

ZAGGLE/24-25/71

September 3, 2024

To Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai -400 051, Maharashtra Company Symbol: ZAGGLE	To The Corporate Relations Department BSE Limited Phiroz Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai -400 001, Maharashtra Company Scrip Code: 543985
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Dear Sir / Madam,

Sub: Notice of 13th Annual General Meeting and Annual Report for the financial year 2023-24.

Further to our letter dated July 30, 2024 intimating the date of 13th Annual General Meeting (AGM) of the Members of the Company and pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Annual Report for the financial year 2023-24 along with Notice of 13th AGM of the Company to be held on Wednesday, September 25, 2024 at 11.30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") which is being sent to the shareholders of the Company through electronic mode.

The Annual Report containing the Notice is also being uploaded on the Company's website <https://ir.zaggle.in/annual-reports/>. Further, an e-voting facility for the AGM will be made available to all the Members of the Company. The date and time of remote e-voting facility are as under

Date and time of commencement of remote e-voting	Sunday, September 22, 2024 at 9:00 A.M IST
Date and time of end of remote e-voting	Tuesday, September 24, 2024 at 5:00 P.M IST
Cut-off date for determining the eligibility to vote by electronic means or in the AGM	Wednesday, September 18, 2024

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For Zaggle Prepaid Ocean Services Limited**Hari Priya****Company Secretary and Compliance Officer**

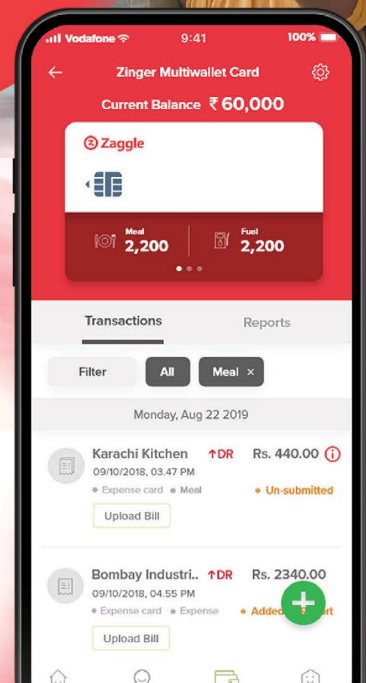
Encl: As above

**Zaggle Prepaid Ocean Services Limited**

(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Regd. Office : 15th Floor – Western Block, Vamasiram – Suvarna Durga Tech Park, Nanakramguda Village, Serilingampally Mandal, GHMC Serilingampally Circle, Ranga Reddy District, 500032, Telangana, India
CIN: L65999TG2011PLC074795 | PAN : AAACZ4965E | accounts.hyd@zaggle.in | www.zaggle.in

Credibility.
Creativity.
Collaboration.
**Accelerating
Growth**



Credibility.
Creativity.
Collaboration.

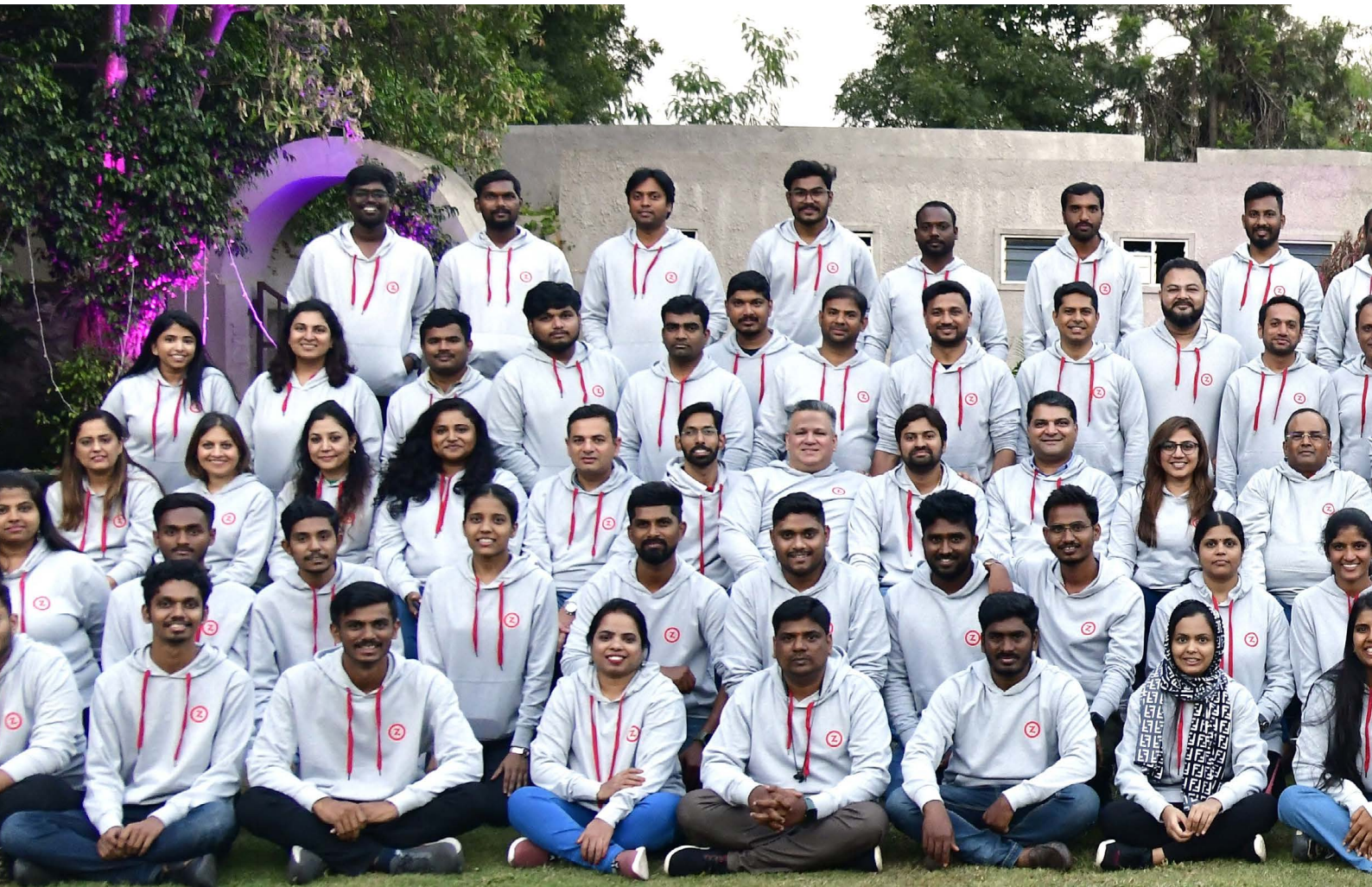
Accelerating Growth

At Zagle Prepaid Ocean Services Limited, the principles of **Credibility**, **Creativity**, and **Collaboration** are the pillars of our dynamic growth strategy. These are more than guiding ideals—they are the driving forces behind our success in the FinTech sector.

Credibility underpins our operations with a foundation of trust and

integrity, ensuring that we maintain the highest standards in all our endeavors. **Creativity** ignites our innovation, enabling us to craft distinctive and forward-thinking FinTech solutions that stand out in a competitive landscape. **Collaboration** harnesses a diverse array of talents and perspectives, generating synergies that propel us beyond conventional limits.

This year's achievements—marked by a significant expansion of our client base, strategic alliances, a successful IPO, and a notable rise in share price—highlight the impact of these principles. As we continue to embrace **Credibility**, **Creativity**, and **Collaboration**, we are poised to **Accelerating Growth** and reach new milestones with confidence and excellence.



Offering a combination of payment instruments, mobile application and API integrations

Omnichannel technology offering



Co-branded cards with bank

Mobile app to manage spends

Multiple banks & network partners

Dashboard to manage reporting & analytics



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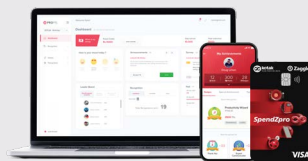
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Investor Information

Market Capitalization as of March 31, 2024

₹ 35,250.5 Million

CIN

L65999TG2011PLC074795

NSE Code

ZAGGLE

BSE Code

543985

AGM Date

Wednesday, September 25, 2024

AGM Mode

Video Conference (VC) or Other
Audio-Visual Means (OAVMs)

For more investor-related
information, please visit

<https://ir.zaggle.in/>

Or Simply scan this QR below



Disclaimer: This document contains statements about expected future events and the financials of Zaggle Prepaid Ocean Services Limited ('The Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



About Zaggle

Simplifying Spend Management with Smart Solutions

Founded in 2011, Zaggle Prepaid Ocean Services Limited (also referred to as 'Zaggle', 'We,' or 'Our Company') stands as a powerhouse in India's spend management domain. Our Company, known for its unique and valuable offerings, delivers exceptional value to a broad spectrum of customers. Operating within the business-to-business-to-customer segment, we excel with a comprehensive suite of SaaS (Software as a Service) FinTech products and services. Through strategic alliances with leading banks, we have achieved a milestone as India's leading prepaid card issuer, with over 50 Million cards distributed and more than 2.73 Million users served as of March 31, 2024.

Our portfolio transcends mere cards to include innovative SaaS products like employee expense management, procure to pay solutions, and Channel Incentive Program etc. We boast an extensive network of corporate clients across diverse sectors, including banking, technology, healthcare, manufacturing, FMCG, infrastructure, and automotive industries. Renowned enterprises like TATA Steel, Tata Power, Persistent Systems, and Wockhardt rely on our avant-garde solutions.

Positioned at the nexus of SaaS and fintech ecosystems, our platform

excels in integrating employee benefits, expense management, accounts payable, and personal finance tools into a streamlined dashboard for corporate admins and a user-friendly mobile app for end users.

We are firm in our commitment to delivering solutions that streamline financial management, accelerate team recognition, and nurture meaningful customer interactions. Our journey is defined by ongoing innovation and enduring, credible partnerships.



Mission

To build state-of-the-art FinTech solutions workflow and products which would help automate and empower businesses to increase efficiency, accuracy, transparency, and productivity and which would eventually help India achieve the goal of becoming a digital economy.





Values

Our core values lie in uplifting the customer's experience through simple and efficient products.

Innovation

Creativity fuels everything we do. We go the extra mile to create innovative products that redefine user experiences.

Empathy

We engage with all stakeholders with empathy and attempt, at all times, to assess situations by looking at it from the other person/entities perspective as well.

Reliability

We are consistent in delivering the most reliable products for our customers.

Customer-Centric

We are customer-obsessed, and they are the basic foundation for us.

Security

We maintain high-security standards for all our customers' data and information.

Transparency

We are committed to maintaining two-way and open communication with users.

Excellence

We believe in excellence as a way of life, and quality is our highest priority.

Sustainability

We are dedicated to building a sustainable future for the FinTech industry and bringing in a positive impact among the people.

Continuous Improvement

We work relentlessly to improve and remain at the cutting-edge of technology.

In the Media

50 Million+

Cards Issued Since Inception

28

Recent Strategic Alliances

#1

Issuer of Prepaid Cards in India

~550+

New Corporate Customers Acquired

12

Offices



The Year in Review

Showcasing Record Growth and Impact Across Parameters

Performance

Highest-Ever Annual Revenue, EBITDA and PAT



Revenue



Adjusted EBITDA



PAT



PAT Margin



Cash PAT

* Cash PAT = (PAT+DA+ESOP)

People



Customers



Users



Employees

Planet



Energy Intensity per Rupee of Turnover



Total Amount Spent on CSR



Our Strategy & Growth Action Plan

Industry Scenario

565 Million
India's Workforce (as of March 2024, Economic Survey*)

27%
Y-o-Y Rise in Credit Card Spends in FY 2023-24**

₹ 3,000,000 Million
Prepaid Card Transaction Value (2027)

35.8%
Prepaid Card CAGR (CY 2023-CY 2027)

Our Strategy

1 Continue to increase our customer base & user base with growing potential market

2 Pursue cross-sell & up-sell opportunities

3 Continue to innovate and introduce new products & use cases, focusing on profit pools and opportunity size in and around spend management

4 Leverage on strategic alliances

5 Assess organic & inorganic global opportunities to grow in other markets

6 Explore domestic inorganic opportunities which are revenue/margin/product and/or geography accretive



Corporate Overview



Statutory Reports



Financial Statements

*<https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf>

** https://www.business-standard.com/finance/news/credit-card-spends-rise-27-to-rs-18-26-trillion-in-fy24-rbi-data-124042400949_1.html

Goldman Sachs Report: The rise of 'Affluent India'



Message from the Chairman

Reflecting Remarkable Ascent **and Future Roadmap**



**Slow Success
Builds Character
and Fast Success
Builds Ego.**



Dr. Raj P. Narayanam
Executive Chairman

Dear Shareholders,

The journey of Zaggle has been defined by firm determination, relentless innovation, and a deep commitment to excellence. Through years of focused effort and groundbreaking developments in spend management, we have elevated Zaggle to a position of strength. The successful IPO in September 2023 marked a pivotal moment in our history, not only reinforcing our financial foundation but also deepening our resolve to deliver outstanding value to our stakeholders.

The success of our IPO, a moment of pride and honor, underscores our evolution into a profitable SaaS fintech powerhouse. It reflects the deep trust and confidence that our investors have placed in us, a responsibility we embrace with utmost seriousness. The path from the initial ideation, through the foundational years, to the culmination of a public listing and the presentation of this annual report, has been challenging yet immensely rewarding, offering both personal and professional fulfillment.

Industry Outlook and Growth Opportunities

India's fintech landscape is one of the most dynamic and rapidly expanding markets globally. In 2022, the Indian fintech sector was valued at US\$ 584 billion, with projections indicating a surge to approximately US\$ 1.5 trillion by 2025. This growth mirrors the broader payments industry, expected to achieve US\$ 100 trillion in transaction volume and generate US\$ 50 billion in

revenue by 2030. India's 46% share of global real-time transactions in 2022 highlights this accelerated momentum.

Key factors driving this growth include the India Stack, technological advancements, rising internet and smartphone penetration, favorable demographics, and ongoing financial inclusion efforts. Together, these elements create a fertile ground for sustained innovation and expansion.

Looking ahead, we foresee significant strides in embedded finance, decentralized finance (DeFi), Integration of Artificial Intelligence (AI) and Machine Learning (ML) alongside the adoption of Application Programming Interfaces (APIs). The seamless embedding of financial services into non-financial platforms is poised to be a major growth driver, transforming the landscape of the fintech industry.

Zaggle's Strategic Positioning

Zaggle is uniquely positioned to capitalize on the burgeoning demand within the fintech sector, thanks to our comprehensive and innovative B2B2C SaaS fintech solutions. Since our inception in 2011, we have been guided by a clear mission: to build world-class fintech solutions that empower businesses and individuals alike. What began as a bootstrapped venture has now grown into a leading player in the spend management space, offering a robust and integrated value proposition. Our SaaS platform, coupled with cutting-edge payment instruments like credit and prepaid cards, and an integrated mobile

application, digitizes and streamlines business and individual expenses, offering unparalleled efficiency and control.

