20/58	*21.353.721,15*	*21.674.392,31*

	Discl.	Codes	Period	Preceding period
EQUITY AND LIABILITIES				
EQUITY		10/15	*12.158.597,15*	*11.121.144,23*
Contribution	6.7.1	10/11	*6.300,00*	*6.300,00*
Available		110	.....	.....
Not available		111	*6.300,00*	*6.300,00*
Revaluation surpluses		12	.....	.....
Reserves		13	*10.168,00*	*10.168,00*
Reserves not available		130/1	*10.168,00*	*10.168,00*
Reserves statutorily not available		1311	*10.168,00*	*10.168,00*
Aquisition of own shares		1312	.....	.....
Financial support		1313	.....	.....
Other		1319	.....	.....
Untaxed reserves		132	.....	.....
Available reserves		133	.....	.....
Accumulated profits (losses) (+)/(-)		14	*12.142.129,15*	*11.104.676,23*
Investment grants		15	.....	.....
Advance to associates on the sharing out of the assets [4]		19	.....	.....
PROVISIONS AND DEFERRED TAXES		16	.....	.....
Provisions for liabilities and charges		160/5	.....	.....
Pensions and similar obligations		160	.....	.....
Taxation		161	.....	.....
Major repairs and maintenance		162	.....	.....
Environmental obligations		163	.....	.....
Other liabilities and charges	6.8	164/5	.....	.....
Deferred taxes		168	.....	.....

4 Amount to substract from the other part of the equity

	Discl.	Codes	Period	Preceding period
AMOUNTS PAYABLE		17/49	*9.195.124,00*	*10.553.248,08*
Amounts payable after more than one year	6.9	17	.....	.....
Financial debts		170/4	.....	.....
Subordinated loans		170	.....	.....
Unsubordinated debentures		171	.....	.....
Leasing and other similar obligations		172	.....	.....
Credit institutions		173	.....	.....
Other loans		174	.....	.....
Trade debts		175	.....	.....
Suppliers		1750	.....	.....
Bills of exchange payable		1751	.....	.....
Advances received on contracts in progress		176	.....	.....
Other amounts payable		178/9	.....	.....
Amounts payable within one year	6.9	42/48	*9.148.784,99*	*10.446.425,48*
Current portion of amounts payable after more than one year falling due within one year		42	.....	.....
Financial debts		43	.....	.....
Credit institutions		430/8	.....	.....
Other loans		439	.....	.....
Trade debts		44	*3.070.040,43*	*3.230.876,10*
Suppliers		440/4	*3.070.040,43*	*3.230.876,10*
Bills of exchange payable		441	.....	.....
Advances received on contracts in progress		46	.....	.....
Taxes, remuneration and social security	6.9	45	*1.268.467,66*	*991.342,31*
Taxes		450/3	*362.711,81*	*331.956,43*
Remuneration and social security		454/9	*905.755,85*	*659.385,88*
Other amounts payable		47/48	*4.810.276,90*	*6.224.207,07*
Accruals and deferred income	6.9	492/3	*46.339,01*	*106.822,60*
TOTAL LIABILITIES		10/49	*21.353.721,15*	*21.674.392,31*

INCOME STATEMENT

	Discl.	Codes	Period	Preceding period
Operating income		70/76A	*23.273.508,97*	*25.911.816,08*
Turnover	6.10	70	*23.273.508,97*	*25.911.816,08*
Stocks of finished goods and work and contracts in progress: increase (decrease) (+)/(-)		71	.....	.....
Own work capitalised		72	.....	.....
Other operating income	6.10	74	.....	.....
Non-recurring operating income	6.12	76A	.....	.....
Operating charges		60/66A	*22.453.905,01*	*24.993.933,58*
Raw materials, consumables		60	.....	.....
Purchases		600/8	.....	.....
Stocks: decrease (increase) (+)/(-)		609	.....	.....
Services and other goods		61	*17.917.746,42*	*20.872.557,06*
Remuneration, social security costs and pensions (+)/(-)	6.10	62	*4.506.903,27*	*4.108.866,19*
Depreciation of and other amounts written off formation expenses, intangible and tangible fixed assets		630	*3.731,13*	*2.145,39*
Amounts written off stocks, contracts in progress and trade debtors: Appropriations (write-backs) (+)/(-)	6.10	631/4	*200,27*	*-2.631,95*
Provisions for liabilities and charges: Appropriations (uses and write-backs) (+)/(-)	6.10	635/8	.....	.....
Other operating charges	6.10	640/8	*25.323,92*	*12.996,89*
Operating charges carried to assets as restructuring costs (-)		649	.....	.....
Non-recurring operating charges	6.12	66A	.....	.....
Operating profit (loss) (+)/(-)		9901	*819.603,96*	*917.882,50*

	Discl.	Codes	Period	Preceding period
Financial income		75/76B	*1.100.707,09*	*992.761,69*
Recurring financial income		75	*1.100.707,09*	*992.761,69*
Income from financial fixed assets		750	.....	.....
Income from current assets		751	*1.100.707,09*	*492.998,35*
Other financial income	6.11	752/9	.....	*499.763,34*
Non-recurring financial income	6.12	76B	.....	.....
Financial charges		65/66B	*237.411,74*	*551.239,71*
Recurring financial charges	6.11	65	*237.411,74*	*551.239,71*
Debt charges		650	.....	.....
Amounts written off current assets except stocks, contracts in progress and trade debtors: appropriations (write-backs) (+)/(-)		651	.....	.....
Other financial charges		652/9	*237.411,74*	*551.239,71*
Non-recurring financial charges	6.12	66B	.....	.....
Gain (loss) for the period before taxes (+)/(-)		9903	*1.682.899,31*	*1.359.404,48*
Transfer from deferred taxes		780	.....	.....
Transfer to deferred taxes		680	.....	.....
Income taxes (+)/(-)	6.13	67/77	*645.446,39*	*520.083,50*
Taxes		670/3	*645.446,39*	*520.083,50*
Adjustment of income taxes and write-back of tax provisions		77	.....	.....
Gain (loss) of the period (+)/(-)		9904	*1.037.452,92*	*839.320,98*
Transfer from untaxed reserves		789	.....	.....
Transfer to untaxed reserves		689	.....	.....
Gain (loss) of the period available for appropriation (+)/(-)		9905	*1.037.452,92*	*839.320,98*

APPROPRIATION ACCOUNT

	Codes	Period	Preceding period
Profit (loss) to be appropriated .....(+)/(-)	9906	*12.142.129,15*	*11.104.676,23*
Gain (loss) of the period available for appropriation .....(+)/(-)	(9905)	*1.037.452,92*	*839.320,98*
Profit (loss) brought forward .....(+)/(-)	14P	*11.104.676,23*	*10.265.355,25*
Withdrawals from capital and reserves	791/2	.....	.....
on the contribution	791	.....	.....
from reserves	792	.....	.....
Transfer to capital and reserves	691/2	.....	.....
to the contribution	691	.....	.....
to legal reserve	6920	.....	.....
to other reserves	6921	.....	.....
Profit (loss) to be carried forward .....(+)/(-)	(14)	*12.142.129,15*	*11.104.676,23*
Owners' contribution in respect of losses	794	.....	.....
Profit to be distributed	694/7	.....	.....
Dividends	694	.....	.....
Directors' or managers' entitlements	695	.....	.....
Employees	696	.....	.....
Other beneficiaries	697	.....	.....

	Codes	Period	Preceding period
PLANT, MACHINERY AND EQUIPMENT			
Acquisition value at the end of the period	8192P	xxxxxxxxxxxxxx	9.197,37
Movements during the period			
Acquisitions, including produced fixed assets	8162	27.726,50	
Sales and disposals	8172	.....	
Transfers from one heading to another (+)/(-)	8182	.....	
Acquisition value at the end of the period	8192	36.923,87	
Revaluation surpluses at the end of the period	8252P	xxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8212	.....	
Acquisitions from third parties	8222	.....	
Cancelled	8232	.....	
Transferred from one heading to another (+)/(-)	8242	.....	
Revaluation surpluses at the end of the period	8252	.....	
Depreciations and amounts written down at the end of the period	8322P	xxxxxxxxxxxxxx	4.133,52
Movements during the period			
Recorded	8272	3.721,11	
Written back	8282	.....	
Acquisitions from third parties	8292	.....	
Cancelled owing to sales and disposals	8302	.....	
Transferred from one heading to another (+)/(-)	8312	.....	
Depreciations and amounts written down at the end of the period	8322	7.854,63	
NET BOOK VALUE AT THE END OF THE PERIOD	(23)	29.069,24	

	Codes	Period	Preceding period
FURNITURE AND VEHICLES			
Acquisition value at the end of the period	8193P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Acquisitions, including produced fixed assets	8163	325,46	
Sales and disposals	8173	.....	
Transfers from one heading to another (+)/(-)	8183	.....	
Acquisition value at the end of the period	8193	325,46	
Revaluation surpluses at the end of the period	8253P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8213	.....	
Acquisitions from third parties	8223	.....	
Cancelled	8233	.....	
Transferred from one heading to another (+)/(-)	8243	.....	
Revaluation surpluses at the end of the period	8253	.....	
Depreciations and amounts written down at the end of the period	8323P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8273	10,02	
Written back	8283	.....	
Acquisitions from third parties	8293	.....	
Cancelled owing to sales and disposals	8303	.....	
Transferred from one heading to another (+)/(-)	8313	.....	
Depreciations and amounts written down at the end of the period	8323	10,02	
NET BOOK VALUE AT THE END OF THE PERIOD	(24)	315,44	

	Codes	Period	Preceding period
OTHER ENTERPRISES - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8393P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Acquisitions	8363	.....	
Sales and disposals	8373	.....	
Transfers from one heading to another (+)/(-)	8383	.....	
Acquisition value at the end of the period	8393	.....	
Revaluation surpluses at the end of the period	8453P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8413	.....	
Acquisitions from third parties	8423	.....	
Cancelled	8433	.....	
Transferred from one heading to another (+)/(-)	8443	.....	
Revaluation surpluses at the end of the period	8453	.....	
Amounts written down at the end of the period	8523P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Recorded	8473	.....	
Written back	8483	.....	
Acquisitions from third parties	8493	.....	
Cancelled owing to sales and disposals	8503	.....	
Transferred from one heading to another (+)/(-)	8513	.....	
Amounts written down at the end of the period	8523	.....	
Uncalled amounts at the end of the period	8553P	xxxxxxxxxxxxxxx	.....
Movements during the period (+)/(-)	8543	.....	
Uncalled amounts at the end of the period	8553	.....	
NET BOOK VALUE AT THE END OF THE PERIOD	(284)	.....	
OTHERS ENTERPRISES - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	285/8P	xxxxxxxxxxxxxxx	.....
Movements during the period			
Additions	8583	*185,00*	
Repayments	8593	.....	
Amounts written down	8603	.....	
Amounts written back	8613	.....	
Exchange differences (+)/(-)	8623	.....	
Other movements (+)/(-)	8633	.....	
NET BOOK VALUE AT THE END OF THE PERIOD	(285/8)	*185,00*	
ACCUMULATED AMOUNTS WRITTEN OFF AMOUNTS RECEIVABLE AT END OF THE PERIOD	8653	.....	

OTHER INVESTMENTS AND DEPOSITS, ALLOCATION DEFERRED CHARGES AND ACCRUED INCOME

	Codes	Period	Preceding period
INVESTMENTS: OTHER INVESTMENTS AND DEPOSITS			
Shares and current investments other than fixed income investments	51		
Shares - Book value increased with the uncalled amount	8681		
Shares - Uncalled amount	8682		
Precious metals and works of art	8683		
Fixed income securities	52		
Fixed income securities issued by credit institutions	8684		
Fixed term accounts with credit institutions	53		
With residual term or notice of withdrawal			
up to one month	8686		
between one month and one year	8687		
over one year	8688		
Other investments not mentioned above	8689		

	Period
DEFERRED CHARGES AND ACCRUED INCOME	
Allocation of heading 490/1 of assets if the amount is significant	
Deferred charges	*3.464,29*

STATEMENT OF CONTRIBUTION AND SHAREHOLDING STRUCTURE

	Codes	Period	Preceding period
STATEMENT OF CONTRIBUTION			
Contribution			
Available at the end of the period	110P	xxxxxxxxxxxxxxx	.....
Available at the end of the period	(110)	.....	
Not available at the end of the period	111P	xxxxxxxxxxxxxxx	6.300,00
Not available at the end of the period	(111)	6.300,00	
Own capital brought by shareholders			
In cash	8790	18.600,00	
not released	87901	12.300,00	
In kind	8791	.....	
not released	87911	.....	

	Codes	Value	Number of shares
Changes during the period			
.....		.....	.....
.....		.....	.....
.....		.....	.....
.....		.....	.....
Registered shares	8702	xxxxxxxxxxxxxx	186
Shares dematerialized	8703	xxxxxxxxxxxxxx	.....

	Codes	Period
Own shares		
Held by the company itself		
Corresponding number of shares	8722	.....
Held by the subsidiaries		
Corresponding number of shares	8732	.....
Commitments to issue shares		
Owing to the exercise of conversion rights		
Amount of outstanding convertible loans	8740	.....
Amount of contribution	8741	.....
Corresponding maximum number of shares to be issued	8742	.....
Owing to the exercise of subscription rights		
Number of outstanding subscription rights	8745	.....
Amount of contribution	8746	.....
Corresponding maximum number of shares to be issued	8747	.....

	Codes	Period
Shared issues		
Distribution		
Number of shares	8761	.....
Number of voting rights attached thereto	8762	.....
Allocation by shareholder		
Number of shares held by the company itself	8771	.....
Number of shares held by its subsidiaries	8781	.....

	Period
Supplementary explanation relating to the contribution (including the industry contribution)	
.....	.....
.....	.....
.....	.....
.....	.....

SHAREHOLDERS' STRUCTURE OF THE COMPANY AT YEAR-END CLOSING DATE

As reflected in the notifications received by the company pursuant to article 7:225 of the Belgian Companies and Associations Code, article 14 fourth paragraph of the law of 2 May 2007 on the publication of major holdings and article 5 of the Royal Decree of 21 August 2008 on further rules for certain multilateral trading facilities.

NAME of the persons who hold the rights of the enterprise, specifying the ADDRESS (of the registered office, when it involves a legal person) and the COMPANY IDENTIFICATION NUMBER, when it involves an enterprise under Belgian law	Rights held			
	Nature	Number of voting rights		%
		Linked to securities	Not linked to securities	
MPHASIS LIMITED *Bagmane WTC, Marathahalli Outer Ring Road -- box --, 560 048 Bagalore, India*	*Shares*	*185*		*99,46*
MPHASIS CONSULTING LIMITED *Edinburgh House, Windsor Road 43-51, SL1 2EE Slough, United Kingdom*	*Shares*	*1*		*0,54*

STATEMENT OF AMOUNTS PAYABLE, ACCRUED CHARGES AND DEFERRED INCOME

	Codes	Period
BREAKDOWN OF AMOUNTS PAYABLE WITH AN ORIGINAL PERIOD TO MATURITY OF MORE THAN ONE YEAR, ACCORDING TO THEIR RESIDUAL TERM		
Current portion of amounts payable after more than one year falling due within one year		
Financial debts	8801	
Subordinated loans	8811	
Unsubordinated debentures	8821	
Leasing and other similar obligations	8831	
Credit institutions	8841	
Other loans	8851	
Trade debts	8861	
Suppliers	8871	
Bills of exchange payable	8881	
Advance payments received on contract in progress	8891	
Other amounts payable	8901	
Total current portion of amounts payable after more than one year falling due within one year	(42)	
Amounts payable with a remaining term of more than one but not more than five years		
Financial debts	8802	
Subordinated loans	8812	
Unsubordinated debentures	8822	
Leasing and other similar obligations	8832	
Credit institutions	8842	
Other loans	8852	
Trade debts	8862	
Suppliers	8872	
Bills of exchange payable	8882	
Advance payments received on contracts in progress	8892	
Other amounts payable	8902	
Total amounts payable with a remaining term of more than one but not more than five years	8912	
Amounts payable with a remaining term of more than five years		
Financial debts	8803	
Subordinated loans	8813	
Unsubordinated debentures	8823	
Leasing and other similar obligations	8833	
Credit institutions	8843	
Other loans	8853	
Trade debts	8863	
Suppliers	8873	
Bills of exchange payable	8883	
Advance payments received on contracts in progress	8893	
Other amounts payable	8903	
Total amounts payable with a remaining term of more than five years	8913	

	Codes	Period
GUARANTEED AMOUNTS PAYABLE *(included in headings 17 and 42/48 of the liabilities)*		
Amounts payable guaranteed by Belgian public authorities		
Financial debts	8921	
Subordinated loans	8931	
Unsubordinated debentures	8941	
Leasing and similar obligations	8951	
Credit institutions	8961	
Other loans	8971	
Trade debts	8981	
Suppliers	8991	
Bills of exchange payable	9001	
Advance payments received on contracts in progress	9011	
Remuneration and social security	9021	
Other amounts payable	9051	
Total amounts payable guaranteed by Belgian public authorities	9061	
Amounts payable guaranteed by real securities or irrevocably promised by the enterprise on its own assets		
Financial debts	8922	
Subordinated loans	8932	
Unsubordinated debentures	8942	
Leasing and similar obligations	8952	
Credit institutions	8962	
Other loans	8972	
Trade debts	8982	
Suppliers	8992	
Bills of exchange payable	9002	
Advance payments received on contracts in progress	9012	
Taxes, remuneration and social security	9022	
Taxes	9032	
Remuneration and social security	9042	
Other amounts payable	9052	
Total amounts payable guaranteed by real securities or irrevocably promised by the enterprise on its own assets	9062	

	Codes	Period
TAXES, REMUNERATION AND SOCIAL SECURITY		
Taxes *(heading 450/3 and 179 of the liabilities)*		
Outstanding tax debts	9072	
Accruing taxes payable	9073	
Estimated taxes payable	450	*362.711,81*
Remuneration and social security *(headings 454/9 and 179 of the liabilities)*		
Amounts due to the National Social Security Office	9076	
Other amounts payable in respect of remuneration and social security	9077	*905.755,85*

	Period
ACCRUALS AND DEFERRED INCOME	
Allocation of heading 492/3 of liabilities if the amount is significant	
.....	.....
.....	.....
.....	.....
.....	.....

OPERATING RESULTS

	Codes	Period	Preceding period
OPERATING INCOME			
Net turnover			
Allocation by categories of activity			
.....		.....	.....
.....		.....	.....
.....		.....	.....
.....		.....	.....
Allocation into geographical markets			
.....		.....	.....
.....		.....	.....
.....		.....	.....
.....		.....	.....
Other operating income			
Operating subsidies and compensatory amounts received from public authorities	740	.....	.....
OPERATING CHARGES			
Employees for whom the enterprise submitted a DIMONA declaration or who are recorded in the general personnel register			
Total number at the closing date	9086	*31*	*31*
Average number of employees calculated in full-time equivalents	9087	*32,9*	*30,3*
Number of actual worked hours	9088	*62.579*	*57.737*
Personnel costs			
Remuneration and direct social benefits	620	*3.415.530,95*	*3.115.994,24*
Employers' contribution for social security	621	*1.006.483,98*	*906.862,33*
Employers' premiums for extra statutory insurance	622	*54.156,03*	*72.828,26*
Other personnel costs .....(+)/(-)	623	*30.732,31*	*13.181,36*
Retirement and survivors' pensions	624	.....	.....

	Codes	Period	Preceding period
Provisions for pensions and other similar rights			
Appropriations (uses and write-backs) .....(+)/(-)	635	.....	.....
Amounts written off			
Stocks and contracts in progress			
Recorded	9110	.....	.....
Written back	9111	.....	.....
Trade debts			
Recorded	9112	*200,27*	.....
Written back	9113	.....	*2.631,95*
Provisions for liabilities and charges			
Additions	9115	.....	.....
Uses and write-backs	9116	.....	.....
Other operating charges			
Taxes related to operation	640	*25.323,92*	*12.996,89*
Other costs	641/8	.....	.....
Hired temporary staff and personnel placed at the enterprise's disposal			
Total number at the closing date	9096	.....	.....
Average number calculated in full-time equivalents	9097	.....	.....
Number of actual worked hours	9098	.....	.....
Costs to the enterprise	617	.....	.....

FINANCIAL RESULTS

	Codes	Period	Preceding period
RECURRING FINANCIAL INCOME			
Other financial income			
Subsidies granted by public authorities and recorded as income for the period			
Capital subsidies	9125	.....	.....
Interest subsidies	9126	.....	.....
Allocation of other financial income			
Currency differences realized	754	.....	.....
Others			
Exchange gain		*168.315,59*	*499.763,34*
.....		.....	.....
.....		.....	.....
RECURRING FINANCIAL CHARGES			
Depreciation of loan issue expenses	6501	.....	.....
Capitalized Interests	6502	.....	.....
Amounts written off current assets			
Recorded	6510	.....	.....
Written back	6511	.....	.....
Other financial charges			
Amount of the discount borne by the enterprise, as a result of negotiating amounts receivable	653	.....	.....
Provisions of a financial nature			
Appropriations	6560	.....	.....
Uses and write-backs	6561	.....	.....
Allocation of other financial charges			
Currency differences realized	654	.....	.....
Currency translation differences	655	.....	.....
Others			
Exchange loss		*226.021,96*	*541.155,93*
Bank fees		*11.389,78*	*10.083,78*
.....		.....	.....

INCOME TAXES AND OTHER TAXES

	Codes	Period
INCOME TAXES		
Income taxes on the result of the period	9134	*645.446,39*
Income taxes paid and withholding taxes due or paid	9135	*621.023,00*
Excess of income tax prepayments and withholding taxes paid recorded under assets	9136	.....
Estimated additional taxes	9137	*24.423,39*
Income taxes on the result of prior periods	9138	.....
Additional income taxes due or paid	9139	.....
Additional income taxes estimated or provided for	9140	.....
In so far as taxes of the period are materially affected by differences between the profit before taxes as stated in annual accounts and the estimated taxable profit		
Disallowed expenses (+)/(-)		*36.160,00*
Doubtfull receivable provision (+)/(-)		*200,27*
Losses of foreign branches not offset against Belgian profits (+)/(-)		*846.780,00*
.....		.....

	Period
Impact of non recurring results on the amount of the income taxes relating to the current period	
.....	.....
.....	.....
.....	.....
.....	.....

	Codes	Period
Status of deferred taxes		
Deferred taxes representing assets	9141	.....
Accumulated tax losses deductible from future taxable profits	9142	.....
Other deferred taxes representing assets		
.....		.....
.....		.....
.....		.....
Deferred taxes representing liabilities	9144	.....
Allocation of deferred taxes representing liabilities		
.....		.....
.....		.....
.....		.....

	Codes	Period	Preceding period
VALUE ADDED TAXES AND OTHER TAXES BORNE BY THIRD PARTIES			
Value added taxes charged			
To the enterprise (deductible)	9145	*2.078.247,23*	*2.215.711,00*
By the enterprise	9146	*3.867.421,89*	*4.451.317,15*
Amounts withheld on behalf of third party			
For payroll withholding taxes	9147	*712.699,87*	*738.872,25*
For withholding taxes on investment income	9148	.....	.....

RELATIONSHIPS WITH AFFILIATED ENTERPRISES, ASSOCIATED ENTERPRISES AND OTHERS ENTERPRISES LINKED BY PARTICIPATING INTERESTS

	Codes	Period	Preceding period
AFFILIATED ENTERPRISES			
Financial fixed assets	(280/1)		
Participating interests	(280)		
Subordinated amounts receivable	9271		
Other amounts receivable	9281		
Amounts receivable	9291	*15.654.776,88*	*14.647.042,05*
Over one year	9301		
Within one year	9311	*15.654.776,88*	*14.647.042,05*
Current investments	9321		
Shares	9331		
Amounts receivable	9341		
Amounts payable	9351	*5.772.361,30*	*7.209.807,56*
Over one year	9361		
Within one year	9371	*5.772.361,30*	*7.209.807,56*
Personal and real guarantees			
Provided or irrevocably promised by the enterprise as security for debts or commitments of affiliated enterprises	9381		
Provided or irrevocably promised by affiliated enterprises as security for debts or commitments of the enterprise	9391		
Other significant financial commitments	9401		
Financial results			
Income from financial fixed assets	9421		
Income from current assets	9431	*896.547,01*	*492.998,35*
Other financial income	9441		
Debt charges	9461		
Other financial charges	9471		
Disposal of fixed assets			
Capital gains obtained	9481		
Capital losses suffered	9491		

	Codes	Period	Preceding period
ASSOCIATED ENTERPRISES			
Financial fixed assets	9253		
Participating interests	9263		
Subordinated amounts receivable	9273		
Other amounts receivable	9283		
Amounts receivable	9293		
Over one year	9303		
Within one year	9313		
Amounts payable	9353		
Over one year	9363		
Within one year	9373		
Personal and real guarantees			
Provided or irrevocably promised by the enterprise as security for debts or commitments of associated enterprises	9383		
Provided or irrevocably promised by associated enterprises as security for debts or commitments of the enterprise	9393		
Other significant financial commitments	9403		
OTHER ENTERPRISES LINKED BY PARTICIPATING INTERESTS			
Financial fixed assets	9252		
Participating interests	9262		
Subordinated amounts receivable	9272		
Other amounts receivable	9282		
Amounts receivable	9292		
Over one year	9302		
Within one year	9312		
Amounts payable	9352		
Over one year	9362		
Within one year	9372		

	Period
TRANSACTIONS WITH ENTERPRISES LINKED BY PARTICIPATING INTERESTS OUT OF MARKET CONDITIONS	
Mention of these transactions if they are significant, including the amount of the transactions, the nature of the link, and all information about the transactions which should be necessary to get a better understanding of the situation of the company	

FINANCIAL RELATIONSHIPS WITH

DIRECTORS, MANAGERS, INDIVIDUALS OR BODIES CORPORATE WHO CONTROL THE ENTERPRISE WITHOUT BEING ASSOCIATED THEREWITH OR OTHER ENTERPRISES CONTROLLED BY THESE PERSONS

	Codes	Period
Amounts receivable from these persons	9500	
Conditions on amounts receivable, rate, duration, possibly reimbursed amounts, canceled amounts or renounced amounts		
Guarantees provided in their favour	9501	
Other significant commitments undertaken in their favour	9502	
Amount of direct and indirect remunerations and pensions, included in the income statement, as long as this disclosure does not concern exclusively or mainly, the situation of a single identifiable person		
To directors and managers	9503	
To former directors and former managers	9504	

AUDITORS OR PEOPLE THEY ARE LINKED TO

	Codes	Period
Auditor's fees	9505	*18.594,00*
Fees for exceptional services or special missions executed in the company by the auditor		
Other attestation missions	95061	
Tax consultancy	95062	
Other missions external to the audit	95063	
Fees for exceptional services or special missions executed in the company by people they are linked to		
Other attestation missions	95081	
Tax consultancy	95082	
Other missions external to the audit	95083	

Mentions related to article 3:64, §2 and §4 of the Companies and Associations Code

INFORMATION RELATING TO CONSOLIDATED ACCOUNTS

INFORMATION TO DISCLOSE BY EACH ENTERPRISE THAT IS SUBJECT TO COMPANY LAW ON THE CONSOLIDATED ACCOUNTS OF ENTERPRISES

The enterprise neither prepares nor publishes consolidated financial statements and a relating annual report for one of the following reasons

The enterprise and its subsidiaries on consolidated basis exceed not more than one of limits mentioned in art. 1:26 of Company Law

The enterprise itself is a subsidiary of an enterprise which does prepare and publish consolidated accounts in which annual accounts of the enterprise are included

Name, full address of registered office and, for an enterprise governed by Belgian Law, the V. A. T. or national number of the parent company preparing and publishing the consolidated accounts required

MPhasis Limited

Bagmane WTC, Marathalli Ring Road, 560048 Bengalore, India

INFORMATION TO DISCLOSE BY THE REPORTING ENTERPRISE BEING A SUBSIDIARY OR A JOINT SUBSIDIARY

Name, full address of the registered office and, if the enterprise is subject to Belgian law, the enterprise identification number of the parent company (ies) and the specifications whether the parent enterprise (s) prepare (s) and publish (es) consolidated accounts which includes the annual accounts of the enterprise*:

1.	*MPHASIS LIMITED* *Bagmane World Technology Center, Marathalli Ring --- box ---,* *560048 Bengalore, India*	*Consolidating entity - Biggest grouping*

If the parent enterprise(s) is (are) (an) enterprise(s) governed by foreign law disclose where the consolidated accounts can be obtained*:

1.	*MPHASIS LIMITED*	*MPHASIS LIMITED* *Bagmane World Technology Center, Marathalli Ring ---- box ----, 560 048 Bagalore, India*

* Where the annual accounts of the enterprise are consolidated at different levels, the information should be given for the consolidated aggregate at the highest level on the one hand and the lowest level on the other hand of which the enterprise is a subsidiary and for which consolidated accounts are prepared and published.

OTHER DOCUMENTS TO BE FILED UNDER BELGIAN COMPANY LAW

MANAGEMENT REPORT

SOCIAL BALANCE SHEET

Number of joint industrial committee: ....

STATEMENT OF THE PERSONS EMPLOYED

EMPLOYEES FOR WHOM THE ENTERPRISE SUBMITTED A DIMONA DECLARATION OR WHO ARE RECORDED IN THE GENERAL PERSONNEL REGISTER

During the current period	Codes	Total	1. Men	2. Women
Average number of employees				
Full-time	1001	*32,9*	*25,9*	*7,0*
Part-time	1002	.....	.....	.....
Total in full-time equivalents	1003	*32,9*	*25,9*	*7,0*
Number of hours actually worked				
Full-time	1011	*62.579*	*49.271*	*13.308*
Part-time	1012	.....	.....	.....
Total	1013	*62.579*	*49.271*	*13.308*
Personnel costs				
Full-time	1021	*4.506.903,27*	*3.548.473,21*	*958.430,06*
Part-time	1022	.....	.....	.....
Total	1023	*4.506.903,27*	*3.548.473,21*	*958.430,06*
Advantages in addition to wages	1033	.....	.....	.....

During the preceding period	Codes	P. Total	1P. Men	2P. Women
Average number of employees in FTE	1003	*30,3*	*23,0*	*7,3*
Number of hours actually worked	1013	*57.737*	*43.899*	*13.838*
Personnel costs	1023	*4.108.866,19*	*3.124.096,61*	*984.769,58*
Advantages in addition to wages	1033	.....	.....	.....

EMPLOYEES FOR WHOM THE ENTERPRISE SUBMITTED A DIMONA DECLARATION OR WHO ARE RECORDED IN THE GENERAL PERSONNEL REGISTER (continued)

At the closing date of the period	Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
Number of employees	105	*31*	.....	*31,0*
By nature of the employment contract				
Contract for an indefinite period	110	*31*	.....	*31,0*
Contract for a definite period	111	.....	.....	.....
Contract for the execution of a specifically assigned work	112	.....	.....	.....
Replacement contract	113	.....	.....	.....
According to gender and study level				
Men	120	*25*	.....	*25,0*
primary education	1200	.....	.....	.....
secondary education	1201	.....	.....	.....
higher non-university education	1202	*25*	.....	*25,0*
university education	1203	.....	.....	.....
Women	121	*6*	.....	*6,0*
primary education	1210	.....	.....	.....
secondary education	1211	.....	.....	.....
higher non-university education	1212	*6*	.....	*6,0*
university education	1213	.....	.....	.....
By professional category				
Management staff	130	.....	.....	.....
Employees	134	*31*	.....	*31,0*
Workers	132	.....	.....	.....
Others	133	.....	.....	.....

HIRED TEMPORARY STAFF AND PERSONNEL PLACED AT THE ENTERPRISE'S DISPOSAL

During the period	Codes	1. Hired temporary staff	2. Persons placed at the enterprise's disposal
Average number of persons employed	150	.....	.....
Number of hours actually worked	151	.....	.....
Costs for the enterprise	152	.....	.....

LIST OF PERSONNEL MOVEMENTS DURING THE PERIOD

ENTRIES

	Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
Number of employees for whom the entreprise submitted a DIMONA declaration or who have been recorded in the general personnel register during the financial year	205	*5*		*5,0*
By nature of employment contract				
Contract for an indefinite period	210	*5*		*5,0*
Contract for a definite period	211			
Contract for the execution of a specifically assigned work	212			
Replacement contract	213			

DEPARTURES

	Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
Number of employees whose contract-termination date has been entered in DIMONA declaration or in the general personnel register during the financial year	305	*5*		*5,0*
By nature of employment contract				
Contract for an indefinite period	310	*5*		*5,0*
Contract for a definite period	311			
Contract for the execution of a specifically assigned work	312			
Replacement contract	313			
By reason of termination of contract				
Retirement	340			
Unemployment with extra allowance from enterprise	341			
Dismissal	342			
Other reason	343	*5*		*5,0*
the number of persons who continue to render services to the enterprise at least half-time on a self-employed basis	350			

INFORMATION ON TRAINING PROVIDED TO EMPLOYEES DURING THE PERIOD

	Codes	Men	Codes	Women
Total of initiatives of formal professional training at the expense of the employer				
Number of employees involved	5801		5811	
Number of actual training hours	5802		5812	
Net costs for the enterprise	5803		5813	
of which gross costs directly linked to training	58031		58131	
of which fees paid and paiments to collective funds	58032		58132	
of which grants and other financial advantages received (to deduct)	58033		58133	
Total of initiatives of less formal or informal professional training at the expense of the employer				
Number of employees involved	5821		5831	
Number of actual training hours	5822		5832	
Net costs for the enterprise	5823		5833	
Total of initiatives of initial professional training at the expense of the employer				
Number of employees involved	5841		5851	
Number of actual training hours	5842		5852	
Net costs for the enterprise	5843		5853	

MPHASIS LANKA (PVT) LIMITED

FINANCIAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2024

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RAJAN & RENGANATHAN
Chartered Accountants

K. RENGANATHAN FCA, FCMA
PRATAP RAJAN BSc (Hons), ACA, FCCA, MBA

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INDEPENDENT REPORT OF THE AUDITOR'S REPORT
TO THE SHAREHOLDERS OF MPHASIS LANKA (PRIVATE) LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Mphasis Lanka (Private) Limited, which comprise the Statement of Financial Position as at 31st March, 2024, and the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash flow for the year then ended, and a summary of significant accounting policies and other explanatory notes.

MANAGEMENTS RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Sri Lanka Accounting Standards for Small and Medium-Sized Entities (SLFRS for SMEs). This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

SCOPE OF AUDIT AND BASIS OF OPINION

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Sri Lanka Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit. We therefore believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion, so far as appears from our examination, the Company maintained proper accounting records for the year ended March 31, 2024 and the financial statements give a true and fair view of the Company's state of affairs as at March 31, 2023 and its loss and cash flows for the year then ended in accordance with Sri Lanka Accounting Standards for Small and Medium-Sized Entities (SLFRS for SMEs).

Without qualifying our opinion we draw attention to Note No 1 to the financial statements. The financial statements of the company have not been prepared on a going concern basis.

REPORT ON OTHER REGULATORY REQUIREMENTS

These financial statements also comply with the requirements of Section 151 (2) of the Companies Act No. 07 of 2007

CHARTERED ACCOUNTANTS
25-06-2024

MPHASIS LANKA (PVT) LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31ST MARCH, 2024

	Notes	Year Ended 31/03/2024 LKR	Year Ended 31/03/2023 LKR
GROSS TURNOVER		-	-
Direct Expenses		-	-
GROSS PROFIT/(LOSS)		-	-
Other Income		-	-
Distribution Costs		-	-
Administrative Expenses		-	-
Other expenses		-	-
		-	-
INCOME/(LOSS) FROM OPERATIONS		-	-
NET FINANCING INCOME/(COST)		-	-
INCOME/(LOSS) BEFORE TAX		-	-
TAXATION		-	-
INCOME/(LOSS) AFTER TAX		-	-
EARNINGS/(LOSS) PER SHARE	2	-	-

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MPHASIS LANKA (PVT) LIMITED
STATEMENT OF FINANCIAL POSITION AS AT 31ST MARCH 2024

	Notes	As At 31/03/2024 LKR	As At 31/03/2023 LKR
ASSETS			
Current Assets:			
Property, Plant & Equipment		-	-
Capital work-in-progress including capital advances		-	-
Trade and other Receivables		-	-
Cash & Cash Equivalents		-	-
TOTAL ASSETS		-	-
EQUITY & LIABILITIES			
Capital & Reserves:			
Stated Capital	3	122,815,000	122,815,000
Revenue Reserves		(122,815,000)	(122,815,000)
Total Equity		-	-
Current Liabilities:			
Retirement Benefit Obligations		-	-
Interest Bearing Borrowings		-	-
Trade & Other Payables		-	-
		-	-
TOTAL EQUITY & LIABILITIES		-	-

The Accounting Policies & Notes to the Accounts form an integral part of these Financial Statements.

The financial statements are in compliance with the requirements of the Companies Act No. 07 of 2007

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.

Approved and signed on behalf of the Board

DocuSigned by:
Ajit kumar
E9459412C59D4BB...

Director

26-06-2024

DS
SC

MPHASIS LANKA (PVT) LIMITED
YEAR ENDED 31ST MARCH, 2024

STATEMENT OF CHANGES IN EQUITY

	Stated Capital	Retained Earnings	Total
Balance on 01/4/2022	122,815,000	(122,815,000)	-
Profit/(Loss) for the year	-	-	-
Balance on 31/03/2023	122,815,000	(122,815,000)	-
Profit/(Loss) for the year	-	-	-
Balance on 31/03/2024	122,815,000	(122,815,000)	-

MPHASIS LANKA (PVT) LIMITED
STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

	Year Ended 31/03/2024	Year Ended 31/03/2023
	LKR	LKR
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(loss) before taxation	-	-
Adjustments for:		
Interest paid	-	-
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	-	-
(Increase)/Decrease in Trade & Other Receivables	-	-
Increase/(Decrease) in Trade & Other Payables	-	-
Cash Flow Generated from/(used in) operations	-	-
Income Tax paid	-	-
Interest Paid	-	-
Net Cash Flow from/(used in) Operating Activities	-	-
CASH FLOW FROM INVESTING ACTIVITIES		
Issue of shares	-	-
Net Cash Flow used in Investing Activities	-	-
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	-	-
CASH & CASH EQUIVALENTS AT YEAR'S BEGINNING	-	-
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	-	-
CASH & CASH EQUIVALENTS:		
Cash in hand and at Bank	-	-
Bank Overdraft	-	-
	-	-

MPHASIS LANKA (PVT) LIMITED
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

1 CORPORATE INFORMATION

1.1 DOMICILE & LEGAL FORM:

Mphasis Lanka (Private) Limited is a limited liability company incorporated and domiciled in Sri Lanka. The registered office of the company and its principal place of business is located at No. 9/5, Thambiah Avenue, Colombo 07.

1.2 PRINCIPAL ACTIVITIES AND NATURE OF OPERATIONS:

The principal activity of the company is application software services & projects, call centre & business process outsourcing operations and infrastructure outsourcing services. Please refer Note 1.5 below.

1.3 SUBSTANTIAL SHAREHOLDING OF THE COMPANY:

The Company is a fully owned subsidiary of Mphasis Ltd, India.

1.4 NUMBER OF EMPLOYEES:

The number of employees at the end of the year was Zero (2023 - Zero)

1.5 DORMANT COMPANY

The company is dormant and has not traded during the period. The company received no income and incurred no expenditure and therefore did not make a profit or a loss. The company also does not own any assets or has any liabilities.

2 BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements are prepared in accordance with and comply with Sri Lanka Accounting Standards for Small and Medium-Sized Entities (SLFRS for SMEs) laid down by the Institute of Chartered Accountants of Sri Lanka.

2.2 Basis of Measurement

The Financial Statements have been prepared on the historical cost.

2.3 Functional and Presentation Currency

The Financial Statements are presented in Sri Lankan Rupees which is the functional currency of the Company.

2.4 Comparative information

Previous year's financial information has been re-arranged/restated where necessary to conform to the current presentation.

MPHASIS LANKA (PVT) LIMITED
YEAR ENDED 31ST MARCH, 2024

NOTES TO THE ACCOUNTS

NOTE 1: GOING CONCERN:

The Company has ceased all business operations with effect from 31st March 2015 and all its assets and liabilities have been fully assumed by the Parent Company as at that date. The Company has filed for striking off the name from the Company Register on 09th September 2016. In accordance with the declaration of the Directors whatever liability and/or expenses incurred and outstanding as at 31st March 2020 as well as up to the time of liquidation, statutory, legal or otherwise, including compensation to employees outstanding, if any, shall stand fully undertaken by the Parent Company and this Company shall be fully absolved thereof. Further in accordance with the application made by the Board of Directors to the Board of Investment (BOI) of Sri Lanka to terminate its agreement with the said BOI, such was terminated with effect from 05th June 2015.

	Year Ended 31/03/2024 LKR	Year Ended 31/03/2023 LKR
NOTE 2: EARNINGS/(LOSS) PER SHARE		
Net Profit/(Loss) Attributable to Shareholders	-	-
Weighted Average Number of Ordinary Shares	1,095,584	1,095,584
Earnings/(Loss) Per Share	-	-

NOTE 3: STATED CAPITAL

	As At 31/03/2023 LKR	As At 31/03/2022 LKR
150,000 Fully Paid Ordinary Shares	16,815,000	16,815,000
945,584 Fully Paid Ordinary Shares	106,000,000	106,000,000
	122,815,000	122,815,000

NOTE 04: DIRECTORS INTEREST INCONTRACTS WITH THE COMPANY

The directors are not interested in any contract with the company, either directly or indirectly, which require disclosure in the accounts.

NOTE 05: RELATED PARTY TRANSACTIONS

The company had no related party transactions during the year

NOTE 06: CAPITAL COMMITMENTS

There were no material capital commitments which have been approved or contracted for as at the balance sheet date.

NOTE 07: CONTINGENT LIABILITIES

There were no material contingent liabilities as at the balance sheet date which require adjustments to or disclosure in the accounts.

NOTE 08: EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

The Company has declared its intention to enter into a voluntary liquidation - refer Note 1 for further clarifications.

MSOURCE MAURITIUS INC.

UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2024

MSOURCE MAURITIUS INC.

UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024

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MSOURCE MAURITIUS INC.

UNAUDITED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

	NOTE	2024	2023
ASSETS		**USD**	USD
Non-current asset			
Investment in subsidiary	**6**	**13,060,247**	13,060,247
Current assets			
Prepayments	**7**	**3,447**	4,409
Cash and cash equivalents		**63,140**	120,281
Total current assets		**66,587**	124,690
Total assets		**13,126,834**	13,184,937
EQUITY AND LIABILITY			
Capital and reserves			
Stated capital	**8**	**325,001**	325,001
Contributed capital	**9**	**12,266,527**	12,266,527
Retained earnings		**526,118**	544,394
Shareholders' equity		**13,117,646**	13,135,922
Current liability			
Other payables	**10**	**9,188**	49,015
Total equity and liability		**13,126,834**	13,184,937

The notes on pages 5 to 20 form an integral part of these unaudited financial statements.

MSOURCE MAURITIUS INC.