Over the years, Zaggle has established itself as a dominant force in the co-branded prepaid card segment, with over 50 million cards issued to date. This remarkable achievement has enabled us to capture a significant market share, cementing our leadership position. Building on this success, we have strategically expanded our offerings by launching corporate credit cards in collaboration with renowned banking partners. This strategic initiative not only diversifies our product portfolio but also strengthens our position in the spend management space, allowing us to meet the evolving needs of our clients with innovative, reliable, and forward-thinking solutions.



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Our growth strategy remains focused on organic expansion while actively pursuing strategic acquisitions in and around SaaS and Fintech domains.

Growth Strategy and Future Plans

Our growth strategy remains focused on organic expansion while actively pursuing strategic acquisitions in and around SaaS and Fintech domains. Although EBITDA-accretive opportunities are scarce, we remain undeterred in our pursuit of value-accretive acquisitions. We are currently in active discussions with synergistic players across complementary domains such as payments, B2B SaaS, and Non-Banking Financial Companies (NBFCs). Our focus is on identifying

companies that are either EBITDA or product accretive or those that provide access to new geographies, thereby enabling us to scale faster and enhance overall growth.

We are also advancing our international expansion strategy, leveraging our domestic market success to build a profitable global presence. After extensive diligence and analysis, we have identified the US market as offering substantial Total Addressable Market (TAM), a strong customer willingness to pay, and superior return on investment (ROI) compared to other regions.

Recognition and Financial Performance

Zaggle's exceptional performance and leadership within the SaaS FinTech industry have been widely recognized through numerous accolades and awards. This year, we were honored with the prestigious Best Expense Management Platform India 2024 award by Capital Finance International, among several

other industry recognitions. These accolades serve as a testament to our unwavering commitment to innovation, customer centricity, and our relentless pursuit of excellence in every aspect of our business.

FY 2023-24 was a landmark period for Zaggle, marked by unprecedented achievements in both sales and profitability. Our revenue from operations reached an impressive ₹7,756 million, representing a remarkable 40% year-on-year growth. Additionally, our Adjusted EBITDA (before ESOP expenses) stood at ₹856 million, reflecting a substantial 37% year-on-year increase. These outstanding financial results underscore the effectiveness of our strategic initiatives and the strength of our business model, positioning us for continued growth and success in the years ahead.



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Gratitude and Commitment

Reflecting on our accomplishments, I extend my deepest gratitude to the Zaggle team. Every milestone and every success is a reflection of our collective strength and unwavering unity.

To our customers, your trust and loyalty drives us to continually push the boundaries of excellence. To our partners and suppliers, your collaboration is essential to our success. Thank you for being indispensable to our journey.

Last but certainly not the least, a heartfelt thank you to our

shareholders who have shown immense faith and confidence in our ability to create long term value, we are deeply indebted to you and we reaffirm our firm commitment to work tirelessly to try and exceed your expectations.

With our strong customer relationships, strategic banking partnerships, and a seasoned leadership team, I am confident that Zaggle will continue to scale new heights, pioneering innovation and growth in the fintech sector.

Dr. Raj P. Narayanam
Executive Chairman



Message from the MD & CEO

Guiding Our Path Forward



Credibility. Creativity. Collaboration are the key pillars which help us in **Accelerating Growth** and captures the true essence of our success.

Credibility for us transcends listings and Profitability. It is reflected in our dynamic post-IPO growth, consistent performance, and the strong relationships and trust we have fostered with our stakeholders.

Creativity fuels our drive to innovate and adapt, while

Collaboration forms the core of our business model in our strategic partnerships with banks, networks and stakeholders propelling our growth.

Together, these three pillars empower us to accelerate our trajectory in this dynamic landscape. forms the core of our business model in our strategic partnerships with banks, networks and stakeholders propelling our growth.

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**Avinash Ramesh
Godkhindi**
Managing Director & CEO

Dear Stakeholders,

As we take stock of the past year, I'm excited to share the remarkable strides we have achieved at Zaggle and the bright future we are envisioning together. Your firm support and belief in our mission have been indispensable to our journey. I'm thrilled to acquaint you with our stellar accomplishments and the ambitious roadmap we are pursuing.

Our theme this year—'**Credibility. Creativity. Collaboration.**

Accelerating Growth'—captures the essence of our success. Credibility for us transcends listings and profitability; it is reflected in our dynamic post-IPO growth, consistent performance, and the strong relationships and trust we have fostered with our stakeholders. Creativity fuels our drive to innovate and adapt, while collaboration forms the core of our business model, with strategic partnerships with banks, networks, and stakeholders propelling our growth. Together, these three pillars empower us to accelerate our trajectory in this dynamic landscape.

Economic Overview

The global economy continues to navigate challenges, but resilience is driving recovery. With an estimated growth of 3.2% for 2023, the world is stabilizing after periods of volatility. In this evolving environment, India continues to shine with a robust growth rate of 8.2% in FY 2023-24. The FinTech sector, in particular, is playing a transformative role, driving financial inclusion and economic progress. Digital financial solutions are empowering individuals and businesses, improving financial management, and ultimately enhancing livelihoods.

As businesses increasingly focus on digital transformation, the era of building in-house products is fading. Rapid technological advancements demand agility, and companies now prefer digital platforms that can integrate and evolve swiftly. At Zaggle, we are perfectly positioned to meet this demand. As a leader in the spend management space, we are leveraging the power of APIs and creating unified platforms for corporate processes such as expense management, vendor payments, employee benefits, channel incentives and travel management, delivering immense value to our customers.

With our stable, profitable, and scalable business model, we are poised to capture even greater market share. Our solid foundation of software excellence, trusted bank partnerships, and a diverse corporate client base enables us to serve an expanding range of customer needs.

Financial and Operational Achievements

This year has been nothing short of extraordinary for Zaggle. We achieved our highest-ever performance in both revenue and profitability, with a 40.1% increase in revenue and an Adjusted EBITDA Margin of 36.9%. Over the past three years, we have successfully doubled our revenue and are on track to achieve the same growth rate over the next two years through organic expansion. For FY 2024-25, we anticipate a revenue increase in the range of 45% to 55%.

Our customer base has expanded significantly, welcoming over 620 new corporate clients. Our new alliances and partnerships have further strengthened our market

position, enabling us to offer comprehensive solutions that meet diverse customer needs. This success is powered by our robust suite of spend management solutions—Propel for reward management, Save for employee expenses & benefits and Zoyer for vendor payments. Zoyer, our fastest-growing product, exemplifies our focus on cross-product adoption. By educating our clients and sales teams and providing a unified dashboard for seamless spend tracking, we are driving increased engagement and delivering exceptional value across the Board.

Our robust product lineup has been a driving force behind our remarkable growth, as clearly demonstrated during our IPO journey. Launched in a highly active funding environment within the Indian startup ecosystem, our IPO attracted significant investor interest, thanks to the favorable market conditions for new offerings. Our



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revenue growth - from ₹ 2,399.6 Million in FY 2020-21 to ₹ 7,756 Million in FY 2023-24 - has reaffirmed our stronghold in corporate spend management. The subsequent rise in our stock price underscores our capability to deliver on our promises and build strong investor confidence.

Strategic Investments and Technological Innovation

The capital raised through our IPO has been instrumental in accelerating our growth trajectory. We have strategically invested ₹ 3,405.00 Million in deposits with scheduled commercial banks, ensuring a secure and growth-oriented financial base. The remaining balance of ₹ 48.82 Million in our current account ensures liquidity for ongoing operations and innovation. These careful allocations guarantee that we are well positioned for sustained growth and continued innovation.

Moreover, we are revolutionizing payment solutions with our cutting-edge phygital platform, which seamlessly merges the physical and digital realms. This integrated experience is delivered through versatile payment instruments, a dynamic mobile application, and robust API integrations. Our platform's unique blend of features - including a multilingual interface, GDPR compliance, and customizable products—ensures a user-centric experience that stands out in the market.

We are also investing in advanced technologies, such as AI and optical character recognition, to enhance both customer and employee interactions. Our newly launched chatbot, Razbot, is a prime example

of this innovation. It is designed to provide intuitive and efficient support, aiming to improve user experience by offering personalized assistance for understanding the platform better, and resolving queries promptly.

To further boost user engagement and retention, we are incorporating gamification strategies within our platform. By integrating interactive and game-like elements, we aim to increase user retention rates and foster greater loyalty. Our approach leverages these engaging features to create a more compelling and rewarding user experience.

The success of our platform is magnified by its strong network effect, driven by our in-house technology and strategic partnerships. Through deep integration with our customers' systems, we enhance user interactions, foster loyalty, and drive greater engagement. Our collaborations with major players and diverse portfolio of offerings, including prepaid cards, corporate credit cards and SaaS solutions, cement our prominent position in the industry.



The success of our platform is magnified by its strong network effect, driven by our in-house technology and strategic partnerships. Through deep integration with our customers' systems, we enhance user interactions, foster loyalty, and drive greater engagement.

Empowering Our People

In FY 2023-24, our commitment to nurturing talent and fostering a culture of continuous learning took a significant leap forward. Through initiatives like 'Gurucool,' our new knowledge-sharing platform, we have empowered our teams with a deeper understanding of our organization's heritage and vision. Our HR strategy remains robust, with a focus on employee engagement, skill enhancement, and seamless operations across all functions. By providing access to advanced learning platforms and tailored training sessions, we ensure that our people are not just equipped for today but are also prepared to lead us into the future.

Towards Society with Sustainability

We are also deeply committed to making a positive impact on society. Our sustainability initiatives are designed to integrate environmental responsibility with our business goals. Our commitment extends to financial wellness, where we host events to educate employees on investing tools and risk mitigation strategies, ensuring they are well-informed and prepared. Corporate social responsibility (CSR) is integral to our business philosophy. Our CSR initiatives are designed to align business interests with community welfare, emphasizing the importance of businesses in sustaining healthy ecosystems, promoting social inclusiveness, and upholding ethical practices.

These activities encompass a broad spectrum of causes, including education, gender equality, eradicating hunger and poverty,

promoting healthcare, and protecting national heritage and culture. By aligning our CSR strategy with global and local sustainable development agendas, we reaffirm our commitment to being a responsible and active participant in societal progress.

The Way Forward

For FY 2024-25, we are setting our sights on a remarkable revenue increase of 45-55%. This ambitious target is driven by a dynamic strategy centered on scaling our products, Zoyer, Save and Propel and enhancing cross-selling efforts. In addition, we are diligently working on our U.S. expansion by precisely identifying our Ideal Customer Profile (ICP) and our Product Market Fit (PMF) to ensure targeted success. We are also confident about the success of Zatix, our recently launched, innovative analytics platform, which will provide corporates with invaluable insights into spending patterns and boost financial management. Additionally, our Fleet Program and the ZIP (Zaggle International Payments) are both showing very encouraging signs in terms of market response.

Our approach is grounded in our market leadership and the trust we have established with key partners

and clients. We continue to forge strong relationships with major banks like ICICI Bank, Axis Bank, Yes Bank, IndusInd Bank and SBI Cards, and deliver exceptional software that drives value for our corporate customers. This synergy between

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cutting-edge technology and strategic partnerships positions us for sustained growth and profitability. As we scale, our tech-driven business model promises significant returns, reinforcing our path to achieving our ambitious revenue goals for FY 2024-25.

A Note of Thanks

As I conclude, I want to extend my heartfelt thanks to all our stakeholders. Your support and confidence in Zaggle have been instrumental in our achievements. I am excited about the journey ahead and confident that together, we will continue to reach new milestones and drive meaningful change.

Thank you for being a crucial part of our success story.

Best regards,

Avinash Ramesh Godkhindi
Managing Director & CEO

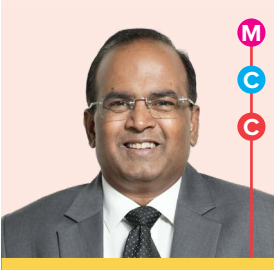


Leadership Profile

Shaping Success with Strong Leadership

Dr. Raj P. Narayanam

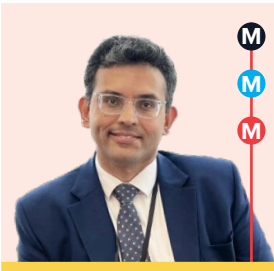
Executive Chairman



Raj P. Narayanam serves as the Executive Chairman of our Company and has been a member of the Board since April 30, 2012. He was recently conferred in August 2024 with an Honorary Doctorate Degree (D. Litt) by Chitkara University. He also holds postgraduate diploma in business management with a specialization in Finance from the FORE School of Management, New Delhi. Additionally, he has completed a postgraduate diploma in Computer Systems from Advance Computer Education and a certified online course on ‘Scaling a Business: How to Build a US\$ 1 Billion+ Unicorn’ from The Wharton School, University of Pennsylvania. Raj has also earned a postgraduate certificate in digital marketing from MICA, The School of Ideas, through an online program. With a wealth of experience in the technology and FinTech sectors, he has also made investments in various companies at different stages of growth.

Mr. Avinash Ramesh Godkhindi

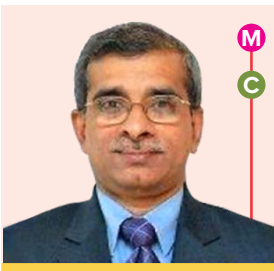
Managing Director & CEO



Avinash Ramesh Godkhindi has joined the Board on May 7, 2012. He holds a bachelor’s degree in engineering from Bangalore University and an MBA from the University of Chicago Booth School of Business, Chicago. Avinash was recognized with the ‘Inspiring CEO’ award by The Economic Times in 2022. Prior to his current role, he served as Assistant Vice President at Citibank N.A., India.

Mr. Aravamudan Krishna Kumar

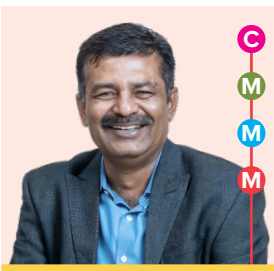
Independent Director



Aravamudan Krishna Kumar is an Independent Director who joined our Board on September 26, 2022. He holds a bachelor’s degree in arts and economics (honors) from the University of Delhi. He is also a Certified Associate of the Indian Institute of Bankers, with extensive experience in the banking sector. Previously, he held a position with the State Bank of India. He is Non-Executive Chairman of UCO Bank.

Mr. Abhay Deshpande Raosaheb

Independent Director



Abhay Deshpande Raosaheb is an Independent Director on our Board since August 22, 2022. He holds a bachelor’s degree in computer science and engineering from Dr. Babasaheb Ambedkar Marathwada University, Aurangabad, Maharashtra. With extensive experience in the IT industry, Abhay brings valuable expertise to the Board.