UNAUDITED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2024

	NOTE	2024	2023
		USD	USD
INCOME			
Other income		**-**	3,023
EXPENSES			
Licence fees		**2,425**	2,425
Professional fees		**2,200**	2,926
Disbursements		**250**	250
Accountancy fees		**765**	765
Audit fees		**6,153**	6,357
Bank charges		**971**	510
Administration fees		**5,512**	4,565
		18,276	17,798
Loss before taxation		**(18,276)**	(14,775)
Taxation	**11**	**-**	-
Loss for the year		**(18,276)**	(14,775)
Other comprehensive income		**-**	-
Loss for the year		**(18,276)**	(14,775)

The notes on pages 5 to 20 form an integral part of these unaudited financial statements.

MSOURCE MAURITIUS INC.

UNAUDITED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2024

	Stated capital USD	Contributed capital USD	Retained earnings USD	Total USD
At 01 April 2022	225,001	12,266,527	559,169	13,050,697
Total comprehensive income for the year				
Addition during the year	100,000	-	-	100,000
Loss for the year	-	-	(14,775)	(14,775)
At 31 March 2023	**325,001**	**12,266,527**	**544,394**	**13,135,922**
Total comprehensive income for the year				
Loss for the year	**-**	**-**	**(18,276)**	**(18,276)**
At 31 March 2024	**325,001**	**12,266,527**	**526,118**	**13,117,646**

The notes on pages 5 to 20 form an integral part of these unaudited financial statements.

MSOURCE MAURITIUS INC.

UNAUDITED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2024

	2024	2023
	USD	USD
Cash flows from operating activities		
Loss before taxation	**(18,276)**	(14,775)
Changes in:		
Prepayments	**962**	6,440
Other payables	**(39,827)**	7,825
Net cash used in operating activities	**(57,141)**	(510)
Cash flows from financing activities		
Issuance of shares	**-**	100,000
Net (decrease)/increase in cash and cash equivalents	**(57,141)**	99,490
Cash and cash equivalents at start of the year	**120,281**	20,791
Cash and cash equivalents at end of the year	**63,140**	120,281

The notes on pages 5 to 20 form an integral part of these unaudited financial statements.

1. GENERAL INFORMATION

MSOURCE MAURITIUS INC. (the "Company") was incorporated in the Republic of Mauritius under the Mauritius Companies Act 2001, on 10 April 2000, as a private company limited by shares. The Company's registered office address is C/o IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Republic of Mauritius. The Company's principal activity is that of investment

The Company is the holder of a Global Business Licence under the Financial Services Act 2007.

2. BASIS OF PREPARATION

(a) Statement of compliance

The Company has a subsidiary and in accordance with International Financial Reporting Standards is required to present consolidated financial statements. In accordance with the Fourteenth Schedule of the Mauritius Companies Act 2001, Section 12, the Company may not prepare group financial statements as it is a wholly owned subsidiary of another company and, in accordance with Section 211 of the Mauritius Companies Act 2001, Content and form of financial statements, these financial statements present the financial position, financial performance and cash flow of the Company. Since the Company is a holder of a Global Business Licence and is a wholly owned subsidiary of another company, these financial statements are prepared in accordance with Mauritius Companies Act 2001 which allows the use of IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), except for the standard applicable to Consolidated Financial Statements (IFRS 10).

(b) Basis of measurement

The financial statements have been prepared on the going concern basis using the historical cost convention, except as otherwise stated.

(c) Use of estimates and judgements

The presentation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to financial statements are disclosed in Note 5.

2. BASIS OF PREPARATION (CONTINUED)

(d) Functional and presentation currency

Functional currency is the currency of the primary economic environment in which the Company operates. When indicators of the primary economic environment are mixed, management uses its judgement to determine the functional currency that most faithfully represents the economic effect of the underlying transactions, events and conditions. Management has determined that the functional currency of the Company is United States Dollars ("USD") as the majority of its transactions is in USD. The financial statements are presented in USD and all information presented have been rounded to the nearest USD unless otherwise stated.

(e) Going concern

Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis. Refer to Note 15 for more details.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these financial statements are set below. Amendments to IAS 1 has been adopted in the current year to disclose 'material' instead of 'significant' accounting policies, as compared to previous financial years. Refer to Note 4 (a).

(a) Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined.

Foreign currency differences arising on retranslation are generally recognised in profit or loss. Non-monetary items that are measured based on historical costs in a foreign currency are translated using the exchange rate at the date of the transaction.

(b) Investment in subsidiary

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Company does not consolidate its subsidiary and does not present consolidated financial statements as explained in Note 2(a).

Investments in subsidiaries are initially shown at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is charged to profit or loss as an impairment charge.

At each reporting date, the Company reviews the carrying amounts of its investment to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(b) Investment in subsidiary (continued)

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or CGU exceeds its recoverable amount.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss.

(c) Expenses

Expenses are accounted for in profit or loss on an accrual basis.

(d) Stated capital

Ordinary shares are classified as equity. Incremental cost directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effect.

(e) Contributed capital

Contributed capital relates to funds received from shareholder, being either cash or other non-monetary assets, which are non-reciprocal (i.e. no financial or non-financial obligation exists).Contributed capital is classified as equity.

(f) Cash and cash equivalents

For the pupose of the statement of cash flows, cash and cash equivalents comprise cash in hand and deposits held at call with banks.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Financial instruments

Classification

The Company has determined that it has the held-to-collect business model: this includes cash and cash equivalents. These financial assets are held to collect contractual cash flows.

Assessment whether contractual cash flows are solely for payments of principal and interest (SPPI)

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest (SPPI), the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows
- Leverage features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

Financial Liabilities
The Company classifies its financial liabilites at amortised cost. The Company does not have financial liabilities at FVTPL at the reporting date. The Company classifies its other payables as financial liabilities at amortised cost.

Subsequent measurement

Financial assets at amortised cost	These financial assets are subsequently measured at amortised cost using the effective interest rate method. Interest income is recognised in 'finance income' and impairment is recognised in the separate line item in the statement of profit or loss and other comprehensive income. Any gain or loss on derecognition and modification is also recognised in profit or loss.
Financial liabilities at amortised cost	These financial liabilities are subsequently measured at amortised cost using the effective interest rate method.

Amortised cost measurement
The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment in the case of a financial assets.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Financial instruments (continued)

Impairment

The Company recognises loss allowances for expected credit loss (ECL) on financial assets measured at amortised cost.

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

- Bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Other financial assets for which credit risk (i.e risk of default occuring over the expected life of the asset) has not increased significantly since intial recognition.

The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held).

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

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

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Financial instruments (continued)

Impairment (continued)

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Derecognition

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

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised), and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of profit or loss and other comprehensive income. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

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

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting
Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS, e.g. for gains and losses arising from a Company of similar transactions, such as gains and losses from financial instruments at fair value through profit or loss. The Company has not applied offsetting of its financial instruments in the statement of financial position as at reporting date.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Taxation

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of prior years. The amount of current tax payable on receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax payable also includes any tax liability arising from the declaration of dividends.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences 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;
- 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 are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if the Company has the legal right to settle current tax amounts on a net basis and the deferred tax amounts are levied by the same taxing authority on the same entity or different entities that intend to realise the asset and settle the liability at the same time.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In the process of applying the Company's accounting policies, which are described in Note 3, the directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements:-

Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising thereon are dependent on the functional currency selected. As described in Note 2, the directors have considered those factors therein and have determined that the functional currency of the Company is the United States Dollar.

Impairment assessment of investment

Management carries out a regular review of the status of the assets of the Company to determine whether there is any indication that these assets suffered any impairment.

If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment, which is then recognised in profit or loss. Management checks whether there is objective evidence that the assets are impaired and that the fair values have declined. Management estimates of the impairment are based on critical evaluation of the economic circumstances involved, historical experience and other factors considered to be relevant.

5. INVESTMENT IN SUBSIDIARY

	2024	2023
Cost:	**USD**	USD
At 01 April and 31 March	**13,060,247**	13,060,247

Details of investments are as follows:

Name of investee	Principle place of business and country of incorporation	Type of shares held	No of shares held	% Holding 2024	% Holding 2023
				USD	USD
Msource (India) Private Limited	India	Ordinary	**6,685,261**	**100%**	100%

The directors consider that the recoverable amount of the investment in the subsidiary is not less than its carrying amount and that the investment is not to be impaired.

6. PREPAYMENTS

	2024	2023
	USD	USD
At 31 March	**3,447**	4,409
	3,447	4,409

7. STATED CAPITAL

	2024	2023
	USD	USD
Issued and fully paid:		
325,001 Ordinary shares of USD 1 each	**325,001**	225,001
Issue of shares	**-**	100,000
At 31 March	**325,001**	325,001

Each of the above shares confers to its holder the following rights:

(a) the right to vote on a poll for every share held at a meeting of the Company on any resolution;

(b) the right to an equal share in dividends authorised by the board; and

(c) the right to an equal share in the distribution of the surplus assets of the Company.

8. CONTRIBUTED CAPITAL

	2024	2023
	USD	USD
At 31 March	**12,266,527**	12,266,527

Contributed capital represent amounts received from the shareholder, which are non-reciprocal. Since, no obligations exists to repay, the amount is classified as equity.

9. OTHER PAYABLES

	2024	2023
	USD	USD
Accruals	**9,188**	8,423
Amount due to Mphasis Corporation (Note 14)	**-**	40,592
	9,188	49,015

The amount due to the parent of the holding company was unsecured, interest free and repayable on demand.

10. TAXATION

Mauritius

The Company holds a Global Business License for the purpose of the Financial Services Act 2007 of Mauritius. Pursuant to the enactment of the Finance Act 2018, with effect as from 1 January 2019, the deemed tax credit has been phased out, through the implementation of a new tax regime. Entities which had obtained their Global Business Licence on or before 16 October 2017 would have been grandfathered and would benefit from the deemed tax credit regime up to 30 June 2021.

Accordingly, the Company was entitled to a foreign tax credit equivalent to the higher of the actual foreign tax suffered or 80% of the Mauritian tax ("Deemed foreign tax credit") on its foreign source income resulting in a maximum effective tax rate on net income of up to 3%, up to 30 June 2021. Further, the Company is exempted from income tax in Mauritius on profits or gains arising from sale of securities. In addition, there is no withholding tax payable in Mauritius in respect of payments of dividends to shareholders or in respect of redemptions or exchanges of shares.

10. TAXATION (CONTINUED)

Mauritius (continued)

Post 30 June 2021 and under the new tax regime and subject to meeting the necessary substance requirements as required under the Financial Services Act 2007 (as amended by the Finance Act 2018) and such guidelines issued by the Financial Services Commission, the Company would be entitled to either (a) a foreign tax credit equivalent to the actual foreign tax suffered on its foreign income against the Company's tax liability computed at 15% on such income, or (b) a partial exemption of 80% of some of the income derived, including but not limited to foreign source dividends or interest income.

India

As a tax resident of Mauritius, the Company expects to obtain benefits under the double taxation treaty between India and Mauritius ("DTAA"). To obtain benefits under the double taxation tax treaty, the Company must meet certain tests and conditions, including the establishment of Mauritius tax residence and related requirements. The Company has obtained a tax residence certificate ("TRC") from the Mauritius Revenue Authority, renewable annually and believes such certification is determinative of its resident status for treaty purposes.

Capital gains tax

Following the amendments to India-Mauritius treaty made on 10 May, 2016, taxation rights on capital gains from disposal of shares has been shifted from Mauritius to India effective from 01 April 2017 and there has been the implementation of Long Term Capital Gain Tax (LTCGT) in India on long term capital gains. However, investments made by Mauritius structures up to 31 March 2017 shall be grandfathered and thus exempted from capital gains tax in India irrespective of the date of disposal.

Capital Gains Tax rates applicable

- The long-term capital gains on sale of listed securities exceeding INR 100,000 are taxed at 10.92% and the short-term capital gains shall be taxed at 16.38%. On sale of unlisted securities, the tax rates are 10.92% and 43.68% for long-term capital gains and short-term capital gains respectively.

Disposal of investments made by a Mauritius company in Indian financial instruments other than shares (such as limited partnerships, options, futures, warrants, debentures, and other debt instruments) are not impacted by the change and will continue to be exempted from capital gains tax in

As per the revised DTAA, interest arising in India payable to Mauritian residents shall be subject to withholding tax in India at the rate of 7.5% in respect of debt claims or loans made after 31 March 2017.

General anti-avoidance rule (GAAR) has become effective as from 01 April 2017 and therefore, investments made till 31 March 2017 are outside the purview of GAAR.

There was no capital gain tax for the years ended 2024 and 2023.

10. TAXATION (CONTINUED)

Tax reconciliation

	2024	2023
	USD	USD
Current year charge	**-**	-
Loss before taxation	**(18,276)**	(14,775)
Tax at 15%	**(2,741)**	(2,216)
Deferred tax assets not recognised	**2,741**	2,216
Tax charge for the year	-	-

No provision for deferred tax asset has been recognised in respect of tax losses accumulated to **USD 84,979** (2023: USD 84,097) because it is not certain whether future taxable profit will be available against which the loss can be utilised.

Tax loss amounting to **USD 17,394** has been lapsed during the year (2023: USD 14,400).

	2024	2023
	USD	USD
Tax losses carried forward for the next 5 years	**(18,276)**	(14,775)
Tax losses carried forward for the next 4 years	**(14,775)**	(10,878)
Tax losses carried forward for the next 3 years	**(10,878)**	(12,474)
Tax losses carried forward for the next 2 years	**(12,474)**	(18,251)
Tax losses carried forward for the next 1 years	**(18,251)**	(10,325)
Tax losses carried forward for the next year	**(10,325)**	(17,394)
	(84,979)	(84,097)

11. FINANCIAL RISK MANAGEMENT

Overview

The Company has exposure to the following risks from its use of financial instruments:

- market risk
- credit risk
- liquidity risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The nature and extent of the financial instruments outstanding at reporting date and the risk management policies employed by the Company are discussed below.

Fair values and classification of financial instruments

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company's investments are valued as described in Note 3. The Company's financial assets and liabilities include cash and cash equivalents and other payables which are realisable or settled within a short period of time. The carrying amounts of these assets and liabilities approximate their fair values. Therefore, the fair value hierarchy table is required to be presented for the financial instruments.

The table below provides reconciliation of the line items in the Company's statement of financial position to the categories of financial instruments.

	Financial Assets at amortised cost	**Financial liabilities at amortised cost**	**Total carrying amount**
31 March 2024	**USD**	**USD**	**USD**
Financial assets			
Cash and cash equivalents	**63,140**	**-**	**63,140**
Financial liabilities			
Other payables	**-**	**9,188**	**9,188**

11. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair values and classification of financial instruments (continued)

	Financial Assets at amortised cost	Financial liabilities at amortised cost	Total carrying amount
31 March 2023	USD	USD	USD
Financial assets			
Cash and cash equivalents	120,281	-	120,281
Financial liabilities			
Other payables	-	49,015	49,015

Associated risk

The Company's activities are exposed to the various types of risk which are associated with financial instruments and markets in which it invests. The following summary is not intended to be a comprehensive summary of all risks:

(i) Market risk

Market risk embodies the potential for both loss and gains and includes currency risk, price risk and interest rate risk. The Company's market risk is managed in accordance with its policies and procedures in place.

Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market. The Company has no significant exposure to price risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company has financial assets and financial liabilities which are mainly denominated in United States Dollar. Consequently, the Company is not exposed to the currency risk.

Interest rate risk

The Company's income and operating cash flows are substantially independent of changes in interest rates. The Company's only significant interest earning financial asset is money market assets. Interest income from cash at bank may fluctuate in amount, in particular due to changes in market interest rates. In view of the small average balance held in money market assets, the directors are of opinion that interest rate changes will not have a material impact on the Company's net profit and equity. The Company does not have any interest bearing debt or funding.

11. FINANCIAL RISK MANAGEMENT (CONTINUED)

(ii) Credit risk

Credit risk represents the potential loss that the Company would incur if counter parties fail to perform pursuant to the terms of their obligations to the Company. At the end of the reporting year, there was no significant concentration of credit risk. The maximum exposure to credit risk at the end of the reporting year was:

	2024	2023
	USD	USD
Less than 1 year		
Cash and cash equivalents	**63,140**	120,281

The Company takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. At the end of the reporting year, the Company is not significantly exposed to any credit risk. The Company manages its exposure to credit risk by banking with reputable financial institutions. The approved banker of the Company is SBI (Mauritius) Ltd, which has a credit rating of Baa3/P3/Stable(m)/D+ in 2023. Given the low credit risk, ECL on cash at bank is considered to be negligible. Hence, no ECL has been provided on cash at bank.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the Company's contractual maturities of financial liabilities:

	2024	2023
	USD	USD
Less than one year		
Other payables	**9,188**	49,015

Prudent liquidity risk management implies maintaining a level of cash at bank deemed adequate by management to finance the Company's activities. The Company has sufficient liquidity to meet its obligation.

12. CAPITAL MANAGEMENT

The objective of the Company when managing capital is to provide an adequate return to its investor by achieving superior risk-adjusted returns through medium term and long-term capital appreciation of its investments.

The board of directors evaluates investment opportunities and take all investment and divestment decisions in accordance with the investment policy of the Company.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust return on capital to shareholders or issue new shares.

The Company's total equity as at 31 March 2024 is **USD 13,117,646** (2023: USD 13,135,922).

13. RELATED PARTY DISCLOSURES

For the year ended 31 March 2024, the Company had transaction and balance with the related entities as follows:

Name of entities	Relationship	Nature of transactions	Volume of transactions	Balance at 31 March 2024
				USD
Mphasis Corporation	Parent of holding company	Repayment of amount due	**(40,592)**	**-**

Name of entities	Relationship	Nature of transactions	Volume of transactions	Balance at 31 March 2023
Mphasis Corporation	Parent of holding company	Payment of expenses	**15,607**	**40,592**

The amount due to the parent of the holding company was unsecured, interest free and repayable on demand (See Note 10).

Key management personnel

The directors of the Company, Mr Sevin Chendriah and Mrs Rehma Imrith are also employees of IQ EQ Corporate Services (Mauritius) Ltd (the "Administrator") and hence are deemed to have interests in the Administration Agreement between the Company and the Administrator. Details of transactions between the Company and the Administrator during the year were as follows:

	2024	2023
	USD	USD
Director fees	**1,600**	1,600

IQ EQ Corporate Services (Mauritius) Ltd performs certain administration and related services for the Company. A sum amounting to **USD 8,728**(2023: USD 4,565) was expensed during the year in respect of the aforesaid services.

14. GOING CONCERN

For the year ended 31 March 2024, the Company has incurred losses of **USD 18,276** (2023: USD 14,775) and as at that date, its current financial assets exceed its current financial liabilities by **USD 57,399** (2023: current financial assets exceeded its current financial liabilities by USD 75,675).

The Company has sufficient cash flow available for operations of the Company for the foreseeable future.
Therefore, the financial statements have been prepared on a going-concern basis.

15. HOLDING AND ULTIMATE HOLDING COMPANIES

The Company is a wholly owned subsidiary of Mphasis Europe BV, a Company incorporated in Netherlands. Mphasis Europe BV is a subsidiary of Mphasis Corporation. The immediate holding company of Mphasis Corporation is Mphasis Limited, a company incorporated in India, and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd and the Intermediate holding company is BCP TopCo IX Pte. Ltd.

16. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, Intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Msource (India) Private Limited

Unaudited financial statements as at and for the year ended 31 March 2024

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UNAUDITED BALANCE SHEET	Notes	As at 31 March 2024	(₹ lakh) As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	922.32	932.02
Right-of-use assets	4	1,549.44	2,333.58
Other intangible assets	5	11.67	66.48
Financial assets			
Investments	6	43,823.27	29,718.95
Other financial assets	8	448.58	425.74
Deferred tax assets (net)	20	-	99.65
Other tax assets (net)	20	5,883.61	5,742.67
Other assets	9	130.73	108.04
Total non-current assets		**52,769.62**	**39,427.13**
Current assets			
Financial assets			
Investments	10	62,329.39	58,600.99
Trade receivables	11	1,012.18	1,648.40
Cash and cash equivalents	12	419.11	565.90
Bank balances other than cash and cash equivalents	13	2.70	2.12
Loans	7	17.62	10,173.97
Other financial assets	8	610.74	640.15
Other assets	9	541.60	546.53
Total current assets		**64,933.34**	**72,178.06**
TOTAL ASSETS		**117,702.96**	**111,605.19**
EQUITY AND LIABILITIES			
EQUITY			
Share capital	14	668.53	668.53
Other equity	15	109,519.70	103,163.86
Total equity		**110,188.23**	**103,832.39**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities		756.81	1,673.70
Other financial liabilities	18	-	0.25
Provisions	16	186.45	330.70
Deferred tax liabilities (net)	20	835.81	-
Total non-current liabilities		**1,779.07**	**2,004.65**
Current liabilities			
Financial liabilities			
Lease liabilities		1,004.66	952.50
Trade payables	17		
- outstanding dues to micro and small enterprises		32.80	0.99
- outstanding dues to creditors other than micro and small enterprises		1,198.44	1,234.16
Other financial liabilities	18	194.45	288.17
Other liabilities	19	88.40	23.24
Provisions	16	3,160.52	3,169.47
Current tax liabilities (net)	20	56.39	99.62
Total current liabilities		**5,735.66**	**5,768.15**
TOTAL EQUITY AND LIABILITIES		**117,702.96**	**111,605.19**

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

UNAUDITED STATEMENT OF PROFIT AND LOSS **(₹ lakh)**

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	21	10,422.62	10,456.11
Other income	22	7,856.10	5,325.02
Total income (I)		**18,278.72**	**15,781.13**
Expenses			
Employee benefits expense	23	2,745.40	3,232.54
Finance costs	24	126.24	174.44
Depreciation and amortization expense	25	1,371.19	1,451.94
Other expenses	26	6,243.58	5,377.88
Total expenses (II)		**10,486.41**	**10,236.80**
Profit before tax (III) [(I)-(II)]		**7,792.31**	**5,544.33**
Tax expenses	20		
Current tax		669.42	369.93
Deferred tax		893.07	358.87
Total tax expenses		**1,562.49**	**728.80**
Profit for the year (A)		**6,229.82**	**4,815.53**
Other comprehensive income ('OCI')			
Items not to be reclassified to profit or loss in subsequent years			
Re-measurement gains/(losses) on defined employee benefit plans		104.59	(18.85)
Income tax effect on the above		(26.32)	4.74
Items to be reclassified to profit or loss in subsequent years			
Net change in fair value of derivatives designated as cash flow hedges		63.81	(204.08)
Income tax effect on cash flow hedges		(16.07)	51.37
Net change in fair values of investments in debt instruments carried at fair value through OCI		0.01	(18.85)
Income tax effect on fair values of investments in debt instruments		-	4.74
Total other comprehensive income /(losses) for the year, net of tax (B)		**126.02**	**(180.93)**
Total comprehensive income for the year (A+B)		**6,355.84**	**4,634.60**
Earnings per equity share (par value ₹ 10 per share)	27		
Basic and Diluted (₹)		93.19	72.03

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

UNAUDITED STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	No. in lakh	₹ lakh
As at 1 April 2023	66.85	668.53
Changes in equity share capital due to prior period errors	-	-
Restated balance as at 1 April 2023	**66.85**	**668.53**
Issue of shares	-	-
As at 31 March 2024	**66.85**	**668.53**
As at 1 April 2022	66.85	668.53
Changes in equity share capital due to prior period errors	-	-
Restated balance as at 1 April 2022	**66.85**	**668.53**
Issue of shares	-	-
As at 31 March 2023	**66.85**	**668.53**

b. Other equity **(₹ lakh)**

	Attributable to the equity owners of the Company					
	Reserves and surplus			Items of OCI		
	a	b	c	d	e	
	Securities Premium	**Retained earnings**	**Capital redemption reserve**	**Cash flow hedging reserve**	**Investments in debt instruments**	**Total**
As at 1 April 2023	**5,653.02**	**97,525.14**	**47.55**	**(47.74)**	**(14.11)**	**103,163.86**
Changes in accounting policy or prior period	-	-	-	-	-	**-**
Restated balance as at 1 April 2023	**5,653.02**	**97,525.14**	**47.55**	**(47.74)**	**(14.11)**	**103,163.86**
Profit for the year	-	6,229.82	-	-		**6,229.82**
Other comprehensive income , net of tax	-	78.27	-	47.74	0.01	**126.02**
Total comprehensive income for the year	**-**	**6,308.09**	**-**	**47.74**	**0.01**	**6,355.84**
Transactions with owners of the Company	**-**	**-**	**-**	**-**	**-**	**-**
As at 31 March 2024	**5,653.02**	**103,833.23**	**47.55**	**(0.00)**	**(14.10)**	**109,519.70**
As at 1 April 2022	**5,653.02**	**92,723.72**	**47.55**	**104.97**	**-**	**98,529.26**
Changes in accounting policy or prior period	-	-	-	-	-	**-**
Restated balance as at 1 April 2022	**5,653.02**	**92,723.72**	**47.55**	**104.97**	**-**	**98,529.26**
Profit for the year	-	4,815.53	-	-	-	**4,815.53**
Other comprehensive losses, net of tax	-	(14.11)	-	(152.71)	(14.11)	**(180.93)**
Total comprehensive income for the year	**-**	**4,801.42**	**-**	**(152.71)**	**(14.11)**	**4,634.60**
Transactions with owners of the Company	**-**	**-**	**-**	**-**	**-**	**-**
As at 31 March 2023	**5,653.02**	**97,525.14**	**47.55**	**(47.74)**	**(14.11)**	**103,163.86**

Gain /(Loss) of ₹ 78.27 and ₹ (14.11) on re-measurement of defined employee benefit plans (net of tax) is recognised as part of retained earnings for the years ended 31 March 2024 and 31 March 2023, respectively.

Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of each reserve:

a. **Securities premium** - Securities premium reserve is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

b. **Retained earnings** - Retained earnings comprises of prior and current year's undistributed earnings after tax.

c. **Capital Redemption Reserve ('CSR')** - Capital Redemption Reserve is created to the extent of the nominal value of the share capital extinguished on buyback of Company's own shares in accordance with Section 69 of the Companies Act, 2013. The reserve will be utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

d. **Cash flow hedging reserve** - Cumulative changes in the fair value of financial instruments designated and effective as a hedge are recognized in this reserve through OCI (net of taxes). Amounts recognized in the hedging reserve are reclassified to the statement of profit and loss when the underlying transaction occurs.

e. **Investments in debt instruments -** This reserve represents the cumulative gains and losses arising on the revaluation of debt instruments (excluding interest income recognized in the statement of profit and loss) on the balance sheet date measured at fair value through OCI (net of taxes). The reserves accumulated will be reclassified to profit and loss when such instruments are disposed.

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

UNAUDITED STATEMENT OF CASH FLOWS		(₹ lakh)
	Year ended 31 March 2024	**Year ended 31 March 2023**
Operating activities		
Profit before tax	**7,792.31**	**5,544.33**
Adjustments to reconcile profit before tax to net cash provided by operating activities:		
Depreciation and amortization expense	1,371.19	1,451.94
Profit on sale of property, plant and equipment and intangible assets	(11.53)	(4.46)
Net gain on investments carried at fair value through profit and loss	(6,344.19)	(3,482.94)
(Reversal) for expected credit loss	(0.05)	(6.60)
Finance costs	126.24	174.44
Interest income	(1,482.31)	(1,812.25)
Unrealized exchange (gain)/loss, net	(16.05)	11.15
Operating profit before changes in operating assets and liabilities	**1,435.61**	**1,875.61**
Changes in operating assets and liabilities		
Trade receivables	652.32	787.02
Loans	15.96	(4.01)
Other financial assets	27.43	227.53
Other assets	(17.76)	(36.06)
Trade payables	(3.91)	(205.80)
Other financial liabilities	(20.10)	(79.91)
Other liabilities	65.16	(64.90)
Provisions	(48.61)	(356.01)
Total changes in operating assets and liabilities	**670.49**	**267.86**
Income tax paid (net of refunds)	(853.59)	(1,041.02)
Net cash flows generated from operating activities (A)	**1,252.51**	**1,102.45**
Investing activities		
Purchase of property, plant and equipment and intangible assets	(543.50)	(657.87)
Proceeds from sale of property, plant and equipment and intangible assets	129.74	8.75
Loans given to related party	(22,000.00)	(30,000.00)
Loans repaid by related party	32,000.00	29,900.00
Purchase of investments	(97,266.41)	(166,015.54)
Sale of investments	86,379.31	163,115.54
Interest received	998.01	1,673.93
Investments in bank deposits	(0.35)	(0.96)
Redemption / maturity of bank deposits	0.19	1,791.99
Net cash flows used in investing activities (B)	**(303.01)**	**(184.16)**
Financing activities		
Repayment of lease liabilities	(970.05)	(890.96)
Interest on repayment of lease liabilities	(126.24)	(174.44)
Net cash flows used in financing activities (C)	**(1,096.29)**	**(1,065.40)**
Net decrease in cash and cash equivalents (A+B+C)	**(146.79)**	**(147.11)**
Cash and cash equivalents at the beginning of the year	565.90	713.01
Cash and cash equivalents at the end of the year (refer note 12)	**419.11**	**565.90**

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

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Msource (India) Private Limited ('the Company'), is a subsidiary of Msource Mauritius Inc., ('the parent company'), a body corporate incorporated in Mauritius having private status as per its governing country norms. The Company is engaged in providing business process outsourcing services including call centre services and software services and projects to its clients. Mphasis Limited ('ML') is an intermediate holding company. BCP Asia (SG) Mirror Holding Pte Ltd is the ultimate holding company.

The Company is considered to be a private limited company primarily based on the reading of the General Circular No.23/2014 dated 25 June 2014 issued by the Ministry of Corporate Affairs which had clarified that the exemption granted in relation to the subsidiaries of the foreign body corporate under the erstwhile Companies act, 1956 continues as at the date of the report under the provisions of the Companies Act, 2013. Further, the circular clarifies that the exemption is available where the immediate holding company is a foreign body corporate, but it does not cover a situation where intermediate holding Company, i.e. Mphasis Limited, is a public Company.

In this case, the Company is a subsidiary of a Private Foreign Body Corporate – Msource Mauritius Inc. and the entire share capital is held by such Body Corporate. Based on the interpretation of the circular and legal advice obtained, management believes that the status of the Company would be a Private Company.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Act and other relevant provisions of the Act.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation

These financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for the following assets and liabilities which have been measured at fair value.

- Derivative financial instruments.
- Investments classified as Fair Value Through Profit or Loss ('FVTPL')/ Fair Value Through Other Comprehensive Income ('FVTOCI').
- Fair value of plan assets less present value of defined benefit obligations.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Companies' normal operating cycle of 12 months. Current assets do not include assets which are not expected to be realised within 12 months and current liabilities include only items where the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The financial statements are presented in INR ('₹') which is also the Company's functional currency, and all the values are rounded off to the nearest lakh (INR 00,000) except when otherwise indicated.

The statement of cash flows has been prepared under the indirect method.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Use of estimates, assumptions and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the year in which the estimates are revised.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the financial statements have been disclosed below:

Judgements

- **Revenue recognition (Note 2.1, 21)**

  Determination of transaction price; identification of performance obligations and allocation of transaction price; recognition of revenue from performance obligations over time or at a point in time; revenue recognition relating to variable consideration arrangements.

- **Leases (Note 2.4, 4)**

  Assessment of whether or not an arrangement contains a lease, whether the Company is reasonably certain to exercise extension options.

Estimates and assumptions:

- **Property, plant, and equipment and other intangible assets (Note 2.3, 3)**

  Useful life of property, plant and equipment and other intangible assets.

- **Leases (Note 2.4, 4)**

  Determination of applicable discount rate.

- **Fair value measurement of financial instruments (Note 2.6, 34)**

  Unobservable sources for inputs to determine the fair value.

- **Defined benefit plans (Note 2.7, 33)**

  Key actuarial assumptions.

- **Taxes (Note 2.10, 20)**

  Estimating the most likely outcome of uncertain tax positions; availability of future taxable income against which deductible temporary differences can be utilized.

- **Expected credit loss ('ECL') on trade receivables (Note 11)**

  Key assumptions in determining the weighted-average loss rate.

- **Provisions and contingent liabilities (Note 2.11, 16, 28)**

  Key assumptions about the likelihood and magnitude of an outflow of resources

2.1 Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

The Company derives its revenues primarily from rendering application development and maintenance services, infrastructure outsourcing services, call center and business & knowledge process outsourcing operations, application development and maintenance services, infrastructure outsourcing services and licensing arrangements.

- Revenue from rendering application development and maintenance services comprise income from time-and-material contracts. Revenues from call center and business & knowledge process outsourcing operations arise from time-based and unit-priced contracts. Revenues from infrastructure outsourcing services arise from time-based, unit-priced contracts.
- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Fixed Bid monthly milestone-based recognition – The practical expedient of revenue equals invoicing is applied as the amounts invoiced directly correspond with the value of services transferred to the customer.
- Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
- Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price (net of variable consideration).
- Revenue from the sale of distinct third-party hardware is recognised at the point in time when control is transferred to the customer.
- Revenue from related parties is recognized on the basis of "cost plus mark-up" or other models, determined in accordance with terms of the contract entered with related parties.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third-party goods are recorded at gross or net basis depending on whether the Company obtains control of the specified goods or services before it is transferred to the customer.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer. Goods and Services Tax ('GST') is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenues.

The Company recognises an onerous contract provision when it is probable that the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract exceed the economic benefits to be received.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple goods and services to a customer. The Company assesses the goods / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration from the customer or variable consideration with elements such as volume discounts, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. The Company has applied the practical expedient provided by Ind AS 115, whereby the Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company uses judgement 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 good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

The Company disaggregates revenue from contracts with customers by segment, geography, services rendered, delivery location and project type.

2.2 Other Income (Note 22)

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method.

2.3 Property, plant and equipment and intangible assets (Note-3 and Note-5)

Property, plant and equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for, impairment if any. Direct costs are capitalised until the assets are ready to be put to use. Cost includes expenditure directly attributable to the acquisition. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are recognised in the statement of profit and loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component / part of property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets. Freehold land is not depreciated.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets'. The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment and are recognized in the statement of profit and loss when the property, plant and equipment is derecognized.

Depreciation and amortization (Note-3 and Note-5)

Depreciation on property, plant and equipment and amortization of intangible assets is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortised on a straight-line basis over the estimated useful economic life. Depreciation / amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

The useful lives estimated by the management are given below: **(In Years)**

Asset	Useful life as per Companies Act, 2013	Useful life estimated by the management
Computer equipment	3	3
Furniture and fixtures	10	5
Buildings	20	20 or remaining lease term whichever is less
Lease hold improvements	Not Applicable	10 or remaining lease term whichever is less
Office equipment	5	2 to 5
Plant and equipment	15	4 to7
Server and networks	6	6
Vehicles	8	5
Computer Software	As per Ind AS 38	3 to 7

In respect of office equipment, plant and equipment, furniture and fixtures and vehicles, management, basis internal assessment of usage pattern believes that the useful lives as mentioned above best represent the period over which management expects to use these assets. Hence the useful lives in respect of these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

2.4 Leases (Note-4)

Company as a lessee

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:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as

those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the 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 incremental borrowing rate applicable to the Company for nature of assets taken on lease. Generally, the Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in the statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.5 Impairment

a. Financial assets (other than at fair value)

For financial assets measured at amortised cost, the Company assesses at each date of balance sheet whether the asset is impaired. Ind AS 109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. Expected credit loss is the difference between the contractual cash flows and the cash flows that the Company expects to receive, discounted using the effective interest rate. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life-time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

b. Non-financial assets

- **Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs. 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.

2.6 Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of the following:

- financial assets, which include cash and cash equivalents, deposits with banks, trade receivables, investments in mutual funds and debt securities and eligible current and non-current assets.
- financial liabilities, which include finance lease liabilities, trade payables, eligible current and non-current liabilities.

Non-derivative financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and liabilities. Financial assets (excluding trade receivables) and liabilities are initially measured at fair value. 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 added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Trade receivables that do not contain a significant financing component are measured at transaction price. Trade receivables that contain a significant financing component are measured at their present value with interest thereon being accreted over the period to the receivables becoming due for collection.

Financial assets – Business model assessment

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

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

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

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

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

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

Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

a. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. Financial assets at amortised cost

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) and fair value through Other Comprehensive income (FVTOCI) on initial recognition) are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these 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.

c. Financial assets at fair value through other comprehensive income

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) are measured at fair value through other comprehensive income ('FVTOCI') if these financial assets are held within a business 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. Interest income is recognized in the statement of profit or loss for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognized in other comprehensive income. When the investment is disposed of, the cumulative gain or loss previously accumulated in reserves is transferred to the statement of profit and loss.

d. Financial assets at fair value through profit or loss

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the statement of profit and loss. The gain or loss on disposal is recognized in the statement of profit and loss.

Interest income is recognized in the statement of profit and loss for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Company's right to receive dividend is established.

e. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss as expenses.
Subsequent to initial recognition, derivative financial instruments are measured as described below.

a. Cash flow hedges

The Company designates certain foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the net profit in the statement of profit and loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to the statement of profit and loss.

b. Others

Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges are recognized in the statement of profit and loss and reported within foreign exchange gains, net.

Changes in fair value and gains/(losses) on settlement of foreign currency derivative instruments relating to borrowings, which have not been designated as hedges are recorded as foreign exchange gains/ (losses).

Offsetting of financial instruments

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

Fair value of financial instruments

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

De-recognition of financial instruments

Financial assets are derecognized when-

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

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

2.7 Employee benefits

a. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. 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. Compensated absences

The Company has a policy on compensated absences that is both accumulating and non-accumulating in nature. Non-accumulating compensated absences are measured on an undiscounted basis and are recognized in the period in which absences occur. The cost of short term compensated absences are provided for based on estimates. The expected cost of accumulating compensated absences is determined by actuarial valuation at each balance sheet date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefits for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss. The Company presents the entire obligation for compensated absences as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

c. Defined contribution plans

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company. Contributions to defined contribution schemes such as Provident Fund and Employee State Insurance Schemes are charged to the statement of profit or loss on an accrual basis.

d. Gratuity

The Company has a defined benefit gratuity plan that provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment in accordance with "The Payment of Gratuity Act, 1972". The amount is based on the respective employee's last drawn salary and the tenure of employment with the Company.

Gratuity, which is a defined benefit plan, is determined based on an independent actuarial valuation, which is carried out based on the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in 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 Company recognises related restructuring costs or termination benefits. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS read with Schedule III to Companies Act, 2013, the Company transfers it immediately to retained earnings. The discount rate is based on the yield of securities issued by the Government of India.

2.8 Share based payments

Certain employees of the Company have received and are eligible to receive stock options (Employee Stock Option Plan 'ESOP'/Restricted Stock Units 'RSU') of the intermediate holding company Mphasis Limited ("ML,") under the ESOP/RSUs instituted by ML. Accordingly, the Company is subject to cross charge of ESOP/RSU costs from Mphasis Limited. The compensation cost relating to share-based payments are measured using the fair valuation method in accordance with Ind AS 102, Share-Based Payment. Compensation expense is amortized over the vesting period of the option on a graded basis. The units generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black-Scholes valuation model. The expected term of an option is estimated based on the vesting term and contractual life of the option. Expected volatility during the expected term of the option is based on the historical volatility of share price of Mphasis Limited. Risk free interest rates are based on the government securities yield in effect at the time of the grant.

2.9 Foreign currencies

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

2.10 Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

- **Current income tax**

  Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period and reflects the uncertainty related to income tax, if any. The tax rates and tax laws used to compute the amount are those that are enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

- **Deferred income tax**

  Deferred income tax assets and liabilities are recognised using the balance sheet approach. Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in the future to allow all or part of the deferred income tax asset to be utilized.

  Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available to allow in the future against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

  Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be reversed or recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as an income or expense in the period that includes the enactment or substantive enactment date.

  Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

2.11 Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are determined based on the best estimate required to settle each obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

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

2.12 Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the Company's owners for the year by the weighted average number of equity shares outstanding during the year adjusted for treasury shares held.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

3. PROPERTY, PLANT AND EQUIPMENT **(₹ lakh)**

	Plant and equipment	Computer equipment	Servers and networks	Office equipment	Furniture and fixtures	Vehicles	Leasehold improvements	Total
Cost								
At 1 April 2022	**219.80**	**1,323.17**	**1,920.94**	**162.38**	**95.51**	**1.32**	**395.96**	**4,119.08**
Additions	59.99	140.40	289.00	2.44	-	-	-	**491.83**
Disposals/written off	(14.32)	(163.66)	(12.39)	(2.03)	(0.10)	-	-	**(192.50)**
At 31 March 2023	**265.47**	**1,299.91**	**2,197.55**	**162.79**	**95.41**	**1.32**	**395.96**	**4,418.41**
Additions	6.54	145.01	383.16	0.65	0.06	-	-	**535.42**
Disposals/written off	(16.39)	(123.56)	(446.39)	-	(0.59)	-	-	**(586.93)**
At 31 March 2024	**255.62**	**1,321.36**	**2,134.32**	**163.44**	**94.88**	**1.32**	**395.96**	**4,366.90**
Depreciation								
At 1 April 2022	**175.85**	**964.46**	**1,496.37**	**134.16**	**78.18**	**1.32**	**395.96**	**3,246.30**
Charge for the year	16.96	237.45	154.53	11.76	7.60	-	-	**428.30**
Disposals/written off	(14.32)	(163.66)	(8.10)	(2.03)	(0.10)	-	-	**(188.21)**
At 31 March 2023	**178.49**	**1,038.25**	**1,642.80**	**143.89**	**85.68**	**1.32**	**395.96**	**3,486.39**
Charge for the year	21.67	178.23	210.60	9.10	7.31	-	-	**426.91**
Disposals/written off	(16.36)	(10.85)	(440.94)	-	(0.57)	-	-	**(468.72)**
At 31 March 2024	**183.80**	**1,205.63**	**1,412.46**	**152.99**	**92.42**	**1.32**	**395.96**	**3,444.58**
Net block								
At 31 March 2023	**86.98**	**261.66**	**554.75**	**18.90**	**9.73**	**-**	**-**	**932.02**
At 31 March 2024	**71.82**	**115.73**	**721.86**	**10.45**	**2.46**	**-**	**-**	**922.32**
Capital work-in-progress *								
At 31 March 2024								-
At 31 March 2023								-

* Nil (31 March 2023: ₹ 6.60 lakh) has been capitalised and transferred to Property, Plant & Equipment.

4. RIGHT-OF-USE ASSETS

	As at 31 March 2024	As at 31 March 2023
Buildings		
Cost		
Balance as per previous financial statements	**5,082.33**	**5,082.33**
Additions	105.33	-
	5,187.66	**5,082.33**
Depreciation		
Balance as per previous financial statements	**2,748.75**	**1,765.23**
Charge for the year	889.47	983.52
	3,638.22	**2,748.75**
Net block	**1,549.44**	**2,333.58**

During the year ended 31 March 2024, the Company incurred expenses amounting to ₹ 394.42 lakh (31 March 2023: ₹ 28.03) towards short-term leases and leases of low-value assets. For the year ended 31 March 2024, the total cash outflows for leases, amounted to ₹ 1,096.29 lakh (31 March 2023: ₹1,065.40 lakh).

There are no leases not yet commenced as at 31 March 2024 (31 March 2023: nil) to which the Company is committed as a lease.

Lease contracts entered into by the Company pertains to buildings taken on lease to conduct its business in the ordinary course.

The following table presents the various components of lease costs: **(₹ lakh)**

	As at 31 March 2024	**As at 31 March 2023**
Depreciation	889.47	983.52
Interest on lease liabilities	126.24	174.44
	1,015.71	**1,157.96**

Lease liabilities	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Balance as per previous financial statements	**2,626.20**	**3,517.16**
Additions	105.33	-
Deletions	-	-
Interest expense	126.24	174.44
Repayment of lease liabilities including interest	(1,096.30)	(1,065.40)
Non-cash changes	-	-
Closing balance	**1,761.47**	**2,626.20**

5.OTHER INTANGIBLE ASSETS

	As at 31 March 2024	**As at 31 March 2023**
Computer Software		
Cost		
Balance as per previous financial statements	**726.96**	**651.78**
Additions	-	83.97
Disposals	-	(8.79)
	726.96	**726.96**
Amortization		
Balance as per previous financial statements	**660.48**	**629.15**
Amortization	54.81	40.12
Disposals	-	(8.79)
	715.29	**660.48**
Net block	**11.67**	**66.48**

	As at 31 March 2024			As at 31 March 2023		
	Units	**NAV (₹)**	**₹ lakh**	**Units**	**NAV (₹)**	**₹ lakh**
6. NON-CURRENT INVESTMENTS						
Investments measured at FVTPL						
Quoted Target maturity date ETF						
Bharat Bond ETF – April 2025	1,120,130	1,197.43	13,411.75	1,120,130	1,114.01	12,478.35
Bharat Bond FOF – April 2025	79,637,328	11.95	9,516.66	79,637,328	11.10	8,841.42
Quoted debentures						
Kotak Mahindra Investment Limited	-	-	-	2,500	101,140.00	2,528.50
Investments measured at Amortised cost						
7.70% HDB Financial Services Ltd 2025	500	1,045,559.23	5,227.80	-	-	-
7.9712% KMIL 05May25	2,500	104,280.43	2,607.01	-	-	-
7.96% HDB Financial Nov25	150	1,025,155.73	1,537.73	-	-	-
8.0041% KMIL Nov25	150	1,031,746.94	1,547.62	-	-	-
7.84% HDB Financial 2026	250	1,046,307.53	2,615.77	-	-	-
8.0610% ICICI HF 2026	150	1,001,545.75	1,502.32	-	-	-
Investments measured at FVTOCI						
Quoted State Development Loans						
8.05% GUJ 31JAN28	100	1,022,184.00	1,022.18	100	1,023,758.00	1,023.76
7.21% GUJ 09AUG27	150	994,372.00	1,491.56	150	995,670.00	1,493.51
7.16% MH 28SEP26	83	996,182.00	823.05	83	996,199.00	823.06
7.62% GJ 01NOV27	150	1,007,099.00	1,510.65	150	1,011,235.00	1,516.85
7.69% GJ 20DEC27	100	1,009,169.00	1,009.17	100	1,013,501.00	1,013.50
Total non-current investments			**43,823.27**			**29,718.95**
Aggregate value of quoted non-current investments			43,823.27			29,718.95
Market value of quoted non-current investments			43,823.27			29,718.95

	Non-current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
7. LOANS				
Unsecured - considered good				
Loans given to related party*	-	-	-	10,140.39
Employee advances	-	-	17.62	33.58
	-	**-**	**17.62**	**10,173.97**
Less: Loss allowance	-	-	-	-
	-	**-**	**17.62**	**10,173.97**

* Loan given to related party carries interest @ 6 months State Bank of India MCLR (Marginal cost of funds Lending Rate) + 1.75%. The loan was fully repaid by related party in August 2023. (refer note 29)

(₹ lakh)

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
8. OTHER FINANCIAL ASSETS				
Unsecured - considered good				
Bank balances (refer note 13)*	6.06	5.74	107.82	107.82
Accrued interest	-	-	99.13	99.13
Recoverable from related parties (refer note 29)	-	-	0.80	29.35
Foreign exchange derivative assets	-	-	2.04	2.89
Deposits	442.52	420.00	400.95	400.96
Others	-	-	-	-
	448.58	**425.74**	**610.74**	**640.15**

*Includes restricted deposits of ₹ 113.88 lakh (31 March 2023: ₹ 113.56 lakh) placed as a lien against bank guarantees/ statutory registration purposes/ claims.

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
9. OTHER ASSETS				
Unsecured - considered good				
Travel advances	-	-	1.19	2.74
Prepaid expenses	77.93	55.24	212.46	260.77
Advances to suppliers	-	-	6.59	2.79
Indirect tax recoverable	52.80	52.80	321.36	280.23
	130.73	**108.04**	**541.60**	**546.53**

	As at 31 March 2024			As at 31 March 2023		
	Units	NAV (₹)	₹ lakh	Units	NAV (₹)	₹ lakh
10. CURRENT INVESTMENTS						
Investments measured at FVTPL						
Quoted mutual funds						
Kotak Equity Arbitrage Fund Direct growth	38,448,734	36.39	13,990.16	53,046,355	33.55	17,796.27
HDFC Overnight Fund - Direct Plan - Growth	-	-	-	22,536	3,328.44	750.11
Nippon India Arbitrage Advantage Fund-Direct Plan - Growth	79,509,796	26.14	20,780.77	79,509,796	24.14	19,192.71
HDFC Ultra Short Term Fund - Direct Plan - Growth	16,809,800	14.09	2,368.30	-	-	-
Bandhan Liquid Fund - Direct Plan - Growth	97,845	2,917.36	2,854.48	-	-	-
Bandhan Low Duration Fund - Direct Plan - Growth	4,479,862	35.94	1,610.23	4,479,862	33.48	1,499.93
Kotak Savings Fund - Direct Plan - Growth	20,898,111	40.91	8,549.42	-	-	-
Kotak Money Market Fund - Direct Plan Growth	-	-	-	136,974	3,828.34	5,243.81
SBI Magnum Ultra Short term Fund - Direct Plan - Growth	-	-	-	43,773	5,158.42	2,257.98
Invesco India Money Market Fund - Direct Plan - Growth	243,507	2,870.00	6,988.66	243,507	2,669.19	6,499.68
Quoted debentures *						
HDB Financial Services Limited	-	-	-	500	1,072,100.00	5,360.50
Kotak Mahindra Investment Limited	2,500	108,870.00	2,721.75	-	-	-
Investments measured at amortized cost						
Quoted debentures						
6.30% HDB Financial Services Ltd 2025	250	986,247.10	2,465.62	-	-	-
			62,329.39			**58,600.99**
Aggregate value of quoted current investments			62,329.39			58,600.99
Market value of quoted current investments			62,329.39			58,600.99

* These instruments are market linked debentures and earn interest based on underlying index.

(₹ lakh)

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
11. TRADE RECEIVABLES				
Unsecured - considered good				
Trade receivables*	-	-	244.88	755.40
Allowance for doubtful receivables	-	-	(0.97)	(0.98)
	-	**-**	**243.91**	**754.42**
Credit impaired				
Trade receivables	-	-	67.07	64.91
Allowance for doubtful receivables	-	-	(67.07)	(64.91)
	-	**-**	**-**	**-**
Unbilled receivables*			768.27	893.98
	-	**-**	**1,012.18**	**1,648.40**

*Includes receivables from related parties (refer note 29).
Information about the Company's exposure to credit and market risks and impairment losses for trade receivables is included in note 35.

Trade receivables ageing schedule

Particulars (31 March 2024)	**Outstanding for following periods fromdue date of payment**							
	Not Due	**Less than 6 months**	**6 months to 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Unbilled receivables**	**Total**
Undisputed Trade receivables – considered good	211.83	33.05	-	-	-	-	768.27	**1,013.15**
Undisputed Trade receivables – credit impaired	-	-	-	-	-	67.07	-	**67.07**
Disputed Trade receivables considered good	-	-	-	-	-	-	-	**-**
Disputed Trade receivables credit impaired	-	-	-	-	-	-	-	**-**
	211.83	**33.05**	**-**	**-**	**-**	**67.07**	**768.27**	**1,080.22**
Allowance for doubtful receivables								(68.04)
	211.83	**33.05**	**-**	**-**	**-**	**67.07**	**768.27**	**1,012.18**
Particulars (31 March 2023)								
Undisputed Trade receivables – considered good	688.64	66.76	-	-	-	-	893.98	**1,649.38**
Undisputed Trade receivables – credit impaired	-	-	-	-	-	64.91	**-**	**64.91**
Disputed Trade receivables considered good	-	-	-	-	-	-	**-**	**-**
Disputed Trade receivables credit impaired	-	-	-	-	-	-	**-**	**-**
	688.64	**66.76**	**-**	**-**	**-**	**64.91**	**893.98**	**1,714.29**
Allowance for doubtful receivables								(65.89)
	688.64	**66.76**	**-**	**-**	**-**	**64.91**	**893.98**	**1,648.40**

12. CASH AND CASH EQUIVALENTS		
In current accounts	139.11	455.90
Deposits with original maturity of less than 3 months	280.00	110.00
	419.11	**565.90**

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS				
Deposits with remaining maturity of more than 12 months	6.06	5.74	-	-
Deposits with remaining maturity of more than 3 months and less than 12 months	-	-	110.52	109.94
	6.06	**5.74**	**110.52**	**109.94**
Disclosed under other financial assets (refer note 8)	(6.06)	(5.74)	(107.82)	(107.82)
	-	**-**	**2.70**	**2.12**

	As at 31 March 2024	As at 31 March 2023
14. EQUITY SHARE CAPITAL		
Authorised share capital		
12,000,000 (31 March 2023: 12,000,000) equity shares of ₹ 10 each	1,200.00	1,200.00
Issued, subscribed and fully paid-up shares		
6,685,261 (31 March 2023: 6,685,261) equity shares of ₹ 10 each fully paid-up	668.53	668.53
Total issued, subscribed and fully paid-up share capital	**668.53**	**668.53**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2024		As at 31 March 2023	
	Number of shares	₹ lakh	Number of shares	₹ lakh
At the beginning of the year	6,685,261	668.53	6,685,261	668.53
Outstanding at the end of the year	**6,685,261**	**668.53**	**6,685,261**	**668.53**

(b) Terms/rights and restrictions attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares 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.

(c) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

	As at 31 March 2024	As at 31 March 2023
Msource Mauritius Inc. (the holding Company) *		
6,685,061 (31 March 2023: 6,685,061) equity shares of ₹ 10 each fully paid	668.51	668.51

* The ultimate holding company is BCP Asia (SG) Mirror Holding Pte Ltd.

Shares held by Promoters at the beginning of the year			
Promoter Name	**No of Shares**	**% of total shares**	
Msource Mauritius Inc.	6,685,061	99.99%	
Shares held by Promoters at the end of the year			**% Change during the year**
Promoter Name	**No of Shares**	**% of total shares**	
Msource Mauritius Inc.	6,685,061	99.99%	0%

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

Name of the shareholder	As at 31 March 2024		As at 31 March 2023	
	Number of shares	% of holding	Number of shares	% of holding
Msource Mauritius Inc. (the holding Company)	6,685,061	99.99	6,685,061	99.99

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) The Company has neither allotted any fully paid up equity shares by way of bonus shares, nor has bought back any class of equity shares, nor has issued shares for consideration other than cash during the period of five years immediately preceding the balance sheet date.

(₹ lakh)

	As at 31 March 2024	As at 31 March 2023
15. OTHER EQUITY		
Securities premium		
Balance as per previous financial statements	5,653.02	5,653.02
Closing balance	**5,653.02**	**5,653.02**
Retained earnings		
Balance as per previous financial statements	97,525.14	92,723.72
Re-measurement gains / (losses) on defined benefit plans (net of tax)	78.27	(14.11)
Profit for the year	6,229.82	4,815.53
Closing balance	**103,833.23**	**97,525.14**
Capital redemption reserve		
Balance as per previous financial statements	47.55	47.55
Closing balance	**47.55**	**47.55**
Cash flow hedging reserve		
Balance as per previous financial statements	(47.74)	104.97
Changes in fair value during the year, (net)	63.81	(204.08)
Income tax effect on the above	(16.07)	51.37
Closing balance	**-**	**(47.74)**
Debt instruments through OCI		
Balance as per previous financial statements	(14.11)	-
Transactions during the year	0.01	(18.85)
Income tax effect on the above	-	4.74
Closing balance	**(14.10)**	**(14.11)**
Total other equity	**109,519.70**	**103,163.86**

(₹ lakh)

	Non-current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
16. PROVISIONS				
16 a. EMPLOYEE BENEFIT OBLIGATIONS				
Provision for gratuity [refer note 33(a)]	186.45	330.70	-	-
Provision for employee compensated absences	-	-	45.35	54.30
	186.45	**330.70**	**45.35**	**54.30**

	Non-current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
16 b. OTHER PROVISIONS				
Provisions-others	-	-	3,115.17	3,115.17
	-	**-**	**3,115.17**	**3,115.17**
	186.45	**330.70**	**3,160.52**	**3,169.47**

Movement in other provision

Provisions	**As at 31 March 2024**	**As at 31 March 2023**
Balance as per previous financial statements	**3,115.17**	**3,509.52**
Additions	-	-
Utilised / paid	-	(394.35)
Closing Balance	**3,115.17**	**3,115.17**

Provisions include liabilities recognized with respect to ongoing disputes / litigations with third parties. The provision have been estimated based on the Company's assessment of contractual / legal provisions and the expected settlement amount. Given the long duration of disputes / litigation and the related complexities involved therein, the Company expects to settle these provisions upon resolution with the concerned parties.

	As at 31 March 2024	**As at 31 March 2023**
17. TRADE PAYABLES		
Outstanding dues of micro and small enterprises ('MSME')	32.80	0.99
Outstanding dues to creditors other than micro and small enterprises*	1,198.44	1,234.16
	1,231.24	**1,235.15**

*Includes payable to related parties (refer note 29).

Trade payables ageing schedule

Particulars	**Outstanding for following periods from due date of payment**						
(31 March 2024)	**Not Due**	**Less than 1 year**	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	**Accrued expenses**	**Total**
MSME	32.80	-	-	-	-	-	**32.80**
Others	298.55	19.70	(6.26)	0.01	3.70	882.74	**1,198.44**
Disputed dues MSME	-	-	-	-	-	-	**-**
Disputed dues others	-	-	-	-	-	-	**-**
	331.35	**19.70**	**(6.26)**	**0.01**	**3.70**	**882.74**	**1,231.24**
Particulars (31 March 2023)							
MSME	0.07	0.92	-	-	-	-	**0.99**
Others	253.91	16.22	0.06	0.01	3.69	960.27	**1,234.16**
Disputed dues MSME	-	-	-	-	-	-	**-**
Disputed dues others	-	-	-	-	-	-	**-**
	253.98	**17.14**	**0.06**	**0.01**	**3.69**	**960.27**	**1,235.15**

Relationship with struck off companies

Name of struck off company (31 March 2024)	**Nature of transactions**	**Transactions during the year**	**Balance outstanding**	**Relationship**
Webaxyz IT Consulting (Opc) Private Limited	Payables	-	0.14	Vendor
Name of struck off company (31 March 2023)				
Webaxyz IT Consulting (Opc) Private Limited	Payables	-	0.14	Vendor

The Company has amounts due to Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31 March 2024 and 31 March 2023. The details in respect of such dues are as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
- Principal amount	32.80	0.99
- Interest	-	-
The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed date during the year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	1.05	0.53
The amount of interest accrued and remaining unpaid at the end of each accounting year	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 as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	30.33	29.28

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

(₹ lakh)

	Non-current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
18. OTHER FINANCIAL LIABILITIES				
Salary related costs	-	-	188.15	208.89
Capital creditors	-	-	5.32	13.40
Other payables	-	0.25	0.98	-
Foreign exchange derivative liabilities	-	-	-	65.88
	-	**0.25**	**194.45**	**288.17**

	Non-current		Current	
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2024**	**As at 31 March 2023**
19. OTHER LIABILITIES				
Statutory dues	-	-	88.40	23.24
	-	**-**	**88.40**	**23.24**

20. TAXES

Income tax expenses in the statement of profit and loss consist of the following:

	Year ended 31 March 2024	Year ended 31 March 2023
Taxes		
Current taxes	669.42	369.93
Deferred taxes	893.07	358.87
Total taxes	**1,562.49**	**728.80**

The difference between the reported income tax expense and income tax computed at statutory tax rate is primarily attributable to tax effect of allowances/disallowances, income chargeable at differential tax rate and reversal of tax expenses pertaining to prior period.

The Company has adopted applicable tax rate pursuant to section 115BAA of the Act. Such section prescribes that if the rate applicable under this section is adopted, provisions of section 115JB will not be applicable.

Msource (India) Private Limited has entered into international and specified domestic transactions with its associated enterprises within the meaning of section 92B and section 92BA respectively of the Income Tax Act, 1961. The Company is of the view that all the aforesaid transactions have been made at arms' length terms.

Deferred tax for the year ended 31 March 2024 and 31 March 2023 relates to origination and reversal of temporary differences.

Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:

	Year ended 31 March 2024	Year ended 31 March 2023
Profit before tax	**7,792.31**	**5,544.33**
Applicable tax rates in India	25.168%	25.170%
Computed tax charge (A)	**1,961.17**	**1,395.51**
Tax effect of income chargeable at a differential tax rate	(393.78)	(324.01)
Tax effect on non - deductible expenses	15.53	23.51
Reversal of tax expenses pertaining to prior period*	(20.43)	(712.58)
Others, net	-	346.37
Total adjustments (B)	**(398.68)**	**(666.71)**
Total tax expenses (A+B)	**1,562.49**	**728.80**

(₹ lakh)

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
Other tax assets (net)				
Advance income-tax (net of provision for taxation)	5,883.61	5,742.67	-	-
	5,883.61	**5,742.67**	**-**	**-**
Current tax liabilities (net)				
Provision for taxation	-	-	56.39	99.62
	-	**-**	**56.39**	**99.62**

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows:

	As at 31 March 2024	As at 31 March 2023
Deferred tax (liability) / asset (net)		
Property, plant and equipment and other intangible assets	236.04	279.68
Provision for expected credit loss and others	17.23	16.70
Provision for employee benefits	65.47	110.76
Derivative (assets) / liabilities	-	16.06
Investment in debt instruments	4.74	4.74
Unrealised gain on investments	(1,222.79)	(417.73)
ROU assets	(389.99)	(587.36)
Lease liability	443.36	661.01
Others	10.13	15.79
	(835.81)	**99.65**

Significant components of net deferred tax assets are as follows:

	As at 1 April 2023	Statement of Profit and loss	OCI	As at 31March 2024
Deferred tax (liability) / asset (net)				
Property, plant and equipment and other intangible assets	279.68	(43.64)	-	236.04
Provision for expected credit loss and others	16.70	0.53	-	17.23
Provision for employee benefits	110.76	(18.97)	(26.32)	65.47
Derivative (assets) / liabilities	16.06	-	(16.06)	-
Investment in debt instruments	4.74	-	-	4.74
Unrealised gain on investments	(417.73)	(805.06)	-	(1,222.79)
ROU assets	(587.36)	197.37	-	(389.99)
Lease liabilities	661.01	(217.65)	-	443.36
Others	15.79	(5.66)	-	10.13
Total	**99.65**	**(893.08)**	**(42.38)**	**(835.81)**

	As at 1 April 2022	Statement of Profit and loss	OCI	As at 31 March 2023
Deferred tax (liability) / asset (net)				
Property, plant and equipment and other intangible assets	328.89	(49.21)	-	279.68
Provision for expected credit loss and others	117.27	(100.57)	-	16.70
Provision for employee benefits	403.35	(297.33)	4.74	110.76
Derivative (assets) / liabilities	(35.31)	-	51.37	16.06
Investment in debt instruments	-	-	4.74	4.74
Unrealised gain on investments	(460.69)	42.96	-	(417.73)
ROU assets	(834.91)	247.55	-	(587.36)
Lease liabilities	885.27	(224.26)	-	661.01
Others	(6.20)	21.99	-	15.79
Total	**397.67**	**(358.87)**	**60.85**	**99.65**

	Year ended 31 March 2024	Year ended 31 March 2023
21. REVENUE FROM OPERATIONS		
Sale of services (refer note 30)*	10,465.45	10,224.62
Profit on cash flow hedges reclassified to revenue	(42.83)	231.49
	10,422.62	**10,456.11**

*Includes transactions with related parties (refer Note 29)
Information in relation to revenue disaggregation is disclosed in note 31.

Reconciliation of revenue recognised with contracted price is as follows: **(₹ lakh)**

	Year ended 31 March 2024	Year ended 31 March 2023
Contracted price	10,560.93	10,250.06
Reductions towards variable consideration components *	(95.48)	(25.44)
Revenue as per statement of profit and loss	**10,465.45**	**10,224.62**

* The reduction towards variable consideration comprises of discounts.

Remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Unsatisfied or partially satisfied Performance obligations are subject to variability due to several factors such as termination, changes in contract scope, re-validation of estimates and economic factors.

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the Company's performance completed to date, typically those contracts where invoicing is on time and material, unit price basis and fixed monthly billing.

There were no performance obligations that are completely or partially unsatisfied as of 31 March 2024 and 31 March 2023.

Invoices are usually payable within 30-60 days. Certain contracts contain provision for volume discounts and cash discounts on account of early payment of invoices.

	Year ended 31 March 2024	Year ended 31 March 2023
22. OTHER INCOME		
Interest income on		
Bank deposits	11.17	38.32
Long term bonds	992.65	364.78
Loan to related party*	455.98	1,387.79
Others	22.51	21.36
Net gain on investments measured at FVTPL **	6,344.19	3,482.94
Foreign exchange gain/(loss), (net)	14.65	24.63
Profit on sale of fixed assets, (net)	11.53	4.46
Miscellaneous income	3.42	0.74
	7,856.10	**5,325.02**

* Interest income from related parties (refer note 29).

** Includes profit on sale of investments amounting to ₹ 1,510.10 lakh (31 March 2023: ₹ 3,534.35 lakh).

	Year ended 31 March 2024	Year ended 31 March 2023
23. EMPLOYEE BENEFITS EXPENSE		
Salaries and bonus	2,443.73	2,866.19
Contribution to provident and other funds	232.72	246.20
Employee share based payments (refer note 41)	9.48	64.97
Staff welfare expenses	59.47	55.18
	2,745.40	**3,232.54**

	Year ended 31 March 2024	Year ended 31 March 2023
24. FINANCE COSTS		
Interest expense on lease liabilities	126.24	174.44
	126.24	**174.44**

	Year ended 31 March 2024	Year ended 31 March 2023
25. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation of property, plant and equipment (refer note 3)	426.91	428.30
Amortization of intangible assets (refer note 5)	54.81	40.12
Depreciation of right-of-use assets (refer note 4)	889.47	983.52
	1,371.19	**1,451.94**

(₹ lakh)

	Year ended 31 March 2024	Year ended 31 March 2023
26. OTHER EXPENSES		
Subcontracting charges (refer note 29)	1,394.02	1,249.59
Legal and professional charges	852.60	669.50
Facility expenses	549.86	295.53
Travel	31.75	53.55
Software support and annual maintenance charges	744.99	766.09
Communication expenses	642.72	446.26
Power and fuel	321.09	290.68
Rates and taxes	8.88	32.13
Repairs and maintenance - others	672.67	390.85
Reversal of expected credit loss	(0.05)	(6.60)
Corporate support cost	432.35	459.51
Corporate Social Responsibility expense (refer note 40)	61.70	93.40
Security charges	448.31	352.73
Miscellaneous expenses	72.99	274.85
Auditor's remuneration (refer details below)	9.70	9.81
	6,243.58	**5,377.88**
Auditor's remuneration *		
Statutory audit fee	8.00	8.00
Other services (certification fees)	1.50	1.70
Reimbursement of expenses	0.20	0.11
	9.70	**9.81**

* excluding Goods and Services Tax.

27. EARNINGS PER SHARE ('EPS')

Reconciliation of basic and diluted shares used in computing earnings per share:

	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year (₹ in lakh)	6,229.82	4,815.53
Number of weighted average shares considered for calculation of basic earnings per share	6,685,261	6,685,261
Add: Dilutive effect of stock options	-	-
Number of weighted average shares considered for calculation of diluted earnings per share	**6,685,261**	**6,685,261**
Earnings per equity share (par value ₹ 10 per share)		
Basic and Diluted (₹)	93.19	72.03

28. CONTINGENT LIABILITIES AND COMMITMENTS

a. The Company has disputes with income tax authorities in India. The ongoing disputes pertain to various assessment years from 2003-04 to 2022-23. The matters under dispute pertain to transfer pricing and tax treatment of certain expenses claimed as deductions, or allowances, characterization of fees for services paid and applicability of withholding taxes. Claims against the Company in relation to direct taxes, indirect taxes and transfer pricing matters not acknowledged as debts amount to ₹ 5,053.96 lakh (31 March 2023: ₹ 7,688.01 lakh).

These demands are being contested by the Company based on management evaluation, advice of tax consultants and legal advice obtained. No provision has been made in the books of accounts. The Company has filed appeals against such orders with the appropriate appellate authorities.

The Company has received notices and inquiries from income tax authorities related to the Company's operations in the jurisdictions it operates in. The Company has evaluated these notices, responded appropriately and believes there are no financial statement implications as on date.

b. Outstanding bank guarantees as at 31 March 2024: ₹ 387.91 lakh (31 March 2023: ₹ 387.91 lakh); pertains to guarantees on behalf of the Company to regulatory authorities.

c. Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for as at 31 March 2024: ₹ 36.82 lakh (31 March 2023: ₹ 275.85 lakh).

29. RELATED PARTY TRANSACTIONS

In accordance with the requirements of Indian Accounting Standard (Ind AS) -24 'Related Party Disclosures' the names of the related party where control exists/able to exercise significant influence along with the aggregate transactions and year-end balances are given below.

a. Entities who have control over the Company:

The related parties which exercise control are as follows:

- BCP Asia (SG) Mirror Holding Pte Ltd (Ultimate holding company)
- BCP Topco IX Pte Ltd (The holding company of Mphasis Limited)
- Mphasis Limited ('ML', the holding company of Mphasis USA)
- Mphasis Corporation ('Mphasis USA', the holding company of Mphasis Europe BV)
- Mphasis Europe BV ('Mphasis Europe BV', the holding company of Msource Mauritius Inc)
- Msource Mauritius Inc. ('Msource Mauritius Inc.', the holding company)

b. Post-employment benefit trust of the Company

- Msource India Private Ltd Employees Group Gratuity Fund Trust

c. Key management personnel

The key management personnel of the Company are as mentioned below:

- Rishad Mustafa – Company Secretary. (appointed effective 5 December 2023 and resigned effective closing hours of 21 June 2024)
- Sudarshan Srinivasan – Company Secretary (resigned effective closing hours of 11 August 2023)

d. Key management personnel of Mphasis Limited

▪ Nitin Rakesh	Chief Executive Officer and Managing Director
▪ Manish Dugar	Chief Financial Officer
▪ Subramanian Narayan	Senior Vice President & Company Secretary

Non-executive directors on the board of the Company

▪ Ajit Kumar Gopala Krishna Kurup	Director
▪ Manish Dugar	Director
▪ Ganesh Vembu	Director

e. Other related parties with which transactions have taken place:

The Company has entered into transactions during the year with the following parties which are fellow subsidiaries:

Digital Risk, LLC	Mphasis Belgium BV ('Mphasis Belgium')
Wyde Corporation Inc	Mphasis Poland s.p.z.o.o
Digital Risk Mortgage Services, LLC	Mphasis Wyde SASU
Stelligent Systems LLC	Datalytyx Limited
Mphasis Deutschland GmbH ('Mphasis GmbH')	Mrald Services Limited
Mphasis Ireland Limited ('Mphasis Ireland')	Mphasis (Shanghai) Software & Services Company Limited ('Mphasis China')
Mphasis Europe BV ('Mphasis Europe')	Mphasis Pte Limited ('Mphasis Singapore')
Mphasis UK ('Mphasis UK')	Mphasis Australia Pty Limited ('Mphasis Australia')

The following is the summary of significant transactions with related parties by the Company:		**(₹ lakh)**
	Year ended 31 March 2024	**Year ended 31 March 2023**
Rendering of services to entities who have control over the Company	**4,614.30**	**4,385.80**
- Mphasis Limited	4,601.64	4,360.28
- Mphasis USA	12.66	17.28
- Mphasis Europe BV	-	8.24
Rendering of services to fellow subsidiaries	**45.65**	**8.29**
- Mphasis Belgium BV	3.72	-
-Mphasis Australia	12.27	8.29
- Mphasis UK	29.66	-
Sub-lease rent paid to entities who have control over the Company	**416.22**	**364.60**
- Mphasis Limited	416.22	364.60
Subcontracting charges to entities who have control over the Company	**1,094.44**	**953.22**
- Mphasis Limited	1,055.15	923.09
- Mphasis USA	39.29	30.13
Subcontracting charges to fellow subsidiaries	**299.57**	**293.18**
- Mphasis Poland s.p.z.o.o	294.68	293.07
- Others	4.89	0.11
Sale of property, plant and equipment to the entities who have control over the Company	**118.10**	**4.30**
- Mphasis Limited	118.10	4.30
Purchase of property, plant and equipment from entities who have control over the Company	**43.70**	**189.20**
- Mphasis Limited	43.70	189.20
Corporate support cost to entities who have control over the Company	**432.35**	**459.51**
- Mphasis Limited	423.59	449.25
- Mphasis USA	8.76	10.26
Unsecured loans given to entities who have control over the Company	**22,000.00**	**30,000.00**
- Mphasis Limited	22,000.00	30,000.00
Unsecured loans repaid by entities who have control over the Company	**32,000.00**	**29,900.00**
- Mphasis Limited	32,000.00	29,900.00
Interest income from unsecured loans given to entities who have control over the Company	**455.98**	**1,387.79**
- Mphasis Limited	455.98	1,387.79
Expenses incurred on Company's behalf by related parties who have control over the Company	**195.80**	**225.59**
- Mphasis Limited	195.80	225.59
Expenses incurred on behalf of related parties who have control over the Company	**73.40**	**52.12**
- Mphasis Limited	64.07	45.26
- Mphasis USA	9.29	6.84
- Mphasis Europe BV	0.04	0.02
Expenses incurred on behalf of fellow subsidiaries	**7.22**	**5.52**
- Digital Risk Mortgage Services, LLC	2.17	1.74
- Others	5.05	3.78

Marble II Pte Ltd. ('Marble') (being the erstwhile Promoter of the Mphasis Limited and also the Company) has covered one of the Directors of the Company under an Exit Return Incentive Plan ('the ERI Plan') of Marble, under which Marble could make direct payments upon satisfaction of specified conditions therein, at Marble's discretion. The ERI Plan was approved by the Board of Directors of Mphasis Ltd on 25 May 2017 and the shareholders of Mphasis Ltd at the Annual General Meeting held on 26 July 2017, as required under Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There is no financial impact / burden to the Company for the payments to be made pursuant to the ERI Plan by Marble. During the previous year Marble has, since its exit as a shareholder of the Company, made payments of ₹ 413.00 lakh in aggregate under the ERI Plan to one of the Directors of the Company.

BCP Topco IX Pte. Ltd. ('Topco') being the holding Company and the promoter of Mphasis Limited and also the Company, through its related entities –BCP Asia (SG) Mirror Holding Pte Ltd and BCP Asia Mirror CYM Ltd ("Cayco"), has covered one of the Directors of the Company under the Exit Return Incentive Plan, 2021 ('ERI 2021'), under which direct payments will be made upon satisfaction of specified conditions therein, at their discretion. The ERI 2021 Plan was approved by the Board of Directors of Mphasis Ltd on 31 August 2021 and the shareholders of Mphasis Ltd at the Annual General Meeting held on 29 September 2021, as required under Regulation 26(6) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There is no financial impact / burden to the Company for the payments to be made pursuant to ERI 2021.

The balances receivable from and payable to related parties are as follows:		(₹ lakh)
	As at 31 March 2024	As at 31 March 2023
Trade receivables from entities who have control over the Company	**372.26**	**694.43**
- Mphasis Limited	363.81	690.44
- Mphasis USA	8.45	3.99
Trade receivable from fellow subsidiaries	**11.24**	**2.83**
- Mphasis UK	9.01	-
- Mphasis Australia	2.23	2.83
Other receivables from entities who have control over the Company	**-**	**23.17**
- Mphasis Limited	-	20.23
- Mphasis USA	-	2.91
- Mphasis Europe BV	-	0.03
Other receivables from fellow subsidiaries	**0.80**	**6.18**
- Mphasis Belgium BV	-	1.38
- Others	0.80	4.80
Trade payables to entities who have control over the Company	**301.71**	**363.36**
- Mphasis USA	8.47	4.81
- Mphasis Limited	293.24	358.55
Trade payable to fellow subsidiaries	**26.10**	**49.63**
- Mphasis Poland s.p.z.o.o	26.10	49.63
Unsecured loans given to entities who have control over the Company	**-**	**10,140.39**
- Mphasis Limited	-	10,140.39

The remuneration to key managerial personnel is paid by Mphasis Limited as they are not employees of the Company.

30. SEGMENT REPORTING

Operating segments are defined as components of the Company for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Board of Directors are the chief operating decision makers (CODM) of the Company.

Effective 1 April 2023, the Company re-organized the grouping of certain customers amongst operating segments in line with the go-to market strategy, as reviewed by the CODM. The revised segment results have been disclosed accordingly. The comparative information for the year ended 31 March 2023 has been restated to give effect to the above change.

The Company has identified business segments as reportable segments. The business segments identified are Banking and Financial Services, Logistics and transportation, Technology Media and Telecom, Insurance, and Others.

The accounting policies consistently used in the preparation of financial statements are also applied to record revenue and expenditure in individual segments. Revenues and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while other items, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company, therefore, believes that it is not practical to provide segment disclosures relating to such items, and accordingly such items are separately disclosed as 'unallocated'.

CODM does not review assets and liabilities at reportable segments level, hence segment disclosures relating to total assets and liabilities have not been provided.

Client relationships are driven based on client domicile. The geographical segments include United States of America ('Americas'), India, Europe, Middle East & Africa ('EMEA') and Rest of the world ('ROW').

		(₹ lakh)
Business segments	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Banking and Financial Services	4,867.88	4,839.65
Logistics and Transportation	94.22	95.61
Technology Media and Telecom	4,607.30	4,218.20
Insurance	409.53	591.78
Others	486.52	479.38
Unallocated - hedge	(42.83)	231.49
Total	**10,422.62**	**10,456.11**
Segment result		
Banking and Financial Services	461.19	646.95
Logistics and Transportation	3.61	(1.62)
Technology Media and Telecom	2,093.03	1,906.61
Insurance	(23.10)	(12.14)
Others	121.31	(39.73)
Unallocated - hedge	(42.83)	231.49
Total segment result	**2,613.21**	**2,731.56**
Interest income	489.66	1,447.47
Other income	7,366.44	3,877.55
Other unallocable expenditure	(2,677.00)	(2,512.25)
Profit before tax	**7,792.31**	**5,544.33**
Income taxes	1,562.49	728.80
Profit for the year	**6,229.82**	**4,815.53**

Revenue from three customer groups individually accounted for more than 10% of the total revenue for the years ended 31 March 2024 and 31 March 2023.

(₹ lakh)

Geographic revenues	Year ended 31 March 2024	Year ended 31 March 2023
Americas	5,508.17	5,429.61
India	50.62	20.35
EMEA	4,876.66	4,745.61
ROW	30.00	29.05
Unallocated - hedge	(42.83)	231.49
Total	**10,422.62**	**10,456.11**

31. DISAGGREGATION OF REVENUE

Services rendered	Year ended 31 March 2024	Year ended 31 March 2023
Application Services	518.00	401.91
Business process services	9,608.54	9,655.94
Infrastructure services	338.91	166.77
Unallocated - hedge	(42.83)	231.49
Total	**10,422.62**	**10,456.11**
Delivery location		
Onsite	274.60	283.99
Offshore	10,190.85	9,940.63
Unallocated - hedge	(42.83)	231.49
Total	**10,422.62**	**10,456.11**
Project type		
Time and material	7,649.97	6,901.06
Fixed monthly billings	1,198.04	1,225.80
Transaction based	1,617.44	2,097.76
Unallocated - hedge	(42.83)	231.49
Total	**10,422.62**	**10,456.11**
Market		
Direct	10,459.51	10,199.35
DXC	5.94	25.27
Unallocated - hedge	(42.83)	231.49
Total	**10,422.62**	**10,456.11**

32. CAPITAL MANAGEMENT

The Company's objective is to maintain a strong capital base to ensure sustained growth in business. The Capital Management policy focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

	As at 31 March 2024	As at 31 March 2023
Total equity attributable to the share holders of the Company (A)	110,188.23	103,832.39
Borrowings (B)	-	-
Total capital C(A+B)	**110,188.23**	**103,832.39**
Total borrowings as a percentage of capital (B / C)	**0.00%**	**0.00%**
Total equity as a percentage of total capital (A / C)	**100.00%**	**100.00%**

The Company is wholly equity financed which is evident from the capital structure table above. The Company is not subject to any externally imposed capital restrictions.

33. EMPLOYEE BENEFITS

a. Gratuity Plan

In accordance with Indian laws, the Company operate a scheme of Gratuity which is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days' salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The Company manages the plan through a trust. The trust is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives.

The following tables set out the status of the gratuity plan. **(₹ lakh)**

	Year ended 31 March 2024	Year ended 31 March 2023
Changes in present value of defined benefit obligations		
Obligations at beginning of the year	440.86	430.14
Service cost	38.43	39.22
Interest cost	27.12	22.92
Benefits paid	(23.33)	(58.61)
Re-measurement (gain) / loss (through OCI)	(105.14)	7.19
Obligations at end of the year	**377.94**	**440.86**
Change in plan assets		
Plan assets at beginning of the year, at fair value	110.16	163.63
Expected return on plan assets	5.31	24.35
Re-measurement gain / (loss) (through OCI)	(0.55)	(11.66)
Employer contributions	0.80	-
Benefits paid	(23.33)	(58.61)
Fund transfer from Mphasis Limited	100.00	-
Administration charges	(0.90)	(7.55)
Plan assets at end of the year	**191.49**	**110.16**
Present value of defined benefit obligation at the end of the year	377.94	440.86
Fair value of plan assets at the end of the year	191.49	110.16
Net liability recognised in the balance sheet	**(186.45)**	**(330.70)**
Expenses recognised in statement of profit and loss		
Service cost	38.43	39.22
Interest cost (net)	21.81	(1.43)
Net gratuity cost	**60.24**	**37.79**
Re-measurement (gains) / losses in OCI		
Actuarial (gain) / loss due to financial assumption changes	2.48	(10.65)
Actuarial (gain) / loss due to experience adjustments	(80.76)	17.84
Actuarial (gain) / loss due to Demographic Assumption changes in DBO	(26.86)	-
Re-measurement - return on plan assets (greater) less than discount rate	0.55	11.66
Total (gains) / losses routed through OCI	**(104.59)**	**18.85**
Assumptions		
Discount rate	7.20%	7.36%
Expected rate of return on plan assets	7.01%	7.36%
Salary increase	4.00%	4.00%
Attrition rate	16% to 35%	30.00%
Retirement age	60 years	60 years
Future payouts (year ended 31 March)		
Year-1	57.15	121.96
Year-2	44.79	85.44
Year-3	36.92	65.19
Year-4	35.75	46.96
Year-5	32.35	33.42
Year-6-10	93.95	71.62
Year-10 and above	77.03	16.27

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Expected return on plan assets is computed based on prevailing market rate.

At 31 March 2024, the weighted-average duration of the defined benefit obligation is 5.11 years (31 March 2023: 3.30 years).

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

Insurer managed funds	100%	100%

Sensitivity analysis	**Year ended 31 March 2024**		**Year ended 31 March 2023**	
Change in discount rate	**1% increase**	**1% decrease**	**1% increase**	**1% decrease**
Effect on the defined benefit obligation	(16.35)	14.98	(10.87)	10.28
Change in salary increase rate				
Effect on the defined benefit obligation	15.56	(16.70)	10.71	(11.13)

b. Provident fund

In accordance with Indian law, all eligible employees of the Company are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly. The contributions paid/ payable to Employee Provident Fund are recognised as expense in the statement of profit and loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities. The Company contributed ₹ 140.27 lakh during the year ended 31 March 2024 (31 March 2023: ₹ 158.56 lakh).

c. The Code on Social Security 2020 ('Code'), which received the Presidential Assent on 28 September 2020, subsumes nine regulations relating to social security, retirement, and employee benefits. The Code will have an impact on the contributions towards gratuity and provident fund made by the Company. The Ministry of Labour and Employment ('Ministry') has released draft rules for the Code on 13 November 2020 and has invited suggestions from stake holders. The suggestions received are under consideration by the Ministry. The effective date of the Code has not yet been notified and the related rules to ascertain the financial impact are yet to be finalized and notified. The Company will assess the impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

34. FINANCIAL INSTRUMENTS

The carrying value of financial instruments by categories is as follows: **(₹ lakh)**

Particulars (as at 31 March 2024)	FVTPL	FVTOCI	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Amortized cost	Total
Financial assets						
Cash and cash equivalents	-	-	-	-	419.11	**419.11**
Bank balances other than cash and cash equivalents	-	-	-	-	2.70	**2.70**
Investments	82,792.18	5,856.61	-	-	17,503.87	**106,152.66**
Trade receivables	-	-	-	-	1,012.18	**1,012.18**
Loans	-	-	-	-	17.62	**17.62**
Derivative assets	-	-	-	2.04	-	**2.04**
Other financial assets	-	-	-	-	1,057.28	**1,057.28**
Total	**82,792.18**	**5,856.61**	**-**	**2.04**	**20,012.76**	**108,663.59**
Financial liabilities						
Lease liabilities	-	-	-	-	1,761.47	**1,761.47**
Trade payables	-	-	-	-	1,231.24	**1,231.24**
Other financial liabilities	-	-	-	-	194.45	**194.45**
Total	**-**	**-**	**-**	**-**	**3,187.16**	**3,187.16**
Particulars (as at 31 March 2023)						
Financial assets						
Cash and cash equivalents	-	-	-	-	565.90	**565.90**
Bank balances other than cash and cash equivalents	-	-	-	-	2.12	**2.12**
Investments	82,449.26	5,870.68	-	-	-	**88,319.94**
Trade receivables	-	-	-	-	1,648.40	**1,648.40**
Loans	-	-	-	-	10,173.97	**10,173.97**
Derivative assets	-	-	1.97	0.92	-	**2.89**
Other financial assets	-	-	-	-	1,063.00	**1,063.00**
Total	**82,449.26**	**5,870.68**	**1.97**	**0.92**	**13,453.39**	**101,776.22**
Financial liabilities						
Lease liabilities	-	-	-	-	2,626.20	**2,626.20**
Trade payables	-	-	-	-	1,235.15	**1,235.15**
Derivative liabilities	-	-	65.79	0.09	-	**65.88**
Other financial liabilities	-	-	-	-	222.54	**222.54**
Total	**-**	**-**	**65.79**	**0.09**	**4,083.89**	**4,149.77**

Fair Value hierarchy

Particulars	As at 31 March 2024				As at 31 March 2023			
	Fair value measurements at reporting date using				Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets								
Investments	**88,648.79**	85,927.04	2,721.75	-	**88,319.94**	80,430.94	7,889.00	-
Derivative assets	**2.04**	-	2.04	-	**2.89**	-	2.89	-
Liabilities								
Derivative liabilities	**-**	-	-	-	**65.88**	-	65.88	-

Valuation techniques and significant unobservable inputs

Level 2:

Forward exchange contracts: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on yield curves in the respective currencies.