Audit Committee	Nomination and Remuneration Committee/Compensation Committee	Stakeholders’ Relationship Committee
Corporate Social Responsibility Committee	Risk Management Committee	Chairman Member



Mrs. Prerna Tandon

Independent Director

Prerna Tandon is a senior corporate executive who has led and grown businesses at organisations like GE Capital, Price Waterhouse, Infosys, ANZ Bank and State Street Corporation. Previously, Prerna held leadership roles, including Vice President of Operations at Infosys BPO Limited and Vice President of Productivity and Digitization at Genpact India.

Her expertise lies in building teams, setting up scalable operations and deploying six sigma frameworks. Prerna is mentor with Divershefy and advises early stage startups.

She has been on the Board of Zaggle since September 26, 2022. She holds a Master's degree in Business Administration from Panjab University, Chandigarh. Prerna espouses diversity in workplace



Mr. Arun Vijaykumar Gupta

Non-Executive Director

Arun Vijaykumar Gupta holds a bachelors' degree in commerce from the P.D. Lion's College of Commerce and Economics, University of Bombay.

He has experience in Private Equity, Merger and Amalgamation, Business Development Space, Marketing, Partnerships, Strategic Expertise, Governance. He has more than 30 Years of experience in working with IT, media and consumer Companies. He has been on the Board of the Company since September 26, 2022.

Mr. Venkata Aditya Kumar Grandhi

Chief Financial Officer

Venkata Aditya Kumar Grandhi has been serving as the Chief Financial Officer since August 2022, bringing over 12 years of experience in financial leadership and corporate strategy. In this role, he is responsible for overseeing the Company's financial operations, including financial planning and analysis, treasury, investor relations, and risk management.

Before joining Zaggle, Venkata Aditya Kumar Grandhi held key financial positions at multiple companies both in India & MENA region, where he successfully led IPO process, significant cost-saving initiatives, managed M&A and implemented financial systems.

Venkata Aditya Kumar Grandhi is recognized for his expertise in specific areas such as capital markets, financial restructuring, corporate finance, and has played a pivotal role in driving the Company's growth and ensuring financial stability. He is a certified member of The Institute of Chartered Accountants of India, New Delhi.



Ms. Hari Priya

Company Secretary & Compliance Officer

Hari Priya is the qualified Company Secretary and a law graduate from Osmania University. She holds a master's degree in business administration from BITS Pilani.

Over the past fourteen years, Hari Priya has worked in varied capacities in the fields of governance, legal, corporate secretarial and compliance. In her career, she has handled IPO, debt listing and private placement of equity/debt as well as mergers & acquisitions of companies. She has vast expertise in establishing governance structure and implementation of secretarial and compliance frameworks.

Hari Priya has joined Zaggle Prepaid Ocean Services Limited as Company Secretary in January 2022 and took over as Company Secretary & Compliance Officer of the Company with effect from November 2022.



Key Performance Metrics

Strengthening Our Standout Performance

This year has been nothing short of extraordinary, with our remarkable achievements in quarterly and annual revenue, EBITDA, and PAT setting new records. These achievements not only reflect our operational prowess but also validate the success of our strategic approaches. Looking forward, we are firmly focused on building on this momentum and consistently providing outstanding value to our stakeholders.

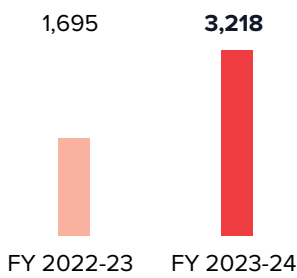
Financial Metrics



Revenue Mix

Program Fee
(₹ in Million)

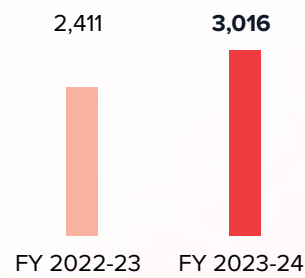
▲ 89.9



Operational Metrics

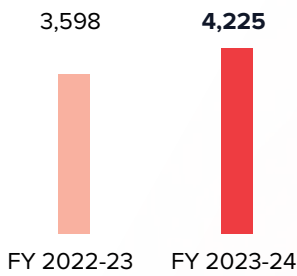
Total Customers Catered
(Number)

▲ 25.1



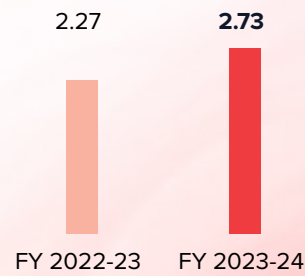
Propel Platform Revenue
(₹ in Million)

▲ 17.4



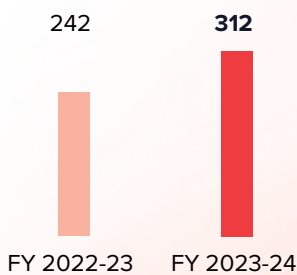
Aggregate Users on the Platform
(Million)

▲ 20.3



Platform Fee/SaaS Fee/
Service Fee (₹ in Million)

▲ 29.0



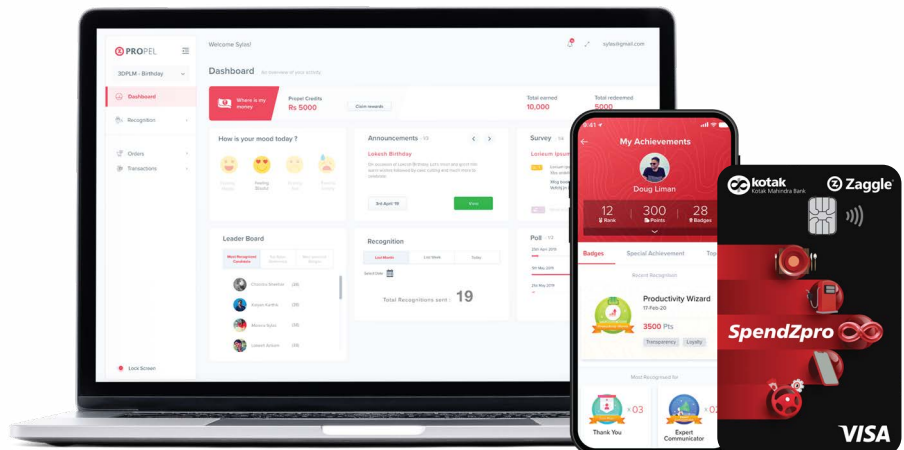
▲ Y-o-Y Increase (%)

▼ Y-o-Y Decrease (%)

Our Product Portfolio

Powering Growth with Diverse Product Suite

We present a rich array of products and services across the SaaS and fintech landscapes. Each solution is crafted to excel at various stages of growth, from market entry to full-scale adoption, and is designed to meet diverse needs through continuous innovation and development.



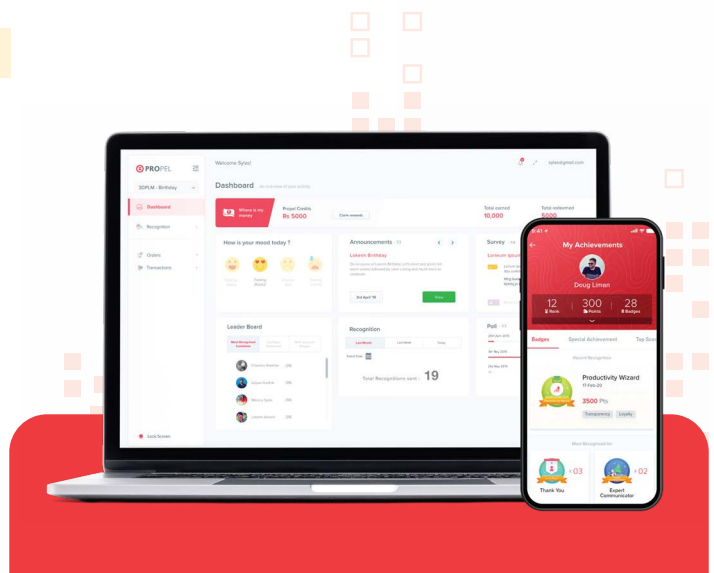
Zaggle propel

Motivate and Reward Your Channel Partners

Propel is our corporate SaaS platform designed for channel rewards and incentives, as well as employee rewards and recognition.

Key Features

- ⚡ Seamless Partner Onboarding
- ⚡ Scheme Management
- ⚡ Campaign Management - QR Scan & Earn, Scratch & Win
- ⚡ Metric-Based Incentive Computation
- ⚡ Lead Management
- ⚡ Leaderboards and Achievements
- ⚡ Automated Claim Management
- ⚡ Performance Management
- ⚡ Redemption
- ⚡ Reports and Analytics



Zaggle **Save**

Digitize Employee Expense, Reimbursements & Benefits

Save is a SaaS-based platform and mobile application focused on employee expense management & benefits. It features automated workflows, digitized employee reimbursements, and an employee benefits module.

Key Features

- ⚡ Automatic Expense Reporting
- ⚡ Mobile-First Experience (Intuitive App with Smart OCR)
- ⚡ Seamless Transaction Reconciliation against Scanned Receipts
- ⚡ Set Up Policies & Limits Easily
- ⚡ Consolidated Statement for the Admin and Individual statement For Every User
- ⚡ Multiple Billing Cycles To Match Corporate Expense Management Requirements
- ⚡ Controls at MCC, MID & Transaction Type Level
- ⚡ Wide Acceptance
- ⚡ 100% RBI and Income Tax Regulations Compliant
- ⚡ Powerful Dashboard With Advanced Analytics & Reporting
- ⚡ Real-Time Expense Approval
- ⚡ 100% Policy Enforcement



Corporate Overview



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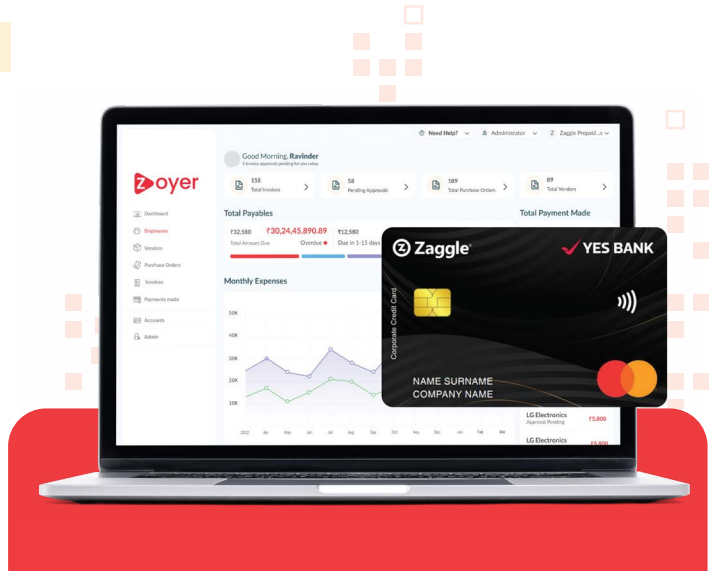
Zaggle Zoyer

Digitized Vendor Procure-to-Pay Solutions

Zoyer, launched in FY 2022-23, is an accounts payable and procurement platform which is bundled with our business credit cards played a pivotal role in this year's performance.

Key Features

- ⚡ Seamless Petty Cash Management Through The Mobile App & Corporate Credit/Prepaid Card
- ⚡ Consolidated Statement for The Admin and Individual Statement for Every User
- ⚡ Multiple Billing Cycles to Match Corporate Expense Management Requirements
- ⚡ Controls At Mcc, Mid & Transaction Type Level
- ⚡ Automated Invoice Processing
- ⚡ Integrated Payables and Credit Cards
- ⚡ Multiple Payment Options via Zoyer Pay
- ⚡ Utility Payments Powered by Bbps
- ⚡ Real-Time Payment Alerts and Self-Service App
- ⚡ Seamless Erp and Accounting Integration



Zaggle ZatiX

Intelligent Spend Analytics Platform

ZatiX is our newly launched analytics platform, designed to empower businesses with greater cost efficiencies. Introduced in FY 2023-24, ZatiX is available as part of a bundled solution offered by banks, combining corporate credit cards with cutting-edge SaaS technology.

Key Features

- ⚡ Full Control Over Spends through Dashboard for Corporates
- ⚡ Digital Journey for Employee Card
- ⚡ Granular Level Visibility of Employee Card
- ⚡ Download Customize Transaction Reports
- ⚡ Self-Servicing Tools for Corporates



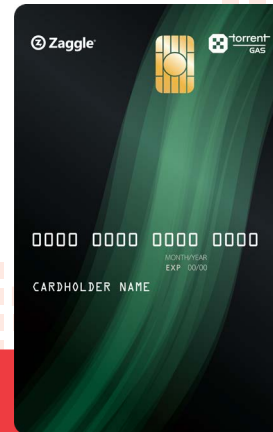
Fleet Management

Managing Fleet Expenses Efficiently

Our fleet program offers a closed loop spend management system tailored for fleet management.

Key Features

- ⚡ Dashboard and analytics for Fleet owners as well as oil marketing companies/ CNG providers
- ⚡ Advanced Spend Controls for fleet owner
- ⚡ Automated Approval Workflow



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Zaggle International Payments (ZIP)

Simplifying Global Transactions

ZIP ensures seamless international payments with full compliance and transparency.

Key Features

- ⚡ End-to-End Payment Tracking
- ⚡ Live FX Rates with Timestamps
- ⚡ Foreign Inward Remittance Certificate Issued
- ⚡ In partnership with Skydo

Our Timeline and Milestones

Celebrating Our Key Achievements



2011

Establishment of a groundbreaking idea.



The Prepaid Ocean



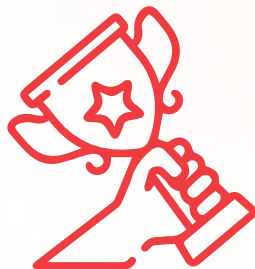
2012

Avinash Godkhindi joins as CEO of Zaggle.



2013

Zaggle won the Global Prepaid Exchange Award for start-up of the year.



2018

Launched the Zaggle corporate website and an employee benefits and expense management platform.



2017

Signed Jasprit Bumrah, Hardik Pandya, and Md. Siraj as brand ambassadors.



2015

Launched Zaggle app with a focus on loyalty and cashback.





2019

Introduced PROPEL, a reward, recognition, and engagement platform, and an expense management card powered by IndusInd Bank.

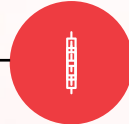


Recognized as Best B2B Enterprise Product of 2019.



2020

Won the Best FinTech Corporate Innovation Program Award at The Economic Times BFSI Innovation Tribe 2020.