Non-convertible debentures: The fair value is estimated considering quoted prices of securities with similar maturity and credit rating that are traded in active markets.

Offsetting financial assets with liabilities

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 realise the asset and settle the liability simultaneously.

The quantitative information about offsetting financial asset is as follows: **(₹ lakh)**

	As at 31 March 2024	As at 31 March 2023
Gross amount of recognised trade receivables (net of provision for ECL) - Billed	676.03	1,089.34
Gross amount of volume discount set off in the balance sheet	(432.12)	(334.92)
Net amount presented in balance sheet	**243.91**	**754.42**

35. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to the following risks:

- Credit risk
- Interest rate risk
- Liquidity risk
- Foreign currency exchange rate risk

The Company has a risk management policy/ framework which covers risks associated with the financial assets and liabilities. The risk management policy/ framework is approved by the Treasury Committee. The focus of such framework is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

CREDIT RISK

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing/financing activities including deposits with banks and financial institutions, investments, derivative financial instruments and other financial instruments.

Trade receivables

Credit risk is managed by each business unit subject to the Company's established policies, procedures and controls relating to customer credit risk management. Outstanding customer receivables are regularly monitored. Three customer groups accounted for more than 10% of the trade receivables for the year ended 31 March 2024 (31 March 2023: Three).

Credit risk exposure

The Company's credit period generally ranges from 30 – 60 days. The particulars of outstanding are as below.

Particulars	As at 31 March 2024	As at 31 March 2023
Trade receivables	1,012.18	1,648.40
Total	**1,012.18**	**1,648.40**

The concentration risk with respect to trade receivables is low since they are spread across multiple customers, geographies, industries. The allowance for lifetime expected credit loss for the years ended 31 March 2024 and 31 March 2023 was ₹ (0.05) lakh and ₹ (6.60) lakh respectively.

The reconciliation is as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Balance as per previous financial statements	65.73	72.33
Charge/(credit) for the year	(0.05)	(6.60)
Closing balance	**65.68**	**65.73**

Financial instruments and deposits with banks

Credit risk is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investments in liquid mutual fund units, State Development Loans, loans given to related parties, deposits and bonds issued by Government owned entities and highly rated financial institutions. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. Three banks accounted for more than 10% of the Company's deposits and bank balances as at 31 March 2024 (31 March 2023: Three banks).

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's investments are primarily in fixed rate interest bearing investments. Hence, the Company is not significantly exposed to interest rate risk on its investments.

The interest rate profile of the Company's interest-bearing financial instruments is as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed rate instruments	23,360.48	5,870.68
Variable rate instruments	2,721.75	18,029.39

A change of 100 basis points in interest rates would have increased or decreased profit after tax by Rs 195.62 lakh (31 March 2023: Rs 179.25 lakh). This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

LIQUIDITY RISK

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company's principal sources of liquidity are cash and cash equivalents, bank balances other than cash and cash equivalents, current investments and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The break-up of cash and cash equivalents, deposits and investments is as below:

(₹ lakh)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents	419.11	565.90
Bank balances other than cash and cash equivalents	2.70	2.12
Current investments	62,329.39	58,600.99
Total	**62,751.20**	**59,169.01**

The table below summarizes the maturity profile of the Company's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments.

Financial liabilities (31 March 2024)	On demand	0-180 days	180 to 365 days	365 days and above	Total
Trade payables	-	1,231.24	-	-	**1,231.24**
Lease liabilities	-	530.55	547.30	771.76	**1,849.61**
Other financial liabilities	0.65	193.80	-	-	**194.45**
Total financial liabilities	**0.65**	**1,955.59**	**547.30**	**771.76**	**3,275.30**
Financial liabilities (31 March 2023)					
Trade payables	-	1,235.15	-	-	**1,235.15**
Lease liabilities	-	570.38	504.10	1,753.59	**2,828.07**
Other financial liabilities	1.32	286.85	-	0.25	**288.42**
Total financial liabilities	**1.32**	**2,092.38**	**504.10**	**1,753.84**	**4,351.64**

FOREIGN CURRENCY EXCHANGE RATE RISK

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income, where transaction denominated in a currency other than the functional currency. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in Euros ('EUR"). The Company also has exposures to Great Britain Pound ('GBP'), United States Dollars ('USD') and Canadian dollar ('CAD'). The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Company uses derivative financial instruments, such as foreign exchange forward contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of its forecasted cash flows and trade receivables.

Below is the summary of foreign currency exposure of Company's financial assets and liabilities:

As at 31 March 2024	₹ lakh					
Financial assets	**USD**	**EUR**	**GBP**	**CAD**	**Others**	**Total**
Trade receivables	19.64	455.50	83.73	-	114.62	**673.49**
Other financial assets	0.80	-	-	-	-	**0.80**
Total financial assets	**20.44**	**455.50**	**83.73**	**-**	**114.62**	**674.29**
Financial liabilities						
Trade payables	34.58	-	-	-	-	**34.58**
Total financial liabilities	**34.58**	**-**	**-**	**-**	**-**	**34.58**
Net financial assets	**(14.14)**	**455.50**	**83.73**	**-**	**114.62**	**639.71**
As at 31 March 2023	₹ lakh					
Financial assets	**USD**	**EUR**	**GBP**	**CAD**	**Others**	**Total**
Trade receivables	6.79	788.42	55.96	137.14	-	**988.31**
Cash and cash equivalents	13.67	-	-	-	-	**13.67**
Other financial assets	7.68	1.21	-	-	-	**8.89**
Total financial assets	**28.14**	**789.63**	**55.96**	**137.14**	**-**	**1,010.87**
Financial liabilities						
Trade payables	54.85	-	-	-	-	**54.85**
Total financial liabilities	**54.85**	**-**	**-**	**-**	**-**	**54.85**
Net financial assets	**(26.71)**	**789.63**	**55.96**	**137.14**	**-**	**956.02**

The counter party for these transactions are banks. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

Forward contracts outstanding against receivables as at 31 March 2024 and 31 March 2023 are as below:

Currency	As at 31 March 2024		As at 31 March 2023	
Balance sheet hedges	**Amount (lakh)**	**Amount in (₹ lakh)**	**Amount (lakh)**	**Amount in (₹ lakh)**
CAD	4.99	305.49	4.29	260.26
EUR	6.47	581.43	6.96	622.21

Forward contracts outstanding against payables as at 31 March 2024 and 31 March 2023 are as below:

Currency	As at 31 March 2024		As at 31 March 2023	
Balance sheet hedges	**Amount (lakh)**	**Amount in (₹ lakh)**	**Amount (lakh)**	**Amount in (₹ lakh)**
PLN	-	-	-	-

Sensitivity analysis

For every 1% appreciation/depreciation of the respective foreign currencies, the Company's profit before taxes will be impacted approximately by ₹ 2.47 lakh for the year ended 31 March 2024 (31 March 2023: ₹ 0.74 lakh).

36. ADDITIONAL REGULATORY INFORMATION

a. ANALYTICAL RATIOS

Ratios	Numerator	Denominator	As at 31 March 2024 (A)	As at 31 March 2023	% Variance (A-B)
Current ratio (in times)	Current assets	Current liabilities	11.32	12.51	-9.53%
Debt equity ratio (in times)*	Debt (borrowings + lease liabilities)	Shareholders equity	0.02	0.03	-36.80%
Debt service coverage ratio (in times)	Earnings for Debt Service (Profit after tax+Depreciation+finance cost-Profit on sale of property, plant and equipment)	Debt Service (Interest and lease payments + Principal repayments)	7.06	6.05	16.67%
Return on equity ratio (in %)	Net Profit for the year	Average shareholders equity	5.82%	4.74%	22.73%
Trade receivables turnover ratio *	Revenue from operations	Average trade receivables	7.83	5.12	53.17%
Trade payables turnover ratio*	Other expenses	Average trade payables	5.06	4.02	25.97%
Net capital turnover ratio	Revenue from operations	Working Capital (current assets - current liabilities)	0.18	0.16	11.82%
Net profit ratio (in %)*	Net Profit for the year	Revenue from operations	59.77%	46.05%	29.79%
Return on capital employed (in %)*	Profit before tax and finance costs	Capital employed (Net worth + borrowings + lease liabilities)	7.07%	5.37%	31.67%
Return on investment (in %)*	Income generated from treasury investments	Average invested funds in treasury investments	7.75%	4.92%	57.52%

Debt equity ratio (in times): Due to lease payments made during the year.

Trade receivables turnover ratio: Due to decrease in average trade receivables on account of collections received during the year.

Trade payables turnover ratio: Due to increase in other expenses in normal course of business and decrease in average trade payables during the year.

Net profit ratio (in %): Due to increase in net gain on investments carried at FVTPL due to increased investments in higher yield generating securities.

Return on capital employed (in %): Due to increase in profits during the year.

Return on investment (in %): Due to increased investments in higher yield generating securities.

b. OTHERS

There are no funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

There have been no funds that have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

37. The Company has an ongoing demand for statutory dues for the periods from March 2006 to October 2011. Based on legal advice obtained and management's internal assessment a provision for ₹ 3,115.17 lakhs has been recorded during the previous year ended 31 March 2024. Management continues to contest this demand with the statutory authorities.

38. FAIR VALUES

Financial instruments carried at amortized cost such as cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, trade payables and other financial liabilities are considered to be same as their fair values, due to short term nature of these instruments.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The fair value of the financial assets and liabilities is included 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. The following methods and assumptions were used to estimate the fair values:

- The fair values of the quoted investments are based on price quotations at the reporting date.
- The Company holds derivative financial instruments such as foreign exchange forward to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognized at fair value.

39. HEDGING ACTIVITIES AND DERIVATIVES

The Company's revenue is denominated in various foreign currencies. Given the nature of business, a large part of the costs are denominated in INR. This exposes the Company to currency fluctuations. The Company uses foreign exchange forward contracts to manage exposure on some of its transactions. The counterparty for all derivative financial instruments is a bank.

During the years ended 31 March 2024 and 31 March 2023, the Company has designated certain foreign exchange forward as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable cashflow forecast transactions. There are no outstanding designated foreign exchange forward contracts as at 31 March 2024.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of its forecasted cash flows. Hedge effectiveness is determined at the inception of hedge relationship, and through periodic prospective effectiveness assessments to ensure than an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items. Designated cash flow hedges are measured at FVTOCI. Other derivatives which are not designated as hedge are measured at FVTPL.

The foreign exchange forward contract balances vary with the level of expected foreign currency sales and changes in foreign exchange forward rates.

The following are outstanding forward contracts which has been designated as cash flow hedges:

	As at 31 March 2024			As at 31 March 2023		
Currency	**Number of contracts**	**Notional amount (lakh in respective currencies)**	**Fair value gain/(loss) (₹ lakh)**	**Number of contracts**	**Notional amount (lakh in respective currencies)**	**Fair value gain/(loss) (₹ lakh)**
EUR	-	-	-	9	19.50	(65.81)
CAD	-	-	-	3	4.00	2.00
Total			**-**			**(63.81)**

The Company has entered into derivative instruments not in hedging relationships by way of foreign exchange forwards. As at 31 March 2024 and 31 March 2023, the notional amount of outstanding contracts aggregated to nil and ₹ 882.47 lakh, respectively and the respective fair value of these contracts have a net gain of nil and ₹ 0.82 lakh respectively.

The movement in cash flow hedging reserve for derivatives designated as cash flow hedges is as follows: **(₹ lakh)**

	As at 31 March 2024	**As at 31 March 2023**
Balance as per previous financial statements	(47.74)	104.97
Change in fair value of effective portion of cash flow hedge	20.98	27.41
(Gain) / loss transfered to statement of profit and loss on occurrence of forecasted hedges	42.83	(231.49)
Income tax effect on the above	(16.07)	51.37
Closing balance	**-**	**(47.74)**

Sensitivity analysis

Every 1% appreciation/depreciation of the respective underlying foreign currencies, the Company's OCI will increase or decrease approximately by ₹ 2.47 lakh for the year ending 31 March 2024 (31 March 2023: ₹ 19.5 lakh).

40. CORPORATE SOCIAL RESPONSIBILITY ('CSR')

Pursuant to the requirement of Section 135 of the Companies Act, 2013, CSR committee has been formed by the Company. The primary function of the CSR Committee is to assist the Board of Directors in formulating a CSR Policy and review the implementation and progress of the same from time to time. The CSR Policy focuses on creating opportunities for the disadvantaged with emphasis on persons with disabilities and technology driven community development.

Particulars	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Amount required to be spent by the company during the year	61.70	93.40
Amount of expenditure incurred on :		
Construction / acquisition of any asset	-	-
On purposes other than above	61.70	93.40
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reasons for shortfall	-	-
Nature of CSR activities	Livelihood Enhancement	Promoting Education,Livelihood and Inclusion

40. Certain employees of the Company have received stock options of the intermediate holding company Mphasis Limited ("ML,") under the ESOP/RSU instituted by ML. All the ESOP/RSUs are in respect of ML shares, where each stock option is equivalent to one share. Such cost aggregating to ₹ 9.48 lakh (31 March 2023: ₹64.97 lakh) has been cross charged to the Company and the same has been charged to statement of profit and loss under the head employee share-based payments.

41.SUBSEQUENT EVENTS.

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, the holding company of Mphasis USA, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Blink Interactive Inc.

Unaudited financial statements as at and for the year ended March 31, 2024

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UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	5,540,851
Accounts receivable, net		3,974,507
Unbilled receivables		221,547
Receivable from related parties		4,353,339
Income taxes receivable		431,574
Other current assets		450,515
Total current assets	**$**	**14,972,333**
Property and equipment, net	$	499,261
Operating lease-right-of-use		4,632,141
Deferred tax asset, net		464,847
Other non - current assets		54,264
Total non-current assets	**$**	**5,650,513**
Total assets	**$**	**20,622,846**
Liabilities and Stockholder's equity		
Current liabilities:		
Accounts payable and accrued expenses		300,468
Operating lease liabilities		1,466,233
Payable to related parties		1,814,913
Deferred tax liabilities, net		632,282
Deferred revenue		1,025,518
Other current liabilities		1,823,777
Total current liabilities	**$**	**7,063,191**
Operating lease liabilities	$	3,493,539
Total non - current liabilities	**$**	**3,493,539**
Total Liabilities	**$**	**10,556,730**
Stockholders' equity		
Shares authorised,shares issued and outstanding	$	2,468,350
Additional paid-in capital		12,312,518
Retained earnings		(4,714,752)
Total Stockholders' equity	**$**	**10,066,116**
Total liabilities and Stockholders' equity	**$**	**20,622,846**

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue	$	33,147,674
Revenue from related parties		3,643,762
Total revenue	**$**	**36,791,436**
Cost of revenue (excluding depreciation and amortization)		20,023,471
Gross profit	**$**	**16,767,965**
General and administrative	$	5,674,882
Sales and marketing		3,576,427
Depreciation and amortization		266,913
Operating lease expenses		1,765,205
Total operating expenses	**$**	**11,283,427**
Operating profit	**$**	**5,484,538**
Other income/(expense), net:		
Interest and other income net		39,016
Interest expense		(1,995)
Total other income/(expense), net	**$**	**37,021**
Profit before income taxes	**$**	**5,521,559**
Tax expense		167,433
Net profit	**$**	**5,354,126**
Other comprehensive income		-
Comprehensive income	**$**	**5,354,126**

(Amounts expressed in $ except as otherwise stated)

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31, 2024

	Capital stock	Additional paid-in capital	Retained earnings	Stockholders' equity
Balance at March 31, 2023	**$ 2,468,350**	**$ 12,312,518**	**$ (10,068,878)**	**4,711,990**
Comprehensive income				
Net profit	-	$ -	$ 5,354,126	5,354,126
Balance at March 31, 2024	**$ 2,468,350**	**$ 12,312,518**	**$ (4,714,752)**	**$ 10,066,116**

(Amounts expressed in $ except as otherwise stated)

UNAUDITED STATEMENT OF CASH FLOWS FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Operating activities:		
Net profit	$	5,354,126
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortisation		266,913
Opreating lease expenses		1,765,205
Provision for expected credit loss		287,795
Profit on sale of property and equipment		1,191
Interest expenses		1,995
Interest income		(474)
Deferred tax		160,953
Gain on reversal of contingent consideration		(4,479,982)
Others		(39,341)
Changes in operating assets and liabilities:		
Accounts and unbilled receivables		833,034
Receivable from related parties		(464,429)
Other assets		59,811
Accounts payable and accrued expenses		68,294
Repayment of operating lease liabilities		(1,700,035)
Income taxes payable		(13,329)
Deferred revenue		595,719
Other liabilities		(2,042,491)
Net cash flow generated from operating activities	**$**	**2,396,016**
Investing activities		
Purchase of property and equipment		(139,231)
Proceeds from sale of property and equipment		2,401
Net cash flow used in investing activities	**$**	**(136,830)**
Financing activities		
Interest paid		(1,995)
Net cash flow used in financing activities	**$**	**(1,995)**
Net increase in cash and cash equivalents	$	2,257,191
Cash and cash equivalents at the beginning of the year		3,283,660
Cash and cash equivalents, end of the year	**$**	**5,540,851**
Supplementry disclosure of cash flow information:		
Interest paid		1,995
Lease payments		1,700,035

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of Business

Blink Interactive Inc. ('the Company'), is a wholly owned subsidiary of Mphasis Corporation effective from 21 September 2021. The Company is engaged in the business of user experience research, strategy, and design firm working with some of the leading enterprises to create transformative digital products, brands, and experiences for clients. The parent of Mphasis Corporation is Mphasis Limited, India and the intermediate holding company and ultimate holding company of Mphasis Limited are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

As required by its parent company, the special purpose financial statements are prepared by management in accordance with accounting principles generally accepted in the United States of America following the principles of new basis of accounting as given required under ASC 805 “Business Combination” except accounting for goodwill and intangibles identified during the acquisition which have been recognized in the consolidated books of Mphasis Group and the excess of total assets over liabilities, being the net assets acquired in the aforesaid transaction, has been recorded as Capital in the books of the Company. Accordingly, the financial statement do not purport to follow U.S. GAAP to this extent.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, the useful lives of plant and equipment and income taxes. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.

Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.

Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank balance and accounts receivable. The Company believes it mitigates any risks by banking with major financial institutions of high credit rating.

The Company maintained $ 5,540,851 in the bank accounts as at March 31, 2024.

The Company provides credit to customers in the normal course of business. Credit risk is affected by conditions or occurrences within the economy. Collateral is not required for accounts receivable, but ongoing credit evaluations of customers’ financial condition are performed.

Management provides for an allowance for doubtful accounts on a specifically identified basis, as well as through historical experience applied to an aging of accounts.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximise the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, and borrowings to approximate the fair value of the respective assets and liabilities at March 31, 2024 and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. Provision for expected credit loss as at March 31, 2024 is $ 292,795.

Deferred revenue

Deferred revenue consists of billings or payments received in advance of revenue recognition and it is recognised as the revenue recognition criteria are met. Deferred revenue includes certain professional services fees and licensing revenues where all the criteria for recognition were not met. Deferred revenue that will be recognised over the succeeding 12-month period is recorded as current and the remaining portion is recorded as non-current.

Foreign currency transaction

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and loss are recognised in statement of comprehensive income.

Property and equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years. Leasehold improvements are amortised over the shorter of the asset life or the term of the applicable office lease. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalised. When assets are retired or otherwise disposed off, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Leases

The Company has operating leases for office spaces. The Company determines if a contract is, or contains, a lease at inception. A contract is, or contains, a lease if the contract conveys the right to control the use of identified property or equipment (an identified asset) for a period of time in exchange for consideration. The Company has the right to control the use of the identified asset when the Company has both of the following: the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. In making this determination, the Company considers all relevant facts and circumstances. Operating lease right-of-use ("ROU") assets are included in non-current assets and operating lease obligations are included in current liabilities on the accompanying balance sheet.

The Company's ROU assets are recognized as the lease obligation, including any initial indirect costs and any prepaid lease payments, less any lease incentives. The Company's lease obligations are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. Lease payments consist of amounts relating to the use of the underlying asset during the lease term, specifically fixed payments, payments to be made in optional periods when the Company is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease and the amounts probable of being owed by the Company under residual guarantees. Variable lease payments are excluded in measuring ROU assets and lease obligations because they do not depend on an index or a rate and are not in substance fixed payments. The Company excludes lease incentives and initial direct costs incurred from lease payments. The Company's leases typically do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments.

For operating leases, after lease commencement, the Company measures lease obligations for each period at the present value of any remaining lease payments, discounted by using the rate determined at lease commencement. The Company recognizes a single operating lease expense calculated on a straight-line basis over the remaining lease term. The depreciation of the ROU asset increases each year as a result of the declining lease obligation balance.

In the accompanying statement of comprehensive income, the Company recognizes lease expenses under operating lease expenses.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the consolidated income tax return group.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consist of the following as at March 31, 2024:

	Estimated useful Lives	March 31, 2024
Office equipment	5 years	$ 69,156
Computer equipment	3 years	873,803
Servers and networks	6 years	29,382
Furniture and fixtures	5 years	583,735
Leasehold improvements	Shorter of lease term or 10 years	853,002
Computer software	3 to 7 years	69,793
Total		**2,478,871**
Less: accumulated depreciation and amortisation		1,979,610
Property and equipment, net		**$ 499,261**

Depreciation and amortization expense for the year ended March 31, 2024, is $ 266,913.

NOTE 4 – LEASES

Operating leases

The Company has non-cancelable operating leases, primarily for office space, that expire at various dates ranging from June 2025 to December 2027. Rental expense for operating leases for the year ended March 31, 2024, were $ 1,765,205 and is included in operating lease expenses in the accompanying statement of comprehensive income.

Lease expense:	March 31, 2024
Operating lease expense	$ 1,765,205
Variable lease expense	204,671
Total	**$ 1,969,876**

Cash paid for amounts included in the measurement of operating lease liabilities	March 31, 2024
Operating cash flows	$ 1,700,035
Operating lease right-of-use obtained in exchange for operating lease liabilities	4,632,141
Weighted-average remaining lease term (in years) operating leases	3.54
Weighted-average discount rate operating leases	2.13%

Future minimum lease payments due under non-cancellable operating leases with initial or remaining lease term in excess of one year as of March 31, 2024, are as follows:

Years	March 31, 2024
2025	1,569,341
2026	1,344,872
2027	1,284,822
Thereafter	978,912
Total minimum payments	**5,177,947**
Less:Present value of discount	(218,176)
Operating lease liabilities	**$ 4,959,772**

NOTE 5 – INCOME TAXES

Income tax expense comprises:

Taxes:		**March 31, 2024**
Current taxes	$	6,480
Deferred tax		160,953
Total taxes	**$**	**167,433**

NOTE 6 – EMPLOYEE BENEFIT PLANS:

Social security - Employee of the company receives benefits under social security schemes, which is a defined contribution plan based on specified percentage of employee's salary. The company contributed $ 3,402,216 to various social security schemes that have been recognized as an expense in the statement of comprehensive income for the year ended March 31, 2024.

NOTE 7 – RELATED PARTY

As at March 31, 2024, the Company has $ 4,353,339 as balance receivable including trade receivables from following related parties:

Name of the party	**Relationship**	**March 31, 2024**
Mphasis Corporation	Parent company	3,689,584
Mphasis Limited	Intermediate Parent company	424,255
Others	Subsidiary of company and parent company	239,500

As at March 31, 2024, the company has $1,814,913 as balance payable to following related parties;

Name of the party	**Relationship**	**March 31, 2024**
Mphasis Corporation	Parent company	1,814,913

NOTE 8 -COMMITMENTS AND CONTINGENCIES

Legal Claims

The Company is subject to legal claims in the normal course of business. Management believes that there are no such claims that would be material to the financial condition or results of operations.

NOTE 9 - SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37 % pursuant to divestment of its stake on 10 June 2024.

Company Registration No. 199900603R

Mphasis Pte Ltd

Unaudited Annual Financial Statements
31 March 2024

Mphasis Pte Ltd

General Information

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Mphasis Pte Ltd

Unaudited Statement of Profit or Loss and Other Comprehensive Income for the financial year ended 31 March 2024

(In Singapore Dollars)

	Note	2024	2023
		$	$
Revenue	3	**12,371,412**	16,446,580
Other income	4	**926,652**	625,577
Staff cost	5	**(4,343,532)**	(4,592,210)
Subcontracting charges		**(7,724,503)**	(10,837,236)
Depreciation on plant and equipment	8	**(8,300)**	(16,962)
Reversal/(Addition) of allowance for expected credit loss		**26,297**	(20,733)
Administrative expenses		**(370,134)**	(166,907)
Other operating expenses		**(872,655)**	(689,952)
Profit before tax	7	**5,237**	748,157
Tax credit/(expense)	6	**10,034**	(241,267)
Profit for the year		**15,271**	506,890
Other comprehensive income for the year		**-**	-
Total comprehensive income for the year		**15,271**	506,890

The accompanying notes form an integral part of the financial statement.

Unaudited Statement of Financial Position as at 31 March 2024

(In Singapore Dollars)

	Note	2024	2023
ASSETS		$	$
Non-current assets			
Plant and equipment	8	**12,113**	12,163
Deferred tax assets		**452**	2,901
Investment in a subsidiary	9	**48,756**	90,798
		61,321	105,862
Current assets			
Trade receivables	10(a)	**3,065,250**	6,596,230
Prepayments and other receivables	10(b)	**1,229,705**	749,091
Cash and cash equivalents	11	**1,924,035**	1,030,919
Loans to related parties	12	**11,319,072**	11,325,619
		17,538,062	19,701,859
Total assets		**17,599,383**	19,807,721
EQUITY AND LIABILITIES			
Equity			
Share capital	14	**3,600,000**	3,600,000
Retained earnings		**10,014,232**	9,998,961
Equity attributable to owners of the Company		**13,614,232**	13,598,961
Current liabilities			
Trade and other payables	13	**3,842,425**	5,884,756
Contract liabilities		**288**	(0)
Income tax payable		**4,591**	250,001
Deferred tax liabilities		**137,847**	74,003
Total liabilities		**3,985,151**	6,208,760
Total equity and liabilities		**17,599,383**	19,807,721

The accompanying notes form an integral part of the financial statement.

Mphasis Pte Ltd

Unaudited Statement of Changes in Equity for the financial year ended 31 March 2024

(In Singapore Dollars)

	Attributable to equity owners of the Company		
	Share Capital	**Retained earnings**	**Total**
	$	$	$
Balance at 1 April 2022	3,600,000	9,492,071	13,092,071
Profit for the year	-	506,890	506,890
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	506,890	506,890
At 31 March 2023 and 1 April 2023	3,600,000	9,998,961	13,598,961
Profit for the year	-	15,271	15,271
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	15,271	15,271
At 31 March 2024	**3,600,000**	**10,014,232**	**13,614,232**

The accompanying notes form an integral part of the financial statement.

Mphasis Pte Ltd

Unaudited Statement of Cash Flows for the financial year ended 31 March 2024

(In Singapore Dollars)

	2024	2023
	$	$
Cash flows from operating activities:		
Profit before tax	**5,237**	748,157
Adjustments for:		
(Reversal)/Addition of allowance for expected credit loss	**(26,297)**	20,733
Interest income	**(926,652)**	(625,577)
Depreciation on plant and equipment	**8,300**	16,962
Impairment loss on investment in subsidiary	**42,042**	-
Unrealised foreign exchange loss	**440,786**	763,754
	(456,584)	924,029
Changes in working capital:		
Trade receivables and prepayment and other receivables	**3,634,818**	(3,193,156)
Trade and other payables	**6,620**	(603,382)
Amounts due to holding and related parties	**(2,215,611)**	2,819,466
Cash generated/(used) from operations	**969,243**	(53,043)
Income tax paid	**(172,194)**	(240,484)
Net cash generated/(used) from operating activities	**797,050**	(293,527)
Cash flows from investing activities		
Purchase of plant and equipment	**(8,250)**	-
Loans given to related party	**(433,981)**	(434,240)
Interest received	**538,298**	424,053
Net cash generated/(used) in investing activities	**96,067**	(10,187)
Net increase/(decrease) in cash and cash equivalents	**893,116**	(303,714)
Cash and cash equivalents at beginning of year	**1,030,919**	1,334,633
Cash and cash equivalents at end of year	**1,924,035**	1,030,919

The accompanying notes form an integral part of the financial statement.

(In Singapore Dollars)

1. General

Mphasis Pte Ltd (the "Company") is a limited liability Company, which is incorporated and domiciled in Singapore.

The immediate holding Company is Mphasis Europe BV, incorporated in the Netherlands. The intermediate holding companies are Mphasis Corporation, incorporated in the United States of America and Mphasis Limited, incorporated in India and BCP Topco IX Pte. Ltd, incorporated in Singapore. The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

The registered office of the Company is located at 6 Battery Road, Level 42 'The Executive Centre', Singapore 049909.

The Company is engaged in the business of rendering application development services, infrastructure management services and application maintenance and other services.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standards in Singapore (FRSs). The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below. Further, the financial statements have been prepared on a going concern basis. The financial statements are presented in Singapore Dollars ($), which is the Company's functional currency.

2.2 Significant accounting estimates and judgements

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet 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 discussed below -

Revenue recognition

Refer the policy on revenue recognition for discussion on judgements and estimates on revenue.

(b) Critical judgements made in applying accounting policies

Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates.

2.3 Subsidiary and principles of consolidation

(a) Subsidiary

Subsidiary is an entity over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Investment in subsidiary is stated at cost less allowance for any impairment losses on an individual entity basis. On disposal of an investment in subsidiary, the difference between disposal proceeds and the carrying amount of the investment is recognised in the profit or loss.

(b) Exemption from preparation of consolidated financial statements

The financial statements are the separate financial statements of the Company. The Company is exempted from the preparation of the consolidated financial statements as:

2. Significant accounting policies (cont'd)

i. the Company is a wholly owned subsidiary of Mphasis Europe BV, a company incorporated in the Netherlands;
ii. the Company's debt or equity instruments are not traded in a public market;
iii. the Company did not file, nor is in the process of filing, its financial statements with a securities commission or other regulatory organisation for the purpose of issuing any class of instruments in a public market; and
iv. the Company's intermediate holding company, Mphasis Limited, produces consolidated financial statements that are available for public use. Mphasis Limited's registered office is located at Bagmane World Technology Center, Marathahalli Ring Road, Doddanakundi Village, Mahadevapura, Bengaluru – 560048.

2.4 **Foreign currency transactions**

Transactions in foreign currencies are measured in the functional currency of the Company and are recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate of exchange ruling at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of reporting period are recognised in the statement of profit or loss and other comprehensive income.

2.5 **Property, plant and equipment**

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and any cost directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of cost of the property, plant and equipment if obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Depreciation is calculated using the straight-line method to allocate depreciable amounts over their estimated useful lives. The estimated useful lives are as follows:

	Useful lives
Computer hardware	3 years
Server & Networking Equipments	6 years

The residual value, useful lives and depreciation method are reviewed at the end of each reporting period, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the statement of profit or loss and other comprehensive income in the year the asset is derecognised.

2.6 **Impairment of non-financial assets**

Assets are reviewed for impairment whenever there is any indication that these assets may be impaired. If any such indication exists, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) of the asset is estimated to determine the amount of impairment loss.

For the purpose of impairment testing, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs to.

If the recoverable amount of the 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. The impairment loss is recognised in the income statement.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2. Significant accounting policies (cont'd)

2.7 **Financial instruments**

(a) Financial assets

Initial recognition and measurement
Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

The Company has the following financial assets subject to the expected credit loss impairment model under FRS 109:

- Cash and cash equivalent, and;
- Bank deposits
- Trade and other receivables

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Classification and subsequent measurement
Subsequent measurement of financial assets depends on the Company's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income ("FVOCI") and FVPL.

Financial assets at amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

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

The Company's financial assets at amortised cost comprise cash at bank and on hand and trade and other receivable (as stated above).

Derecognition
A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

Impairment of financial assets
The Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss for financial assets. ECL is provided for when there has been a significant increase in credit risk and then, factors historical trends and forward-looking information. An impairment loss is recognised either based on the 12-month probability of default or lifetime probability of default.

In respect of its financial assets, like trade receivables (including contract assets representing unbilled revenue), the Company recognises ECL based on lifetime expected losses. In respect of its other financial assets comprising of amounts due from related parties, deposits and other receivables, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month credit losses, or else at an amount equal to the lifetime expected credit losses.

(b) Financial liabilities

Initial recognition and measurement
Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held-for-trading or it is designated

(In Singapore Dollars)

2. Significant accounting policies (cont'd)

2.7 **Financial instruments (cont'd)**

(b) Financial liabilities (cont'd)

as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

Subsequent measurement
After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process. These financial liabilities comprise accrued operating expenses.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

(c) Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in standalone statement of profit and loss as expenses.

Subsequent to initial recognition, derivative financial instruments are measured as described below:

Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges are recognized in the statement of profit and loss and other comprehensive income and reported within foreign exchange gains, net.

2.8 **Cash and cash equivalents**

Cash and cash equivalents comprise bank balances that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. For the purpose of presentation in the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

2.9 **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.10 **Government grants**

Government grants are recognised as a receivable when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised in profit and loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the fair value is recognised as deferred income on the statement of financial position and is recognised as income in equal amounts over the expected useful life of the related asset.

2. Significant accounting policies (cont'd)

2.11 **Revenue**

The Company derives its revenues primarily from rendering infrastructure management services, application development and application maintenance services. Revenues from rendering application development and maintenance services comprise income from time-and-material and fixed price contracts. Revenues from infrastructure management services arise from time-based, unit-priced and fixed price contracts.

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services.

Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc. The Company applies the practical expedient to recognize revenue at the amount to which it has a right to invoice, which corresponds directly to the value to the customer of the entity's performance completed to date. Revenue from fixed price contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort. Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price. Provisions for estimated losses on incomplete contracts are recorded in the period in which such losses become probable based on the current contract cost estimates.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer. Goods and Service Tax ("GST") is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Other contract assets have been disclosed as contract assets within other assets. Unearned and deferred revenue (contract liability) is recognised when there are billings in excess of revenues. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Use of significant judgements in revenue recognition:

- The Company's contracts with customers could include promises to transfer multiple services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period.
- The Company uses judgement 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 stand-alone selling price of each distinct good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

2. Significant accounting policies (cont'd)

2.11 **Revenue (cont'd)**

- Use of the percentage-of completion method in accounting for its fixed-price contracts requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Judgement is also exercised in determining provisions for estimated losses, if any, on uncompleted contracts based on the expected contract cost estimates as at the reporting date.
- Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. The assessment of this criteria requires the application of judgement, in particular, when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

2.12 **Employee benefits**

(a) *Defined contribution plans*

The Company makes contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) *Employee benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has 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.

2.13 **Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As 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 recognises lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.7.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees .

2. Significant accounting policies (cont'd)

2.13 **Leases (cont'd)**

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term or a change in the lease payments.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date). Management applies this exemption on lease-to-lease basis. It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

2.14 **Taxes**

(a) Income tax

Current Income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

(b) Deferred tax

Deferred tax is provided, using the liability method, on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

At each balance sheet date, the Company re-assesses unrecognised deferred tax assets and the carrying amount of deferred tax assets. The Company recognises a previously unrecognised deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. The Company conversely reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of the deferred tax asset to be utilised.

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry-forward of unused tax assets and unused tax losses can be utilised.

(c) Goods and service tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the GST is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

2. Significant accounting policies (cont'd)

2.15 **Related party transactions**

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Company if that person:

(i) Has control or joint control over the Company;
(ii) Has significant influence over the Company; or
(iii) Is a member of the key management personnel of the Company or of a parent of the Company.

(b) An entity is related to the Company if any of the following conditions applies:

(i) The entity and the Company are members of the same Company (which means that each parent, subsidiary and fellow subsidiary is related to the others).
(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Company of which the other entity is a member).
(iii) Both entities are joint ventures of the same third party.
(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
(v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
(vi) The entity is controlled or jointly controlled by a person identified in (a);
(vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

2.16 **Share capital**

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

(In Singapore Dollars)

3. Revenue

	2024	2023
	$	$
Sale of services		
- External parties	**11,775,271**	16,045,959
- Related parties	**596,141**	400,621
	12,371,412	16,446,580

	2024	2023
	$	$
Disaggregation of revenue:		
Type of services		
Application services	**11,136,669**	14,956,791
Business process services	**675,026**	715,527
Infrastructure management services	**559,717**	774,262
	12,371,412	16,446,580
Project type		
Fixed bid	**553,450**	2,533,786
Time and material	**11,817,962**	13,912,794
	12,371,412	16,446,580

All the Company's revenues are recognised over time.

4. Other income

	2024	2023
	$	$
Interest income from bank deposits	**6,556**	4,266
Interest income from a related parties	**920,096**	621,311
	926,652	625,577

5. Staff Cost

	2024	2023
	$	**$**
Salaries, bonuses and other costs	**3,960,276**	4,229,580
Contributions to Provident Fund	**383,256**	362,630
	4,343,532	4,592,210

(In Singapore Dollars)

6. Income tax expenses

	2024	2023
	$	$
Current income tax		
Current financial year	**4,591**	250,001
Excess provision in respect of prior years	**(80,918)**	(37,687)
	(76,327)	212,314
Deferred income tax		
Origination of temporary differences	**66,293**	28,953
	66,293	28,953
Total Income tax (credit)/expense	**(10,034)**	241,267

The tax on profit before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows.

	2024	2023
	$	**$**
Profit before tax	**5,237**	748,157
Income tax using the statutory tax rate at 17% (2023: 17%)	**890**	127,187
Non-deductible expenditure	**53,131**	171,346
Income not subject to tax	**-**	-
Singapore statutory tax exemption	**-**	(17,425)
Impact of differential corporate tax rate of Singapore and malaysia (Singapore Tax rate:17% ; Malaysia tax rate:24%)	**(7,254)**	(2,481)
Excess provision in respect of prior years	**(80,918)**	(37,687)
Others	**24,117**	327
	(10,034)	241,267

Deferred tax balances

Movements in deferred tax assets/(liabilities) during the financial year were as follows:

	At 1st April 2022	Recognised in profit or loss	At 31st Mar 2023	Recognised in profit or loss	At 31st Mar 2024
	$	$	**$**	**$**	$
Deferred tax assets/(liabilities)					
Plant and equipment	(5,000)	3,000	(2,000)	(59)	(2,059)
Interest receivables	(58,000)	(34,000)	(92,000)	(66,487)	(158,487)
Provisions and accruals Others	20,854	2,046	22,900	614	23,514
Others	(2)		(2)	(361)	(363)
	(42,148)	**(28,954)**	**(71,102)**	**(66,293)**	**(137,395)**

(In Singapore Dollars)

7. Profit before tax

Profit before tax has been arrived at after charging:

	2024 $	2023 $
Included in administrative expenses		
Short term leases	**77,200**	70,500
Included in other operating expenses		
Travelling expenses	**36,055**	21,647
Communication expenses	**10,575**	12,314
Recruitment expenses	**84,378**	85,920
Foreign exchange loss, net*	**495,856**	347,242
Corporate support services	**151,347**	165,572
Professional charges	**-**	16,036
Impairment loss on investment in subsidiary	**42,042**	-
Others	**52,402**	41,221

8. Plant and equipment

	Computer Equipment	Server & Neworking Equipments	Total
	$	$	**$**
Cost			
At 1 April 2022	87,378	15,406	102,784
Written off during the year	(46,487)	-	(46,487)
At 31 March 2023	**40,891**	**15,406**	**56,297**
Additions during the year	8,250	-	8,250
Disposal during the year	**-**	**-**	**-**
Written off during the year	**-**	**-**	**-**
At 31 March 2024	**49,141**	**15,406**	**64,547**
Accumulated depreciation			
At 1 Apr 2022	67,395	6,264	73,659
Charge for the year	14,394	2,568	16,962
Deletions during the year	**-**	**-**	**-**
Written off during the year	(46,487)	-	(46,487)
At 1 Apr 2023	**35,302**	**8,832**	**44,134**
Charge for the year	5,732	2,568	8,300
At 31 Mar 2024	**41,034**	**11,400**	**52,434**
Carrying Amount			
At 31 March 2024	**8,107**	**4,006**	**12,113**
At 31 March 2023	**5,588**	**6,574**	**12,163**

(In Singapore Dollars)

9. Investment in a subsidiary

	2024	2023
Mphasis Philippines Inc.	$	$
8,499,977 (2020: 8,499,977) shares of common stock of PHP1.00 each fully paid-up	**253,523**	253,523
Less: Allowance for impairment loss	**(204,767)**	(162,725)
	48,756	90,798

During the financial year, management performed an impairment test for the investment in Mphasis Philippines Inc., as this subsidiary had been persistently making losses. An impairment loss of $ 42,042 (2023 - $ nil) was recognised to write down this subsidiary to its recoverable amount. The recoverable amount of the investment in Mphasis Philippines Inc. has been determined based on fair value less costs of disposal which is measured under Level 3 of the fair value hierarchy as disclosed in Note 17.

The details of the subsidiary are as follows:

Name of Subsidiary	Principal activities	Effective equity interest held by the Company	
		2024 (%)	2023 (%)
Mphasis Philippines Inc. *	Providing information technology services and business process outsourcing to international clients	99.99%	99.99%

* Mphasis Philippines Inc. was incorporated in Philippines on 20 July 2012. The financial statement of this subsidiary is audited by another firm of auditors, Reyes Tacandong and Co.

10. (a) Trade receivables

	2024	2023
	$	$
Trade receivables	**1,811,206**	5,077,522
Trade receivables - intermediate holding companies	**204,059**	61,227
Trade receivables - related parties	**26,525**	6,618
Contract assets (Unbilled revenue)	**1,027,890**	1,481,620
	3,069,680	6,626,987
Less: Allowance for impairment	**4,430**	30,757
	3,065,250	6,596,230

Trade receivables are non-interest bearing and are generally on 45 to 75 days' terms.

Contract assets representing unbilled revenue as at 2024 and 2023 which will be billed subsequently.

There is no other class of financial assets that is past due and/or impaired except for trade receivables.

(In Singapore Dollars)

10. (b) Prepayments and other receivable

	2024	2023
	$	$
Amounts due from related parties (non - trade)	**69,439**	72,136
Deposits	**13,000**	12,600
Derivative financial instruments	**77,547**	15,702
Other receivables	**13,962**	27,118
Advance tax and tax deducted at source	**52,979**	12,730
Prepayments	**24,216**	21,708
Interest on loans receivable from a related parties	**932,276**	543,922
Income tax receivable	**46,286**	43,175
	1,229,705	749,091

Non–trade receivables from related parties are unsecured and have no fixed-terms of repayment.