2023

Successful IPO: Listed on NSE and BSE Ltd.
Highest-ever annual revenue & PAT.
Profitable for the last 5 years



Launched YES Bank Zaggle Corporate Credit Card

Launched Zaggle ZatiX – Intelligent Spend Analytics platform



2022

Launched Zoyer to simplify and automate B2B payments for enterprises and SMEs.



From Aspiration to Achievement

Turning the Page: Our IPO Story

Our journey to becoming a publicly traded company has been nothing short of epic, marked by a series of key lessons and landmark achievements. Our Initial Public Offering (IPO) in September 2023 was a transformative moment, beginning with a humble launch. Though we kicked off at ₹ 164—below our projections—our tenacity and stellar financial results quickly reversed the narrative. Today, our share price has more than doubled, a resounding affirmation of the robust investor trust and market approval we had always anticipated.

Investor Confidence and Market Validation

Our IPO journey is a vivid illustration of the faith investors have placed in Zaggle's vision and strategy. Since 2020, our financial achievements have spoken volumes, establishing us as a leading force in corporate spend management.

Our patience and perseverance bore fruit as the market began to acknowledge our consistent performance. As of July 19, 2024, our stock price reached a significant milestone, hitting a 52-Week High of ₹ 394.45. This remarkable rise underscores the trust and support of our investors, validating our ability to deliver on our promises and earning the market's favorable response and we are deeply indebted to our shareholders for the support and trust they have reposed in us.



Utilization of IPO Proceeds

The proceeds from our IPO have been instrumental in propelling our growth and enhancing our capabilities. Here's how we will strategically utilize these funds:



Customer Acquisition & Retention

Allocated ₹ 3,000 Million toward acquiring and retaining customers, ensuring that we continue to expand our user base and deepen our market presence.



Development of Technology & Products

Investing ₹ 400 Million in the development of our technology and products has allowed us to maintain our competitive edge and innovate continuously.



Debt Repayment

Used ₹ 170.83 Million to repay debt, strengthening our balance sheet and paving the way for sustainable growth.



General Purpose

Designated ₹ 50.77 Million for general corporate purposes, providing us with the flexibility to address various business needs as they arise.

As of now, out of the unutilized amount of ₹ 2,593.18 Million, we have invested the whole amount in deposits with scheduled commercial banks.



Innovative Spend Management Platform

Redefining Spend Management

We consider our technology platform a fundamental catalyst and keystone of our business strategy. We provide state-of-the-art solutions that seamlessly integrate the tangible and digital spheres. Our platform is crafted to deliver a unified experience, amalgamating diverse payment tools, a mobile application, and API connections to address the varied demands of our clients.

Since our inception, we have evolved from providing corporate gifting solutions to offering a comprehensive suite that includes digital gifting, employee rewards, expense management, and vendor payments. Our recent innovations, such as the launch of 'Zoyer', exemplify our dedication to integrating and enhancing business spend management through phygital solutions—merging physical and digital payment experiences.

SaaS **FinTech**

Z Zaggle®

Multilingual Interface

GDPR Compliant

Products are Customizable

Our SaaS-based FinTech platform stands out in the market due to its unique combination of features and functionalities. We provide an integrated solution that combines payment instruments, a mobile application, and API integrations, ensuring a seamless experience for our users.

Our Omni-Channel Offerings

Co-Branded Cards with Banks

Zaggle App to Manage Spends

Multiple Banks & Network Partners

Dashboard to Manage Reporting & Analytics

To further elevate our offerings, we plan to invest ₹ 400 Million between FY 2023-24 and FY 2025-26 in product development and technology, focusing on building new products and refining existing ones. This investment will cover the costs of technology personnel, hardware, and software, ensuring that we continue to deliver cutting-edge, integrated solutions that address a broad array of business needs and drive increased adoption among new and existing customers.

Our Presence

Broadening Our Footprint Across India

Mumbai and Hyderabad serve as the epicenters of Zaggle’s operations and growth strategy. As of March 31, 2024, we cater to around 3,000 organizations, utilizing this substantial network to boost user acquisition and drive cross-selling initiatives. Our focus is on expanding our reach by integrating our solutions across various departments within these organizations, harnessing strategic partnerships to elevate user adoption and reinforce brand loyalty.



Disclaimer: This map is a generalized illustration intended solely for the reader's convenience in understanding the office locations. It is not intended for reference purposes. The depiction of political boundaries and the names of geographical features/states may not accurately reflect the actual position. The Company, its directors, officers, or employees cannot be held responsible for any misuse or misinterpretation of the information or design. The Company does not warrant or represent any kind of accuracy or completeness in connection with this map.

Strong Network Effect

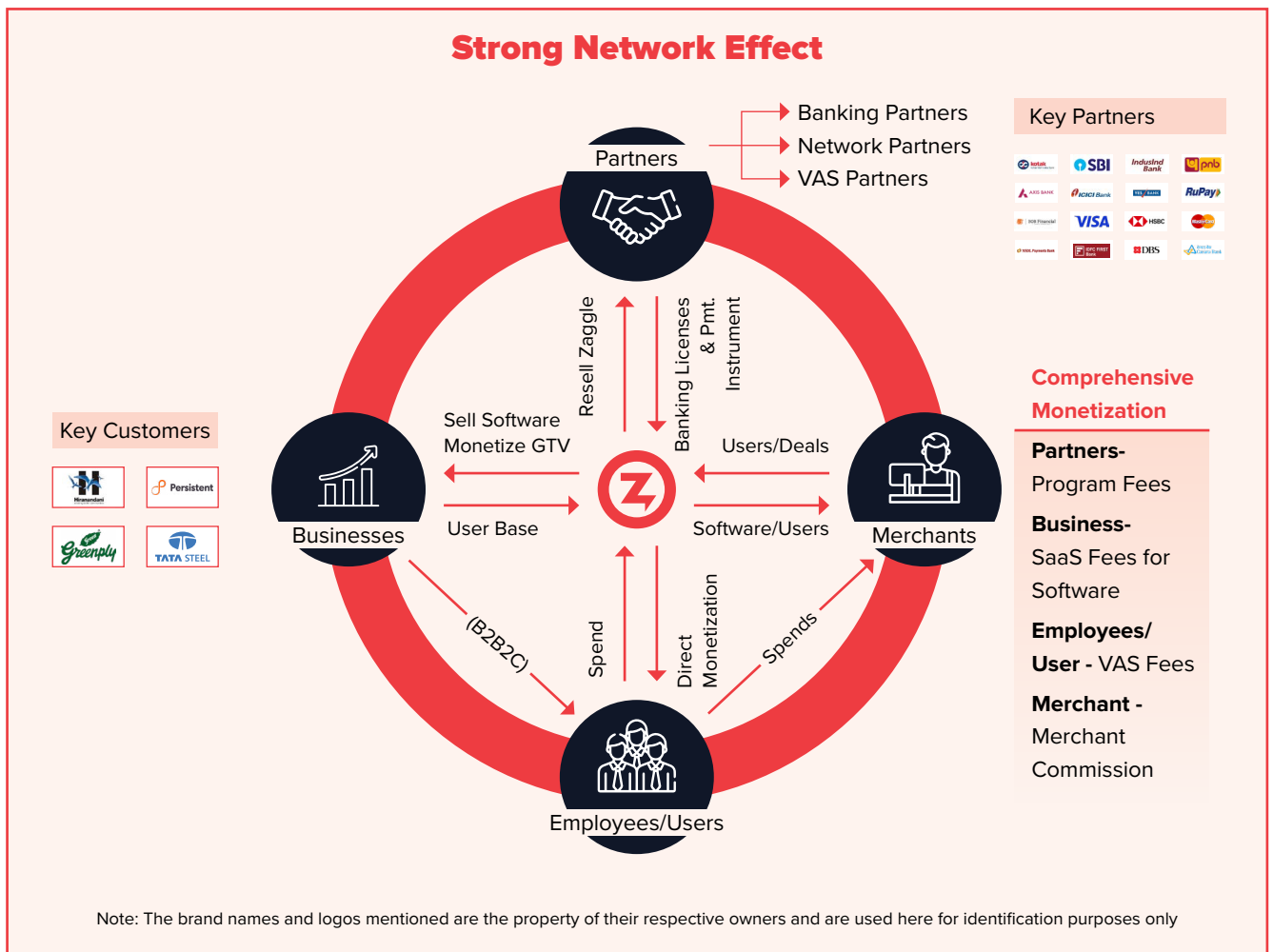
Powering Up Value through Network Synergy

At Zaggle, we are uniquely positioned to offer a broad spectrum of FinTech products and services that capitalize on our in-house developed technology and robust network effect. The profound integration with our clients' technological frameworks facilitates highly tailored interactions, boosting customer allegiance and retention.

Our extensive experience and expertise have enabled us to develop strong, long-term relationships with our customers. As of March 31, 2024, we had a diverse customer base in India, majorly constituting Mid market to large corporations across various sectors.

The Network Effect

The benefits provided by our platform to each stakeholder enhance their usage, thereby creating a strong network effect. Our offerings are designed to provide significant value to all parties involved, which in turn drives greater engagement and loyalty. This network effect is a key driver of our success, as it amplifies the value of our platform for each additional user and customer.



Strategic Roadmap for Sustained Growth

Mapping Out Strategies for Enduring Success

Our blueprint for enduring advancement centers on broadening our clientele, pioneering with novel products, and capitalizing on strategic alliances. By boosting user engagement, pursuing strategic acquisitions, and venturing into global markets, we seek to strengthen our position and propel long-term success in the FinTech arena.



Expanding Our Customer Base

As of March 31, 2024, our customer base of approximately 3,000 organizations presents a significant growth opportunity through expanded access to their employees, partners, and customers. We aim to increase our presence within these organizations by enhancing user adoption across departments and leveraging partnerships with partners like DBS Bank, Razorpay and Fibe (formerly EarlySalary). Our multi-product platform offers numerous cross-sell opportunities, including insurance, investments, loans, and credit cards. Our business is anchored by three pillars: software, bank partners, and corporate customers. Corporate customers are drawn to us due to the quality of our software and the strength of the banks we partner with. By integrating our solutions into various departments and channels, we expect higher spending per employee and greater transaction volumes, driving growth and strengthening our business.



Innovating to Introduce New Products and Use Cases

We have expanded our offerings from corporate gifting to include digital gifting, employee rewards, tax benefits, reimbursements, expense management, and vendor payments. Partnerships with Fibe and the introduction of Zakey, a contactless payment device, exemplify our commitment to innovation. We plan to continue scaling our offerings through effective cross-sell and up-sell opportunities. One of our primary strategies involves scaling up Zoyer, our flagship solution. By enhancing its capabilities and expanding its reach, we aim to meet increased demand and significantly boost our market presence. The launch of Zatix, our cutting-edge analytics platform, is set to revolutionize corporate financial management by providing deeper insights into spending patterns and smarter decision-making tools. With these strategic initiatives in place, we are well positioned for continued growth and profitability.



Leveraging Strategic Partnerships

We partner with financial institutions like DBS Bank and Razorpay to drive growth and introduce new solutions. Our VAS partnerships include insurance, investment, and tax planning services. We will continue leveraging our partner networks and adding new partners to explore additional market opportunities.

We are collaborating with leading banks such as ICICI, Axis, SBI, Kotak, IndusInd, IDFC First, PNB, Yes Bank, NSDL PB and Indian Bank, engaging in co-branded credit and prepaid cards as well these banks offering our software platform to their customers. Additionally, banks like DBS and HSBC also use our software to enhance their customer offerings, adding further credibility to our business. Additionally, our strategic alliances extend to Torrent Gas Ltd. for fleet loyalty programs, Visa for Forex cards, and T&E solutions with EMT and Riya Travels. We will continue to leverage our existing partner networks and seek new collaborations to explore additional market opportunities. The dynamic engine of growth we have built is generating momentum, driven by our profitable model and technological leverage, which allows us to scale effectively and deliver significant returns.



Pursuing Strategic Acquisitions and Investments

We aim to pursue strategic investments and acquisitions that complement our FinTech operations. Potential acquisitions include companies in, vendor payments, tech-led NBFCs, payment companies, companies providing tax solutions, and companies running reward/loyalty programs. Our corporate development team evaluates M&A opportunities to enhance our market share and product offerings.

A study by Aranca identified the US, UK, and Brazil as potential markets due to their large target audiences and high FinTech adoption. We are strategically exploring the US market to capture a significant share and establish a strong presence, which will further enhance our global footprint. We are also focusing on identifying our Ideal Customer Profile (ICP) and the right product Market Fit (PMF), which ensures that we engage with clients who will benefit the most from some of our specific solutions, maximizing revenue per customer and deepening market penetration.



Driving Growth and Market Leadership

In FY 2024-25, we are projecting a remarkable revenue increase of 45-55%, driven by a multifaceted growth strategy that aligns with our commitment to scaling operations, expanding market reach, and leveraging advanced technologies. This growth outlook reflects our strategic focus on several key initiatives designed to propel our business forward.



Technological Leverage and Future Focus


Our business model also benefits from significant operating leverage as a tech-enabled enterprise. As we scale, the investments we make in our product, capabilities, and technology yield outsized returns, allowing us to monetize the same software across thousands of corporates. We have also embraced gamification as a key retention strategy. By incorporating gamified elements like leaderboards, point systems, and rewards programs, we aim to increase user engagement and foster brand loyalty.


By strategically scaling operations, expanding product offerings, and entering new markets, we aim to sustain and enhance our growth trajectory, leveraging our profitable model, market leadership, and innovative solutions to build a stronger future.


Our Value Creation Model


Creating Impact with Our Strategic Business Model


Inputs


- 

Financial Capital
Net Proceeds of IPO: ₹ 3,621 Million
- 

Manufactured Capital
SaaS Fintech platform with a comprehensive product stack.
- 

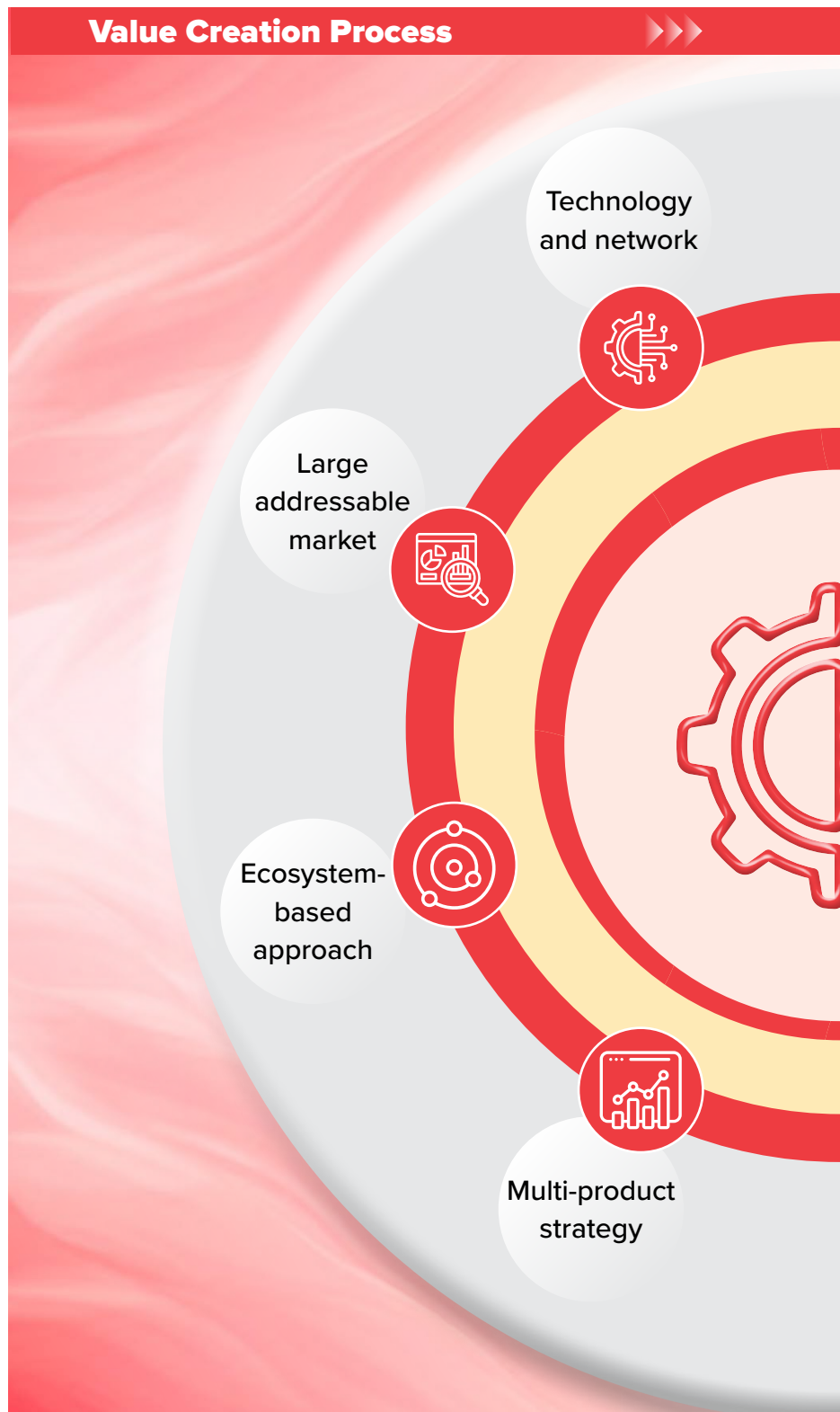
Intellectual Capital
Offering a combination of payment instruments, mobile applications and API integrations.
- 

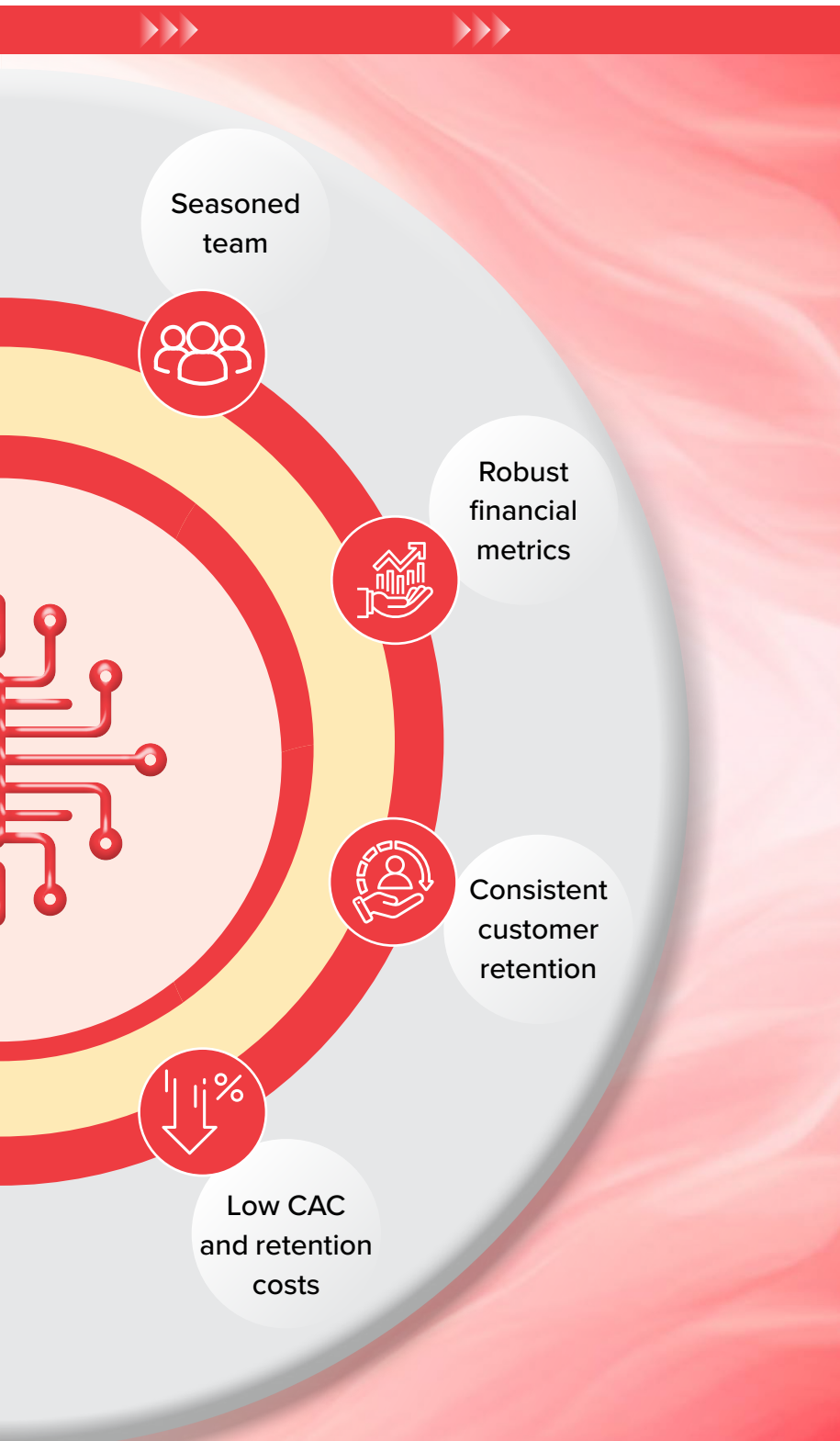
Human Capital
Seasoned management team with deep domain expertise supported by a professional workforce.
- 

Social and Relationship Capital
Diversified customer relationships across sectors along with preferred banking and merchant partnerships.
- 

Natural Capital
Sustainability initiatives are designed to align environmental responsibility with our business goals, reflecting our belief that a thriving business and a healthy environment are interconnected.

Value Creation Process





Outputs



Revenues from operations have grown at 40.1% in the year ended March 31, 2024, with a reported EBITDA margin of 9.1%



Development of Technology & Products: ₹ 400 Million
Cards Issued: 50 Million+



- ⚡ Multilingual Interface
- ⚡ GDPR compliant
- ⚡ Products are customizable

Trademark Registrations: 50+



Total Employees: 301
New Employees: 127
Employees Trained: 100%



Corporate Customers: 3,000+
Users: 2.7 Million+
Customer Acquisition and Retention Costs: Less than 20% of Total Revenue

Sustainability Roadmap

Leading the Journey Towards a Sustainable Future

At Zaggle, we are ardently devoted to sustainability and social responsibility. Our FY 2023-24 agenda revolves around environmental stewardship, job stability, vendor opportunities, and rigorous regulatory compliance. We are committed to advancing community well-being through targeted initiatives in healthcare, education, skill development, and ecological conservation.

We are indomitable in our commitment to advancing our employees' well-being by providing thorough support for their emotional and physical health. We ensure that resources and actions are precisely implemented to maintain sustainable health, safety, and environmental practices. Additionally, we organize financial wellness workshops to equip employees with insights into investment opportunities and risk management techniques.

Four key verticals dedicated to vital functions that contribute to our organizational success:



Talent Acquisition

This team oversees the entire recruitment process, from sourcing candidates to onboarding new hires. In the past year, we successfully onboarded 127 new employees, with a strategic emphasis on senior-level positions and in-house recruitment to bolster our team's expertise. This year we are well equipped to deliver on hypergrowth plans and resourcing needs.



Business Partnering

Focused on enhancing employee experiences, this team ensures fair appraisals, supports goal setting, and addresses resource gaps in collaboration with Talent Acquisition. They also partner business heads address poor performers, retain good performers, resolve conflicts, handle employee grievances, lead engagement initiatives, drive recognition programs to acknowledge and reward outstanding performance.



HR Operations and Compliance

Our operations and compliance team efficiently manages statutory requirements, payroll, appraisals, onboarding, exits, and employee grievances. Their diligent work ensures seamless HR operations and adherence to compliance standards.



Learning & Development

This vertical is dedicated to fostering continuous learning and skill enhancement. We provide our employees with access to Udemy courses, allocating ₹ 6,000 per employee for tech and product to upskill themselves in alignment with their roles. We also identify and address skill gaps through targeted training programs.

Key Initiatives



Gurucool

Launched in FY 2023-24, Gurukul is our dynamic platform for knowledge-sharing. Subject matter experts across diverse functions deliver a masterclass session on a relevant topic of their expertise to the rest of the organization. These sessions enrich the audience with key topics that help them learn about different functions or gain deeper understanding of a subject relevant to their own scope of work.



Personalized Induction Program for New Joiners

Induction session includes buddy program for smooth assimilation, features recorded sessions where our leaders share their vision and goals, enriching our understanding of the organization's history, product portfolio and business vertical understanding followed by business-level bootcamp.



Tailored Training Programs

We are committed to meeting specific developmental needs through biannual sales training and customized sessions such as active listening for customer support teams, effective communication skills, and time management, among others. These programs ensure our employees are well-equipped to excel in their roles.

Our comprehensive approach to HR not only supports the professional growth of our employees but also aligns with our organizational goals, driving innovation and excellence at Zaggle.

CSR Initiatives

Empowering the Society

Our commitment to social responsibility extends beyond financial success to encompass meaningful contributions to the communities we serve. During FY 2023-24, we directed significant resources toward initiatives that promote education, rural development, community mobilization, and livelihood enhancement.

A key focus of our CSR efforts has been the empowerment of underserved communities through education and vocational training.

In partnership with the **Raginiben BipinChandra Sevakarya Trust** in Ahmedabad and the **Anvi Medical & Educational Foundation** in Mumbai, we have supported the construction of schools, and the provision of vocational training aimed at fostering self-employment opportunities in rural and suburban areas.

Our contributions, totaling over ₹ 5.97 Million were utilized effectively across these initiatives. These funds have facilitated educational infrastructure development and provided vital

training programs to individuals, helping to break the cycle of poverty and create pathways to self-sufficiency.

These efforts align with our broader vision of fostering inclusive growth and social equity, ensuring that our success translates into real-world impact. We remain steadfast in our commitment to driving positive change and contributing to the social fabric of our nation, in line with the guidelines of Schedule VII of the Companies Act, 2013.



Governance

Directing Success with Strategic Governance

Zaggle is driven by a seasoned management team with profound acumen and a highly skilled workforce. We are firmly committed to maintaining the highest standards of ethical conduct, transparency, and accountability throughout every facet of our organization. By nurturing a culture rooted in integrity and stringent compliance, we strive to build enduring trust and consistently deliver exceptional value to our shareholders, customers, employees, and the broader community.

Our dedication to principled governance is evident in our formidable structures that emphasize transparency, accountability, and probity throughout the organization. We place paramount importance on safeguarding our stakeholders' data through stringent cybersecurity protocols and uphold moral practices that cultivate trust and integrity across our enterprise.

Our governance policies are designed to uphold these principles and include:

- ⚡ Vigil Mechanism/Whistle-Blower Policy
- ⚡ Corporate Social Responsibility Policy
- ⚡ Policy for Determination of Materiality of an Event or Information
- ⚡ Policy on Preservation of Documents
- ⚡ Policy on Archival of Documents
- ⚡ Policy from Determining Material Subsidiaries
- ⚡ Familiarization Programs for Independent Directors
- ⚡ Letter of Appointment for Independent Directors
- ⚡ Policy on materiality of and dealing with Related Party Transactions
- ⚡ Nomination and Remuneration Policy
- ⚡ Policy on Diversity Among the Board of Directors
- ⚡ Dividend Distribution Policy

Our leadership is spearheaded by Dr. Raj P. Narayanam, our Promoter & Executive Chairman, who founded the Company in 2011 and brings extensive experience in technology and FinTech. Mr. Avinash Ramesh Godkhindi, our Promoter, Managing Director & CEO, has a notable background in banking and was honored as the 'Inspiring CEO' by the Economic Times in 2022. Their strategic guidance and vision are crucial to our growth and competitive advantage.