Derivative financial instruments comprise of the United States Dollar (2023: United States Dollar) currency forwards used to manage the exposure of receivables and payables in foreign currencies. The contracted notional principal amount of the derivative receivable outstanding at balance sheet date are USD 454,086.84 (2023: USD 854,087).

11. Cash and Cash equivalents

	2024	2023
	$	$
On current accounts	**1,924,035**	1,030,919
	1,924,035	1,030,919

12. Loans to a related party

	2024	2023
	$	$
Loan given to Mphasis Wyde SASU	**8,007,229**	7,961,060
Loan given to Mphasis Australia Pty Limited	**3,311,843**	3,364,559
	11,319,072	11,325,619

Loans to Mphasis Wyde SASU is unsecured and is recoverable before 30 June 2024 and term shall be automatically renewed for the further periods of 12 month unless as terminated as provided in agreement. The loans are interest bearing at 3-month Euribor + 500 bps (2023: 3-month Euribor + 500 bps) per annum and subject to minimum 500 bps (2023: 500 bps) per annum.

Loans to Mphasis Australia Pty Limited is unsecured and is recoverable before 30 June 24 and term shall be automatically renewed for further periods of 12 months unless as terminated as provided in the agreement. The loans are interest bearing at 6-month BBSW + 275 bps (2023: 6-month BBSW + 275 bps) per annum and shall be reset every six months in tandem with BBSW/ Benchmark rate.

(In Singapore Dollars)

13. Trade payables and other payables

	2024	2023
	$	$
Trade payables	**1,060,417**	903,771
Trade payables - intermediate holding companies	**2,203,722**	4,225,662
Trade payables - related parties	**37,553**	10,385
Non Trade payables - intermediate holding company	**26,306**	80,485
Accrued operating expenses	**511,405**	514,981
Derivative financial instruments	**3,022**	149,472
	3,842,425	5,884,756

Trade payables are non-interest bearing and normally settled (as per purchase order terms) up to 60 days' terms.

Non-trade payables to intermediate holding company are unsecured, non-interest bearing and repayable on demand.
Derivative financial instruments comprise of the United States Dollar, Euro and Australian Dollar (2023: United States Dollar) currency forwards used to manage the exposure of receivables and payables in foreign currencies. The contracted notional principal amount of the derivative payables outstanding at balance sheet date are USD 200,000, EUR 5,976,438 and AUD 3,796,703 (2023: USD 400,000, EUR 5,676,438 and AUD 3,796,703).

14. Share capital

	No. of shares		Share capital	
	2024	2023	2024	2023
			$	$
Issued and fully paid				
Balance at beginning and end of financial year	**3,600,000**	3,600,000	**3,600,000**	3,600,000

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and have no par value.

15. Related party transactions

An entity or individual is considered a related party of the Company for the purposes of the financial statements if:

i) it possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Company or vice versa; or

ii) it is subject to common control or common significant influence.

In addition to that related party information disclosed elsewhere in the financial statements, the following is the summary of significant transactions with related parties by the Company:

(In Singapore Dollars)

	2024	2023
	$	$
Intermediate holding company - Mphasis Limited		
Services fees received/receivable	**569,380**	359,984
Subcontract charges paid/payable	**(6,904,981)**	(8,011,795)
Administrative & other charges paid/payable	**(151,347)**	(165,572)
ESOP and RSU Costs	**(128,572)**	(196,601)
Intermediate holding company - Mphasis Corporation USA		
Services fees received/receivable	**6,588**	20,946
Subcontract charges paid/payable	**(84,790)**	(24,846)
Other related parties		
Services fees received/receivable	**20,173**	19,690
Subcontract charges paid/payable	**(304,152)**	(27,281)
Interest income on loan to related parties	**920,096**	621,311

Key management personnel compensation

Key management personnel of the Company are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. The directors are considered as key management personnel of the Company.

Key management personnel compensation comprised of:

	2024	2023
	$	$
Short-term employee benefits	**444,839**	496,275

16. Financial instruments by category

At the reporting date, the aggregate carrying amounts of financial assets at amortised cost and financial liabilities at amortised cost were as follows:

	2024	2023
	$	$
Financial assets at fair value through profit or loss		
Derivative financial instruments	**77,547**	15,702
Financial assets measured at amortised cost		
Trade receivables	**3,065,250**	6,596,230
Other receivables	**1,081,656**	668,506
Cash and cash equivalents	**1,924,035**	1,030,919
Loans to a related parties	**11,319,072**	11,325,619
	17,390,013	19,621,274
Financial liabilities at fair value through profit or loss		
Derivative financial instruments	**3,022**	149,472
Financial liabilities measured at amortised cost		
Trade and other payables	**3,839,403**	5,735,284

(In Singapore Dollars)

17. Financial risk management

Risk management is integral to the whole business of the Company. The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved.

Fair Value hierarchy

The Company categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Company can access at the measurement date,
- Level 2 – Inputs other that quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

The below table presents assets and liabilities measured and carried at fair value and classified by level of the following fair value measurement hierarchy.

The fair value of financial instruments that are not traded in an active market (over-the-counter currency forwards) is determined using quoted forward exchange rates at the balance sheet date. These instruments are included in Level 2.

Particulars	2024				2023			
	Fair value measurements at reporting date using				Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets								
Derivative financial instruments	**77,547**	-	77,547	-	**15,702**	-	15,702	-
Liabilities								
Derivative financial instruments	**3,022**	-	3,022	-	**149,472**	-	149,472	-

Assets and liabilities not measured at fair value.

Cash and cash equivalents and other receivables and other payables

The carrying amounts of these balances approximate their fair values due to the short-term nature of these balances.

Trade receivables and trade payables

The carrying amounts of these receivables and payables (including trade balances due from/to holding and related companies) approximate their fair values as they are subject to normal trade credit terms.

Credit risk:

Risk Management
Credit risk refers to the risk that counterparty will default on its contractual obligation, resulting in financial loss to the Company.

For trade receivables, the Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company does not require collateral from its customers. Credit risk is managed by each business unit subject to the Company's established policies, procedures and controls relating to customer credit risk management. Outstanding customer receivables are regularly monitored. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Cash and cash equivalents and deposits are placed with banks which have high credit-ratings assigned by international and domestic credit rating agencies, hence the credit risk is limited.
Impairment of financial assets

(In Singapore Dollars)

The Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss for financial assets. ECL is provided for when there has been a significant increase in credit risk and then, factors historical trends and forward-looking information. An impairment loss is recognised either based on the 12-month probability of default or lifetime probability of default.

The Company recognises lifetime expected losses for trade receivables and contract assets. The amount of allowance on these balances is not significant. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The other receivables of the Company mainly related to intercompany balances which is perceived to have low credit risk.

The Company's credit risk exposure in relation to trade receivables from contracts with customers are set out in the provision matrix as presented below.

	Trade receivables					
	Days past due					
	Not past due $	1 to 30 days $	31 to 60 days $	61 to 90 days $	> 90 days $	Total $
31 March 2024						
Estimated total gross carrying amounts at default	1,809,657	1,143,515	79,463	11,739	25,306	3,069,680
ECL	(1,833)	(1,009)	(70)	(59)	(1,459)	(4,430)
						3,065,250
31 March 2023						
Estimated total gross carrying amounts at default	2,323,918	1,559,989	1,828,217	914,863	-	6,626,987
ECL	(1,711)	(1,129)	(20,826)	(7,089)	-	(30,757)
						6,596,230

The allowance for lifetime expected credit loss as at 31 March 2024 and 31 March 2023 was $ 4,430 and $ 30,756 respectively.

The reconciliation is as follows.

	2024 **$**	**2023** **$**
At 1 April	**30,757**	10,024
Charge / (Reversal) for the year	**(26,327)**	20,733
At 31 March	**4,430**	30,757

Cash and cash equivalents and bank deposits are held with highly rated bank and financial institutions. No impairment allowances have been recorded.

Market risk:

Market risk is the risk that changes in market prices, such as foreign exchange rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk. Company is not impacted materially by price risk.

(In Singapore Dollars)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk arises primarily from their loans to a related party.
The Company does not expect any significant effect on the Company's profit or loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the financial year.

At the reporting date, if the interest rates had been 50 basis points higher/lower with all other variables held constant, the Company's profit before tax would have been $ 56,595.36 higher/lower, arising mainly as a result of higher/lower interest income on floating rate loans to a related party. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

Foreign currency risk

The Company transacts business in various currencies other than the functional currency of the Company and hence is exposed to foreign currency risks. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities as at the end of the financial year are as follows:

	2024				2023			
	USD	**MYR**	**AUD**	**EUR**	**USD**	**MYR**	**AUD**	**EUR**
Financial assets								
Trade receivables	1,153,366	196,786	-	-	1,421,168	269,103	-	-
Other receivables	69,438	22,329	151,426	833,831	-	75	98,619	458,032
Loans to a related parties	-	-	3,311,843	8,007,228	-	-	3,364,557	7,961,059
Cash and cash equivalents	370,239	334,648	-	-	354,553	299,565	-	-
	1,593,043	**553,764**	**3,463,269**	**8,841,059**	**1,775,721**	**568,743**	**3,463,176**	**8,419,091**
Financial Liabilities								
Trade and Other payables	643,502	183,937	-	-	490,879	194,731	-	-
	643,502	**183,937**	**-**	**-**	**490,879**	**194,731**	**-**	**-**
Currency Exposure	**949,540**	**369,827**	**3,463,269**	**8,841,059**	**1,284,842**	**374,012**	**3,463,176**	**8,419,091**

Sensitivity analysis:

A 10% strengthening of Singapore Dollar against the foreign currencies denominated balances as at the reporting date would increase/ (decrease) profit before tax by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit before tax	
	2024	**2023**
	$	**$**
United States Dollar	(94,954)	(128,484)
Malaysian Ringgit	(36,983)	(37,401)
Euro	(884,106)	(841,909)
AUD	(346,327)	(346,318)

A 10% weakening of Singapore Dollar against the above currencies would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

(In Singapore Dollars)

Liquidity risk:

Liquidity risk refer to the risk in which the Company encounters difficulties in meeting its short-term obligations. Liquidity risk are managed by matching the payment and receipt cycle.

The Company maintains sufficient cash and cash equivalents to meet its obligations as and when they fall due. The Company's operations are financed mainly through internally generated funds.

Analysis of financial instruments by contractual maturities

	2024		
	Carrying amount	**Contractual cash flows**	**one year or less**
Financial liabilities			
Trade payables and other payables	**3,842,425**	**3,842,425**	**3,842,425**
	3,842,425	**3,842,425**	**3,842,425**

	2023		
	Carrying amount	**Contractual cash flows**	**One year or less**
Financial liabilities			
Trade payables and other payables	**5,884,756**	**5,884,756**	**5,884,756**
	5,884,756	**5,884,756**	**5,884,756**

The below table analyses the company's derivative financial instruments for which contractual maturities are essential for an understanding of the timing of cash flows into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year	**Between 1 and 2 years**	**Between 2 and 5 years**
2024			
Gross-settled currency forwards			
Receipts – USD	**454,087**	-	-
Payments – AUD	**(3,796,703)**		
Payments – EUR	**(5,976,438)**		
Payments – USD	**(200,000)**	-	-
2023			
Gross-settled currency forwards			
Receipts – USD	**400,000**	-	-
Payments – AUD	**(3,796,703)**	-	
Payments – EUR	**(5,676,438)**	-	-
Payments – USD	**(854,087)**	-	-

(In Singapore Dollars)

18. Capital Management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders' value.

No changes were made in the objectives, policies and processes during the years ended 31 March 2024 and 31 March 2023.

The Company is not subject to any significant externally imposed capital requirements.

19. Subsequent Events

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Mphasis Wyde Inc.

Unaudited Financial Statements as at and for the year ended 31 March 2024

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UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	460,333
Loans given to related parties		20,254,132
Other assets		8,927
Total current assets	**$**	**20,723,392**
Investment in subsidiaries	$	275,170,000
Other non-current assets		3,747,211
Total assets	**$**	**299,640,603**
Liabilities and Stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	$	31,127
Payable to related parties		68,193,099
Income Tax Liabilities (Net)		4,493
Total current liabilities	**$**	**68,228,719**
Non current liabilities:		
Deferred tax liability,net	$	13,841,560
Total non current liabilities	**$**	**13,841,560**
Total liabilities	**$**	**82,070,279**
Stockholders' equity		
Common stock; $0.01 par value; 204 shares authorised, 204 shares issued and outstanding	$	2
Additional paid-in capital		194,499,998
Retained earnings		23,070,324
Total Stockholders' equity	**$**	**217,570,324**
Total liabilities and Stockholders' equity	**$**	**299,640,603**

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue	$	-
Cost of revenue		-
Gross profit	$	-
General and administrative	$	23,288
Total operating expenses	**$**	**23,288**
Operating loss	$	(23,288)
Other income, net:		
Interest and other income, net		1,523,150
Total other income, net	**$**	**1,523,150**
Profit before taxes	$	1,499,862
Current tax expense/(credit)		(858,821)
Net profit	**$**	**2,358,683**
Other comprehensive income		-
Comprehensive profit	**$**	**2,358,683**

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31, 2024

	Common stock	Additional paid-in capital	Retained earnings	Stockholders' equity
Balance at March 31, 2023	**$ 2**	**$ 194,499,998**	**$ 36,711,641**	**$ 231,211,641**
Comprehensive income				
Net profit	-	-	2,358,683	2,358,683
Dividend paid	-	-	(16,000,000)	(16,000,000)
Balance at March 31, 2024	**$ 2**	**$ 194,499,998**	**$ 23,070,324**	**$ 217,570,324**

UNAUDITED STATEMENTS OF CASH FLOWS FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Operating activities:		
Net profit	$	2,358,683
Adjustments to reconcile net income to net cash provided by operating activities:		
Interest income		(1,461,127)
Deferred Tax		616,023
Changes in operating assets and liabilities:		
Other non-current assets		(1,909,760)
Accounts payable and accrued expenses		8,062
Net cash flow used in operating activities	**$**	**(388,289)**
Investing activities:		
Loans given to related parties		(2,600,000)
Loans repaid by related parties		555,905
Net cash flow used in investing activities	**$**	**(2,044,095)**
Financing activities:		
Funds received from related parties		18,600,000
Dividends paid		(16,000,000)
Net cash flow generated from financing activities	**$**	**2,600,000**
Net increase in cash and cash equivalents	$	167,616
Cash and cash equivalents, beginning of year		292,717
Cash and cash equivalents, end of year	**$**	**460,333**
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$	2,239,211
Interest paid	$	74,519

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 - CORPORATE INFORMATION

Nature of Business

Mphasis Wyde Inc. ('the Company') was incorporated on 27 July 2011, is a wholly owned subsidiary of Mphasis UK Limited ('parent company'). The Company is an investment company and does not render any services. The intermediate parent company of Mphasis UK Limited is Mphasis Limited, India and the intermediate holding company and ultimate holding company of Mphasis Limited are BCP TopCo IX Pte. Ltd. and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

As required by its intermediate parent company Mphasis Limited India, the special purpose financial statements are prepared in accordance with recognition and measurement principles referred to in generally accepted accounting standards in the United States of America ("U.S. GAAP") except for consolidation of its wholly-owned subsidiaries namely Wyde Corporation & Digital Risk LLC. Accordingly, the financial statement do not purport to follow U.S. GAAP to this extent.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, income taxes. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and accounts receivable. The Company believes it mitigates any risks by depositing cash with major financial institutions.

The Company maintained $ 460,333 in the bank accounts within the United States as at March 31, 2024.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximise the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts payable, accrued expenses and borrowings to approximate the fair value of the respective assets and liabilities at March 31, 2024 and upon the short-term nature of the assets and liabilities.

Foreign currency transaction

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and losses are recognised in statement of comprehensive income.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the consolidated income tax return group.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by

determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income.

Investment

The Company has elected to account for its investments in subsidiaries at cost, less any impairments, which approximate fair values at March 31, 2024. The carrying amount of investments are reviewed annually for potential impairment or when changes in circumstances indicate the carrying amount of the investments may not be recoverable.

Impairment of investments

Equity investments without readily determinable fair values are written down to fair value if a qualitative assessment indicates that the investment is impaired and the fair value of the investment is less than carrying value.

NOTE 3 – INVESTMENT IN SUBSIDIARIES		**March 31, 2024**
Wyde Corporation	$	88,270,000
Digital Risk LLC		186,900,000
	$	**275,170,000**

NOTE 4 – INCOME TAXES		**March 31, 2024**
Income tax expense comprises		
Current taxes	$	(1,474,844)
Deferred tax		616,023
Total taxes	**$**	**(858,821)**

Deferred income taxes result from significant temporary differences between income for financial reporting purposes and taxable income. Deferred income tax components as of March 31, 2024 are as follows:

		March 31, 2024
Deferred tax asset		
Depreciation and amortization expense:	$	3,488,852
Provision for employee benefits		228,557
Others		212,083
NOL		880,170
	$	**4,809,662**
Deferred tax liability		
Goodwill	$	(18,651,222)
	$	**(18,651,222)**

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective tax bases. Current tax expenses have been calculated as per provisions of ASC 740 as if the Company were filing a separate return.

NOTE 5 - RELATED PARTY

Loan given

On August 22, 2013, the Company entered into unsecured credit agreement with its subsidiary company, Wyde Corporation for lending in the aggregate principal sum of $22,000,000 bearing interest rate at 3.25% of nominal value and repayable on demand. Of the $22,000,000 available under this facility, $15,400,000 was lent in prior years. The Company has additionally given $2,600,000 in current year and Wyde Corporation has repaid interest amounting to $516,007. The Company accrued interest amounting to $ 1,415,511 during current year. As on March 31, 2024, the outstanding principal amount receivable under this facility is $ 18,000,000, recorded as loans given to related parties in the accompanying balance sheet.

On February 14, 2019, the Company entered into unsecured credit agreement with its affiliate company, Wyde Solution Canada for lending in the aggregate principal sum of $5,000,000 bearing interest rate at 3.25% of nominal value and repayable on demand. Of the $5,000,000 available under this facility, $520,000 was lent in prior years and Wyde Solution Canada has repaid interest amounting to $36,934. The Company accrued interest amounting to $ 45,616 during current year. As on March 31, 2024, the outstanding principal amount receivable under this facility is $520,000, recorded as loans given to related parties in the accompanying balance sheet.

During the year ended March 31, 2024, the Company recorded $ 1,461,127 as interest income and is included in interest and other income in the statement of comprehensive income. As at March 31, 2024, $ 1,734,132 remains receivable and included in loans given to related parties.

Advances from related parties

During the previous year the Company has received advances from its subsidiaries, Digital Risk Mortgage Services, LLC and Digital Risk, LLC of $49,043,099 and $550,000 respectively. The Company has received additional advance during the year from Digital Risk Mortgage Services, LLC of $18,600,000. As at March 31, 2024, outstanding payable to Digital Risk LLC is $ 550,000 and to Digital Risk Mortgage Services, LLC is $67,643,099 included in payable to related parties in the accompanying balance sheet.

NOTE 6 - COMMITMENTS AND CONTINGENCIES

(a) Commitments:

Liabilities for loss contingencies, arising from claims, assessments, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated.

Total rental expenses under operating leases for the year ended March 31, 2024 is nil.

(b) Legal claims:

Management believes that there are no such claims that would be material to the financial condition or results of operations.

NOTE 7 - SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Stelligent Systems LLC

Unaudited Financial Statements
for the year ended 31 March 2024

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UNAUDITED BALANCE SHEET AS AT March 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	547,784
Accounts receivable, net		1,173,250
Unbilled receivables		903,162
Receivable from related parties		230,706
Other current assets		1,394
Total current assets	**$**	**2,856,296**
Deferred tax asset, net		852,762
Total assets	**$**	**3,709,058**
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$	81,486
Payable to related parties		5,193,647
Deferred revenue		61,788
Other current liabilities		232,893
Total current liabilities	**$**	**5,569,814**
Total liabilities	**$**	**5,569,814**
Stockholders' equity		
Retained earnings	$	(1,860,756)
Total Stockholders' equity	**$**	**(1,860,756)**
Total liabilities and Stockholders' equity	**$**	**3,709,058**

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue from external parties	$	7,548,669
Revenue from related parties		2,818,606
Total revenue	**$**	**10,367,275**
Cost of revenue (excluding depreciation and amortization)		10,859,836
Gross loss	**$**	**(492,561)**
General and administrative	$	120,416
Sales and marketing		710,051
Depreciation and amortisation		890
Foreign exchange (gain)/loss		(34)
Total operating expenses	**$**	**831,323**
Operating loss	**$**	**(1,323,884)**
Other income		
Interest income	$	57,339
Total other income	**$**	**57,339**
Loss before taxes	**$**	**(1,266,545)**
Tax expense	$	(244,015)
Net loss	**$**	**(1,022,530)**
Other comprehensive income		-
Comprehensive loss	**$**	**(1,022,530)**

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31,2024

	Common stock	Retained earnings	Stockholders' equity
Balance at March 31, 2023	**$ -**	**$ (838,226)**	**$ (838,226)**
Comprehensive income			
Net loss	$ -	$ (1,022,530)	$ (1,022,530)
Balance at March 31, 2024	**$ -**	**$ (1,860,756)**	**$ (1,860,756)**

UNAUDITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

		March 31, 2024
Operating activities:		
Net loss	$	(1,022,530)
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization		890
Provision for expected credit loss		53,241
Interest income		(57,339)
Deferred Tax		(123,590)
Changes in operating assets and liabilities:		
Accounts and unbilled receivables		727,252
Receivable from related parties		2,169,916
Other assets		1,146
Accounts payable and accrued expenses		(32,098)
Payable to related parties		(730,678)
Other liabilities		(55,859)
Net cash used in operating activities	**$**	**(366,861)**
Investing activities		
Interest received		57,339
Net cash flow generated from investing activities	**$**	**57,339**
Financing activities		-
Net cash flow generated from/(used in) financing activities	$	-
Net decrease in cash and cash equivalents	**$**	**(309,522)**
Cash and cash equivalents at the beginning of the year		857,306
Cash and cash equivalents, at the end of the year	**$**	**547,784**

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of business

Stelligent Systems LLC. ('the Company') having registered office at 11710 Plaza America, DR STE 2000, Reston VA20190, is a wholly owned subsidiary of Mphasis Corporation effective from 8 November 2018. The Company is engaged in the business of technology services that provides DevOps automation on the Amazon Web Services cloud. The parent of Mphasis Corporation is Mphasis Limited, India and the intermediate holding company and ultimate holding company of Mphasis Limited are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Company background

Pursuant to the agreement dated 8 November 2018, Mphasis Corporation entered into purchase agreement with the erstwhile members of the Company to acquire the membership interest. 08 November 2018 being the acquisition date, Mphasis Corporation, obtained control of the Company, by acquiring 100% of its membership interests. The acquisition was executed through a membership interest purchase agreement for a cash consideration of $ 24.34 million.

Business Outlook

The Company has accumulated deficit of $ 1,860,756 as at March 31,2024. The Company's current liabilities has exceeded its current assets by $ 2,713,518 as at March 31, 2024. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The financial statements of the Company have been prepared on going concern basis based on the letter of continuing support received from its parent entity and Company's expectation that it will generate positive cashflows from its operations in the next twelve months.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

As required by its intermediate parent company Mphasis Limited , the special purpose financial statements are prepared by management in accordance with recognition and measurement principles referred to in generally accepted accounting standards in the United States of America ("U.S. GAAP") following the principles of new basis of accounting as given required under ASC 805 "Business Combination" except accounting for goodwill and intangibles identified during the acquisition which have been recognized in the consolidated books of Mphasis Group and the excess of total assets over liabilities, being the net assets acquired in the aforesaid transaction, has been recorded as Capital in the books of the Company. Accordingly, the financial statement do not purport to follow U.S. GAAP to this extent.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, the useful lives of plant and equipment and income taxes. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.

Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.

Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank balances and accounts receivable. The Company believes it mitigates any risks by banking with major financial institutions of high credit rating.

The Company maintained $ 547,784 in the bank accounts within the United States as at March 31, 2024.

The Company provides credit to customers in the normal course of business. Credit risk is affected by conditions or occurrences within the economy. Collateral is not required for accounts receivable, but ongoing credit evaluations of customers' financial condition are performed. Management provides for an allowance for doubtful accounts on a specifically identified basis, as well as through historical experience applied to an aging of accounts.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximise the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, deferred revenue to approximate the fair value of the respective assets and liabilities at March 31, 2024 and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. Provision for doubtful debt as at March 31, 2024 is $ 143,246.

Deferred revenue

Deferred revenue consists of billings or payments received in advance of revenue recognition and it is recognised as the revenue recognition criteria are met. Deferred revenue includes certain professional services fees and licensing revenues where all the criteria for recognition were not met. Deferred revenue that will be recognised over the succeeding 12-month period is recorded as current and the remaining portion is recorded as non-current.

Foreign currency transactions

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and losses are recognised in statement of comprehensive income.

Property and equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years. Leasehold improvements are amortised over the shorter of the asset life or the term of the applicable office lease. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalised. When assets are retired or otherwise disposed off, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Impairment of long lived assets

Long-lived assets, other than goodwill, are tested for impairment, based on undiscounted cash flows, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable and, if impaired, written down to fair value.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the parent Company's consolidated income tax return group.
ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income."

NOTE 3 – TAXES

Income Tax expense / (benefit) comprises:

		March 31, 2024
Taxes:		
Current taxes	$	(120,425)
Deferred tax		(123,590)
Total taxes	**$**	**(244,015)**

Deferred income taxes result from significant temporary differences between income for financial reporting purposes and taxable income. Deferred income tax components as of March 31, 2024 are as follows:

		March 31, 2024
Deferred tax asset (net)		
Provision for doubtful debts and advances	$	37,830
Provision for employee benefits		33,660
On Net Operating Losses		781,272
	$	**852,762**
Deferred tax liabilities (net)		
Depreciation and amortization expense	$	-
	$	**-**
Net deferred tax asset	**$**	**852,762**

Losses to be carried forward:		
Financial Year		
FY-18-19	$	128,277
FY-19-20		2,665,865
FY-20-21		1,375,447
FY-21-22		130,736
FY-22-23		(2,246,340)
FY-23-24		1,124,293
Total loss to be carried forward	**$**	**3,178,278**

For the year ended March 31, 2024 the Company has accumulated tax losses of $ 3,178,278 which can be carried forward for an indefinite period and will be set off subject to relevant provisions of the act prevalent in the year of set off.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective tax bases. Current tax & Deferred tax expenses have been calculated as per provisions of ASC 740 and the same are not allocated.

NOTE 4 – EMPLOYEE BENEFIT PLANS:

Social security - Employees of the Company receives benefits under social security schemes, which is a defined contribution plan based on specified percentage of employee's salary. The Company contributed $ 332,205 to various social security schemes that have been recognized as an expense in the statement of comprehensive income for the years ended March 31, 2024.

NOTE 5 - RELATED PARTY

The Company has entered into an agreement to provide software integration and development service to the customers of its parent company, its intermediate parent company, and subsidiaries of intermediate parent company.

During the year ended March 31, 2024, the Company has recorded $ 2,818,606 as revenue from the following related parties:

Name of the party	Relationship		March 31, 2024
Mphasis Corporation	Parent company	$	731,760
Mphasis Limited	Intermediate Parent company		2,086,846

As at March 31, 2024, the Company has $ 230,706 as balance receivable including trade receivables from following related parties:

Name of the party	Relationship		March 31, 2024
Mphasis Corporation	Parent company	$	31,520
Mphasis Limited	Intermediate Parent company		199,186

The Company avails software integration and development service from it's parent company and intermediate parent company.

During the year ended March 31, 2024, the Company has recorded $ 4,456,410 as cost of revenue in the accompanying statement of comprehensive income from following related parties;

Name of the party	Relationship		March 31, 2024
Mphasis Corporation	Parent company	$	179,538
Mphasis Limited	Intermediate Parent company		4,218,001
Mphasis Corp Canada Branch	Subsidiary of Intermediate Parent company		587
Mphasis Corporation Canada Branch- Calgary Operations	Subsidiary of Intermediate Parent company		43,513
Mphasis Ireland Limited	Subsidiary of Intermediate Parent company		10,370
Poland Z.o.o	Subsidiary of Intermediate Parent company		398
Mphasis UK Limited	Subsidiary of Intermediate Parent company		4,003

Pursuant to cost sharing agreement with group companies, the Company was charged $ 85,030 from following related parties

Name of the party	Relationship		March 31, 2024
Mphasis Corporation	Parent company	$	10,957
Mphasis Limited	Intermediate Parent company		74,073

During the year ended March 31, 2024, the Company was charged $ 430,918 from following related parties

Name of the party	Relationship		March 31, 2024
Mphasis Corporation	Parent company	$	418,199
Mphasis Limited	Intermediate Parent company		12,719

As at March 31, 2024, the company has $ 5,193,647 as balance payable to following related parties;

Name of the party	Relationship		March 31, 2024
Mphasis Corporation	Parent company	$	2,054,807
Mphasis Limited	Intermediate Parent company		3,007,349
Mphasis UK Limited	Subsidiary of Intermediate Parent company		89,190
Mphasis Corporation Canada Branch- Calgary Operations	Subsidiary of Intermediate Parent company		41,903
Mphasis Poland z.o.o	Subsidiary of Intermediate Parent company		398

Employee stock options

The employees of the Company are eligible to participate in Employee Stock Option Plan (ESOPs)/ Restricted Stock Units (RSUs) of Mphasis Limited as per terms and conditions as specified in the plan. The plan is assessed, managed and administered by Mphasis Limited.

Mphasis Limited has charged to the Company such compensation costs upon grant of shares to the employees based on the fair value of the equity settled transactions using an appropriate pricing model (Black Scholes model). During the current year Mphasis Limited has charged an aggregate amount of $ 6,687 included in statement of comprehensive income.

NOTE 6 – SHARE BASED COMPENSATION

The employees of the Company are granted Employee Stock Options (under equity settled share-based payment scheme) by the intermediate parent company Mphasis Limited and accordingly the Company is subject to cross charge of fair value of options/share awards from Mphasis Limited. The fair value of the equity settled transactions are determined at the date of the grant using an appropriate pricing model (Black Scholes model). The expense is recognized in profit or loss over the vesting period.

Effective 4 November 2016, the parent company instituted the 2016 Plan, the stock options are granted at the Market Price subject to a discount up to twenty per cent (20%) as may be determined by the Compensation Committee of the parent at the time of Grant. The equity shares covered under these options vest over 60 months from the date of grant. The exercise period is sixty months from the respective date of vesting. The options outstanding as at 31 March 2024 have an exercise price ranging from ₹ 500.00 to ₹ 3,397.00.

The movements in the options under the 2016 plan for the year ended 31 March 2024 is set out below:	No of Options
Options outstanding at the beginning	457
Granted	-
Options outstanding at the end	**457**

Effective 22 November 2021, the parent company instituted the Restricted Stock Unit Plan-2021(RSU 2021). As per the RSU 2021 Plan, the units are granted at ₹10 as may be determined by the Compensation Committee. The equity shares covered under these plan vest over 60 months from the date of grant. The exercise period is sixty months from the respective date of vesting. The options outstanding as at 31 March 2024 have an exercise price of ₹10.

The movements in the options under the RSU 2021 plan for the year ended 31 March 2024 is set out below:	No of Options
Options outstanding at the beginning	562
Exercise	(14)
Options outstanding at the end	**548**

NOTE 7 - COMMITMENTS AND CONTINGENCIES

(a) Commitments:

Liabilities for loss contingencies, arising from claims, assessments, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated.

(b) Legal claims:

Management believes that there are no such claims that would be material to the financial condition or results of operations.

NOTE 8 - SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37 % pursuant to divestment of its stake on 10 June 2024.

Mphasis Solutions Services Corporation

Unaudited financial statements as at and for the year ended March 31, 2024

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UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	43,895
Total current assets	**$**	**43,895**
Total assets	**$**	**43,895**
Liabilities and Stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses		2,583
Total current liabilities	**$**	**2,583**
Total liabilities	**$**	**2,583**
Stockholders' equity		
Common stock: $ 1.00 par value; 50,000 shares issued and paid up	$	50,000
Accumulated deficit		(8,688)
Total Stockholders' equity	**$**	**41,312**
Total liabilities and Stockholders' equity	**$**	**43,895**

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

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME YEAR MARCH 31, 2024

	March 31, 2024
Revenue:	
Total revenue	**$ -**
Cost of revenue	$ -
Gross profit	**$ -**
General and administrative	$ 6,176
Total operating expenses	**$ 6,176**
Operating profit	**$ (6,176)**
Total other income	**$ -**
Loss before income taxes	$ (6,176)
Tax Expense	$ -
Net loss	**$ (6,176)**
Other comprehensive income	-
Comprehensive loss	**$ (6,176)**

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

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31, 2024

	Common Stock	Additional paid-in capital	Accumulated deficit	Stockholders' Equity
Balance at March 31, 2023	**$ 50,000**	**$ -**	**$ (2,512)**	**$ 47,488**
Net loss	-	-	(6,176)	(6,176)
Balance at March 31, 2024	**$ 50,000**	**$ -**	**$ (8,688)**	**$ 41,312**

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

UNAUDITED STATEMENT OF CASH FLOWS FOR YEAR ENDED MARCH-2024

		March 31, 2024
Operating activities:		
Net loss	$	(6,176)
Adjustments to reconcile net income to net cash provided by operating activities:		
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses		71
Net cash used in operating activities	**$**	**(6,105)**
Investing activities:		
Net cash flow generated from investing activities	**$**	**-**
Financing activities:	$	-
Net cash flow used in financing activities	**$**	**-**
Net decrease in cash and cash equivalents	$	(6,105)
Cash and cash equivalents, beginning of year		50,000
Cash and cash equivalents, end of year	**$**	**43,895**

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

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of business

Mphasis Solutions Services Corporation having registered office at Corporate Creations Network Inc., 3411, Silverside Road, Tatnall Building, #104, Wilmington, Delaware, 19810, New Castle County was incorporated as a wholly owned subsidiary of Mphasis Corporation on 28 December 2021 in Delaware. The Company is engaged in the business of third-party administrators. The parent of Mphasis Corporation is Mphasis Limited, India and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd..

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

As required by its parent company Mphasis Limited India, the special purpose financial statements are prepared in accordance with recognition and measurement principles referred to in generally accepted accounting standards in the United States of America ("U.S. GAAP")

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, the useful lives of plant and equipment and income taxes. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.

Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.

Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank balance and accounts receivable. The Company believes it mitigates any risks by banking with major financial institutions of high credit rating.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximise the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, and borrowings to approximate the fair value of the respective assets and liabilities at March 31, 2023 and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information.

Deferred revenue

Deferred revenue consists of billings or payments received in advance of revenue recognition and it is recognised as the revenue recognition criteria are met. Deferred revenue that will be recognised over the succeeding 12-month period is recorded as current and the remaining portion is recorded as non-current.

Foreign currency transaction

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and loss are recognised in statement of comprehensive income.

Property and equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years. Leasehold improvements are amortised over the shorter of the asset life or the term of the applicable office lease. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalised. When assets are retired or otherwise disposed off, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Investments

Investments consist of equity investment in subsidiaries. Equity securities are measured at fair value with changes in fair value recognized in Statement of comprehensive income and other investments in equity securities that do not have readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions.

Leases

The Company has operating leases for office spaces. The Company determines if a contract is, or contains, a lease at inception. A contract is, or contains, a lease if the contract conveys the right to control the use of identified property or equipment (an identified asset) for a period of time in exchange for consideration. The Company has the right to control the use of the identified asset when the Company has both of the following: the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. In making this determination, the Company considers all relevant facts and circumstances. Operating lease right-of-use ("ROU") assets are included in non-current assets and operating lease obligations are included in current liabilities on the accompanying balance sheet.

The Company's ROU assets are recognized as the lease obligation, including any initial indirect costs and any prepaid lease payments, less any lease incentives. The Company's lease obligations are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. Lease payments consist of amounts relating to the use of the underlying asset during the lease term, specifically fixed payments, payments to be made in optional periods when the Company is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease and the amounts probable of being owed by the Company under residual guarantees. Variable lease payments are excluded in measuring ROU assets and lease obligations because they do not depend on an index or a rate and are not in substance fixed payments. The Company excludes lease incentives and initial direct costs incurred from lease payments. The Company's leases typically do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments.

For operating leases, after lease commencement, the Company measures lease obligations for each period at the present value of any remaining lease payments, discounted by using the rate determined at lease commencement. The Company recognizes a single operating lease expense calculated on a straight-line basis over the remaining lease term. The depreciation of the ROU asset increases each year as a result of the declining lease obligation balance.

In the accompanying statement of comprehensive income, the Company recognizes lease expenses under operating lease expenses.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are tested for impairment, based on undiscounted cash flows, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable and, if impaired, written down to fair value.

Impairment of investments

Equity investments without readily determinable fair values are written down to fair value if a qualitative assessment indicates that the investment is impaired, and the fair value of the investment is less than carrying value.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the consolidated income tax return group.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and

penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income.

NOTE 3 -COMMITMENTS AND CONTINGENCIES

Legal Claims

The Company is subject to legal claims in the normal course of business. Management believes that there are no such claims that would be material to the financial condition or results of operations.

NOTE 4 - SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

MRALD LIMITED

COMPANY NUMBER: 13738366

UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2024

MRALD LIMITED

Unaudited Financial Statements

COMPANY INFORMATION

Directors	Mr. Nitin Rakesh Mr. Anurag Bhatia Mr. Ravi Vasantraj Mr. Eric Winston Mr. Richard Ward Mr. Scott Hough
Company number	13738366
Registered Office	1 Ropemaker Street London EC2Y 9HT
Independent Auditors	BDO LLP Arcadia House Maritime Walk Ocean Village Southampton SO143TL
Company Secretary	Congress Company Secretarial Services Limited 7 St John's Road Harrow Middlesex HA1 2EY
Bankers	Citibank UK at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB.

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Unaudited Statement of comprehensive income for the year ended 31 March 2024

	Note	1 April 2023 to 31 March 2024	11 November 2021 to 31 March 2023
		£	£
Turnover	2	**-**	**-**
Cost of sales		-	-
Gross profit		**-**	**-**
Administrative expenses		(173,810)	(203,734)
Operating loss	3	**(173,810)**	**(203,734)**
Interest receivable and similar income	5	2	-
Interest payable and similar charges	5	(1,543)	(406)
Loss on ordinary activities before taxation		**(175,351)**	**(204,140)**
Tax charge	6	-	-
Loss for the period attributable to the owners of the company		**(175,351)**	**(204,140)**
Other comprehensive income		-	-
Total comprehensive loss for the period attributable to the owners of the company		**(175,351)**	**(204,140)**

All amounts relate to continuing operations.

The notes on pages 4 to 10 form part of these financial statements.

Unaudited Statement of financial position as at 31 March 2024

	Note	2024	2023
		£	£
Investments	7	969	2
		969	**2**
Noncurrent assets			
Current assets			
Debtors	8	5,318	660
Cash at bank and in hand		687	5,692
		6,005	**6,352**
Creditors : amounts falling due within one year	9	(386,365)	(210,394)
Net current liabilities		**(380,360)**	**(204,042)**
Total assets less current liabilities		**(379,391)**	**(204,040)**
Net liabilities		**(379,391)**	**(204,040)**
Capital and reserves			
Called up share capital	10	100	100
Profit and loss account		(379,491)	(204,140)
Shareholders' equity		**(379,391)**	**(204,040)**

The notes on pages 4 to 10 form part of these financial statements.

Company number 13738366

Unaudited Statement of changes in equity as at 31 March 2024

	Called-up share capital	Profit and loss account	Total
At 11 November 2021			**-**
Loss for the period	-	(204,140)	**(204,140)**
Shares issued	100	-	**100**
Total comprehensive loss	-	(204,140)	**(204,140)**
At 31 March 2023	**100**	**(204,140)**	**(204,040)**
Loss for the financial year	**-**	**(175,351)**	**(175,351)**
Total comprehensive loss	**-**	**(175,351)**	**(175,351)**
At 31 March 2024	**100**	**(379,491)**	**(379,391)**

The notes on pages 4 to 10 form part of these financial statements.

Company number 13738366

Notes to the Unaudited Financial Statements for the year ended 31 March 2024

GENERAL INFORMATION

Mrald limited is a private company limited by shares incorporated in United Kingdom.

The address of its registered office and principal place of business is:

1 Ropemaker Street
London
EC2Y 9HT

The principal activities of the Company predominantly relate to IT and ITES enabled services. The functional currency of the Company is Pound Sterling ('£') as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The unaudited financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and the applicable legislations as set out in the Companies Act 2006.

In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly owned. group members on the basis that the Company is itself a wholly-owned member of the group
- the requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

The company, and its subsidiaries in the UK, qualify as a small group as set out in section 383 of the companies Act 2006 and are considered eligible for exemption to prepare consolidated accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group. The consolidated financial statements of Mphasis Limited within which this Company is included, can be obtained as detailed in note 13.

These financial statements have been prepared on a going concern basis. Based on the forecast the directors of the Company have a reasonable expectation that the Company has adequate resources in operational existence for the foreseeable future and there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements. See going concern details in the strategic report.

The financial statements for FY 2024 have been prepared from 1 April 2023 to 31 March 2024.

a.Investments

Fixed asset investments (including investment in subsidiaries) are carried at cost. Provision for diminution in value of investment is made if the impairment is not temporary in nature.

Investment in subsidiary company

Investment in the subsidiary companies are held at cost less accumulated impairment losses.

b. Provision

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Judgements include estimating the probability of the cash outflows for the present obligations and accordingly provisions are determined and reviewed at the end of each reporting period and are adjusted to reflect current best estimates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognized in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

d. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the Statement of comprehensive income.

e. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand and bank balances.

- **Trade and other debtors**

Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment.

Financial liabilities - classified as basic financial instruments

- **Trade and other creditors, loans and borrowings**

Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

Notes to the Unaudited Financial Statements for year ended 31 March 2024 (continued)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Critical judgements made in applying accounting policies**

  Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates.