Zaggle: Spends Simplified



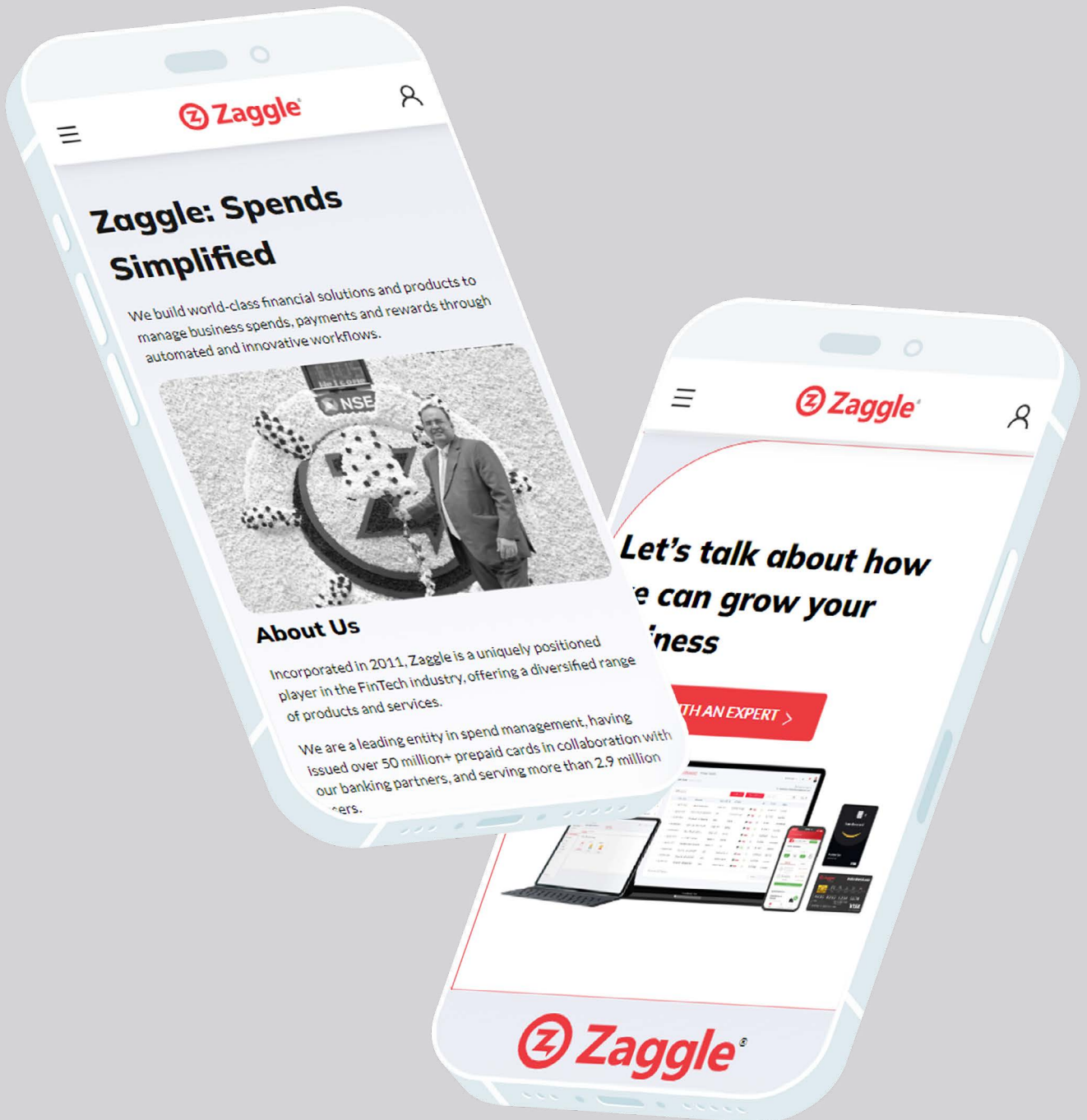
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Awards & Accolades

Celebrating Our Industry Leadership

2024



Best Digital Expense Management Platform (India) 2024 – CFI. co - Capital Finance International



Top 50 Indian Digital Finance Influencers 2024 – Promoter Raj Narayanam honored for contributions to the FinTech revolution



Most Preferred Workplace FY 2023-24 – Marksmen Daily



2023



Best B2B Payment Solution Provider – 10th Payments Industry Awards, KamiKaze B2B Media



Excellence in Innovation Business Spend Management Software India 2023 – Global Banking & Finance Award



10 Most Promising Expense Management Solution Providers – Silicon India Magazine.



Best Payment Solutions of the Year – 3rd Edition Festival of FinTech, Conclave & Awards, Businessworld



2022



Recognized for Building a Robust and Sustainable SaaS and FinTech Business – Govt. of Telangana



Certificate of Appreciation – India Startup Festival, Sri Sathya Sai Grama Muddenahalli



2021



Best Employee Engagement Award in B2B Sector – World HRD Congress and Awards



Best Employee Engagement Program (Multi Industry) – Human Excellence Award



Best Digital Card – BW Businessworld Festival of FinTech Conclave Awards



2019



Best Prepaid Card Solution – India Digital Awards



Awards Won



Company Details

Corporate Information

Board of Directors
Dr. Raj P. Narayanam

(DIN: 00410032)

Executive Chairman

Mr. Avinash Ramesh Godkhindi

(DIN: 05250791)

 Managing Director &
Chief Executive Officer

Mr. Aravamudan Krishna Kumar

(DIN: 00871792)

Independent Director

Mr. Abhay Deshpande Raosaheb

(DIN: 00427314)

Independent Director

Ms. Perna Tandon (DIN: 09652432)

Independent Director

Mr. Arun Vijaykumar Gupta

(DIN: 05131228)

Non Executive Director

Senior Management
Mr. Saurabh Puri

Chief Business Officer

Ms. Latha Iyer

Chief Human Resources Officer

Mr. Srikanth Gaddam

Chief Technical Officer

Mr. Venkata Aditya Kumar Grandhi

(M.No ACA231164)

Chief Financial Officer*

Ms. Hari Priya

(M.No. ACS22232)

 Company Secretary & Compliance
Officer*

Registered Office

(upto August 30, 2024)

 301, III Floor, CSR Estate, Plot No.8,
Sector 1, HUDA Techno Enclave,
Madhapur Main Road, Hyderabad,
Rangareddi - 500 081, Telangana,
India

E-mail: haripriya.singh@zaggle.in

Telephone: +91 40 2311 9049

New Registered Office

(w.e.f. August 31, 2024)

 15th Floor – Western Block,
Vamasiram – Suvarna Durga Tech
Park, Nanakramguda Village,
Serilingampally Mandal, GHMC
Serilingampally Circle,
Rangareddi District - 500 032
Telangana, India

E-mail: haripriya.singh@zaggle.in

Telephone: +91 40 2311 9049

Corporate Office

 B1-004, Ground Floor, Boomerang
Building, C.T.S. No. 4A, Village Saki
Naka, Andheri (East), Taluka Kurla,
District Mumbai Suburban,
Mumbai - 400 072,
Maharashtra, India

**Corporate Identification
Number**

L65999TG2011PLC074795

Joint Statutory Auditors
PRSV & Co. LLP

 Chartered Accountants
(FRN:S200016)
202, Saptagiri Residency
1-10-98/A, Chikoti Garden
Begumpet
Hyderabad - 500 016,
Telangana, India

MSKA & Associates

 Chartered Accountants
(FRN:105047W)
1101/B, Manjeera Trinity Corporate
JNTU - Hitech City Road
Kukatpally
Hyderabad – 500072

Secretarial Auditor
S. Sarweswara Reddy

 Practicing Company Secretary
Plot No. 8-2-603/23/3 &
8-2-6-3/23, 15
2nd Floor, HSR Summit,
Road No 10, Banjara Hills,
Beside No. 1 News Channel Office,
Hyderabad - 500034 ,
Telangana, India

Internal Auditor
RYM and Co. LLP

 Chartered Accountants
8135, 8 Block, 2 Wing,
Janapriya Metropolis,
Erragadda, Hyderabad - 500 018,
Telangana, India

Banker

ICICI Bank Limited

Stock Exchanges

 BSE Ltd., Mumbai
National Stock Exchange of India
Limited, Mumbai

Registrar and Transfer Agents

 Kfin Technologies Limited
CIN: U72400TG2017PLC117649
Karvy Selenium Building, Tower B,
Plot No. 31 & 32, Financial District,
Gachibowli,
Hyderabad - 500 032,
Telangana, India

* Key Managerial Personnel



NOTICE

NOTICE is hereby given that the 13th Annual General Meeting (AGM) of the Members of Zaggle Prepaid Ocean Services Limited (Formerly known as Zaggle Prepaid Ocean Services Private Limited) will be held on Wednesday, the 25th day of September, 2024 at 11.30 AM IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business(es):

The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Reports of the Board of Directors and Auditors' thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, the Report of the Auditors' thereon.
3. To appoint a director in place of Mr. Arun Vijaykumar Gupta (DIN: 05131228), who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation.

By Order of the Board of Directors
For **Zaggle Prepaid Ocean Services Limited**

Hari Priya
Company Secretary and Compliance Officer
M.No: ACS 22232

Place: Hyderabad
Date: July 30, 2024



NOTES:

1. Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 14/2020, 17/2020, 20/2020, and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, and October 7, 2023, respectively, issued by the Securities and Exchange Board of India ('collectively referred to as 'the Circulars'), Companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue and also to send the copies of annual report in electronic mode to those members whose email addresses are registered with the Company/depositories. Hence, in compliance with the aforesaid Circulars, the 13th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the said AGM.
2. Pursuant to the provisions of the Companies Act, 2013, generally a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
3. Institutional/Corporate Members (i.e. other than individuals/HUFs, NRIs, etc.,) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and cast its votes through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ssrfcs@gmail.com.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, the certificate from S S Reddy & Associates, Practicing Company Secretaries, Secretarial auditor of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) regulations, 2021 and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice are also available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to Haripriya.singh@zaggle.in
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 19, 2024, to Wednesday, September 25, 2024 (both days inclusive).
6. Members holding shares in physical form are requested to notify immediately any change in their address to the Company's Registrar and Share Transfer Agent ie. Kfin Technologies Limited (RTA/Kfintech). Members holding shares in electronic form may intimate any such changes to their respective Depository Participant (DP).
7. Securities and Exchange Board of India has vide various circulars, mandated the submission of PAN, KYC details and nomination by holders of physical securities by and linking PAN with Aadhaar. Shareholders holding shares in physical form are requested to submit their PAN, KYC and nomination details to the Company's RTA at einward.ris@kfintech.com. The forms for updating the same are available at <https://ir.zaggle.in/registrar-and-share-transfer-agent/> and <https://RIS.kfintech.com/clientservices/isc/isrforms.aspx>
Shareholders holding shares in electronic form are requested to submit their PAN to their DP.
Non-Resident Indian Members are requested to inform Company's RTA /respective DP, immediately of any change in their residential status on return to India for permanent settlement by submitting particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not already furnished.
8. In accordance with amendments to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, physical transfer of shares is not permitted with effect from April 1, 2019. Therefore, requests for transferring physical shares will not be accepted by the Company and/ or RTA Even in case of transmission, transposition and duplicate issue of shares, letter of confirmations are issued to the shareholders in lieu of physical share certificates to enable them to make a request to DP for dematerialising their shares. Transfer(s) of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical

form are requested to consider converting their holdings to electronic/dematerialized form.

9. Pursuant to Section 72 of the Companies Act, 2013 Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13, to the Company's RTA. Further, Members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Company's RTA.

10. In compliance with the aforesaid Circulars, the Notice of AGM along with the Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of AGM and Annual Report for the Financial Year 2023-24 is also available on the Company's website www.zaggle.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's RTA <https://evoting.kfintech.com>.

11. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, i.e. Wednesday, September 18, 2024, to exercise their right to vote by electronic means on all of the agenda items specified in the accompanying Notice of AGM.

12. For receiving all communication (including Annual Report) from the Company electronically:

Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP as per the process advised by the DP

The members holding shares in physical mode are requested to update their email addresses with the Company's RTA by submitting the required ISR forms along with the supporting documents.

- To register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode – Form ISR-1
- To update signature of securities holder – Form ISR-2

- For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 – Form SH-13
- Declaration to opt out – Form ISR-3
- Cancellation of nomination by the holder(s) (along with ISR-3)/Change of nominee – Form SH-14
- Form for requesting issue of duplicate certificate and other service requests for shares/ debentures/ bonds, etc., held in physical form – Form ISR-4

The above forms are available at <https://ir.zaggle.in/registrar-and-share-transfer-agent/> and <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Please send the physical copy to the RTA by post at the address below.

KFin Technologies Limited,
Unit: Zaggle Prepaid Ocean Services Limited,
Selenium Tower B, Plot 31-32, Financial District,
Nanakramguda, Serilingampally Mandal,
Hyderabad-500 032:

Detailed FAQs can be found on the web link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held

13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
15. The Company has appointed Company's RTA to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.
16. Pursuant to the provisions of the Circulars on the VC/OVAM, Members can attend the AGM through log in credentials provided to them to connect to Video conference. Physical attendance of the Members has been dispensed with.
17. In terms of the provisions of Section 152 of the Act, Mr. Arun Vijaykumar Gupta liable to retire by rotation and proposed to be re-appointed, as a director liable to retire by rotation. Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the said reappointment. Brief resume of Director proposed to be re-appointed, nature of expertise in specific functional areas, names of the companies in which they hold directorships and membership/ chairmanships of Board Committees and shareholding in the Company as stipulated under Regulation 36 of Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India, are forming part of the Notice and appended to the Notice.

18. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
19. Up to 2,000 members will be able to join on a first come first serviced basis to the AGM.
20. No restriction is applicable for joining into the AGM in respect of large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.

PROCEDURE FOR REMOTE VOTING

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of Securities and Exchange Board of India circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility to be provided by the Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Company's RTA on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below
- ii. Further, the facility for voting through electronic voting system will also be made available during the Meeting ("Insta Poll") and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote during the Meeting through Insta Poll.
- iii. The Company has engaged the services of Company's RTA as the agency to provide e-voting facility.
- iv. However, pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.
- v. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease

and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility

- vi. The remote e-Voting period commences on Sunday, September 22, 2024 (9.00 AM) and ends on Tuesday, September 24, 2024 (5.00 PM).

During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 18, 2024, i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by KFinTech for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Sunday, September 22, 2024 (9.00 AM) and ends on Tuesday, September 24, 2024 (5.00 PM), or e-voting during the AGM. Members who have voted on some of the resolutions during the said remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.





- vii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date Wednesday, September 18, 2024.
- viii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- ix. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- x. The detailed process and manner for remote e-Voting and e-AGM are explained herein below:

STEP 1 : Access to Depositories (NSDL/CDSL) e-Voting system in case of individual shareholders holding shares in demat mode.

STEP 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode

STEP 3 : : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below: Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website http://www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1-800-309-4001 (from 9:00 AM to 6:00 PM on all working days) for assistance on your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character

(@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Zaggle Prepaid Ocean Services Limited. – AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to ssrfcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVEN No.”
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting during the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote during the AGM shall be treated as invalid.
- viii. Institutional Members are encouraged to attend and vote during the AGM through VC/OAVM.

OTHER INSTRUCTIONS:

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select ‘Speaker Registration’ which will be opened from Thursday, September 19, 2024, 9.00 AM IST to Saturday, September 21, 2024, 5.00 PM IST. Members shall be provided a ‘queue number’ before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On successful login, select ‘Post Your Question’ option which will be opened from Thursday, September 19, 2024, 9.00 AM IST to Saturday, September 21, 2024, 5.00 PM IST
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. N Shyam Kumar, Senior Manager at evoting@kfintech.com or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on September 18, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFintech. Alternatively, members can use the option to login using the registered email ID or Mobile and OTP.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- iii. Facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM.
- v. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- ii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. Mr. S. Sarweswara Reddy (FCS: F12619, COP No.: 7478) from M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad (having Firm Registration Number S2008AP101300) has been appointed as the Scrutinizer to scrutinize the e-voting process. Mr. S. Sarweswara Reddy has communicated his willingness to act as the Scrutinizer for this e-voting process. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer’s Report, will be placed on the website of the Company: www.zaggle.in and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges. These results will also be displayed along with the Scrutinizer’s Report at the Registered Office of the Company.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM, i.e., Wednesday, September 25, 2024.