SUPPORTING INFORMATION FOR ITEMS IN THE FINANCIAL STATEMENTS

The turnover is mostly attributable to IT and ITES enabled services.
A geographical analysis of turnover is as follows:

3.OPERATING LOSS

The Operating loss is stated after charging	1 April 2023 to 31 March 2024 £	11 November 2021 to 31 March 2023 £
Auditor's remuneration	20,750	15,000
	20,750	**15,000**

4.STAFF COSTS

Staff costs including directors' remuneration, were as follows:	1 April 2023 to 31 March 2024 £	11 November 2021 to 31 March 2023 £
Wages and salaries	125,000	156,251
Contribution to pension and other funds	16,591	22,557
	141,591	**178,808**

Company number 13738366

Notes to the Financial Statements for year ended 31 March 2024 (continued)

The average number of employees, including directors during the year were as follows:	1 April 2023 to 31 March 2024	11 November 2021 to 31 March 2023
Category	**No.**	**No.**
Direct production	1	1
	1	**1**

Directors' remuneration

The number of directors who held the office during the period is 6.One director received remuneration in respect of his services to the Company from a group Company.The total remuneration paid to the Director for qualifying services from group company is:

	1 April 2023 to 31 March 2024	11 November 2021 to 31 March 2023
Directors' emoluments and transactions	**£**	**£**
Remuneration	125,000	156,251
Contribution to pension and other funds	16,591	22,557
	141,591	**178,808**
Emoluments of the highest paid director		
Remuneration	125,000	156,251
Contribution to pension and other funds	16,591	22,557
	141,591	**178,808**
The number of directors who exercised share options	-	-

5.INTEREST

	1 April 2023 to 31 March 2024	11 November 2021 to 31 March 2023
Interest payable and similar charges	**£**	**£**
Interest on loans taken from fellow undertaking	(1,543)	(406)
	(1,541)	**(406)**
Interest receivable and similar charges		
Interest from Bank	2	-
	2	**-**

Company number 13738366

Notes to the Financial Statements for the year ended 31 March 2024 (continued)

6. TAXATION

(a) Tax expense included in the statement of comprehensive income	1 April 2023 to 31 March 2024 £	11 November 2021 to 31 March 2023 £
Current tax on loss on ordinary activities		
UK corporation tax 19%	-	-
Adjustments in respect of prior years	-	-
Total current tax		**-**
Deferred tax		
Origination and reversal of timing differences	-	-
Effect on opening deferred taxes of change in tax rate		
Total deferred tax	**-**	**-**
Total tax expense included in the statement of comprehensive income	**-**	**-**

b) Reconciliation of tax expense included in the statement of comprehensive income

Tax on profit / (loss) on ordinary activities for year is equivalent to the standard rate of corporation tax in the UK of 19% (2023: 19%) .The differences are reconciled as follows.

	1 April 2023 to 31 March 2024 £	11 November 2021 to 31 March 2023 £
Profit on ordinary activities before taxation	(175,351)	(204,140)
Income tax calculated at 19% ((2023-19%)	(33,317)	(38,787)
Expenses not deductible for tax purposes	-	-
Utilisation of tax losses, previously unrecognised	-	-
Other timing differences	33,317	38,787
Tax expense for the period	**-**	**-**
Adjustment in respect of prior years	-	-
Deferred tax expense for the year	-	-
Total tax expense for the period		**-**

Deferred Tax Asset (net)	1 April 2023 to 31 March 2024 £	11 November 2021 to 31 March 2023 £
Fixed assets		-
Provision for employee benefits		-
Net operating losses		-
Total		**-**

Notes to the Unaudited Financial Statements for year ended 31 March 2024 (continued)

7.INVESTMENTS

	2024	2023
	£	£
Opening balance	2	
Investments during the period	969	2
Closing balance	**969**	**2**

Direct subsidiaries	Country of registration	Direct holding	Activity
Mrald Services Limited 1 Ropemaker Street, London, United Kingdom, EC2Y 9HT	UK	100%	IT Services and ITES enabled services
Mrald Services Private Limited Bagmane Laurel, No:65/2, Block A Bagmane Technological Park,Byrasandra Village,CV Raman Nagar,Karnataka,Bangalore-560093.	India	100%	IT Services and ITES enabled services

8.DEBTORS

	2024	2023
	£	£
Debtors due within one year		
Other debtors	5,318	660
	5,318	**660**

9.CREDITORS

	2024	2023
	£	£
Amounts falling due within one year		
Amounts owed to group undertakings*	356,346	189,212
Accruals and deferred income	30,019	21,182
	386,365	**210,394**

*The amount owed to group undertakings includes intercompany loan and interest amounting to £34,000 (2023: £10,000) and £1,947 (2023: £ 404) payable on demand to the parent entity Mphasis Consulting Ltd at interest rate of 6-month SONIA +3%.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024 (continued)

10.SHARE CAPITAL

Authorized, allotted, called up and fully paid and reserves	2024 £	2023 £
100 Ordinary shares of GBP 1 each	100	100

Share premium

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Profit and loss account

This reserve represents the cumulative profits and losses.

11.RELATED PARTY TRANSACTIONS

The Company is a joint venture of Mphasis Consulting Limited and Ardonagh Services Limited and has taken the advantage of exemption permitted by FRS 102 Related party disclosures, not to provide disclosures of transactions entered into with other wholly – owned members of the group.

12.FINANCIAL INSTRUMENTS

Financial assets measured at amortised cost	2024 £	2023 £
Trade and other debtors	5,318	660
Cash and cash equivalents	687	5,692
	6,005	**6,352**

Financial Liabilities measured at amortised cost	2024 £	2023 £
Amounts due to holding and related companies	356,346	189,212
	356,346	**189,212**

13.ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Mphasis Consulting Limited. Mphasis Consulting is controlled by Mphasis Limited, a Company incorporated in India.

The parent undertaking of the smallest group for which the consolidated accounts are prepared for the period ended 31 March 2024 is Mphasis Limited, a Company incorporated in India. The Mphasis Group accounts are available on www.mphasis.com.

The ultimate holding company and the intermediate holding company is BCP Asia (SG) Mirror Holding Pte Ltd and BCP TopCo IX Pte. Ltd. respectively, companies incorporated in Singapore.

There is no ultimate controlling party being individuals.

14.SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Company Registration No. 589790

eBECS Business Solutions (Ireland) Limited

Unaudited financial statements
For the financial year from 1 April 2023 to 31 March 2024

eBECS Business Solutions (Ireland) Limited

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eBECS Business Solutions (Ireland) Limited

Unaudited Statement of profit and loss
For the financial year 1 April 2023 to 31 March 2024

	Note	Financial year 1 April 2023 to 31 March 2024	Financial year 1 April 2022 to 3l March 2023
		€	€
Turnover	4	822,305	1,184,053
Cost of sales		(495,477)	(865,833)
Gross profit		**326,828**	**318,220**
Administrative expenses		(539,680)	(52,675)
Other operating income		75,441	122,431
Operating (loss)/profit	5	**(137,411)**	**387,976**
(Loss)/Profit before taxation		**(137,411)**	**387,976**
Tax charge/(credit) on profit on ordinary activities	7	23,310	(48,497)
(Loss)/profit for the financial year		**(114,101)**	**339,479**

The above results are wholly attributable to continuing activities.

There is no profit or loss for the current or previous financial year, other than shown above. Accordingly, no Statement of Comprehensive Income has been presented.

The notes on pages 4 to 12 form part of these financial statements.

eBECS Business Solutions (Ireland) Limited

Unaudited Balance sheet
As at 31 March 2024

	Note	At 31 March 2024 €	At 31 March 2023 €
Assets			
Non-current assets			
Trade and other receivables	8	-	53,498
Total non-current assets		**-**	**53,498**
Current assets			
Trade and other receivables	9	8,070,821	1,959,046
Total current assets		**8,070,821**	**1,959,046**
Total assets		**8,070,821**	**2,012,544**
Liabilities			
Current liabilities			
Trade and other payables	10	(7,608,399)	(1,367,981)
Total current liabilities		**(7,608,399)**	**(1,367,981)**
Net current assets		462,422	591,065
Total assets less current liabilities		462,422	644,563
Non-current liabilities			
Trade and other payables	11	-	(68,040)
Total non-current liabilities		**-**	**(68,040)**
Total liabilities		**(7,608,399)**	**(1,436,021)**
Net assets		**462,422**	**576,523**
Equity			
Share capital	12	100	100
Profit and loss account		462,322	576,423
Total equity		**462,422**	**576,523**

The notes on pages 4 to 12 form part of these financial statements.

eBECS Business Solutions (Ireland) Limited

Unaudited Statement of changes in equity
For the financial year 1 April 2023 to 31 March 2024

	Share capital	Profit and loss account	Total
	€	€	€
	(Note 10)		
Balance as at 1 April 2022	**100**	**236,944**	**237,044**
Profit for the financial year	-	339,479	339,479
Balance as at 31 March 2023	**100**	**576,423**	**576,523**
Loss for the financial year	-	(114,101)	(114,101)
Balance as at 31 March 2024	**100**	**462,322**	**462,422**

The notes on pages 4 to 12 form part of these financial statements.

Profit and loss account reserve represents accumulated retained earnings.

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

1) Basis of accounting and general information

The principal activity of the Company during the financial year was that of a Company involved in the sale, design, implementation and support of Enterprise Resource Planning ("ERP") and Customer Relationship Management ("CRM") systems and the delivery of Cloud, Managed Services and Data Analytics solutions to corporate clients.

The Company is a private company and is incorporated in the Republic of Ireland under the Companies Act 2014. The Company's registered and principal address is 1st floor, The Liffey Trust Centre, 117-126 Sheriff Street Upper, Dublin 1, Ireland.

2) Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the financial years presented, unless otherwise stated.

Basis of preparation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101"). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2014.

The preparation of the financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- the disclosure exemptions from IFRS 7 "Financial Instruments: Disclosures";
- the disclosure exemptions from IFRS 13 "Fair Value Measurement" to the extent that they apply to financial instruments;
- the disclosure exemptions from paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the disclosure exemptions from Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment';
- the disclosure exemptions from paragraphs 134 to 136 of IAS 1 "Presentation of Financial Statements";
- the disclosure exemptions of IFRS 3 "Business combinations";
- the requirements of IAS 7 "Statement of Cash Flows";
- the disclosure exemptions from paragraphs 30 and 31 of IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors";
- the requirements of IAS 24 "Related Parties" to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transactions is wholly owned by such a member; and
- the requirements of IAS 36 "Impairment of Assets".

Going concern

The Company's business activities, together with the factors likely to affect its future development, principal risks and uncertainties, performance and position are set out within the Directors report.

The Company meets its day-to-day working capital requirements through a combination of intercompany loans from its parent and other group companies as well as uncommitted money market facilities which are due for renewal at various different times in the future.

The impact of the war in Ukraine and related events are considered to be not material, they do not affect amounts recognised as of 31 March 2024. The directors consider that the war will not have any material impact for a period of at least twelve months from when the financial statements are authorised for issue, since the Company does not have any customers / suppliers / direct investments in Ukraine or Russia.

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

2) Summary of significant accounting policies (continued)

Going concern (continued)
The directors have a reasonable expectation that the Company, and Mphasis Limited, have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

New or amended Accounting Standards and Interpretations adopted
The Company has adopted all the new, revised or amending Accounting Standards and Interpretations issued by the Financial Reporting Council ('FRC') that are mandatory for the current reporting year. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

There are no other amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 March 2024 have had a material impact on the Company.

Foreign currency translation
Foreign currency transactions are translated into the functional currency of EUR using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss, except when deferred in other comprehensive income as qualifying cash flow hedges. All other foreign exchange gains and losses are presented in the statement of profit and loss within 'Other operating income/(expenses)'.

Revenue recognition
Revenue, including intercompany revenue, is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Company: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognised as deferred revenue in the form of a separate contract liability.

Software (sold as part of contract package)
Revenue from perpetual (one-time charge) licensed software is recognised at the inception of the license term. Revenue from term (monthly license charge) arrangements is recognised on a subscription basis over the period that the client is using the license. Revenue from maintenance, unspecified upgrades and technical support is recognised over the period such items are delivered.

Intercompany
Revenue for work performed for fellow Group companies, where services provided, are recognised at cost plus an arm's length mark-up.

2) Summary of significant accounting policies (continued)

Revenue recognition (continued)
Rendering of services
The Company's primary services offerings include sale, design, implementation and support of Enterprise Resource Planning ("ERP") and Customer Relationship Management ("CRM") systems and the delivery of Cloud, Managed Services and Data Analytics solutions to corporate clients. These services are provided on a time and material basis, as a fixed price contract.

Revenue from time and material contracts is recognised at the contractual rates as labour hours are delivered and direct expenses are incurred.

In some of the Company's services contracts the Company bills the client prior to performing the services. These balances are held as contract liabilities in the balance sheet until the service is performed. In other services contracts the Company performs the services prior to billing the client. These balances are held as amounts recoverable on contracts in the balance sheet until the client is billed. Billings usually occur in the month after the Company performs the services or in accordance with specific contractual provisions.

Current and deferred taxation
The tax expense for the financial year comprises current and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholder's funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of the balance sheet in the countries where the Company operates and generates taxable income. Provisions are made where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the date of the balance sheet and are expected to apply when the related deferred income tax asset is realised of the deferred income tax liability is settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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 year, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Financial instruments
Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets
Trade and other receivables
Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using effective interest method, less any appropriate provision for impairment. The Company applies the IFRS 9 simplified approach to measure the expected credit loss which uses a lifetime expected loss allowance for all trade receivables and contract assets.

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

2) Summary of significant accounting policies (continued)

Financial assets (continued)
To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

They are included in current assets, except for payment terms greater than twelve months after the end of the reporting period. These are classified as non-current assets.

Contract assets
Contract assets are recognised when the Company has transferred goods or services to the customer but where the Company is yet to establish an unconditional right to consideration. Contract assets are treated as financial assets for impairment purposes.

Impairment of financial assets
The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset is impaired. The Company applies the IFRS 9 simplified approach to measure the expected credit loss which uses a lifetime expected loss allowance for all financial assets.

Derecognition of a financial asset
The Company derecognises a financial asset only 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 entity. 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.

Financial liabilities and equity
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Trade and other payables
These amounts represent liabilities for goods and services provided to the Company for goods and services prior to the end of the financial year and are yet to be paid.

Contract liabilities
Contract liabilities represent the Company's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Company recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Company has transferred the goods or services to the customer.

3) Critical accounting judgements and key sources of estimation uncertainty

Critical accounting policies and judgements
In the application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated judgements are based on historical experience and other factors that are considered to be relevant. Actual outcomes may differ from these judgements, estimates and assumptions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised if the revision affects only that financial year or in the financial year of the revision and future financial years if the revision affects both current and future years. There have been no revisions to accounting estimates that affect these financial statements. Having performed an assessment, the directors have concluded that there are no critical uncertainties or judgements in relation to these financial statements.

The company makes an estimate of the recoverable value of trade and other debtors. The company uses estimates based on historical experience in determining the level of debts, which the company believes, will not be collected. These estimates include such factors as the current credit rating of the debtor, the ageing profile of debtors and historical experience. Any significant reduction in the level of customers that default on payments or other significant improvements that resulted in a reduction in the level of bad debt provision would have a positive impact on the operating results. The level of provision required is reviewed on an on-going basis.

Key sources of estimation uncertainty
There are no areas for which major sources of estimation uncertainty at the reporting period end that have a significant risk of causing a material adjustment to be made to the carrying value amounts of assets and liabilities.

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

4) Turnover

An analysis of revenue by geographical market is given below:

	Financial year 1 April 2023 to 31 March 2024	Financial year 1 April 2022 to 31 March 2023
	€	€
Republic of Ireland	822,305	735,342
United Kingdom	-	448,711
	822,305	**1,184,053**

An analysis of revenue by category is given below:

	Financial year 1 April 2023 to 31 March 2024	Financial year 1 April 2022 to 31 March 2023
	€	€
Revenue from services	822,305	1,184,053
	822,305	**1,184,053**

Remaining performance obligations

Remaining performance obligations represent the aggregate amount of the transaction prices in contracts allocated to performance obligations not delivered, or partially undelivered, as of the end of the financial year. Remaining performance obligation estimates are subject to change are affected by several factors, including terminations, changes in scope of contracts, periodic revalidations, adjustments for revenue that has not materialised and adjustments for currency.

Contract Balances

The following table provides information about the balances of the Company's trade receivables and contract liabilities:

	As at 31 March 2024	As at 31 March 2023	As at 1 April 2022
	€	€	€
Trade receivables, net	23,697	61,358	50,318
Amounts recoverable on contracts	-	-	-
Contract liabilities – long term	-	68,040	93,487
Contract liabilities - short term	-	418,238	378,969

The contract assets/liability balances change year on year in according with the performance of the obligation as per contract.

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting year relates to carried forward contract liabilities:

	Financial year 1 April 2023 to 31 March 2024	Financial year 1 April 2022 to 31 March 2023
	€	€
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	-	378,969

Revenue recognised in relation to prior periods

No revenue has been recognised in the current financial year relating to prior periods.

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

5) Operating profit

	Financial year 1 April 2023 to 31 March 2024 €	Financial year 1 April 2022 to 31 March 2023 €
Operating profit is stated after charging		
Auditor's remuneration	10,000	10,000
Foreign currency gain	(75,441)	(122,431)

6) Employees and directors

Employees

Employee costs during the financial year:

	Financial year 1 April 2023 to 31 March 2024 €	Financial year 1 April 2022 to 31 March 2023 €
Wages and salaries	360,231	497,672
Social security costs	49,584	63,844
Other contributions	3,714	-
Total staff costs	**413,529**	**561,517**

The average number of persons employed by the Company during the financial year was:

	Financial year 1 April 2023 to 31 March 2024 No.	Financial year 1 April 2022 to 31 March 2023 No.
Sales and operations staff	3	3
Directors	3	3
	6	**6**

Directors remuneration

Directors are not in receipt of remuneration for their holding of office as a director. Directors aggregate remuneration for the period have been paid by the holding company and its affiliates.

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

7) Taxation

Current taxation

	Financial year 1 April 2023 to 31 March 2024 €	Financial year 1 April 2022 to 31 March 2023 €
Current tax		
Irish corporation tax on profit for the year 12.50% (2023: 12.50%)	-	48,497
Adjustments in respect of prior periods	-	-
Withholding tax	-	-
Total current tax charge	**-**	**48,497**
Deferred tax		
Net operating losses	(23,310)	
Total deferred tax benefit	**-**	**-**
Tax (credit)/charge on profit	**(23,310)**	**48,497**

	Financial year 1 April 2023 to 31 March 2024 €	Financial year 1 April 2022 to 31 March 2023 €
(Loss)/Profit before taxation	(137,411)	387,976
(Loss)/Profit before taxation multiplied by the standard rate of tax in the Ireland of 12.50% (2023: 12.50%)	(17,176)	48,497
Effects of:		
- Adjustments in respect of prior years	-	-
- Other timing difference	17,176	-
- Deferred tax credit for the year	(23,310)	
Total tax (credit)/charge for the year	**(23,310)**	**48,497**

Factors that may affect future tax charges

On 12th October 2021 the 2022 Irish budget announced a commitment to introduce a 15% minimum effective rate for businesses with consolidated group turnover above €750m in line with the OECD BEPS 2.0 plan, alongside a reaffirmation of commitment to the 12.5% tax rate for businesses with a consolidated group turnover below €750m. On 27th September 2022 the 2023 Irish budget reconfirmed that work was still ongoing to develop the elements needed to give effect to a 15% minimum effective corporate tax rate in tandem with consideration of options for a territorial system of corporation tax. At the balance sheet date, no rate change was enacted and therefore deferred tax assets and liabilities are measured at 12.5% in accordance with current legislative rates.

8) Trade and other receivables: amounts falling due after one year

	At 31 March 2024 €	At 31 March 2023 €
Prepayments	-	53,498
	-	**53,498**

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

9) Trade and other receivables: amounts falling due within one year

	At 31 March 2024 €	At 31 March 2023 €
Trade receivables	23,697	61,358
Amounts owed by parent undertaking	7,904,187	1,774,716
Amounts owed by fellow group undertakings	-	4,915
Prepayments	61,935	35,569
Withholding tax recoverable	50,071	50,071
Deferred Tax	23,310	-
Amount receivable on contracts	4,749	-
Other receivables	2,872	32,417
	8,070,821	**1,959,046**

Amounts owed by parent and fellow group undertakings are unsecured, interest free and are repayable on demand.

10) Trade and other payables: amounts falling due within one year

	At 31 March 2024 €	At 31 March 2023 €
Trade creditors	21,650	15,398
Amounts owed to fellow group undertakings	7,125,447	650,933
Accruals	315,734	120,128
Social security and other taxation	145,568	163,284
Contract liabilities	-	418,238
	7,608,399	**1,367,981**

Amounts owed to fellow group undertakings are unsecured, interest free and are repayable on demand. Trade payables are non-interest bearing and normally settled (as per purchase order terms) up to 60 days'terms. Non-trade payables to intermediate holding company is unsecured, non-interest bearing and repayable on demand. Taxes including social insurance and VAT are repayable at various dates over the coming months in accordance with the applicable statutory provisions.

11) Trade and other payables: amounts falling due after one year

	At 31 March 2024 €	At 31 March 2023 €
Contract liabilities	-	68,040
	-	**68,040**

12) Share capital

	At 31 March 2024 €	At 31 March 2023 €
Authorised, allotted, called up and fully paid:		
100 (2022: 100) ordinary shares at par value of €1 each	100	100

The Company has one class of ordinary shares which carries no right to fixed income. No shares reserved for issue under options and contracts for the sale of shares.

Notes to the Unaudited financial statements (continued)
For the financial year 1 April 2023 to 31 March 2024

13) Controlling parties

The immediate parent company of eBECS Business Solutions (Ireland) Limited is eBECS Limited, a Company incorporated in United Kingdom and registered in England and Wales with its registered office at 1 Ropemaker Street, London, United Kingdom, EC2Y 9HT, which is a wholly owned subsidiary of Mphasis Consulting Limited, a Company incorporated in England and Wales being controlled by Mphasis Limited, a Company incorporated in India.

The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

14) Events after the end of the reporting year

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

COMPANY NUMBER: 13739981

UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024

MRALD SERVICES LIMITED

Unaudited Financial Statements

COMPANY INFORMATION

Directors	Mr. Ravi Vasantraj Mr. Eric Winston Mr. Stephen Barwell
Company number	13739981
Registered Office	1 Ropemaker Street London EC2Y 9HT
Independent Auditors	BDO LLP Arcadia House Maritime Walk Ocean Village Southampton SO14 3TL
Company Secretary	Congress Company Secretarial Services Limited 7 St John's Road Harrow Middlesex HA1 2EY
Bankers	Citibank UK at Citigroup Centre, Canada Square,Canary Wharf, London E14 5LB.

MRALD SERVICES LIMITED

Unaudited Financial Statements

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Company number 13739981

Unaudited Statement of comprehensive income for the year ended 31 March 2024

	Note	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
Turnover	2	**5,117,199**	**1,715,695**
Cost of sales		(5,480,991)	(2,443,145)
Gross loss		**(363,792)**	**(727,450)**
Administrative expenses		(132,104)	(1,286,480)
Operating loss	3	**(495,896)**	**(2,013,930)**
Interest receivable and similar income	5	1,161	-
Interest payable and similar charges	5	(161,778)	(63,778)
Loss on ordinary activities before taxation		**(656,513)**	**(2,077,708)**
Tax credit	7	119,590	394,760
Loss for the period attributable to the owners of the company		**(536,923)**	**(1,682,948)**
Other comprehensive income		-	-
Total comprehensive loss for the period attributable to the owners of the company		**(536,923)**	**(1,682,948)**

All amounts relate to continuing operations.

Company number 13739981

Unaudited Statement of financial position as at 31 March 2024

	Note	2024 £	2023 £
Fixed assets			
Intangible fixed assets	6	2,950,245	-
		2,950,245	**-**
Noncurrent assets			
Prepayments and accrued income		7,350,161	-
Current assets			
Debtors	8	4,980,346	1,138,872
Cash at bank and in hand		84,404	99,698
		12,414,911	1,238,570
Creditors : amounts falling due within one year	9	(17,582,785)	(2,921,516)
Net current liabilities		**(5,167,874)**	**(1,682,946)**
Total assets less current liabilities		**(2,217,629)**	**(1,682,946)**
Net liabilities		**(2,217,629)**	**(1,682,946)**
Capital and reserves			
Called up share capital	10	2	2
Profit and loss account		(2,217,631)	(1,682,948)
Shareholders' equity		**(2,217,629)**	**(1,682,946)**

The notes on pages 4 to 11 form part of these financial statements.

Company number 13739981

Unaudited Statement of changes in equity as at 31 March 2024

	Called-up share capital	Profit and loss account	Total
At 12 November 2021			**-**
Loss for the period	-	(1,682,948)	**(1,682,948)**
Shares issued	2		**2**
Total comprehensive loss	-	(1,682,948)	**(1,682,948)**
At 31 March 2023	**2**	**(1,682,948)**	**(1,682,946)**
Loss for the financial year	**-**	**(534,683)**	**(534,683)**
Total comprehensive loss	**-**	**(534,683)**	**(534,683)**
At 31 March 2024	**2**	**(2,217,631)**	**(2,217,629)**

The notes on pages 4 to 11 form part of these financial statements.

Company number 13739981

Notes to the Financial Statements for the year ended 31 March 2024

GENERAL INFORMATION

Mrald Services limited is a private company limited by shares incorporated in United Kingdom.

The address of its registered office and principal place of business is:
1 Ropemaker Street
London
EC2Y 9HT

The principal activities of the Company predominantly relate to IT and ITES enabled services. The functional currency of the Company is Pound Sterling ('£') as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements
The financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and the applicable legislations as set out in the Companies Act 2006.
In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements.
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly-owned group members on the basis that the Company is itself a wholly-owned member of the group; and
- the requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

The company, and its subsidiaries in the UK, qualify as a small group as set out in section 383 of the companies Act 2006 and are considered eligible for exemption to prepare consolidated accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group. The consolidated financial statements of Mphasis Limited within which this Company is included, can be obtained as detailed in note 13.

These financial statements have been prepared on a going concern basis. Based on the forecast the directors of the Company have a reasonable expectation that the Company has adequate resources in operational existence for the foreseeable future and there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements. See going concern details in the strategic report.

The financial statements for FY 2024 have been prepared from 1 April 2023 to 31 March 2024.

a. Revenue recognition

Turnover represents the total value, excluding value added tax, of goods and services supplied to Customers as a principal during the period, including expenses billed to customers.

Revenue from services rendered to Mphasis Group Companies (including software development) is recognised as services are rendered, on a cost-plus basis as per the agreement with the Mphasis Group Companies.
Where the contract element is for the provision of service or repetitive processes, revenue is recognised when the product or service is provided. Where the contract element is a major development or implementation project that is transferred to the customer on completion, revenue recognition is based on a delivery approach to measure the stage of completion. Depending on the specific contractual terms, the measurement of delivery takes the form of performance milestones, costs completed to date or other appropriate measure. Revenues are recognised when all of the following conditions are satisfied:

i. the amount of revenue can be measured reliably;
ii. it is probable that the Company will receive the consideration due under the contract;
iii. the stage of completion of the contract at the end of the reporting period can be measured reliably; and
iv. the costs incurred and the costs to complete the contract can be measured reliably.

Interest income is recognized as it accrues in the Statement of comprehensive income using effective interest rate method.

Notes to the Financial Statements for the year ended 31 March 2024 (continued)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b. Provision

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Judgements include estimating the probability of the cash outflows for the present obligations and accordingly provisions are determined and reviewed at the end of each reporting period and are adjusted to reflect current best estimates.

c. Post-retirement benefits

Defined Contribution scheme
The Company operates a defined contribution pension scheme. The amount charged to the Statement of comprehensive income represents the contributions payable to the scheme in respect of the accounting period.

Defined Benefit scheme
The cost of the compensated absences and the present value of the defined benefit obligation are determined based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, future attrition rates. Due to the complexities involved in the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date (Note 12).

d. Tangible and intangible fixed assets and depreciation and amortization

Tangible and intangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives.

Asset	Useful life
Furniture, Fixtures and Office equipment	5 years
Computer equipment	3 years
Server and Network equipment	6 years
Plant and Machinery	7 years
Software	3 years

e. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Notes to the Financial Statements for the year ended 31 March 2024 (continued)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the Statement of comprehensive income.

g. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**
  Cash and cash equivalents comprise cash in hand and bank balances.
- **Trade and other debtors**
  Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment.

Financial liabilities - classified as basic financial instruments

- **Trade and other creditors, loans and borrowings**
  Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

h. Compensated absences

The employees of the Company are entitled to compensated absences based on the unavailed leave balance and the last drawn salary of the respective employees. The obligation of compensated absences is based on actuarial valuation as at the valuation date. The Company has recorded £ 44,846 towards expense for compensated absences for the year ended 31 March 2024. The outstanding accrual as at 31 March 2024 is £ 40,976.

i. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Critical judgements made in applying accounting policies**
  Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates are discussed below actuarial valuation assumption.

Notes to the Unaudited Financial Statements for the year ended 31 March 2024 (continued)

2. TURNOVER

The turnover is mostly attributable to IT and ITES enabled Services.

A geographical analysis of turnover is as follows:

Geographical analysis of turnover	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
United Kingdom	5,117,199	1,715,695
	5,117,199	**1,715,695**

Analysis of turnover by customer	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
External revenue	5,117,199	1,715,695
	5,117,199	**1,715,695**

3. OPERATING LOSS

The Operating loss is stated after charging /(crediting)	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
Depreciation of tangible and intangible fixed assets	49,755	-
Auditor's remuneration	47,050	45,000
Foreign exchange loss	(9,654)	1,348

4. STAFF COSTS

Staff costs were as follows:	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
Wages and salaries	2,136,259	1,337,840
Social security costs	232,673	141,838
Pension contributions	169,668	49,409
	2,538,600	**1,529,087**

The average monthly number of employees during the year were as follows:	1 April 2023 to 31 March 2024	12 November 2021 to 31 March 2023
Category	**No.**	**No.**
Direct production	44	10
	44	**10**

Company number 13739981

Notes to the Unaudited Financial Statements for year ended 31 March 2024(continued)

5. INTEREST

Interest payable and similar charges	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
Interest on loans taken from fellow undertaking	161,778	63,778
	161,778	**63,778**
Interest receivable and similar income		
Interest from Banks	1,161	-
	1,161	**-**

6. INTANGIBLE ASSETS

	Goodwill on business combination £	Customer contracts related intangibles £	Total Intangible assets £
Cost			
At 1 April 2023	-	-	-
Additions	1,606,871	1,393,129	3,000,000
Disposals	-	-	-
At 31 March 2024	**1,606,871**	**1,393,129**	**3,000,000**
Depreciation			
At 1 April 2023	-	-	-
Charge for the year	-	(49,755)	(49,755)
Disposals	-	-	-
At 31 March 2024	**-**	**(49,755)**	**(49,755)**
Net book value			
At 31 March 2024	**1,606,871**	**1,343,374**	**2,950,245**
At 31 March 2023	**-**	**-**	**-**

Notes to the Unaudited Financial Statements for year ended 31 March 2024 (continued)

7. TAXATION

(a) Tax credit included in the statement of comprehensive income	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
Current tax on profit on ordinary activities		
UK corporation tax 19%	-	-
Adjustments in respect of prior years	-	-
Total current tax	**-**	**-**
Deferred tax		
Origination and reversal of timing differences	(119,590)	(394,760)
Effect on opening deferred taxes of change in tax rate		
Total deferred tax	**(119,590)**	**(394,760)**
Total tax credit included in the statement of comprehensive income	**(119,590)**	**(394,760)**

b) Reconciliation of tax expense included in the statement of comprehensive income

Tax on loss on ordinary activities for period is equivalent to the standard rate of corporation tax in the UK of 19%.The differences are reconciled as follows.

	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
Loss on ordinary activities before taxation	(656,513)	(2,077,708)
Income tax calculated at 19% (2020-19%)	(124,737)	(394,760)
Expenses not deductible for tax purposes	-	-
Utilisation of tax losses, previously unrecognised	-	-
Other timing differences	124,737	394,760
Tax credit for the period	**-**	**-**
Adjustment in respect of prior years	-	-
Deferred tax income for the period	(119,590)	(394,760)
Total tax credit for the period	**(119,590)**	**(394,760)**

Deferred Tax Asset (net)*	1 April 2023 to 31 March 2024 £	12 November 2021 to 31 March 2023 £
Fixed assets	-	-
Provision for employee benefits	-	-
Provision for doubtful debts and advances	-	-
Net operating losses	514,350	394,760
Total	**514,350**	**394,760**

*Deferred tax assets are recognised on losses and these are recoverable.

Company number 1373998

Notes to the Financial Statements for year ended 31 March 2024 (continued)

8.DEBTORS

	2024 £	2023 £
Debtors due within one year		
Trade debtors	1,912,609	331,916
Deferred tax (refer note 7)	514,350	394,760
Amounts owed by group undertakings	320,399	178,808
Other debtors	110,122	7,824
Accrued income	-	225,564
Other assets	2,120,626	225,973
	4,978,106	**1,364,845**
Debtors due more than one year		
Prepayments	-	-
Other assets	7,350,161	-
	7,350,161	**-**
	12,328,267	**1,364,845**

9. CREDITORS

	2024 £	2023 £
Amounts falling due within one year		
Trade creditors	222,668	2,725
Amounts owed to group undertakings*	16,660,580	2,737,890
Social security and other taxes	368,014	93,746
Accruals and deferred income	331,523	87,155
	17,582,785	**2,921,516**

*The amounts owed to group undertakings include an intercompany loan and interest payable amounting £11,072,945 (2023: £1,131,000) and £132,440 (2023:34,420) respectively at interest rate of 6 months SONIA+3%.

10.SHARE CAPITAL AND RESERVES

Authorized, allotted, called up and fully paid and reserves	2024 £	2023 £
2 Ordinary shares of £1 each	2	2
Profit and loss reserve	(2,219,871)	(1,682,948)
	(2,219,869)	**(1,682,946)**

PROFIT AND LOSS ACCOUNT	2024 £	2023 £
Opening balance	(1,682,948)	-
Loss for the year	(536,923)	(1,682,948)
	(2,219,871)	**(1,682,948)**

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2024 £	2023 £
Opening shareholders' funds	(1,682,948)	-
Loss for the year	(536,923)	(1,682,948)
Closing shareholders' funds	**(2,219,871)**	**(1,682,948)**

Share premium

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Profit and loss account

This reserve represents the cumulative profits and losses.

11.RELATED PARTY TRANSACTIONS

The Company is a wholly-owned subsidiary of Mrald Limited and has taken the advantage of exemption permitted by FRS 102 Related party disclosures, not to provide disclosures of transactions entered into with other wholly – owned members of the group.

12.COMPENSATED ABSENCES

	2024	2023
	£	£
Charge to statement of comprehensive income	44,846	21,565
Liability in GBP	40,976	16,103
Assumptions		
Discount rate	4.08%	3.22%
Salary escalation rate	1.00%	1.00%
Withdrawal Rate	5.00%	5.00%
Retirement Age	60	60

13.FINANCIAL INSTRUMENTS

	2024	2023
Financial assets measured at amortised cost	£	£
Trade and other debtors	2,022,731	339,740
Amounts owed from holding and related companies	320,399	178,808
Cash and cash equivalents	84,404	99,698
	2,427,534	**618,246**

	2024	2023
Financial Liabilities measured at amortised cost	£	£
Trade creditors	222,668	2,725
Amounts due to holding and related companies	16,660,580	2,737,890
	16,883,248	**2,740,615**

14.ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Mrald Limited, controlled by Mphasis Limited, a Company incorporated in India.

The parent undertaking of the smallest group for which the consolidated accounts are prepared for the period ended 31 March 2024 is Mphasis Limited, a Company incorporated in India. The Mphasis Group accounts are available on www.mphasis.com.

The ultimate holding company and the intermediate holding company is BCP Asia (SG) Mirror Holding Pte Ltd and BCP TopCo IX Pte. Ltd. respectively, companies incorporated in Singapore.

There is no ultimate controlling party being individuals.

15. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Mrald Services Private Limited

Unaudited financial statements as at and for the year ended 31 March 2024

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UNAUDITED BALANCE SHEET		**(In ₹ '000)**
	Notes	**As at 31 March 2024**
ASSETS		
Non-current assets		
Property, plant and equipment	3	5,807.10
Right-of-use assets	4	64,388.90
Other intangible assets	5	65.73
Financial assets		
Other financial assets	6	3,654.16
Deferred tax assets (net)	7	1,303.00
Total non-current assets		**75,218.89**
Current assets		
Financial assets		
Trade receivables	8	90,730.79
Cash and cash equivalents	9	579.85
Other assets	10	597.82
Total current assets		**91,908.46**
TOTAL ASSETS		**167,127.35**
EQUITY AND LIABILITIES		
EQUITY		
Share capital	11	100.00
Other equity	12	15,817.96
Total equity		**15,917.96**
LIABILITIES		
Non-current liabilities		
Financial liabilities		
Lease liabilities	13	56,867.75
Employee benefit obligations	14	594.75
Total non-current liabilities		**57,462.50**
Current liabilities		
Financial liabilities		
Borrowings	15	63,232.27
Lease liabilities	13	8,620.28
Trade payables		
- outstanding dues to creditors other than micro and small enterprises	16	6,081.72
Other financial liabilities	17	12,825.66
Other liabilities	18	883.35
Employee benefit obligations	14	581.61
Income tax liabilities (net)	7	1,522.00
Total current liabilities		**93,746.89**
TOTAL EQUITY AND LIABILITIES		**167,127.35**

Summary of significant accounting policies 2
The accompanying notes form an integral part of these financial statements.

As per our report of even date attached.

UNAUDITED STATEMENT OF PROFIT AND LOSS	Notes	(In ₹ '000) 12 March 2023 to 31 March 2024
Income		
Revenue from operations	19	90,664.48
Other income	20	281.62
Total income (I)		**90,946.10**
Expenses		
Employee benefits expense	21	46,826.13
Finance costs	22	6,684.75
Depreciation and amortization expense	23	8,598.19
Other expenses	24	7,699.06
Total expenses (II)		**69,808.13**
Profit before tax (III) [(I)-(II)]		**21,137.96**
Exceptional item		-
Profit after exceptional item and before tax		**21,137.96**
Tax expenses	7	
Current tax		6,623.00
Deferred tax		(1,303.00)
Total tax expenses		**5,320.00**
Profit for the year after tax (A)		**15,817.96**
Other comprehensive income ('OCI')		
Items not to be reclassified to profit or loss in subsequent years		
Re-measurement losses on defined employee benefit plans		-
Income tax effect on the above		-
Items to be reclassified to profit or loss in subsequent years		
Net change in fair value of derivatives designated as cash flow hedges		-
Income tax effect on cash flow hedges		-
Net change in fair values of investments in debt instruments carried at fair value through		-
Income tax effect on fair values of investments in debt instruments		-
Total other comprehensive losses for the year, net of tax (B)		**-**
Total comprehensive income for the year (A+B)		**15,817.96**
Earnings per equity share (par value ₹ 10 per share)	25	
Basic (₹)		158.18
Diluted (₹)		158.18

Summary of significant accounting policies (Refer Note No.2)

The accompanying notes form an integral part of these financial statements.
As per our report of even date attached.

UNAUDITED STATEMENT OF CHANGES IN EQUITY

a. Equity share capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	**No. in '000**	**(In ₹ '000)**
Issue of shares	10	100.00
As at 31 March 2024	**10.00**	**100.00**

b. Other equity

	Attributable to the equity owners of the Company	
	Retained earnings	**Total**
Profit for the year	15,817.96	**15,817.96**
Other comprehensive losses, net of tax	-	**-**
As at 31 March 2024	**15,817.96**	**15,817.96**

Summary of significant accounting policies (note 2)
The accompanying notes form an integral part of these financial statements.
As per our report of even date attached.

UNAUDITED STATEMENT OF CASH FLOWS

	12 March 2023 to 31 March 2024
Operating activities	
Profit before tax after exceptional item	**21,137.96**
Adjustments to reconcile profit before tax to net cash provided by operating activities:	
Depreciation and amortization expense	8,598.19
Finance costs	6,684.75
Interest income	(186.63)
Operating profit before changes in operating assets and liabilities	**36,234.27**
Changes in operating assets and liabilities	
Trade receivables	(90,730.79)
Loans	-
Other financial assets	(5,430.12)
Other assets	(597.82)
Trade payables	6,081.72
Other financial liabilities	6,826.36
Other liabilities	883.35
Provisions and employee benefit obligations	1,176.36
Total changes in operating assets and liabilities	**(81,790.94)**
Income tax paid (net of refunds)	(5,101.00)
Net cash flows generated from operating activities (A)	**(50,657.67)**
Investing activities	
Purchase of property, plant and equipment and intangible assets	(72.50)
Net cash flows generated from/(used in) investing activities (B)	**(72.50)**
Financing activities	
Proceeds from issue of shares	100.00
Availment of borrowings	60,700.00
Interest paid	(281.37)
Repayment of lease liabilities	(5,337.51)
Interest on repayment of lease liabilities	(3,871.11)
Net cash flows used in financing activities (C)	**51,310.02**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**579.85**
Cash and cash equivalents at the beginning of the year	-
Cash and cash equivalents at the end of the year (refer note 12)	**579.85**

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Mrald Services (India) Private Limited ('the Company'), is a subsidiary of Mrald Limited ('the parent company'), a body corporate incorporated in the United Kingdom having private stats as per its governing country norms. The Company is engaged in providing Information technology and Information Technology enabled services. Mphasis Limited ('ML') is the ultimate parent company.

The ultimate holding company and the intermediate holding company is BCP Asia (SG) Mirror Holding Pte Ltd and BCP TopCo IX Pte. Ltd. respectively, companies incorporated in Singapore.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for the following assets and liabilities which have been measured at fair value.

- Derivative financial instruments.
- Investments classified as Fair Value Through Profit or Loss ('FVTPL')/ Fair Value Through Other Comprehensive Income ('FVTOCI').
- Fair value of plan assets less present value of defined benefit obligations.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current and non-current as per the Companies' normal operating cycle of 12 months. Current assets do not include assets which are not expected to be realised within 12 months and current liabilities include only items where the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The financial statements are presented in INR ('₹') which is also the Company's functional currency, and all the values are rounded off to the nearest thousands (INR 000) except when otherwise indicated.

The statement of cash flows has been prepared under the indirect method.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Use of estimates, assumptions and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates are made as management become aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the year in which the estimates are revised.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the financial statements have been disclosed below:

- **Taxes**

The Company's sole tax jurisdiction is in India. Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income of the Company's operations in India. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities in India and reflects uncertainties relating to income taxes, if any. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in India. A tax assessment could involve complex issues, which can only be resolved over extended time periods.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

- **Defined benefit plans**

The cost of the defined benefit gratuity plan, compensated absences and the present value of the defined benefit obligation are determined based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, future attrition rates and mortality rates. Due to the complexities

involved in the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the interest rates of Government bonds in India corresponding with the period of maturity of the underlying defined benefit obligations.

The mortality rate is based on publicly available mortality tables. These mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates.

- **Fair value measurement of financial instruments**

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

- **Useful lives of property, plant and equipment**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

- **Expected credit loss ('ECL') on trade receivables**

The impairment provisions are based on evaluation of the risk of default over the expected life of the receivables and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Provisions and Contingent liabilities**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Judgements include estimating the probability of the cash outflows for the present obligations and accordingly provisions are determined and reviewed at the end of each reporting period and are adjusted to reflect current best estimates.
The Company uses significant judgement to identify and measure contingent liabilities. Contingent liabilities are 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 or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent liabilities in relation to assessment/litigations can involve complex issues, which can only be resolved over extended time periods.