For the purpose of updation of KYC details against your folio, you are requested to send the details to Company’s RTA (Unit: Zaggle Prepaid Ocean Services Limited), Selenium Tower-B”, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

- a. Through hard copies which should be self-attested and dated OR
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder OR
- c. Through web-portal of our RTA - <https://ris.kfintech.com>

Application(s) by our RTA, KFINTECH

Members are requested to note that as an ongoing endeavour to enhance shareholders experience and leverage new technology, Company’s RTA has developed following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our Company’s RTA based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at [https://ris.kfintech.com/default.aspx# > Investor Services > Investor Support](https://ris.kfintech.com/default.aspx#>InvestorServices>InvestorSupport).

Members are required to register/signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting
7. Branch Locator
8. FAQ’s

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

This cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of their grievances

Online Personal Verification:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity

verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, our RTA engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits of OPV are:

- A fully digital process, only requiring internet access and a device
- Effectively reduces fraud for remote and unknown applicants and
- Supports KYC requirements

Here's how it works:

- i. Users receive a link via email and SMS
- ii. Users record a video, take a selfie, and capture an image with their PAN card.
- iii. Facial comparison ensures the user's identity matches their verified ID (PAN).

WhatsApp

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.



ANNEXURE I

Information of Director seeking re-appointment under Section 152 of the Companies Act, 2013, under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as given below:

Brief profile of the Director, nature of his expertise in specific functional areas, names of Companies in which he hold directorships and chairmanships of Board / Committees and his shareholding in the Company are provided below

Sr. No.	Particulars	Details
1.	Name of Director	Mr. Arun Vijaykumar Gupta
2.	Director Identification Number	05131228
3.	Date of Birth	01-06-1971
4.	Date of First Appointment	26-09-2022
5.	Qualifications	Bachelors' degree in commerce from the P.D. Lion's College of Commerce and Economics, University of Bombay
6.	Expertise in specific functional areas	<p>He has experience in Private Equity, Merger and Amalgamation, Business Development Space, Marketing, Growth, Partnerships, Strategic Expertise, Governance, Leadership and General Management.</p> <p>He has more than 30 Years of experience in working with IT, media and consumer Companies.</p>
7.	Terms and conditions of appointment/reappointment	Director who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation
8.	Remuneration proposed to be paid	The proposal is for appointment as a non-executive director on retirement by rotation. He is entitled for sitting fee for attending Board / Committee meeting.
9.	Remuneration last drawn	₹ 0.71 Million
10.	Directorships in Board of other companies along with the Companies from which the person has resigned in the past three years	a. Route Mobile Limited ¹ b. Absolute Sports Private Limited ² c. Protinus Fashion Networking Private Limited ³ d. Turtle Limited ⁴
11.	Memberships/Chairmanships of Committee in the Board of other Companies	Route Mobile Limited <ul style="list-style-type: none"> Nomination and remuneration committee (M) Absolute Sports Private Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee (C) Audit Committee (M)
12.	No of Shares held in the Company	0
13.	Relationship with other Directors/KMP's	Not related
14.	Number of meetings of the Board attended during the year (01.04.2023-31.03.2024)	7

¹ Ceased to be director w.e.f May 08, 2024

² Ceased to be director w.e.f May 23, 2024

³ Ceased to be director w.e.f August 07, 2023

⁴ Ceased to be director w.e.f November 15, 2022

Directors' Report



DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 13th Annual Report of the Company for the financial year ended March 31, 2024.

1. FINANCIAL RESULT

The Summary of the Company's financial result for the financial year 2023-24 as compared to the previous financial year 2022-23 is given below:

(₹ in Million)

Particulars	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue from operations	7,755.98	5,534.60	7,755.98	5,534.60
Other Income	112.71	11.15	112.71	11.15
Total Income	7,868.69	5,545.75	7,868.69	5,545.75
Expenditure	7,050.08	5,053.64	7,050.08	5,053.64
Profit before exceptional items, finance costs, depreciation, and taxes	818.61	492.11	818.61	492.11
Less:				
Finance Cost	137.17	113.77	137.17	113.77
Depreciation and Amortization	83.63	61.99	83.63	61.99
Profits before exceptional items and tax	597.81	316.35	597.81	316.35
Exceptional Items	0	0	0	0
Net Profit for the year before Taxes				
Less: Provision for Taxes				
Current Tax	162.11	85.97	162.11	85.97
Deferred Tax Assets	(4.50)	1.37	(4.50)	1.37
Prior Year tax				
Profit after tax (PAT)	440.20	229.01	440.20	229.01
Other Comprehensive Income	(2.96)	0.34	(2.96)	0.34
Total Comprehensive Income for the year	437.24	229.35	437.24	229.35

2. PERFORMANCE REVIEW

The Company has recorded total revenue of ₹ 7,868.69 Million during the year as against ₹ 5,545.75 Million in the previous year, recording a quantum jump of over 41.89% in the total revenue. The net profit after provision for tax is ₹ 440.20 Million as against net profit after tax of ₹ 229.01 Million in the previous year.

Your Directors are optimistic about Company's business and hopeful of better performance with increased revenue in the current year.

Business Performance

Zaggle is one of the first home-grown new age SaaS fintech companies listed in India, with a mission to digitise spends through automated workflows. We operate in a segment where we interact and interface

with our Customers (i.e., businesses) and end Users (i.e., employees, channel partners & vendors) and are among a small number of uniquely positioned players with a diversified offering of fintech products and services, having one of the largest number of issued payment instruments (prepaid Cards & Commercial Credit Cards) in India in partnership with our banking partners. We operate through three key business segments:

Propel: a corporate SaaS platform for channel rewards and incentives, employee rewards and recognition

Save: a SaaS-based platform and a mobile application to offer expense management solution for businesses facilitating digitised employee reimbursements and tax benefits

Zoyer: an integrated data driven, SaaS invoice to pay platform with embedded automated finance capabilities.

During the year under review, the Company has delivered robust growth across all segments.

Corporates and Users added

The Company catered to 3,016 customers in financial year 2023-24 compared to 2,411 customers in previous financial year 2022-23. The number of users grew to 2.73 Mn in financial year 2023-24 from 2.27 Mn in previous financial year 2022-23.

New Product launches

This year the Company's latest product offering "Zoyer" started getting great traction and contributed meaningfully to the revenues. The Company sees positive signals for greater uptake for the value proposition of Zoyer bundled with commercial credit cards in the upcoming quarters.

The Company launched its Spend analytics platform "Zatix" the year under review. This platform would empower the Businesses with Real Time Analytics solution and Integrated Commercial credit card (Purchase and Corporate Travel and Expense cards) for enhanced Spend Management and Data-driven decision-making.

The Company also launched Forex programme via partnership with banks and authorised dealers. This will help the Company to expand its offering in the space of forex cards which is a huge space with large profit pools. The Company will see this program start to clock in revenues in the financial year 2024-25.

Fleet management is a multibillion-dollar opportunity in India and globally. The Company launched its Fleet loyalty program and signed up the first contract with Torrent Gas this year. The Company see this as a big opportunity in the upcoming years.

Banking Partnerships for cards

The Company signed up with BOB Financial Solutions Limited (BFSL) for Implementing Commercial card Onboarding & value-added services platform for BFSL.

With Visa Worldwide Pte, the Company has signed a Growth agreement for the issuance of Forex CoBrand Cards. Visa will also pay incentives to the Company on Forex transactions basis defined spend commitments. The Company would leverage its existing corporate base to sell forex cards to employees of the corporate clients, and it can be tightly coupled with the Company's expense management solution. The deal

size is approximately USD 20 Mn in next 5 years.

The Company has contracted to provide services to Axis Bank whereby the Company's accounts payable software & expense management software, and the Axis bank Corporate Credit Cards and Forex Cards are bundled and jointly offered to the Company's corporate customers to drive card spends & greater usage of the software. The Company can leverage its existing corporate base to sell Axis Bank commercial credit and Forex cards tightly coupled with the Company's accounts payable and expense management software.

Business Partnerships

The Company has got into a strategic collaboration with Kotak Mahindra bank. Through this co-brand agreement, corporates will have access to a unified offering comprising of a suite of financial products, including Kotak's payroll banking services, such as salary accounts and co-branded prepaid cards, seamlessly integrated with the Company's market-leading SaaS solutions, specifically designed for employee flexi-benefits and travel and expense management (Zaggle SAVE). This integration will enable working professionals to boost their incomes through flexible benefits designed to facilitate tax savings, giving complete visibility and greater control over their pay, flexi-benefits, advances, reimbursements, and spending, all of which would be accessible through a single mobile app.

The Company got empanelled with three public sector banks – Punjab National Bank, Indian Bank and Canara Bank as their Fintech partners for providing digitization solutions. Now the Company has public sector banks as its partners along with marquee private banks. The Company sees substantial business coming from these PSB's over the next 2 years to 3 years.

The Company has partnered with travel companies like EaseMyTrip and Riya travels which will help it offer Integrated Travel & Expense Management Solutions to its Corporate Clients. Travel and Expense is a critical component in the Spend management space and this functionality would significantly enhance the Company's offerings to its Enterprise customers.

The Company has signed up to be a Co-brand partner with Nishi Forex who is an Authorised Dealer II for forex card to carry out activities such as Sales and Distribution, Marketing and Campaigning bundled with the Company's expense management to drive card spends & greater usage of the software. Subject to RBI approval the product launch will be done in due course.



3. DIVIDEND

The Board of Directors of the Company after considering various factors, business strategies and investment requirements for growth plan, decided to conserve funds to maximize the Shareholders wealth on a long run and hence did not recommend any dividend during the FY 2023-24.

The Company has formulated and adopted a Dividend Distribution Policy in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which set out parameters and circumstances that will be taken into account by the Board while determining the distribution of dividend to the shareholders for bringing transparency in the matter of declaration of dividend and to protect the interest of shareholders. The Policy is available on the website of the Company at <https://ir.zaggle.in/wp-content/uploads/2023/12/dividend-distribution-policy.pdf>.

4. TRANSFER TO GENERAL RESERVES

During the year under review, the Company has not transferred any amount to the general reserves of the Company

5. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 19, 2024, to Wednesday, September 25, 2024 (both days inclusive) for the purpose of Annual General Meeting of the Company.

6. INITIAL PUBLIC OFFERING (IPO)

A) Pre- IPO Placement:

The Company, in consultation with the Book Running Lead Managers (BRLMs), has undertaken the Pre-IPO Placement of 59,75,609 equity shares at an issue price of ₹ 164/- per equity share (including a premium of ₹ 163/- per equity share) for an amount aggregating to ₹ 980.00 Million, by way of a preferential issue in accordance with Section 42, 62 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rule, 2014, as amended. The Pre-IPO Placement has been undertaken pursuant to the approval of the Board of Directors and Shareholders at their meeting held on August 10, 2023 and August 11, 2023, respectively. The amount raised from the Pre IPO Placement was reduced from the fresh issue, subject to

compliance with the Rule 19(2)(b) of the Securities Contracts (Regulation) Act, 1957

The Company has allotted equity shares in the Pre-IPO Placement pursuant to the resolution passed by the Board, in the manner as set forth below:

Date of allotment	Number of equity shares allotted	Issue price per equity share (₹)
August 16, 2023	44,51,219	164.
August 21, 2023	15,24,390	164
Total	59,75,609	

B) IPO:

During the year under review, the Company made an IPO of 34,352,255 equity shares of face value of ₹ 1/- each of the Company for cash at a price of ₹ 164/- per equity share, including a premium of ₹ 163/- per equity share aggregating to ₹ 5633.77 Million, comprising of a fresh issue of 23,902,439 equity shares aggregating to ₹ 3,920 Million and an offer for sale of 1,04,49,816 equity shares aggregating up to ₹ 1,713.77 Million by the selling shareholders. The IPO was opened on September 14, 2023 and closed on September 18, 2023. The IPO was led by BRLMs viz. ICICI Securities Limited, Equirus Capital Private Limited, IIFL Securities Limited and JM Financial Limited. The Company successfully completed the IPO process and the equity shares of the Company were listed on National Stock Exchange of India Limited and BSE Limited on September 22, 2023.

The utilization of funds raised through IPO have been mentioned hereunder:

Object	Amount Allocated (₹ in Million)	Amount Utilized as on March 31, 2024 (₹ in Million)
Expenditure towards customer acquisition and retention	3,000.00	852.67
Expenditure towards development of technology and products	400.00	6.13
Repayment or pre-payment of certain borrowings, in full or in part, availed by the Company	170.83	168.00

Object	Amount Allocated (₹ in Million)	Amount Utilized as on March 31, 2024 (₹ in Million)
General corporate purposes (GCP)	50.77	1.62

The Company has appointed CARE Ratings Limited as Monitoring Agency in terms of Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended from time to time, to monitor the utilization of IPO proceeds and the Company has obtained monitoring reports from the Monitoring Agency from time to time confirming no deviation or variation in the utilization of proceeds of the IPO from the objects stated in the Prospectus dated September 18, 2023. The Company has submitted the statement(s) and report as required under Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to both the exchanges where the shares of the Company are listed, namely, National Stock Exchange of India Limited and BSE Limited on timely basis.

Your Directors would like to thank the BRLMs and legal counsels involved with the IPO for helping the Company achieving successful IPO and listing. Your Directors would also like to thank the regulators Securities and Exchange Board of India, BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Registrar of Companies for enabling the Company to take its equity story to the public market. Last but not the least, your Directors extend their heartfelt gratitude to the shareholders for investing in the IPO and reposing their continuous trust and faith in the Company & its management.

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

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

8. DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of Section 2(31) read with Chapter V of the Companies Act, 2013 and Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 and as such there are no such overdue deposits outstanding as on March 31, 2024.

9. LISTING AND CUSTODIAN FEES

The equity shares of the Company are listed at BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai. The applicable annual listing fees were paid before the due date. The annual custodian fees have also been paid to the depositories before the due date.

10. SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2024 was ₹ 15,00,00,000/- divided into 15,00,00,000 equity shares of ₹ 1/- each. The paid-up equity share capital as on March 31, 2024 stood at ₹ 12,24,82,493/- divided into 12,24,82,493 equity shares face value of ₹ 1/- each

During the year under review the Company has undertaken following transactions:

- Pursuant to a resolution passed by the Board of Directors at their meeting dated August 10, 2023 and the Shareholders at their extraordinary general meeting dated August 11, 2023, the Company has increased its authorized share capital from ₹ 12,00,00,000/- to ₹ 15,00,00,000/-
- Pursuant to the Pre IPO-Placement as mentioned in point no. 6 of this report, the Company has issued and allotted 59,75,609 equity shares of ₹ 1/- each at a premium of ₹ 163/- per share aggregating to ₹ 980.00 Million through preferential issue. The Paid up capital of the Company increased to ₹ 9,81,94,319/-
- During the year under review, the Company has made an Initial Public Offering of 34,352,255 equity shares of face value of ₹ 1/- each of the Company for cash at a price of ₹ 164/- per equity share, including a premium of ₹ 163/- per equity share aggregating to ₹ 5,633.77 Million, comprising of a fresh issue of 23,902,439 equity shares aggregating to ₹ 3,920.00 Million and an offer for sale of 10,449,816 equity shares aggregating up to ₹ 1,713.77 Million by the selling shareholders. The Paid up capital of the Company increased to ₹ 12,20,96,758/-.