- **Leases**

The Company evaluates if an arrangement qualifies to be a lease based on the requirements of the relevant standard. Identification of a lease requires significant management judgement. Computation of the lease liabilities and right-to-use assets requires management to estimate the lease term (including anticipated renewals), and the applicable discount rate. Management estimates the lease term based on the non-cancellable lease-term, options for future renewals if the Company is reasonably certain to exercise and options to terminate the lease if the Company is reasonably certain not to exercise. In performing this assessment, the discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

The Company derives its revenues primarily from rendering call center and business & knowledge process outsourcing operations, application development and maintenance services, infrastructure outsourcing services and licensing arrangements.

- Revenue from rendering application development and maintenance services comprise income from time-and-material contracts. Revenues from call center and business & knowledge process outsourcing operations arise from time-based and unit-priced contracts. Revenues from infrastructure outsourcing services arise from time-based, unit-priced contracts.
- Revenue from time and material, unit-priced contracts is recognized on an output basis, measured by units delivered, efforts expended etc.
- Fixed Bid monthly milestone-based recognition – The practical expedient of revenue equals invoicing is applied as the amounts invoiced directly correspond with the value of services transferred to the customer.
- Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
- Revenue from license transactions where customers are given a right to use intellectual property are recognised upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.
- Revenue from bundled contracts is recognized separately for each performance obligation based on their allocated transaction price (net of variable consideration).
- In cases where implementation and / or customisation services rendered significantly modifies or customises the license, these services and license are accounted for as a single performance obligation and revenue is recognised over time using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total efforts.
- Revenue from the sale of distinct third-party hardware is recognised at the point in time when control is transferred to the customer.
- Revenue from related parties is recognized on the basis of "cost plus mark-up" or other models, determined in accordance with terms of the contract entered with related parties.

The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third-party goods are recorded at gross or net basis depending on whether the Company obtains control of the specified goods or services before it is transferred to the customer.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer. Goods and Services Tax ('GST') is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenues.

The Company recognises an onerous contract provision when it is probable that the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract exceed the economic benefits to be received.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract modifications: Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple goods and services to a customer. The Company assesses the goods / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration from the customer or variable consideration with elements such as volume discounts, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. The Company has applied the practical expedient provided by Ind AS 115, whereby the Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company uses judgement 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 good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular, when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.
- Contract acquisition costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization, in particular if such costs are expected to be recovered. Contract acquisition costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates.

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method.

Dividend income is recognized when the right to receive the dividend is established.

Property, plant and equipment and intangible assets

Property, plant and equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for, impairment if any. Direct costs are capitalised until the assets are ready to be put to use. Cost includes expenditure directly attributable to the acquisition. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are recognised in the statement of profit and loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component / part of property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at

each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets. Freehold land is not depreciated.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed under 'other assets'. The cost of property, plant and equipment not ready to use before the balance sheet date is disclosed under 'Capital work in progress'.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of property, plant and equipment and intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment and are recognized in the statement of profit and loss when the property, plant and equipment is derecognized.

Depreciation and amortization

Depreciation on property, plant and equipment and amortization of intangible assets is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortised on a straight-line basis over the estimated useful economic life. Depreciation / amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

The useful lives estimated by the management are given below:

(In Years)

Asset	Useful life as per Companies Act, 2013	Useful life estimated by the management
Computer equipment	3	3
Furniture and fixtures	10	5
Buildings	20	20 or remaining lease term, whichever is less
Lease hold improvements	Not Applicable	10 or remaining lease term, whichever is less
Office equipment	5	2 to 5
Plant and equipment	15	4 to7
Server and networks	6	6
Vehicles	8	5
Computer Software	As per Ind AS 38	3 to 7

In respect of plant and equipment, furniture and fixtures and vehicles, management, basis internal assessment of usage pattern believes that the useful lives as mentioned above best represent the period over which management expects to use these assets. Hence the useful lives in respect of these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Project specific assets are depreciated over the period of contract or useful life of the asset, whichever is lower.

Leases

Company as a lessee

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:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the 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 incremental borrowing rate applicable to the Company for nature of assets taken on lease. Generally, the Company uses its incremental borrowing rate as the

discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in the statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Company as a lessor

When the Company acts as a lessor at the inception, it determines whether each lease is a finance lease or an operating lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to underlying asset. If a head lease is a short -term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains a lease and non-lease components, the Company applies Ind AS 115-Revenue to allocate the consideration in the contract.

Impairment

a. Financial assets (other than at fair value)

For financial assets measured at amortised cost, the Company assesses at each date of balance sheet whether the asset is impaired. Ind AS 109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. Expected credit loss is the difference between the contractual cash flows and the cash flows that the Company expects to receive, discounted using the effective interest rate. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life-time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

b. Non-financial assets

- **Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.
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.

Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of the following:

- financial assets, which include cash and cash equivalents, deposits with banks, trade receivables, investments in equity and debt securities and eligible current and non-current assets.
- financial liabilities, which include finance lease liabilities, trade payables, eligible current and non-current liabilities.

Non-derivative financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and liabilities. Financial assets (excluding trade receivables) and liabilities are initially measured at fair value. 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 added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets – Business model assessment

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

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

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

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

Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

a. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks with an original maturity of less than or up to three months. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding overdrafts that are repayable on demand and are considered part of the Company's cash management system.

b. Financial assets at amortised cost

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these 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.

c. Financial assets at fair value through other comprehensive income

Financial assets (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition) are measured at fair value through other comprehensive income ('FVTOCI') if these financial assets are held within a business 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. Interest income is recognized in the statement of profit or loss for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognized in other comprehensive income. When the investment is disposed of, the cumulative gain or loss previously accumulated in reserves is transferred to the statement of profit and loss.

d. Financial assets at fair value through profit or loss

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the statement of profit and loss. The gain or loss on disposal is recognized in the statement of profit and loss.

Interest income is recognized in the statement of profit and loss for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Company's right to receive dividend is established.

e. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss as expenses.

Subsequent to initial recognition, derivative financial instruments are measured as described below.

a. Cash flow hedges

The Company designates certain foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the net profit in the statement of profit and loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to the statement of profit and loss.

b. Others

Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges are recognized in the statement of profit and loss and reported within foreign exchange gains, net.

Changes in fair value and gains/(losses) on settlement of foreign currency derivative instruments relating to borrowings, which have not been designated as hedges are recorded as foreign exchange gains/ (losses).

c. De-recognition of financial instruments

Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires. Trade receivables which are subject to non-recourse factoring arrangements are derecognized in accordance with Ind AS 109 and are offset in accordance with Ind AS 32.

d. Offsetting of financial instruments

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

e. Fair value of financial instruments

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

f. Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Employee benefits

a. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. 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. Compensated absences

The Company has a policy on compensated absences that is both accumulating and non-accumulating in nature. Non-accumulating compensated absences are measured on an undiscounted basis and are recognized in the period in which absences occur. The cost of short term compensated absences are provided for based on estimates. The expected cost of accumulating compensated absences is determined by actuarial valuation at each balance sheet date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefits for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss. The Company presents the entire obligation for compensated absences as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

c. Defined contribution plans

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company. Contributions to defined contribution schemes such as Provident Fund and Employee State Insurance Schemes are charged to the statement of profit or loss on an accrual basis.

d. Gratuity

The Company has a defined benefit gratuity plan that provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment in accordance with "The Payment of Gratuity Act, 1972". The amount is based on the respective employee's last drawn salary and the tenure of employment with the Company.

Gratuity, which is a defined benefit plan, is determined based on an independent actuarial valuation, which is carried out based on the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in 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 Company recognises related restructuring costs or termination benefits. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS read with Schedule III to Companies Act, 2013, the Company transfers it immediately to retained earnings. The discount rate is based on the yield of securities issued by the Government of India.

Foreign currencies

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. 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.

Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

- **Current income tax**

  Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period and reflects the uncertainty related to income tax, if any. The tax rates and tax laws used to compute the amount are those that are enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

- **Deferred income tax**

  Deferred income tax assets and liabilities are recognised using the balance sheet approach. Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in the future to allow all or part of the deferred income tax asset to be utilized.

  Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available to allow in the future against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

  Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be reversed or recovered or settled. The effect of changes in tax rates on deferred income tax

assets and liabilities is recognized as an income or expense in the period that includes the enactment or substantive enactment date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are determined based on the best estimate required to settle each obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the Company's owners for the year by the weighted average number of equity shares outstanding during the year adjusted for treasury shares held.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

3. PROPERTY, PLANT AND EQUIPMENT

(In ₹ '000)

	Computer equipment	Total
Cost		
Additions	5,998.30	**5,998.30**
At 31 March 2024	**5,998.30**	**5,998.30**
Depreciation and amortisation		
Charge for the year	(191.20)	**(191.20)**
At 31 March 2024	**(191.20)**	**(191.20)**
Net block		
At 31 March 2024	**5,807.10**	**5,807.10**

4.RIGHT-OF-USE ASSETS

	As at 31 March 2024
Buildings	
Cost	-
Additions	**72,788.13**
	72,788.13
Depreciation	
Charge for the year	(8,399.23)
	(8,399.23)
Net block	**64,388.90**

5.OTHER INTANGIBLE ASSETS

	As at 31 March 2024
Computer Software	
Cost	
Additions	73.50
Disposals	**-**
	73.50
Amortization	
Amortization	(7.76)
Disposals	-
	(7.76)
Net block	**65.73**

6. OTHER FINANCIAL ASSETS

	Non-current	Current
	As at 31 March 2024	**As at 31 March 2024**
Unsecured - considered good		
Deposits	3,654.16	-
	3,654.16	**-**

7. TAXES

Income tax expenses in the statement of profit and loss consist of the following: **(In ₹ '000)**

	As at 31 March 2024
Taxes	
Current taxes	6,623.00
Deferred taxes	(1,303.00)
Total taxes	**5,320.00**

	As at 31 March 2024
Profit before tax	**21,137.96**
Applicable tax rates in India	25.168%
Computed tax charge (A)	**5,320.00**
Tax effect of income chargeable at a differential tax rate	
Total adjustments (B)	**-**
Total tax expenses (A+B)	**5,320.00**

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Income tax assets (net)		
Advance income-tax (net of provision for taxation)	-	-
	-	**-**
Income tax liabilities (net)		
Provision for taxation	-	1,522.00
	-	**1,522.00**
Net income tax asset	**-**	**(1,522.00)**

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as

	As at 31 March 2024
Deferred tax (liability) / asset (net)	
Property, plant and equipment and other intangible assets	(1,303.00)
	(1,303.00)

8. TRADE RECEIVABLES

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Unsecured - considered good		
Trade receivables*	-	66.31
	-	**66.31**
Unbilled receivables		90,664.48
	-	**90,730.79**

*Includes receivables from related parties (refer note 26).

Trade receivables ageing schedule

Particulars (31 March 2024)	Outstanding for following periods from due date of payment							
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Unbilled receivables	Total
Undisputed Trade receivables – considered good		66.31					90,664.48	**90,730.79**
	-	**66.31**	**-**	**-**	**-**	**-**	**90,664.48**	**90,730.79**
Allowance for doubtful receivables								-
	-	**66.31**	**-**	**-**	**-**	**-**	**90,664.48**	**90,730.79**

9. CASH AND CASH EQUIVALENTS

(In ₹ '000)

	As at 31 March 2024
In current accounts	579.85
	579.85

10. OTHER ASSETS

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Unsecured - considered good		
Prepaid expenses	-	432.03
Advances to suppliers	-	93.99
Indirect tax recoverable	-	71.80
	-	**597.82**

11. EQUITY SHARE CAPITAL

	As at 31 March 2024
Authorised share capital	
20000 equity shares of ₹ 10 each	200.00
Issued, subscribed and fully paid-up shares	
10000 equity shares of ₹ 10 each fully paid-up	100.00
Total issued, subscribed and fully paid-up share capital	**100.00**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

	As at 31 March 2024	
	Number of shares	₹ '000
Issue of shares	10,000	100.00
Outstanding at the end of the year	**10,000**	**100.00**

(b) Terms/rights and restrictions attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares 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.

(c) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

	As at 31 March 2024
Mrald Limited (the holding Company) *	
9990 equity shares of ₹ 10 each fully paid	99990
Mr.Sivaramakrishnan.P(1 equity share of Rs.10)	10

Shares held by Promoters at the end of the year

Promoter Name	No of Shares	% of total shares
Mrald Limited	9990	99.99%
Mr.Sivaramakrishnan.P	10	0.01%

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

Name of the shareholder	As at 31 March 2024	
	shares	holding
Mrald Limited	9990	99.99%

(e) The Company has neither allotted any fully paid up equity shares by way of bonus shares, nor has bought back any class of equity shares, nor has issued shares for consideration other than cash during the period of five years immediately preceding the balance sheet date.

12.OTHER EQUITY

(In ₹ '000)

	As at 31 March 2024
Retained earnings	
Profit for the year	15,817.96
Closing balance	**15,817.96**

13.LEASE LIABILITIES

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Lease liability	56,867.75	8,620.28
	56,867.75	**8,620.28**

14. EMPLOYEE BENEFIT OBLIGATIONS

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Provision for gratuity [refer note 27]	594.75	-
Provision for employee compensated absences	-	581.61
	594.75	**581.61**

15.BORROWINGS

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Loan from related party	-	63,232.27
	-	**63,232.27**

16. TRADE PAYABLES

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Outstanding dues to creditors other than micro and small enterprises*		6,081.72
		6,081.72

*Includes payable to related parties (refer note 26).

Trade payables ageing schedule

	Outstanding for following periods from due date of payment						
Particulars (31 March 2024)	**Not Due**	**Less than 1 year**	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	**Accrued expenses**	**Total**
MSME						-	-
Others	264.37	2,518.48				3,298.87	**6,081.72**
Disputed dues MSME						-	-
Disputed dues others						-	-
	264.37	**2,518.48**	**-**	**-**	**-**	**3,298.87**	**6,081.72**

17. OTHER FINANCIAL LIABILITIES

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Salary related costs	-	6,826.36
Capital creditors	-	5,999.30
	-	**12,825.66**

18. OTHER LIABILITIES

(In ₹ '000)

	Non-current	Current
	As at 31 March 2024	As at 31 March 2024
Statutory dues	-	883.35
	-	**883.35**

19. REVENUE FROM OPERATIONS

	12 March 2023 to 31 March 2024
Sale of services	90,664.48
	90,664.48

20. OTHER INCOME

	12 March 2023 to 31 March 2024
Interest income on	
Others	186.63
Foreign exchange gain/(loss), (net)	94.98
	281.62

21. EMPLOYEE BENEFITS EXPENSE

	12 March 2023 to 31 March 2024
Salaries and bonus	43,617.46
Contribution to provident and other funds	3,019.85
Staff welfare expenses	188.82
	46,826.13

22. FINANCE COSTS

	12 March 2023 to 31 March 2024
Interest expense	2,813.64
Interest expense on lease liabilities	3,871.11
	6,684.75

23. DEPRECIATION AND AMORTIZATION EXPENSE

	12 March 2023 to 31 March 2024
Depreciation of property, plant and equipment (refer note 3)	191.20
Amortization of intangible assets (refer note 5)	7.76
Depreciation of right-of-use assets (refer note 4)	8,399.23
	8,598.19

24. OTHER EXPENSES

(In ₹ '000)

	12 March 2023 to 31 March 2024
Legal and professional charges	882.73
Facility expenses	1,885.03
Travel	9.60
Software support and annual maintenance charges	1,249.54
Communication expenses	361.88
Recruitment expenses	61.00
Power and fuel	527.63
Rates and taxes	1,372.42
Repairs and maintenance - others	617.94
Miscellaneous expenses	131.29
Auditor's remuneration	600.00
	7,699.06

25. EARNINGS PER SHARE ('EPS')

Reconciliation of basic and diluted shares used in computing earnings per share **(In ₹ '000)**

Particulars	Year ended 31st March 2023
Profit before tax	15,817.96
Number of weighted average shares considered for calculation of basic earnings per share	100.00
Add: Dilutive effect of stock options	-
Number of weighted average shares considered for calculation of diluted earnings per share	**100.00**
Earnings per equity share(Par Value ₹ 10 per share)	
Basic (₹)	158.18
Diluted (₹)	158.18

26. RELATED PARTY TRANSACTIONS

In accordance with the requirements of Indian Accounting Standard (Ind AS) -24 'Related Party Disclosures' the names of the related party where control exists/able to exercise significant influence along with the aggregate transactions and year-end balances are given below.

a. Entities who have control over the Company:

The related parties which exercise control are as follows:

- BCP Asia (SG) Mirror Holding Pte Ltd (Ultimate holding company)
- BCP Topco IX Pte Ltd (Intermediate holding company)
- Mphasis Limited ('ML', the holding company of MCL)
- Mphasis Consulting Limited
- Mrald Limited

b. Other related parties with which transactions have taken place:

The Company has entered into transactions during the year with the following parties which are fellow subsidiaries:

- Mrald Services Limited
- Mphasis Limited
- Mphasis Software and Services (India) Private Limited

c. Key management personnel

The key management personnel of the Company are as mentioned below:

- Vignesh Iyer – Company Secretary (wef 29 March 2024).
- Senior Vice President & Company Secretary

d. Non-executive directors on the board of the Company

- Sivaramakrishnan P Director
- Ravi Vasantraj Director
- Rajat Gupta Director

Particulars	(In ₹ '000) Year ended 31 March 2024
The following is the summary of significant transactions with related parties by the Company:	
Rendering of services to entities who have control over the Company	**90,664.48**
Mrald Services Private Limited	90,664.48
Sub-lease rent paid to entities who have control over the Company	**189.23**
Mphasis Limited	189.23
Unsecured loans receieved from entities who have control over the Company	**60,700.00**
Mphasis Software and Services (India) Private Limited	60,700.00
Expenses incurred on Company's behalf by related parties who have control over the Company	**1,729.16**
Mphasis Limited	1,729.16
Interest expense on unsecured loans from entities who have control over the Company	**2,813.64**
Mphasis Software and Services (India) Private Limited	2,813.64

The balances receivable from and payable to related parties are as follows:	**(In ₹ '000)**
Particulars	**As at 31st March 2024**
Trade receivables from entities who have control over the Company	**90,664.48**
Mrald Services Private Limited	90,664.48
Trade payables to entities who have control over the Company	**1,635.80**
Mphasis Limited	1,635.80
Other payables to entities who have control over the Company	**907.20**
Mphasis Limited	907.20
Others	
Unsecured loans received from entities who have control over the Company	**60,700.00**
Mphasis Software and Services (India) Private Limited	60,700.00
Interest payable on unsecured loans given to entities who have control over the Company	**2,532.27**
Mphasis Software and Services (India) Private Limited	2,532.27

27. EMPLOYEE BENEFITS

a. Gratuity Plan

In accordance with Indian laws, the Company operate a scheme of Gratuity which is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days' salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The Company manages the plan through a trust. The trust is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives.

Sensitivity analysis	Year ended 31 March 2024	
Change in discount rate	**1% increase**	**1% decrease**
Effect on the defined benefit obligation	-5.34%	5.91%
Change in salary increase rate		
Effect on the defined benefit obligation	6.04%	-5.55%

b. Provident fund

In accordance with Indian law, all eligible employees of the Company are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly. The contributions paid/ payable to Employee Provident Fund are recognised as expense in the statement of profit and loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities. The Company contributed ₹ 30 lakh during the year ended 31 March 2024

c. The Code on Social Security 2020 ('Code'), which received the Presidential Assent on 28 September 2020, subsumes nine regulations relating to social security, retirement, and employee benefits. The Code will have an impact on the contributions towards gratuity and provident fund made by the Company. The Ministry of Labour and Employment ('Ministry') has released draft rules for the Code on 13 November 2020 and has invited suggestions from stake holders. The suggestions received are under consideration by the Ministry. The effective date of the Code has not yet been notified and the related rules to ascertain the financial impact are yet to be finalized and notified. The Company will assess the impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

28. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to the following risks:

- Credit risk
- Liquidity risk
- Foreign currency exchange rate risk

The Company has a risk management policy/ framework which covers risks associated with the financial assets and liabilities. The focus of such framework is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

CREDIT RISK

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Company does not perceive any credit risk.

LIQUIDITY RISK

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

FOREIGN CURRENCY EXCHANGE RATE RISK

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income, where transaction denominated in a currency other than the functional currency. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company did not have material exposure to the risk of changes in foreign exchange rates during the period 12 March 2023 to 31 March 2024.

29. ADDITIONAL REGULATORY INFORMATION

a. ANALYTICAL RATIOS

Ratios	Numerator	Denominator	As at 31 March 2024
Current ratio (in times)*	Current assets	Current liabilities	0.980
Debt equity ratio (in times)*	Debt (borrowings + lease liabilities)	Shareholders equity	8.09
Debt service coverage ratio (in times)*	Earnings for Debt Service (Profit after tax+Depreciation+finance cost-Profit on sale of property, plant and equipment)	Debt Service (Interest and lease payments + Principal repayments)	2.6
Return on equity ratio (in %)*	Net Profit for the year	Average shareholders equity	99.37%
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	1.00
Trade payables turnover ratio	Other expenses	Average trade payables	1.27
Net capital turnover ratio*	Revenue from operations	Working Capital (current assets - current liabilities)	(49.32)
Net profit ratio (in %)*	Net Profit for the year	Revenue from operations	17.45%
Return on capital employed (in %)*	Profit before tax and finance costs	Capital employed (Net worth + borrowings + lease liabilities)	19.24%

30. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, parent company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Mphasis Corporation

Unaudited financial statements as at and for the year ended March 31, 2024

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Unaudited Balance Sheet	1
Unaudited Statement of Comprehensive Income	2
Unaudited Statement of Changes in Stockholder's Equity	3
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(Amounts expressed in $ except as otherwise stated)

UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	4,628,075
Accounts receivable, net		28,414,736
Unbilled receivables		28,078,006
Receivable from related parties		42,060,210
Loans given to related parties		36,477,304
Income taxes receivable		2,621,065
Other current assets		12,530,542
Total current assets	**$**	**154,809,938**
Property and equipment, net	$	4,085,175
Intangible assets	$	35,785,596
Operating lease-right-of-use		9,376,259
Goodwill		6,401,749
Investment in subsidiaries		260,041,501
Deferred tax asset, net		11,051,172
Other non - current assets		8,251,025
Total non-current assets	**$**	**334,992,477**
Total assets	**$**	**489,802,415**
Liabilities and Stockholder's equity		
Current liabilities:		
Borrowings	$	185,068,850
Accounts payable and accrued expenses		50,010,778
Operating lease liabilities		1,543,675
Payable to related parties		34,355,426
Deferred revenue		1,734,230
Other current liabilities		93,106,388
Total current liabilities	**$**	**365,819,345**
Operating lease liabilities	$	8,881,606
Income taxes payable		1,939,099
Total non - current liabilities	**$**	**10,820,705**
Total Liabilities	**$**	**376,640,050**
Stockholders' equity		
Common stock; $0.01 par value; 3,187 shares authorised,shares issued and outstanding	$	32
Additional paid-in capital		42,840,612
Retained earnings		70,321,721
Total Stockholders' equity	**$**	**113,162,365**
Total liabilities and Stockholders' equity	**$**	**489,802,415**

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue	$	240,240,941
Revenue from related parties		383,821,493
Total revenue	$	624,062,434
Cost of revenue (excluding depreciation and amortization)		531,581,420
Gross profit	$	92,481,014
General and administrative	$	16,809,414
Sales and marketing		54,951,199
Depreciation and amortization		11,961,729
Operating lease expenses		2,111,858
Foreign exchange gain, net		220,567
Total operating expenses	**$**	**86,054,767**
Operating income	**$**	**6,426,247**
Other income/(expenses), net:		
Interest and other income net		2,994,802
Interest expense		(11,819,383)
Total other income/(expenses), net	**$**	**(8,824,581)**
Loss before income taxes	$	(2,398,334)
Current tax expense/(credit)		(7,906,266)
Net profit	**$**	**5,507,932**
Other comprehensive income		-
Comprehensive income	**$**	**5,507,932**

(Amounts expressed in $ except as otherwise stated)

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31, 2024

	Capital stock	Additional paid-in capital	Retained earnings	Stockholders' equity
Balance at March 31, 2023	**$ 32**	**$ 42,840,612**	**$ 64,813,789**	**$ 107,654,433**
Comprehensive income				
Net profit	-	$ -	$ 5,507,932	5,507,932
Balance at March 31, 2024	**$ 32**	**$ 42,840,612**	**$ 70,321,721**	**$ 113,162,365**

(Amounts expressed in $ except as otherwise stated)

UNAUDITED STATEMENT OF CASH FLOWS FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Operating activities:		
Net profit	$	5,507,932
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortisation		11,961,729
Opreating lease expenses		2,111,858
Provision for expected credit loss		2,543,093
Loss on sale of property and equipment		(829)
Interest expenses		11,819,383
Impairment loss and loans written off		11,141
Interest income		(2,799,805)
Deferred tax		(7,911,192)
Provision for other assets		1,666,667
Gain on reversal of contingent consideration		(19,557,179)
Changes in operating assets and liabilities:		
Accounts and unbilled receivables		(18,066,201)
Receivable from related parties		18,430,424
Other assets		(14,105,115)
Accounts payable and accrued expenses		(8,210,347)
Repayment of operating lease liabilities		(1,731,448)
Payable to related parties		5,957,211
Income taxes payable		(2,045,943)
Deferred revenue		(482,987)
Other liabilities		29,128,676
Net cash flow generated from operating activities	**$**	**14,227,068**
Investing activities		
Purchase of property and equipment		(744,132)
Proceeds from sale of property and equipment		63,154
Investments in Subsidiaries		(122,408,070)
Payment for business acquisition		(16,000,000)
Loans given to related parties		(35,800,000)
Loans repaid by related parties		26,421,249
Net cash flow used in investing activities	**$**	**(148,467,799)**
Financing activities		
Loan repaid to related parties		(29,819,383)
Availment of borrowings		320,254,680
Repayment of borrowing		(159,340,108)
Net cash flow generated from financing activities	**$**	**131,095,189**
Net decrease in cash and cash equivalents	$	(3,145,542)
Cash and cash equivalents at the beginning of the year		7,773,617
Cash and cash equivalents, end of the year	**$**	**4,628,075**
Supplementry disclosure of cash flow information:		
Cash paid for income taxes		2,050,869
Interest paid		11,819,383
Lease payments		1,731,448

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of Business

Mphasis Corporation ('the Company') was incorporated on 17 September 1998 and is a wholly owned subsidiary of Mphasis Limited ('parent company'). The Company is engaged in the business of rendering software services and projects, infrastructure outsourcing services, call center & business process outsourcing services and application services. The intermediate holding company and ultimate holding company of Mphasis Limited are BCP TopCo IX Pte. Ltd. and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

As required by its parent company Mphasis Limited India, the special purpose financial statements are prepared in accordance with recognition and measurement principles referred to in generally accepted accounting standards in the United States of America ("U.S. GAAP") except for consolidation of its wholly-owned subsidiaries namely, Mphasis Europe B.V., Mphasis Infrastructure Services Inc., Stelligent Systems LLC, Mphasis Solutions Services Corporation, Blink Interactive Inc., and Sonnick Partners LLC accordingly, the financial statement do not purport to follow U.S. GAAP to this extent.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, the useful lives of plant and equipment and income taxes. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.

Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.

Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank balance and accounts receivable. The Company believes it mitigates any risks by banking with major financial institutions of high credit rating.

The Company maintained $ 3,537,605 in the bank accounts within the United States and $ 1,090,470 in the bank and cash accounts in other foreign branches at March 31, 2024. The Company does not expect the maintenance of cash reserves in foreign countries to be a risk.

The Company provides credit to customers in the normal course of business. Credit risk is affected by conditions or occurrences within the economy. Collateral is not required for accounts receivable, but ongoing credit evaluations of customers' financial condition are performed. Management provides for an allowance for doubtful accounts on a specifically identified basis, as well as through historical experience applied to an aging of accounts.

The Company had certain customers whose revenue individually represented 10% or more of the Company's total revenue. For the year ended March 31, 2024, two customers have accounted for 33% of revenue and no other customer has accounted for more than 10% of revenue.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximise the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, and borrowings to approximate the fair value of the respective assets and liabilities at March 31, 2024 and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. Provision for expected credit loss as at March 31, 2024 is $ 1,759,393.

Deferred revenue

Deferred revenue consists of billings or payments received in advance of revenue recognition and it is recognised as the revenue recognition criteria are met. Deferred revenue includes certain professional services fees and licensing revenues where all the criteria for recognition were not met. Deferred revenue that will be recognised over the succeeding 12-month period is recorded as current and the remaining portion is recorded as non-current.

Foreign currency transaction

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and loss are recognised in statement of comprehensive income.

Property and equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years. Leasehold improvements are amortised over the shorter of the asset life or the term of the applicable office lease. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalised. When assets are retired or otherwise disposed off, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Investments

Investments consist of equity investment in subsidiaries. Equity securities are measured at fair value with changes in fair value recognized in Statement of comprehensive income and other investments in equity securities that do not have readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions.

Leases

The Company has operating leases for office spaces. The Company determines if a contract is, or contains, a lease at inception. A contract is, or contains, a lease if the contract conveys the right to control the use of identified property or equipment (an identified asset) for a period of time in exchange for consideration. The Company has the right to control the use of the identified asset when the Company has both of the following: the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. In making this determination, the Company considers all relevant facts and circumstances. Operating lease right-of-use ("ROU") assets are included in non-current assets and operating lease obligations are included in current liabilities on the accompanying balance sheet.

The Company's ROU assets are recognized as the lease obligation, including any initial indirect costs and any prepaid lease payments, less any lease incentives. The Company's lease obligations are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. Lease payments consist of amounts relating to the use of the underlying asset during the lease term, specifically fixed payments, payments to be made in optional periods when the Company is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease and the amounts probable of being owed by the Company under residual guarantees. Variable lease payments are excluded in measuring ROU assets and lease obligations because they do not depend on an index or a rate and are not in substance fixed payments. The Company excludes lease incentives and initial direct costs incurred from lease payments. The Company's leases typically do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments.

For operating leases, after lease commencement, the Company measures lease obligations for each period at the present value of any remaining lease payments, discounted by using the rate determined at lease commencement. The Company recognizes a single operating lease expense calculated on a straight-line basis over the remaining lease term. The depreciation of the ROU asset increases each year as a result of the declining lease obligation balance.

In the accompanying statement of comprehensive income, the Company recognizes lease expenses under operating lease expenses.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are tested for impairment, based on undiscounted cash flows, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable and, if impaired, written down to fair value.

Impairment of investments

Equity investments without readily determinable fair values are written down to fair value if a qualitative assessment indicates that the investment is impaired, and the fair value of the investment is less than carrying value.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the consolidated income tax return group.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income.

NOTE 3 – REVENUE

Movement in contract assets:		**March 31, 2024**
Balance at the beginning of the year	$	-
Revenue recognized during the year		509,825
Closing balance	**$**	**509,825**

Movement in unearned revenue:		**March 31, 2024**
Balance at the beginning of the year	$	2,217,217
Revenue recognized during the year		(2,323,645)
Invoiced during the year		1,861,081
Exchange gain / (loss)		(20,423)
Closing balance	**$**	**1,734,230**

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment consist of the following as at March 31, 2024:

	Estimated useful Lives	**March 31, 2024**	
Office equipment	5 years	$	1,616,149
Computer equipment	3 years		4,048,870
Servers and networks	6 years		1,859,336
Furniture and fixtures	5 years		539,460
Vehicles	5 years		411,907
Leasehold improvements	Shorter of lease term or 10 years		1,567,404
Computer software	3 to 7 years		27,287,706
Total			**37,330,832**
Less: accumulated depreciation and amortisation			33,245,657
Property and equipment, net		**$**	**4,085,175**

Depreciation and amortization expense for the year ended March 31, 2024, is $ 3,618,031.

NOTE 5 - INVESTMENTS IN SUBSIDIARIES		**March 31, 2024**
Mphasis Europe BV	$	19,714,977
Stelligent Systems LLC		24,341,655
Blink Interactive, Inc		93,526,799
Mphasis Solutions Services Corporation		50,000
Sonnick Partners LLC		122,408,070
	$	**260,041,501**

NOTE 6 – BORROWINGS

The Company has availed credit facility from Citi bank & JPMC in aggregate principal amount of $196,000,000 & $60,000,000 respectively for its working capital requirement. The facility carries interest @ SOFR plus ranging from 0.85% to 1.65%. The loans are repayable over the period from 12 April 2024 to 11 Oct 2024. $50,000,000 loan is availed by issuing a corporate guarantee by the parent company. As at March 31, 2024, the outstanding principal amount and interest payable under this facility is $ 185,068,850 recorded as part of borrowings in the accompanying balance sheet. Further, the Company has also availed borrowing facility from related parties (Note 10).

NOTE 7 – LEASES

Operating leases

The Company has non-cancelable operating leases, primarily for office space, that expire at various dates ranging from August 2025 to July 2032. Rental expense for operating leases for the year ended March 31, 2024, were $2,111,858, and is included in operating lease expenses in the accompanying statement of comprehensive income.

Lease expense:		**March 31, 2024**
Operating lease expense	$	2,111,858
Short-term lease expense		62,788
Variable lease expense		305,383
Total	**$**	**2,480,029**

Cash paid for amounts included in the measurement of operating lease liabilities		**March 31, 2024**
Operating cash flows	$	1,731,448
Operating lease right-of-use obtained in exchange for operating lease liabilities		9,376,259
Weighted-average remaining lease term (in years) operating leases		6.90
Weighted-average discount rate operating leases		3.24%

Future minimum lease payments due under non-cancellable operating leases with initial or remaining lease term in excess of one year as of March 31, 2024, are as follows:

Years	**March 31, 2024**
2024-25	1,846,677
2025-26	1,902,342
2026-27	1,270,544
More than 2027	6,579,029
Total minimum payments	**11,598,592**
Less:Present value of discount	(1,173,311)
Operating lease liabilities	**10,425,281**

NOTE 8 – INCOME TAXES

Income tax expense comprises:

Taxes:	**March 31, 2024**
Current taxes	4,926
Deferred tax	(7,911,192)
Total taxes	**$ (7,906,266)**

Deferred income taxes result from significant temporary differences between income for financial reporting purposes and taxable income. Deferred income tax components as of March 31, 2024 are as follows:

Deferred Tax Asset:		**March 31, 2024**
Provision for employee benefits	$	6,372,129
Provision for bad and doubtful debts		1,060,237
Others		9,262,593
	$	**16,694,958**
Deferred Tax Liabilities:		
Research & development cost	$	(100,480)
Depreciation and amortization expense		(3,339,608)
Others		(2,203,698)
	$	**(5,643,786)**
Net deferred tax asset	**$**	**11,051,172**

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective tax bases.

Pursuant to the Tax Cuts and Jobs Act ("US Tax Reforms"), the US Tax Reforms has provided for a on-time tax on certain accumulated undistributed post-1986 earnings of certain specified foreign subsidiaries.

During the current Financial Year, the Company has recognized an income tax provision of $ 186,282 towards repatriation Obligations of Transition Tax due for year ended March 31, 2024, for the accumulated and undistributed post-1986 earnings and Profits of specified foreign subsidiaries.

NOTE 9 – EMPLOYEE BENEFIT PLANS:

a. Social security – Employees of the Company received benefits under social security schemes, which is a defined contribution plan based on specified percentage of employee's salary. The Company contributed $ 18,287,157 to various social security schemes that have been recognized as an expense in the statement of comprehensive income for the year ended March 31, 2024.

b. Compensated absences - The employees of the Company are entitled to compensated absences based on the unavailed leave balance and the last drawn salary of the respective employees. The obligation of compensated absences is based on actuarial valuation as at the valuation date.

The Company has recorded $ 3,568,524 towards expense for compensated absences for the year ended March 31, 2024. The balance as at March 31, 2024 is $ 6,563,700.

NOTE 10 – RELATED PARTY

Revenue and expenses

The Company has entered into an agreement to provide software integration and development service to the customers of its parent company, its subsidiary companies, and subsidiaries of parent company.

During the year ended March 31, 2024, the Company has recorded $ 383,821,493 as revenue from the following related parties:

Name of the party	Relationship	March 31, 2024
Mphasis Limited	Parent company	378,920,154
Others	Subsidiaries of Company and parent company	4,901,339

As at March 31, 2024, the Company has $ 42,060,210 as balance receivable including trade receivables from following related parties:

Name of the party	Relationship	March 31, 2024
Mphasis Limited	Parent company	32,498,808
Others	Subsidiaries of Company and parent company	9,561,402

The Company avails software integration and development service from its parent company, its subsidiary companies and subsidiaries of parent company.

During the year ended March 31, 2024, the Company has recorded $ 23,095,711 as cost of revenue in the accompanying statement of comprehensive income from following related parties;

Name of the party	Relationship	March 31, 2024
Mphasis Limited	Parent company	18,073,130
Stelligent systems LLC	Subsidiary company	731,760
Mphasis UK Limited	Subsidiary of parent company	539,618
Others	Subsidiaries of Company and parent company	3,751,203

Pursuant to cost sharing agreement the Company incurred charges amounting to $ 4,368,267 from the parent company.

The Company was charged $ 573,698 from the parent company towards reimbursement of expenses incurred on our behalf.

The Company was charged $ 588,242 from the Blink Interactive Inc towards selling commission incurred on our behalf.

The Company has charged $ 954,475 to related parties towards recovery of expenses incurred on their behalf:

Name of the party	Relationship	March 31, 2024
Mphasis Limited	Parent company	145,725
Wyde Corporation	Subsidiary of parent company	305,461
Digital Risk Mortgage Services, LLC	Subsidiary of parent company	24,792
Stelligent systems LLC	Subsidiary company	415,435
Others	Subsidiaries of Company and parent company	63,062

Digital Risk LLC has sublease office space to the Company. During the year ended March 31, 2024 rent expenses incurred amounted to $ 62,606 and this is included in operating expenses in the accompanying statement of comprehensive income.

As at March 31, 2024, the Company has $ 34,355,425 as balance payable to following related parties;

Name of the party	Relationship	March 31, 2024
Mphasis Limited	Parent company	27,079,938
Digital Risk LLC	Subsidiary of parent company	12,095
Blink Interactive Inc	Subsidiary company	3,753,105
Others	Subsidiaries of Company and parent company	3,510,287

Borrowings

On September 15, 2021, the Company entered into unsecured credit agreement with its parent company, Mphasis Limited. for borrowing in the aggregate principal sum of $60,000,000 bearing interest rate of 180 days average SOFR (secured overnight financing rate) + 4.4% and repayable on demand. Of the $60,000,000 available under this facility, $38,000,000 was borrowed and $20,000,000 was repaid during prior years. During the current year the Company has repaid the loan amounting to $18,000,000 and accrued interest amounting to $ 248,030, respectively. As at March 31, 2024, the outstanding principal amount payable under this facility is nil.

During the year ended March 31, 2024, the Company recorded $ 248,030 as interest cost for the amounts borrowed and is included in interest expenses in the statement of comprehensive income. As at March 31, 2024, the interest payable is nil.

During the year ended March 31, 2024, the Company recorded $ 627,170 as corporate Guarantee commission cost for the amounts borrowed and is included in interest expenses in the statement of comprehensive income.

Loans given

On July 18, 2022, the Company entered into unsecured credit agreement with subsidiary of parent company, Mphasis UK Limited to grant facility in the aggregate principal sum of $71,000,000 bearing interest rate at 3 months SOFR (Quarterly reset) Plus 200 bps per annum and repayable on demand. During the year the Company has given fresh loan amounting to $ 35,800,000. During the current year the Company has received the outstanding loan amount of $24,200,000 and accrued interest amounting to $ 2,251,582 respectively. As at March 31, 2024, the outstanding principal amount receivable under this facility is $35,100,000, recorded as loans given to related party in the accompanying balance sheet.

During the year ended March 31, 2024, the Company recorded $ 2,251,582 as interest income and is included in interest and other income, net in the statement of comprehensive income. As at March 31, 2024, $ 1,377,305 remains receivable and included in loans given to related party in the accompanying balance sheet.

Employee stock options

The employees of the Company are eligible to participate in Employee Stock Option Plan (ESOPs)/ Restricted Stock Unit (RSUs) of the parent company as per terms and conditions as specified in the plan. The plan is assessed, managed and administered by the parent company.

Mphasis Limited, India has charged to the Company such compensation costs upon grant of shares to the employees based on the fair value of the equity settled transactions using an appropriate pricing model (Black Scholes model). During the current year the parent company has charged an aggregate amount of $ 7,256,332 included in statement of comprehensive income. As at March 31, 2024, $1,812,418 remains payable and included in payable to related parties.

NOTE 11 – SHARE BASED COMPENSATION

The employees of the Company are granted Employee Stock Options (under equity settled share-based payment scheme) by the parent, Mphasis Limited and accordingly the Company is subject to cross charge of fair value of options/share awards from

Mphasis Limited. The fair value of the equity settled transactions are determined at the date of the grant using an appropriate pricing model (Black Scholes model). The expense is recognized in profit or loss over the vesting period.

Effective 4 November 2016, the parent company instituted the 2016 Plan. The weighted average share price as at the date of exercise of stock option was ₹ 2,817.05. As per the ESOP 2016 Plan, the stock options are granted at the Market Price subject to a discount up to twenty per cent (20%) as may be determined by the Compensation Committee of the parent at the time of Grant. The equity shares covered under these options vest over 60 months from the date of grant. The exercise period is sixty months from the respective date of vesting. The options outstanding as at 31 March 2024 have an exercise price ranging from ₹ 500.00 to ₹ 3,397.00.

Particulars		March 31, 2024
Options outstanding at the beginning	$	2,123,128
Granted		80,200
Exercised		(243,582)
Forfeited		(46,330)
Lapsed		(48,471)
Transfers		15,352
Options outstanding at the end	**$**	**1,880,297**

Effective 22 November 2021, the parent company instituted the Restricted Stock Unit Plan-2021(RSU 2021). As per the RSU 2021 Plan, the units are granted at ₹10 as may be determined by the Compensation Committee. The equity shares covered under these plan vest over 60 months from the date of grant. The exercise period is sixty months from the respective date of vesting. The options outstanding as at 31 March 2024 have an exercise price of ₹10.

Particulars		March 31, 2024
Options outstanding at the beginning	$	618,513
Exercised		(63,230)
Forfeited		(35,889)
Lapsed		(333)
Transfers		6,850
Options outstanding at the end	**$**	**525,911**

NOTE 12 -COMMITMENTS AND CONTINGENCIES

Legal Claims

The Company is subject to legal claims in the normal course of business. Management believes that there are no such claims that would be material to the financial condition or results of operations.

NOTE 13 - SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37 % pursuant to divestment of its stake on 10 June 2024.

eBECS Limited

REGISTERED NUMBER: 06058559

UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

eBECS Limited

COMPANY INFORMATION

Directors	Subramanian Narayan Vilas Kanyal Anurag Bhatia
Company number	06058559
Registered Office	1 Ropemaker Street, London, United Kingdom, EC2Y 9HT
Auditors	**MHA** **Statutory Auditor** 6th Floor 2 London Wall Place London EC2Y 5AU United Kingdom
Company Secretary	**Congress Company Secretarial Services Limited** 7 St John's Road Harrow Middlesex HA1 2EY

eBECS Limited

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eBECS Limited

Company number 06058559

Unaudited Statement of comprehensive income for the year ended 31 March 2024

	Note	2024 £	2023 £
Turnover	2	**16,806,130**	**25,859,351**
Cost of sales		(14,378,526)	(15,972,820)
Gross profit		**2,427,604**	**9,886,531**
Administrative expenses		(1,945,758)	(6,214,531)
Other operating income *		148,847	9,643,085
Operating profit	3	**630,693**	**13,315,085**
Interest receivable and similar income	5	146,073	84,548
Interest payable and similar charges	5	(91,049)	(4,769)
Profit on ordinary activities before taxation		**685,717**	**13,394,865**
Tax on profit from ordinary activities	7	7,190	-
Profit for the financial year attributable to the owners of the company		**692,907**	**13,394,865**
Other comprehensive income		-	8,281
Total comprehensive income for the year attributable to the owners of the company		**692,907**	**13,403,146**

All amounts relate to continuing operations.

* Operating profit in FY 2023 includes gain of £9.77m on termination of a strategic agreement.

The notes on pages 4 to 11 form part of these financial statements.

eBECS Limited

Company number 06058559

Unaudited Statement of financial position as at 31 March 2024

	Note		2024		2023
			£		£
Fixed assets					
Tangible fixed assets	6		10,205		22,176
Intangible fixed assets	6		-		49,749
Investments	8		95		95
			10,300		**72,020**
Noncurrent assets					
Prepayments and accrued income	9		119		-
Current assets					
Debtors	9	13,039,335		24,889,740	
Cash at bank and in hand		6,503,043		2,315,905	
Deferred tax asset		7,190		15,687	
		19,549,568		**27,221,332**	
Creditors : amounts falling due within one year	10	(17,126,983)		(9,740,960)	
Net current assets			**2,422,585**		**17,480,372**
Total assets less current liabilities			**2,433,004**		**17,552,393**
Net assets			**2,433,004**		**17,552,393**
Capital and reserves					
Called up share capital	11		9,249		9,249
Share premium	11		1,200,000		1,200,000
Other reserves			4,924,798		4,924,798
Foreign currency translation reserve			176,587		176,587
Profit and loss account			(3,877,630)		11,241,759
Shareholders' equity			**2,433,004**		**17,552,393**

The notes on pages 4 to 11 form part of these financial statements.

eBECS Limited

Company number 06058559

Unaudited Statement of changes in equity as at 31 March 2024

	Called-up share capital	Share Premium	Foreign currency translation reserve	Other reserves	Profit and loss account	Total
At 1 April 2022	**9,249**	**1,200,000**	**168,306**	**4,924,798**	**(2,153,106)**	**4,149,247**
Profit for the financial year	-	-			13,394,865	**13,394,865**
Other comprehensive income for the year			8,281			**8,281**
Total comprehensive income	-	-	8,281	-	13,394,865	**13,403,146**
At 31 March 2023	**9,249**	**1,200,000**	**176,587**	**4,924,798**	**11,241,759**	**17,552,393**
Profit for the financial year	-		-	-	692,907	**692,907**
Total comprehensive income	-	-	-	-	692,907	**692,907**
Dividend paid					(15,812,296)	**(15,812,296)**
At 31 March 2024	**9,249**	**1,200,000**	**176,587**	**4,924,798**	**(3,877,630)**	**2,433,004**

The notes on pages 4 to 11 form part of these financial statements.

eBECS Limited

Notes to the Unaudited Financial Statements for the year 31 March 2024

GENERAL INFORMATION

eBECS limited is a Private company limited by shares incorporated in England and Wales.

The address of its registered office and principal place of business is:

1 Ropemaker Street,

London, United Kingdom,

EC2Y 9HT

The principal activities of the Company predominantly relate to providing Application (APPS) and Business Process Outsourcing (BPO) services. A large proportion of the Company's services are for related companies and the terms of contracts are negotiated between the parties to the transactions. The functional currency of the Company is Pound Sterling as this is the currency of the primary economic environment in which the Company operates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with FRS102 'the Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable legislations as set out in the Companies Act 2006.

The financial statements are presented in GBP ('£') except when otherwise indicated.

In preparing these financial statements, the company has taken advantage of the disclosure exemptions, as permitted by FRS 102 paragraph 1.12. The Company has therefore complied with the applicable conditions, including providing notification of the use of exemptions to the Company's shareholders who have not objected to the use of such disclosure exemptions.

The Company has taken advantage of the following exemptions in preparing these financial statements:

- from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements;
- from providing the related party disclosures, required under paragraphs 33.8 to 33.14, for transactions with other wholly-owned group members on the basis that the Company is itself a wholly-owned member of the group.
- The requirements of section 26 Share-based Payment for a subsidiary with share-based payment arrangements for equity instruments of another group entity.

A company is exempt from the requirement to prepare group accounts if it is itself a subsidiary undertaking and its parent undertaking is not established under the law of any part of the United Kingdom set out in section 401 of the companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group. The consolidated financial statements of Mphasis Limited within which this Company is included, can be obtained as detailed in note 15.

These financial statements have been prepared on a going concern basis. Based on the group's forecast the directors of the Company have a reasonable expectation that the Group has adequate resources in operational existence for the foreseeable future to support the company and, as a result there are no material uncertainties that lead to significant doubt upon the Company's ability to continue as going concern being a period of not less than 12 months from the date of approval of these financial statements. Thus, the directors have continued to adopt the going concern basis of accounting in the preparing these financial statements.

a. Revenue recognition

Turnover represents the total value, excluding value added tax, of goods and services supplied to Customers as a principal during the year, including expenses billed to customers.

Revenue from services rendered to Mphasis Group Companies (including software development) is recognised as services are rendered, on a cost-plus basis as per the agreement with the Mphasis Group Companies.

Where the contract element is for the provision of service or repetitive processes, revenue is recognised when the product or service is provided. Where the contract element is a major development or implementation project that is transferred to the customer on completion, revenue recognition is based on a delivery approach to measure the stage of completion. Depending on the specific contractual terms, the measurement of delivery takes the form of performance milestones, costs completed to date or other appropriate measure. Revenues are recognised when all of the following conditions are satisfied:

i. The amount of revenue can be measured reliably;
ii. It is probable that the Company will receive the consideration due under the contract;
iii. The stage of completion of the contract at the end of the reporting period can be measured reliably; and
iv. The costs incurred and the costs to complete the contract can be measured reliably.

Interest income is recognized as it accrues in the statement of comprehensive income using effective interest rate method.

b. Investments

Fixed asset investments (including investment in subsidiaries) are carried at cost. Provision for diminution in value of investment is made if the impairment is not temporary in nature.

Notes to the Unaudited Financial Statements for the year 31 March 2024

c. Tangible and intangible fixed assets and depreciation and amortization

Tangible and intangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives.

Asset	Useful life
Furniture, Fixtures and Office equipment	5 years
Computer equipment	3 years
Server and Network equipment	6 years
Plant and Machinery	7 years
Software	3 years

d. Capital work-in progress

Costs incurred towards tangible fixed assets not ready to use before the statement of financial position date is disclosed under 'Capital work in progress'.

e. Post-retirement benefits

Defined Contribution scheme

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the Statement of comprehensive income represents the contributions payable to the scheme in respect of the accounting period.

Defined Benefit scheme

The cost of the compensated absences and the present value of the defined benefit obligation are determined based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, future attrition rates. Due to the complexities involved in the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

f. Taxation

The tax expense for the period comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in obligation to pay more tax in the future or right to pay less in the future give rise to a deferred tax liability or asset. Timing differences are the differences between taxable profits and the total comprehensive income as stated in the financial statements that arise from the conclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is legally enforceable right to set off the amounts and there is intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

g. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transaction took place. Where this is not possible to determine, income and expense items are translated using average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the statement of comprehensive income.

Forward contracts are entered into by the Company to hedge the foreign currency risk of the underlying outstanding at the statement of financial position date and also to hedge the foreign currency risk of firm commitments or highly probable forecast transactions. The premium or discount on all such contracts arising at the inception of the contract is amortized as income or expense over the life of the contract. Any profit or loss arising on the cancellation or renewal of forward contracts is recognised as foreign exchange gain or loss for the year.

The exchange difference on such a forward exchange contract is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the Statement of comprehensive income in the reporting period in which the exchange rates change.

Notes to the Unaudited Financial Statements for the year 31 March 2024

h. Share based payments

The employees of eBECS Limited are granted Employee Stock Options /Restricted stock unit plan (RSU) (under equity settled share-based payment scheme) by the intermediate parent, Mphasis Limited and accordingly eBECS Limited is subject to cross charge of fair value of options/share awards from Mphasis Limited. The fair value of the equity settled transactions are determined at the date of the grant using an appropriate pricing model (Black Scholes model). The expense is recognised in Statement of comprehensive income over the vesting period.

i. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, trade and other creditors, loans and borrowings.

Financial assets – classified as basic financial instruments

- **Cash and cash equivalents**

  Cash and cash equivalents comprise cash in hand, deposits held with banks and other short term highly liquid investments with original maturities of three months or less.

- **Trade and other debtors**

  Trade and other debtors are initially recognised at the transaction price, including any transaction costs and are subsequently measured at amortised cost, less any provision for impairment.

Financial liabilities - classified as basic financial instruments

- **Trade and other creditors, loans and borrowings**

  Trade and other creditors, loans and borrowings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost.

Derivative Financial instruments

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Derivative financial instruments are initially recognised at fair value at a date the derivative contract is entered into and are subsequently measured at fair value at each reporting date. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of comprehensive income.

j. Leased Assets.

At inception the company assesses agreements, that transfers the right to use assets. The assessments considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

- **Finance leased assets**

Leases of assets that transfer substantially all the risk and rewards incidental to ownership are classified as finance lease.
Finance lease are capitalised at the commencement of the lease as assets at the fair value of the leased assets or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease.

Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date. The capital element of lease obligations is recorded as a liability on inception of the arrangement. Lease payments are apportioned between capital repayment and finance charge, using effective interest rate method, to produce a constant rate of charge on the balance of capital repayments outstanding.

- **Operating leased assets**

Leases that do not transfer all the risk and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the statement of comprehensive income on the straight-line basis over the period of lease.

k. Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the statement of comprehensive income at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of comprehensive income in the same period as the related expenditure.

l. Critical accounting policies and key sources of estimation uncertainty

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

- **Key sources of estimation uncertainty**

  The key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position 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 discussed below:

  Contract work-in-progress

  The Company recognises contract revenue by reference to the stage of completion of the contract activity at the statement of financial position date, when the outcome of the contract can be estimated reliably. The stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. Significant assumptions are required to estimate the total contract costs and the recoverable variation works that will affect the stage of completion. The estimates are made based on past experience and knowledge of management.

Notes to the Unaudited Financial Statements for the year 31 March 2024

- **Critical judgements made in applying accounting policies**

Management is of the opinion that the instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements apart from those involving estimates.

Recognition of Deferred Tax Assets

Management estimation is required to determine the amount of deferred tax assets that can be recognised based upon likely timing and level of future taxable profits together with an assessment of the future tax planning strategies.

Expected credit loss ('ECL') on trade receivables

The impairment provisions for financial assets are based on evaluation of the risk of default over the expected life of the receivables and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history of collections, customer's credit- worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

Impairment of investments

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is arrived at using a suitable valuation technique.

SUPPORTING INFORMATION FOR ITEMS IN THE FINANCIAL STATEMENTS

2. TURNOVER

The turnover is mostly attributable to Application Services and Business Process Outsourcing stream.
A geographical analysis of turnover is as follows:

Geographical analysis of turnover	**2024**	**2023**
	£	**£**
United Kingdom	16,487,497	12,540,545
Rest of the world	318,633	13,318,806
	16,806,130	**25,859,351**

Analysis of turnover by customer	**2024**	**2023**
	£	**£**
External revenue	16,416,040	18,835,707
Revenue from fellow group undertakings	390,090	7,023,644
	16,806,130	**25,859,351**

3. OPERATING PROFIT

	2024	**2023**
The Operating proft is stated after charging / (crediting)	**£**	**£**
Depreciation of tangible and intangible fixed assets	54,432	53,665
Operating lease rentals	17,913	19,293
Auditor's remuneration	65,000	50,000
Foreign exchange (gain)/loss	(93,562)	123,570

4. STAFF COSTS

	2024	**2023**
Staff costs including directors' remuneration, were as follows:	**£**	**£**
Wages and salaries	7,974,701	11,339,904
Social security costs	883,414	1,398,636
Other contributions	920,118	1,150,207
	9,778,233	**13,888,748**

Notes to the Unaudited Financial Statements for the year 31 March 2024

The average monthly number of employees, including the directors, during the year were as follows:

Category	2024 No.	2023 No.
Direct production	96	164
Sales	9	-
Administration	10	23
	115	**187**

Remuneration of key management personnel
Key management personnel comprise of all the directors and their aggregate remuneration for the period have been paid by the holding company and its affiliates.

5. INTEREST

	2024 £	2023 £
Interest receivable and similar income		
Interest on loans given to fellow undertaking	146,073	84,548
	146,073	**84,548**
Interest payable and similar charges		
Interest on loans taken from fellow undertaking	91,049	4,769
	91,049	**4,769**

6. TANGIBLE & INTANGIBLE FIXED ASSETS

	Furniture & fittings £	Computer & related equipment £	Total Tangible Assets £	Internally developed software £	Total Intangible assets £
Cost					
At 1 April 2023	62,638	787,246.00	849,884	546,174	546,174
Additions	-	7,675	7,675	-	-
Deletions	(62,638)	(754,103)	(816,741)		
At 31 March 2024	**-**	**40,818**	**40,818**	**546,174**	**546,174**
Depreciation					
At 1 April 2023	62,638	765,070	827,708	496,425	496,425
Charge for the year	-	4,683	4,683	49,749	49,749
Deletions	(62,638)	(739,140)	(801,779)	-	-
At 31 March 2024	**-**	**30,613**	**30,613**	**546,174**	**546,174**
Net book value					
At 31 March 2024	**-**	**10,205**	**10,205**	**-**	**-**
At 31 March 2023	**(0)**	**22,176**	**22,176**	**49,749**	**49,749**

Notes to the Unaudited Financial Statements for the year 31 March 2024

7. TAXATION

TAXATION

(a) Tax expense included in the statement of comprehensive income	2024 £	2023 £
Current tax on profit on ordinary activities		
UK corporation tax 19% (31 March 2023 - 19%)	-	-
Adjustments in respect of prior years	(15,687)	-
Total current tax	**(15,687)**	**-**
Deferred tax		
Origination and reversal of timing differences	8,497	-
Effect on opening deferred taxes of change in tax rate	-	-
Total deferred tax	**8,497**	**-**
Total tax credit included in the statement of comprehensive income	**(7,190)**	**-**

b) Reconciliation of tax expense included in the statement of comprehensive income

Tax on profit / (loss) on ordinary activities for year is lower than (2023: lower than) the standard rate of corporation tax in the UK of 25% (2023: 19%) .The differences are reconciled as follows.

	2024 £	2023 £
ProfitLoss on ordinary activities before taxation	685,717	13,394,864
Income tax calculated at 19% (2023-19%)	130,286	2,545,024
Expenses not deductible for tax purposes	126	61,259
- Group relief surrendered		(2,625,688)
Utilisation of tax losses, previously unrecognised	-	-
Other timing differences	(130,412)	19,405
Tax expense for the year	**-**	**(0)**
Adjustment in respect of prior years	(15,687)	-
Deferred tax credit for the year	8,497	-
Total tax credit for the year	**(7,190)**	**(0)**

c) Factors that may affect the future tax charges

In the March 2021 Budget, it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023 for profits over £250,000. There are no other significant factors that may affect future tax charges.

The tax effects of significant temporary differences that resulted in deferred tax assets are as follows:

Deferred Tax Asset (net)	2024 £	2023 £
Fixed assets	7,190	15,687
Provision for employee benefits	-	-
Net operating losses	-	-
Total	**7,190**	**15,687**

Notes to the Unaudited Financial Statements for the year 31 March 2024

8. INVESTMENTS

	2024	2023
	£	£
Opening balance	95	95
Closing balance	**95**	**95**

Direct subsidiaries	Country of registration	Activity	Proportionof ordinary shares held % in 2024 £	Proportionof ordinary shares held % in 2023 £
Direct subsidiaries				
eBECS Business Solutions (Ireland) Limited Address: 1st Floor, The Liffey Trust Centre, 117-126 Sheriff Street Upper, Dublin 1, Ireland	Ireland	Software and services	100.00	100.00

9. DEBTORS

	2024	2023
	£	£
Debtors due within one year		
Trade debtors	1,886,935	2,760,136
Amounts owed by group undertakings	9,242,560	21,020,863
Other debtors	252,657	225,030
Advance tax net of provisions	2,621	-
Prepayments and accrued income	135,490	252,433
Amount receivable on contracts	1,519,072	631,278
Other assets	-	-
	13,039,335	**24,889,740**
Debtors due more than one year		
Other assets	119	-
	119	**-**
	13,039,454	**24,889,740**

10. CREDITORS

	2024	2023
	£	£
Amounts falling due within one year		
Trade creditors	280,469	773,651
Amounts owed to group undertakings	11,231,855	3,432,888
Social security and other taxes	459,743	662,068
Accruals and deferred income	5,154,916	924,716
Contract liabilities	-	3,525,118
Provision for liabilities	-	359,462
Other creditors	-	63,057
	17,126,983	**9,740,960**

11. SHARE CAPITAL AND RESERVES

	2024	2023
Authorized, allotted, called up and fully paid and reserves	£	£
860,000 (2022: 860,000) A Ordinary shares of £0.01 each	8,600	8,600
64,400 (2022: 64,400) B Ordinary shares of £0.01 each	645	645
400 (2022: 400) C Ordinary shares of £0.01 each	4	4

The Ordinary A shares, Ordinary B and the Ordinary C shares have full voting rights. The Ordinary C shares carry dividend rights.

Notes to the Unaudited Financial Statements for the year 31 March 2024

12. RELATED PARTY TRANSACTIONS

An entity or individual is considered a related party of the Company for the purposes of the financial statements if:

- It possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Company or vice versa; or
- It is subject to common control or common significant influence.

13. FINANCIAL INSTRUMENTS

	2024	2023
Financial assets measured at amortised cost	**£**	**£**
Trade and other debtors	2,139,592	2,985,166
Amounts owed from holding and related companies	9,242,560	21,020,863
Cash and cash equivalents	6,503,043	2,315,905
	17,885,195	**26,321,933**

	2024	2023
Financial Liabilities measured at amortised cost	**£**	**£**
Trade creditors	280,469	773,651
Amounts due to holding and related companies	11,231,855	3,432,888
	11,512,324	**4,206,539**

14. ULTIMATE PARENT AND CONTROLLING PARTY

The immediate parent undertaking is Mphasis Consulting Limited. The Company is controlled by Mphasis Limited, a Company incorporated in India.

The parent undertaking of the largest and smallest group for which the consolidated accounts will be prepared for the year ended 31 March 2024 is Mphasis Limited. The Mphasis Group accounts are available on www.mphasis.com.

The intermediate holding company is BCP TopCo IX Pte. Ltd and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd a Company incorporated in Singapore.

15. SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Silverline Canada Holdings, Inc.
Unaudited financial statements as at and for the year ended March 31, 2024

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UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	149,609
Accounts receivable, net		21,888
Other current assets		146,281
Total current assets	**$**	**317,778**
Property and equipment, net	$	16,487
Intangible assets		1,440,860
Goodwill		4,205,013
Total non-current assets	**$**	**5,662,360**
Total assets	**$**	**5,980,138**
Liabilities and Stockholder's equity		
Current liabilities:		
Accounts payable and accrued expenses		2,647,512
Deferred revenue		94,010
Other current liabilities		740,784
Total current liabilities	**$**	**3,482,306**
Total Liabilities	**$**	**3,482,306**
Stockholders' equity		
Shares authorised,shares issued and outstanding	$	6,976,428
Retained earnings		(4,478,596)
Total Stockholders' equity	**$**	**2,497,832**
Total liabilities and Stockholders' equity	**$**	**5,980,138**

The accompanying notes are an integral part of these financial statements

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue	$	2,057,379
Total revenue	**$**	**2,057,379**
Cost of revenue (excluding depreciation and amortization)		1,946,938
Gross profit	**$**	**110,441**
General and administrative	$	917,316
Sales and marketing		897,971
Depreciation and amortization		225,904
Total operating expenses	**$**	**2,041,191**
Operating loss	**$**	**(1,930,750)**
Other income/(expenses), net:		
Interest and other income net		117,127
Interest expense		(6,742)
Total other income/(expenses), net	**$**	**110,385**
Loss before income taxes	**$**	**(1,820,365)**
Tax expense		11,122
Net loss	**$**	**(1,831,488)**
Other comprehensive income		-
Comprehensive loss	**$**	**(1,831,488)**

The accompanying notes are an integral part of these financial statements

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31, 2024

	Capital stock	Additional paid-in capital	Retained earnings	Stockholders' equity
Balance at March 31, 2023	6,976,428	**$ -**	**$ (2,647,108)**	**$ 4,329,320**
Comprehensive income				
Other comprehensive loss	-	**$ -**	$ (1,831,488)	(1,831,488)
Balance at March 31, 2024	**$ 6,976,428**	**$ -**	**$ (4,478,596)**	**$ 2,497,832**

The accompanying notes are an integral part of these financial statements

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of Business

Silverline Canada Holdings, Inc. doing business as Silverline (the "Company" or "Silverline"), is a wholly owned subsidiary of Sonnick partners, LLC. The Company implements and enhances the Salesforce.com, Inc. ("Salesforce") platform (software). These implementation services include analysis, design, customization, training, data integration and support.

The Company also sells subscriptions on the Salesforce app exchange: Calendar Anything. The application allows users of Salesforce to extend their use of the calendar in ways that the "out of box functionality" will not allow. The Calendar Anything app was developed by the Company and sold to Salesforce. However, the Company has maintained rights to sell subscriptions to Calendar Anything. The parent of Sonnick partners, LLC is Mphasis Corporation which is a wholly owned subsidiary of Mphasis Limited, India. The intermediate holding company and ultimate holding company of Mphasis Limited are BCP TopCo IX Pte. Ltd. and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

As required by its parent company, the special purpose financial statements are prepared by management in accordance with accounting principles generally accepted in Canada following the principles of new basis of accounting except accounting for goodwill and intangibles identified during the acquisition which have been recognized in the consolidated books of Mphasis Group and the excess of total assets over liabilities, being the net assets acquired in the aforesaid transaction, has been recorded as Capital in the books of the Company. Accordingly, the financial statement do not purport to follow Canadian GAAP to this extent.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in Canada ("Canadian GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, the useful lives of plant and equipment and income taxes. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.

Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.

Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in accounting standards.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank balance and accounts receivable. The Company believes it mitigates any risks by banking with major financial institutions of high credit rating.

The Company maintained CA$ 149,609 in the bank accounts as at March 31, 2024.

The Company provides credit to customers in the normal course of business. Credit risk is affected by conditions or occurrences within the economy. Collateral is not required for accounts receivable, but ongoing credit evaluations of customers' financial condition are performed. Management provides for an allowance for doubtful accounts on a specifically identified basis, as well as through historical experience applied to an aging of accounts.

Fair value of financial instruments

Accounting standards requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximise the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, and borrowings to approximate the fair value of the respective assets and liabilities at March 31, 2024 and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. Provision for expected credit loss as at March 31, 2024 is Nil.

Deferred revenue

Deferred revenue consists of billings or payments received in advance of revenue recognition and it is recognised as the revenue recognition criteria are met. Deferred revenue includes certain professional services fees and licensing revenues where all the criteria for recognition were not met. Deferred revenue that will be recognised over the succeeding 12-month period is recorded as current and the remaining portion is recorded as non-current.

Foreign currency transaction

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and loss are recognised in statement of comprehensive income.

Property and equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years. Leasehold improvements are amortised over the shorter of the asset life or the term of the applicable office lease. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalised. When assets are retired or otherwise disposed off, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Investments

Investments consist of equity investment in subsidiaries. Equity securities are measured at fair value with changes in fair value recognized in Statement of comprehensive income and other investments in equity securities that do not have readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions.

Leases

The Company has operating leases for office spaces. The Company determines if a contract is, or contains, a lease at inception. A contract is, or contains, a lease if the contract conveys the right to control the use of identified property or equipment (an identified asset) for a period of time in exchange for consideration. The Company has the right to control the use of the identified asset when the Company has both of the following: the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. In making this determination, the Company considers all relevant facts and circumstances. Operating lease right-of-use ("ROU") assets are included in non-current assets and operating lease obligations are included in current liabilities on the accompanying balance sheet.

The Company's ROU assets are recognized as the lease obligation, including any initial indirect costs and any prepaid lease payments, less any lease incentives. The Company's lease obligations are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. Lease payments consist of amounts relating to the use of the underlying asset during the lease term, specifically fixed payments, payments to be made in optional periods when the Company is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease and the amounts probable of being owed by the Company under residual guarantees. Variable lease payments are excluded in measuring ROU assets and lease obligations because they do not depend on an index or a rate and are not in substance fixed payments. The Company excludes lease incentives and initial direct costs incurred from lease payments. The Company's leases typically do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments.

For operating leases, after lease commencement, the Company measures lease obligations for each period at the present value of any remaining lease payments, discounted by using the rate determined at lease commencement. The Company recognizes a single operating lease expense calculated on a straight-line basis over the remaining lease term. The depreciation of the ROU asset increases each year as a result of the declining lease obligation balance.

In the accompanying statement of comprehensive income, the Company recognizes lease expenses under operating lease expenses.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are tested for impairment, based on undiscounted cash flows, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable and, if impaired, written down to fair value.

Impairment of investments

Equity investments without readily determinable fair values are written down to fair value if a qualitative assessment indicates that the investment is impaired, and the fair value of the investment is less than carrying value.

Income taxes

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period, Income Taxes as if the Company were a separate taxpayer rather than a member of the consolidated income tax return group.

Accounting standards clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with the accounting standard. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income.

NOTE 3 - SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

SONNICK PARTNERS, LLC
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(Amounts expressed in $ except as otherwise stated)

UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	5,870,002
Accounts receivable, net		5,964,783
Receivable from related parties		4,715,044
Other current assets		1,384,239
Total current assets	**$**	**17,934,068**
Property and equipment, net	$	135,173
Intangible assets		13,573,333
Operating lease right-of-use		156,112
Goodwill		52,603,762
Investment in subsidiaries		5,631,603
Total non-current assets	**$**	**72,099,983**
Total assets	**$**	**90,034,051**
Liabilities and Stockholder's equity		
Current liabilities:		
Accounts payable and accrued expenses		538,307
Operating lease liabilities		168,841
Payable to related parties		927,273
Deferred revenue		4,425,232
Other current liabilities		4,906,834
Total current liabilities	**$**	**10,966,487**
Total Liabilities	**$**	**10,966,487**
Stockholders' equity		
Shares authorised,shares issued and outstanding	$	141,005,436
Retained earnings		(61,937,872)
Total Stockholders' equity	**$**	**79,067,564**
Total liabilities and Stockholders' equity	**$**	**90,034,051**

The accompanying notes are an integral part of these financial statements

(Amounts expressed in $ except as otherwise stated)

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue	$	57,906,350
Revenue from related parties		721,986
Total revenue	**$**	**58,628,336**
Cost of revenue (excluding depreciation and amortization)		34,291,893
Gross profit	**$**	**24,336,443**
General and administrative	$	6,725,416
Sales and marketing		13,521,454
Depreciation and amortization		4,191,890
Operating lease expenses		954,626
Total operating expenses	**$**	**25,393,386**
Operating loss	**$**	**(1,056,943)**
Other income/(expenses), net:		
Interest and other income net		29,949
Interest expense		(257,367)
Total other income/(expenses), net	**$**	**(227,418)**
Loss before income taxes	**$**	**(1,284,361)**
Tax expense		61,989
Net loss	**$**	**(1,346,350)**
Other comprehensive income		-
Comprehensive loss	**$**	**(1,346,350)**

The accompanying notes are an integral part of these financial statements

(Amounts expressed in $ except as otherwise stated)

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31, 2024

	Capital stock	Additional paid-in capital	Retained earnings	Stockholders' equity
Balance at March 31, 2023	**$ 141,005,436**	**$ -**	**$ (60,591,522)**	**$ 80,413,914**
Comprehensive income				
Other comprehensive loss	-	$ -	$ (1,346,350)	(1,346,350)
Balance at March 31, 2024	**$ 141,005,436**	**$ -**	**$ (61,937,872)**	**$ 79,067,564**

The accompanying notes are an integral part of these financial statements

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of Business

Sonnick Partners, LLC, doing business as Silverline (the “Company" or “Silverline”), is a wholly owned subsidiary of Mphasis Corporation effective from 12 October 2023. The Company implements and enhances the Salesforce.com, Inc. ("Salesforce") platform (software). These implementation services include analysis, design, customization, training, data integration and support.

The Company also sells subscriptions on the Salesforce app exchange: Calendar Anything. The application allows users of Salesforce to extend their use of the calendar in ways that the "out of box functionality" will not allow. The Calendar Anything app was developed by the Company and sold to Salesforce. However, the Company has maintained rights to sell subscriptions to Calendar Anything. The parent of Mphasis Corporation is Mphasis Limited, India and the ultimate holding Company is BCP Asia (SG) Mirror Holding Pte Ltd.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

As required by its parent company, the special purpose financial statements are prepared by management in accordance with accounting principles generally accepted in the United States of America following the principles of new basis of accounting as given required under ASC 805 “Business Combination” except accounting for goodwill and intangibles identified during the acquisition which have been recognized in the consolidated books of Mphasis Group and the excess of total assets over liabilities, being the net assets acquired in the aforesaid transaction, has been recorded as Capital in the books of the Company. Accordingly, the financial statement do not purport to follow U.S. GAAP to this extent.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, the useful lives of plant and equipment and income taxes. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.

Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.

Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.

Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.

Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met. The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.

When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank balance and accounts receivable. The Company believes it mitigates any risks by banking with major financial institutions of high credit rating.

The Company maintained $ 5670,002 in the bank accounts as at March 31, 2024.

The Company provides credit to customers in the normal course of business. Credit risk is affected by conditions or occurrences within the economy. Collateral is not required for accounts receivable, but ongoing credit evaluations of customers' financial condition are performed. Management provides for an allowance for doubtful accounts on a specifically identified basis, as well as through historical experience applied to an aging of accounts.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximise the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 —Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, and borrowings to approximate the fair value of the respective assets and liabilities at March 31, 2024 and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. Provision for expected credit loss as at March 31, 2024 is Nil.

Deferred revenue

Deferred revenue consists of billings or payments received in advance of revenue recognition and it is recognised as the revenue recognition criteria are met. Deferred revenue includes certain professional services fees and licensing revenues where all the criteria for recognition were not met. Deferred revenue that will be recognised over the succeeding 12-month period is recorded as current and the remaining portion is recorded as non-current.

Foreign currency transaction

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and loss are recognised in statement of comprehensive income.

Property and equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 10 years. Leasehold improvements are amortised over the shorter of the asset life or the term of the applicable office lease. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalised. When assets are retired or otherwise disposed off, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Investments

Investments consist of equity investment in subsidiaries. Equity securities are measured at fair value with changes in fair value recognized in Statement of comprehensive income and other investments in equity securities that do not have readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions.

Leases

The Company has operating leases for office spaces. The Company determines if a contract is, or contains, a lease at inception. A contract is, or contains, a lease if the contract conveys the right to control the use of identified property or equipment (an identified asset) for a period of time in exchange for consideration. The Company has the right to control the use of the identified asset when the Company has both of the following: the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. In making this determination, the Company considers all relevant facts and circumstances. Operating lease right-of-use ("ROU") assets are included in non-current assets and operating lease obligations are included in current liabilities on the accompanying balance sheet.

The Company's ROU assets are recognized as the lease obligation, including any initial indirect costs and any prepaid lease payments, less any lease incentives. The Company's lease obligations are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. Lease payments consist of amounts relating to the use of the underlying asset during the lease term, specifically fixed payments, payments to be made in optional periods when the Company is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease and the amounts probable of being owed by the Company under residual guarantees. Variable lease payments are excluded in measuring ROU assets and lease obligations because they do not depend on an index or a rate and are not in substance fixed payments. The Company excludes lease incentives and initial direct costs incurred from lease payments. The Company's leases typically do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments.

For operating leases, after lease commencement, the Company measures lease obligations for each period at the present value of any remaining lease payments, discounted by using the rate determined at lease commencement. The Company recognizes a single operating lease expense calculated on a straight-line basis over the remaining lease term. The depreciation of the ROU asset increases each year as a result of the declining lease obligation balance.

In the accompanying statement of comprehensive income, the Company recognizes lease expenses under operating lease expenses.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are tested for impairment, based on undiscounted cash flows, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable and, if impaired, written down to fair value.

Impairment of investments

Equity investments without readily determinable fair values are written down to fair value if a qualitative assessment indicates that the investment is impaired, and the fair value of the investment is less than carrying value.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the consolidated income tax return group.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income.

NOTE 3 - SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Mphasis Infrastrcture Services Inc.

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UNAUDITED BALANCE SHEET AS AT MARCH 31, 2024

		March 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$	46,942
Receivable from related parties		598,547
Advance income tax and tax deducted at source (Net)	$	9,593
Total current assets	**$**	**655,082**
Total assets	**$**	**655,082**
Liabilities and Stockholders' equity		
Current liabilities:		
Loans taken from related parties	$	18,000,000
Payable to related parties		1,204,769
Other current liabilities		75
Total current liabilities	**$**	**19,204,844**
Total liabilities	**$**	**19,204,844**
Stockholders' equity		
Common stock: $ 0.0001 par value; 9,976,583 shares authorised, shares issued and outstanding	$	998
Additional paid-in capital		9,919,144
Accumulated deficit		(28,469,904)
Total Stockholders' equity	**$**	**(18,549,762)**
Total liabilities and Stockholders' equity	**$**	**655,082**

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME YEAR MARCH 31, 2024

		March 31, 2024
Revenue:		
Revenue from external parties	$	-
Revenue from related parties		-
Total revenue	**$**	**-**
Cost of revenue	$	-
Gross profit	**$**	**-**
General and administrative	$	(10,956)
Sales and marketing expenses		-
Total operating expenses	**$**	**(10,956)**
Operating loss	**$**	**10,956**
Other income/(expense):		
Interest and other income, net	$	2,225
Interest expense		1,689,796
Total other income/(expense)	**$**	**1,692,021**
Profit before income taxes	**$**	**1,702,977**
Current tax Expense/(credit)	$	(23,552)
Net profit for the year	**$**	**1,726,529**
Other comprehensive income		-
Total comprehensive profit for the year	**$**	**1,726,529**

UNAUDITED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR YEAR ENDED MARCH 31, 2024

	Common Stock	Additional paid-in capital	Accumulated deficit	Stockholders' Equity
Balance at March 31, 2023	**$ 998**	**$ 9,919,144**	**$ (30,196,433)**	**$ (20,276,291)**
Comprehensive income				
Net profit for the year	-	-	1,726,529	1,726,529
Balance at March 31, 2024	**$ 998**	**$ 9,919,144**	**$ (28,469,904)**	**$ (18,549,762)**

UNAUDITED STATEMENT OF CASH FLOWS FOR YEAR ENDED MARCH-2024

		March 31, 2024
Operating activities:		
Net profit	$	1,726,529
Adjustments to reconcile net income to net cash provided by operating activities:		
Interest expenses		(1,689,796)
Interest income		(2,225)
Changes in operating assets and liabilities:		
Receivable from related parties		(1,274)
Accounts payable and accrued expenses		(14,268)
Payable to related parties		14,600
Income taxes payable		(23,552)
Other liabilities		(9,781)
Net cash flow generated from operating activities	**$**	**233**
Investing activities:		
Interest received on bank deposits		2,225
Net cash flow generated from investing activities	**$**	**2,225**
Financing activities:		-
Net cash flow (used in)/generated from financing activities	**$**	**-**
Net increase in cash and cash equivalents	**$**	**2,458**
Cash and cash equivalents, beginning of year		44,484
Cash and cash equivalents, end of year	**$**	**46,942**
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$	22,284

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2024

NOTE 1 – CORPORATE INFORMATION

Nature of business

Mphasis Infrastructure services Inc. ('the Company') having registered office at 3411 Silverside Road Tatnall Building #104 Wilmington, DE 19810 New Castle County, is a wholly owned subsidiary of Mphasis Corporation effective from 1 May 2010. The Company is engaged in the business of rendering software services and projects, infrastructure outsourcing services. The parent of Mphasis Corporation is Mphasis Limited, India and the intermediate holding company and ultimate holding company of Mphasis Limited are BCP Topco IX Pte. Ltd and BCP Asia (SG) Mirror Holding Pte Ltd respectively.

Business outlook

The Company primarily renders software integration and development service to the customers of its parent company.
The Company has experienced net losses and cash outflows from cash used in operating activities over the past years. As of and for the year ended March 31, 2024, the Company had an accumulated deficit of $ 28,469,904 a profit before taxes of $ 1,702,977 and net cash generated from operating activities of $ 233. The Company expects to continue to incur net losses and will have negative cash outflows for at least the next 12 months. As of March 31, 2024, the Company had working capital deficit of $ 18,549,762. These factors, raises substantial doubt about the Company's ability to continue as a going concern.

ASC 205-30-25 provides guidance on liquidation basis of accounting, and it suggests that an entity shall prepare financial statements in accordance with the requirements of liquidation basis of accounting when liquidation is imminent unless the liquidation follows a plan for liquidation that was specified in the entity's governing documents at the entity's inception. ASC 205-30-45 provides guidance that liquidation basis of accounting shall be applied prospectively from the day that liquidation becomes imminent.

The management is evaluating a possible dissolution and liquidation of the Company. As on March 31, 2024, management neither has approval for liquidation from the board and shareholder nor liquidation is being imposed by other forces, such as involuntary bankruptcy, as a result liquidation is not imminent.

Accordingly, liquidation basis of accounting has not been applied and the accompanying financial statements have been prepared on going concern basis. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under revenue recognition, allowance for doubtful accounts, and income taxes. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturities of three months or less at the date of purchase to be cash equivalents.

Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Revenue from time and material, unit-priced contracts are recognized based on the number of hours worked at an agreed upon rate per hour and is recognized during the period in which the services are performed.
Revenue from fixed price software application development contracts is recognized using the percentage-of-completion method, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort.
Revenue from fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.
Revenue from license transactions is recognized upfront at the point in time when the license is delivered to the customer, simultaneously with the transfer of control.
Revenue from multiple elements arrangements is recognized separately for each performance obligation based on their allocated transaction price.
Revenue from sale of services is measured based on the transaction price, which is the consideration, adjusted for discounts and pricing incentives, if any, as specified in the contract with the customer.
Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled account receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.
Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.
The Company does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. The Company has applied the practical expedient provided in ASC 606.
When there is a contract modification by change in the scope and/or price of a contract and the scope of service is not distinct from the original contract, the Company accounts for revenue on cumulative catchup basis, while those that are distinct are accounted for as a separate contract

prospectively if priced at standalone selling price else as a termination of the existing contract and creation of a new contract. Contract fulfilment costs are generally expensed as incurred.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and accounts receivable. The Company believes it mitigates any risks by depositing cash with major financial institutions. The Company maintained $ 46,942 in the bank accounts within the United States at March 31, 2024.

The Company provides credit to customers in the normal course of business. Credit risk is affected by conditions or occurrences within the economy. Collateral is not required for accounts receivable, but ongoing credit evaluations of customers' financial condition are performed. Management provides for an allowance for doubtful accounts on a specifically identified basis, as well as through historical experience applied to an aging of accounts.

Fair value of financial instruments

ASC 825-10 requires certain disclosures regarding the fair value of financial instruments. Fair value is defined as 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. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, deferred revenue and borrowings to approximate the fair value of the respective assets and liabilities at March 31, 2024 and upon the short-term nature of the assets and liabilities.

Accounts receivable

Accounts receivables are stated net of an allowance for doubtful accounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. Provision for doubtful debt as at March 31, 2024 is nil.

Foreign currency transactions

The Company's functional currency is the United States Dollar. The monetary assets and liabilities are translated at the year-end exchange rate. Transactions are measured at rate prevailing on date of transaction. Transaction gains and losses are recognized in statement of comprehensive income.

Income taxes

The Company accounts for income taxes in accordance with ASC topic 740, "Income Taxes" (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company's financial statements recognize the current and deferred income tax consequences that result from the Company's activities during the current period pursuant to the provisions of ASC 740, Income Taxes as if the Company were a separate taxpayer rather than a member of the parent Company's consolidated income tax return group.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the statements of income.

NOTE 3 – INCOME TAXES		**March 31, 2024**
Income tax expense/ (benefit) comprises of:		
Current taxes	$	(23,552)
Deferred tax		-
Total taxes	**$**	**(23,552)**

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective tax bases. Current tax expenses have been calculated as per provisions of ASC 740 as if the Company were filing a separate return.

NOTE 4 - EMPLOYEE BENEFIT PLANS

Social security - Employee of the Company receives benefits under social security schemes, which is a defined contribution plan based on specified percentage of employee's salary. The Company contributed nil to various social security schemes that have been recognized as an expense in the statement of comprehensive income for the years ended March 31, 2024.

Compensated absences - The employees of the Company are entitled to compensated absences based on the unavailed leave balance and the last drawn salary of the respective employees. The obligation of compensated absences in the Company is based on actuarial valuation as at the valuation date. The balance as at March 31, 2024 is nil.

NOTE 5 - RELATED PARTY

Revenue and expenses

The Company has entered into an agreement to provide software integration and development service to the customers of its par ent company, intermediate holding company and subsidiaries of parent company.

1. As at March 31, 2024, balances receivable from Mphasis Corporation is $ 598,547.
2. As at March 31, 2024, balance amount payable to Mphasis Corporation is $ 1,202,583.
3. As at March 31, 2024, balance amount payable to Wyde Corporation is $ 2,186.

Borrowings

On May 6, 2010, the Company entered into unsecured credit agreement with its parent company, Mphasis Corporation for borrowin g an initial aggregate principal sum of $5,000,000, later amended to $18,000,000 bearing interest of LIBOR+ 3% and repayable on demand. Of the $18,000,000 available under this facility, $18,000,000 was borrowed during prior years. As on March 31, 2024, the outstanding principal amount payable under this facility is $18,000,000 recorded as loans taken from related parties in the accompanying balance sheet.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

(a) Commitments:

Liabilities for loss contingencies, arising from claims, assessments, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated.

(b) Legal claims:

The Company is subject to legal claims in the normal course of business. Management believes that there are no such claims th at would be material to the financial condition or results of operations.

NOTE 7– SUBSEQUENT EVENTS

The shareholding of BCP TopCo IX Pte. Ltd. in Mphasis Limited, intermediate holding company, has reduced from 55.45% to 40.37% pursuant to divestment of its stake on 10 June 2024.

Note :-

As on Mar 24 Redshift Digital Inc, Shift US Holdings LLC and Mphasis Arabia Limited does not have any operations. There is also no Assets and liabilities balances. Hence financials have not been prepared for the year.