- The Board of Directors at their meeting held on February 06, 2024 have allotted 385,735 equity shares of ₹ 1/- each, upon exercise of stock options by eligible employees under Zaggle Employee Stock Option Scheme 2022 (“Zaggle ESOP 2022” or “Scheme”). The Paid up capital of the Company increased to Rs. 12,24,82,493/-
- Further the Board of Directors at their meeting held on July 30, 2024 have approved the allotment of 1,24,306 equity shares of ₹ 1/- each, upon exercise of stock options by eligible employees under Zaggle ESOP 2022. As on the date of this report the Paid up capital of the Company increased to ₹ 12,26,06,799/-

11. DEBENTURES:

During the previous financial year 2022-23, the Company had successfully raised ₹ 500 Million, by way of allotment of 500 secured, unlisted, rated non-convertible debentures (NCDs) having a face value of ₹ 10,00,000 each, pursuant to Board resolution passed by Board of directors in its meeting held on November 30, 2022 in accordance with the terms specified under the private placement offer cum application letter dated November 30, 2022. The proceeds of the Issue have been fully utilized for the purpose for which it was raised. During the year under review, the company prepaid the NCDs.

12. ZAGGLE EMPLOYEE STOCK OPTION SCHEME 2022

The Company adopted Zaggle Employee Stock Option Scheme 2022” (hereinafter referred to as the “Scheme” or “ZAGGLE ESOP 2022”) with the objective to attract and retain high-quality human talent by providing them incentives and reward opportunities, to improve the Employee performance with ownership interests and provide them with wealth creation opportunity whilst in employment with the Company and achieve sustained growth by aligning Employee interest with long term interests of the Company.

During the year under review, subsequent to the Initial Public Offering (‘IPO’) of its equity share, the Company amended the ZAGGLE ESOP 2022 by passing special resolutions via Postal Ballot dated November 09, 2023, to meet regulatory requirements mandated by the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

During the year under review, the Board of Directors at their meeting held on February 06, 2024 have allotted 385,735 equity shares of ₹ 1 each, upon exercise of stock options by eligible employees under Zaggle ESOP 2022.

Further the Nomination and Remuneration Committee at their meeting held on April 30, 2024 has granted 5,66,252 Stock Options to the eligible employees of the Company under Zaggle ESOP 2022.

The Board of Directors at their meeting held on July 30, 2024 have allotted 1,24,306 equity shares of ₹ 1/- each, upon exercise of stock options by eligible employees under Zaggle ESOP 2022.

The Company has obtained certificate from M/s. S S Reddy & Associates, Practicing Company Secretaries, Secretarial Auditor of the Company, confirming that Zaggle ESOP 2022 has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The details of Company’s stock option Schemes as required under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are available on the Company’s website <https://ir.zaggle.in/>.

13. HOLDING COMPANY, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, the following were the changes in the Subsidiary/Joint Venture/Associate of the Company:

A) Subsidiary Company:

During the financial year 2022-23, the Company has incorporated M/s. Zaggle Technologies Limited, a private company as a wholly-owned subsidiary, in the United Kingdom under the UK Companies Act, 2006 on January 12, 2023 with the Registrar of Companies, England and Wales.

The subsidiary had not commenced any business or conducted any operations, transactions or activities since the date of its incorporation. Zaggle Technologies Limited was not a material subsidiary of the Company.

On August 26, 2023, Zaggle Technologies Limited has applied to the Registrar of Companies in the United Kingdom to strike its name off the register, in compliance with applicable provisions of the UK Companies Act 2006. Accordingly, the Zaggle Technologies Limited got dissolved w.e.f. November 21, 2023. As on the date of this report, the Company is not having any Subsidiary Company.

B) Associate Company:

During the year under review, the Company made an investment in Span Across IT Solutions private Limited (‘Span Across’) by way of acquisition of

9,00,000 equity shares of face value of ₹ 10/- each constituting of 45% of the total equity capital of Span Across and accordingly, it became an associate Company. This acquisition will help the Company in achieving inorganic growth and gives opportunity to enter new segment of employee related business, which will benefit all the stakeholders associated with the Company including shareholders at large.

As per the provisions of Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014, a separate statement containing the salient features of the financial statements of Subsidiary companies/Associate companies/Joint ventures is detailed in Form AOC-1 and is annexed as **Annexure I** to this Report.

14. CHANGE OF REGISTERED OFFICE

The Board of Directors at their meeting held on July 30, 2024 have approved to shift the registered office of the Company within local limits of the city of Hyderabad from 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500081, Telangana, India, to 15th Floor – Western Block, Vamasiram – Suvarna Durga Tech Park, Nanakramguda Village, Serilingampally Mandal, GHMC Serilingampally Circle, Ranga Reddy District, 500032, Telangana, w.e.f. August 31, 2024.

15. CHANGE OF CORPORATE IDENTIFICATION NUMBER (CIN)

Pursuant to the listing of equity shares of the Company on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Corporate Identification Number of the Company has changed from U65999TG2011PLC074795 to L65999TG2011PLC074795 and status has been changed from Unlisted to Listed in the Company's Master Data on the website of the Ministry of Corporate Affairs (MCA).

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

A) Board of Directors

The Directors of the Company are eminent persons of proven competencies and integrity. Besides experience, strong financial acumen, strategic astuteness and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings. The Company recognizes and embraces the importance of a diverse board in its success.

The Company believes that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, industry experience and gender which will help the Company to retain its competitive advantage.

As on March 31, 2024, the Company's Directorate consisting of six Directors out of which three Directors were Independent Directors including one Woman Director. Mr. Raj P Narayanam is the Chairman of the Board. The composition of the Directorate is in conformity with the relevant provisions of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations 2015.

The Directors possess requisite qualifications and experience in general corporate management, strategy, finance, information technology and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

B) Board Diversity

The Board diversity offers several advantages. Here are some of the key benefits of having diverse boards:

- **Enhanced decision-making:** Board diversity brings together individuals from different backgrounds, experiences, and perspectives. This diversity of thought and expertise can lead to more robust and well-rounded decision-making processes. By considering a wider range of viewpoints, boards can avoid groupthink and make more informed and innovative choices.
- **Enhanced problem-solving:** Diverse boards tend to be more effective in addressing complex problems. The varied backgrounds and experiences of board members enable them to approach challenges from multiple angles. This diversity of perspectives can result in more effective problem-solving and better outcomes for the organization.
- **Improved corporate governance:** Diverse boards can contribute to better corporate governance practices. When a board comprises individuals with diverse skills, knowledge, and experiences, it ensures a more comprehensive oversight of the Company's activities. This can help in addressing conflicts of interest, promoting transparency, and ensuring accountability.

- Better understanding of customers and markets:** India is a diverse country with a wide range of cultures, languages, and consumer preferences. Having diverse boards can provide valuable insights into the diverse needs and preferences of customers in different regions and segments of the market. This understanding can help companies tailor their products, services, and marketing strategies to effectively target and serve diverse customer groups.
- Increased creativity and innovation:** Diversity stimulates creativity and innovation within organizations. By incorporating diverse perspectives, boards can foster a culture of openness, collaboration, and inclusivity. Different viewpoints can challenge existing norms, encourage fresh ideas, and lead to more innovative solutions and strategies.
- Mitigation of biases:** Diverse boards can help mitigate unconscious biases and promote fairness and equity. By ensuring representation from different genders, ethnicities, age groups, and backgrounds, boards can counterbalance any inherent biases and ensure a more equitable and inclusive decision-making process.
- Improved reputation and stakeholder trust:** Companies with diverse boards often enjoy a positive reputation for being inclusive and socially responsible. Such companies are perceived as more attuned to societal values and needs. Board diversity can enhance the Company's brand image, attract diverse talent, and build trust with stakeholders, including investors, customers, and employees.

Board diversity offers numerous advantages, including improved decision-making, enhanced corporate governance, increased creativity and innovation, better problemsolving, understanding of diverse markets, improved reputation, and the mitigation of biases. These benefits contribute to the long-term success and sustainability of organizations in the Indian business landscape.

The Board of Directors has adopted the Policy on Diversity of Board of Directors which sets out the approach to diversity of the Board of Directors. The Policy is available in the website of the Company website <https://ir.zaggle.in/wp-content/uploads/2023/12/policy-on-diversity-of-board-of-directors.pdf>.

C) Appointment/Reappointment

During the year under review, Mr. Raj P Narayanam (DIN: 00410032) was reappointed as Whole time Director with designation as Executive Chairman w.e.f. June 01, 2023, pursuant to resolution passed at the meeting of Board of Directors and special resolution passed at the Extra-Ordinary General Meeting of the Company held on May 24, 2023 and June 23, 2023 respectively.

The members of the Company approved the re-appointment of Mr. Avinash Ramesh Godkhindi (DIN: 05250791) as Managing Director and Chief Executive Officer of the Company for a term of 2 years effective from May 07, 2024 through postal ballot by remote electronic voting on April 27, 2024.

In order to comply with the provisions of Section 152 (6) of the Companies Act, 2013 and rules applicable thereunder, the appointment of Mr. Arun Vijaykumar Gupta (DIN: 05131228) Non-Executive Director is liable to retire by rotation at this Annual General Meeting, being eligible offers himself for re-appointment. Pursuant to the provisions of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), brief particulars of the director proposed to be re-appointed are provided as an annexure to the notice convening the AGM.

D) Retirements and Resignations

During the year under review, none of the Directors retired or resigned from the Board.

E) Key Managerial Personnel

In accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following are the Key Managerial Personnel of the Company as on March 31, 2024.

Sr No	Name	Designation
1	Mr. Raj P Narayanam	Executive Chairman
2	Mr. Avinash Ramesh Godkhindi	Managing Director and Chief Executive Officer
3	Mr. Venkata Aditya Kumar Grandhi	Chief Financial Officer
4	Ms. Hari Priya	Company Secretary and Compliance Officer

F) Cessation of Key Managerial Personnel

During the year under review, the Company had promoted Mr. Vidya Niwas Khetawat as Chief Investor Relations Officer (CIRO) of the Company w.e.f. August 25, 2023 and subsequently ceased as a Key Managerial Personnel of the Company.

G) Independent Directors and their declaration of Independence

As on March 31, 2024, the Independent Directors of the Company included Mr. Abhay Deshpande Raosaheb, Mr. Aravamudan Krishna Kumar and Ms. Prerna Tandon. All the Independent Directors of the Company have furnished necessary declaration in terms of Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 affirming that they meet the criteria of independence as stipulated under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, all the Independent Directors have the integrity, expertise and experience including the proficiency required to effectively discharge their roles and responsibilities in directing and guiding the affairs of the Company. In terms of Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

H) Registration of Independent Directors in Independent Directors databank

All the Independent Directors of the Company have been registered and are members of Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA).

I) Familiarization Program of Independent Directors

In compliance with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 the Company has a structured program for orientation and training of Directors so as to enable them to understand the nature of the industry in which the Company

operates, business model of the Company and roles, rights, and responsibilities of Independent Directors.

The Program aims to provide insights into the Company to enable the Independent Directors to be in a position to take well-informed timely decisions and contribute significantly to the Company. The Independent Directors of the Company are given every opportunity to familiarize themselves with the Company, its management, and its operations so as to understand the Company, its operations, business, industry and environment in which it functions.

Independent Directors are also issued an appointment letter detailing their role, duties and responsibilities, remuneration and performance evaluation process.

J) Evaluation of Board's Performance

In terms of section 134 (3) of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had laid down the criteria for reviewing the performance of the Board, its Committees and individual Directors. The evaluation process of Directors inter alia considers attendance of the Directors at Board and Committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy etc.

In compliance with the provisions of the Act and Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to improve the effectiveness of the Board and its Committees, as well as that of each individual Director, a formal Board review is undertaken on an annual basis.

The Nomination and Remuneration Committee at their meeting held on February 06, 2024 had carried out the evaluation of the Board, its Committees, and Individual Directors on an annual basis and the committee has submitted their review/ recommendation to the Board of Directors.

The Board of Directors at their meeting held on February 06, 2024 have carried out an annual evaluation of the performance of Independent Directors.

The evaluation process broadly covers the following parameters:

- i) **Board** – ♦ Board structure and composition, ♦ Board meetings, information flow and agenda, ♦ Board culture, relationships and dynamics, ♦ strategy, business performance, ♦ succession planning, ♦ risk management, ♦ continuous improvement, etc.
- ii) **Board Committees** – ♦ Overall Committees of the Board, ♦ composition and diversity, ♦ leadership of the Chair, ♦ meetings frequency and duration, ♦ succession planning of the Committee members, ♦ interaction with management, quality of discussions, ♦ stay abreast of novel scientific and technological developments and innovations, ♦ quality of agenda and supporting documents, etc.
- iii) **Individual Directors** – ♦ Attendance in meetings, ♦ experience and expertise, ♦ participation and contribution in Board deliberation, ♦ preparedness in subjects, ♦ understanding of governance, regulatory, financial and fiduciary requirements, ♦ stay up to date and brings insight on the industry, ♦ up to date on corporate governance trends and development, ♦ focused on improving shareholders value, ♦ understanding of organization's strategy and risk environment, sufficiently challenges management to set and stretch goals, ♦ maintain high standards of ethics, integrity, confidentiality and adherence to the Code of Conduct, ♦ strong desire to make the Board an even better version of itself, etc.
- iv) **Chairman** – ♦ Evaluated on the above parameters for individual Directors. ♦ evaluated on effective leadership, ♦ moderatorship and conduct of impartial discussions, ♦ seeking participation from Board members and ♦ availability for other Board members and constructive feedback..

The Board of Directors were satisfied with the evaluation process and outcome, Directors engagement, experience, diversity and expertise. The Board Committees were also found to be effective in terms of its composition, functioning and contribution. The evaluation process acknowledged that the Board and Board committees have spent sufficient time on future business strategies and other longterm and short-term growth plans, operational matters including review of business and functional updates, financial results and other regulatory approvals, governance matters and internal controls.

K) Statement Regarding Opinion of the Board with regard to Integrity, Expertise and Experience (Including the Proficiency) of the Independent Directors appointed during the Year

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Director on the Board. The Committee, inter alia, considers qualification positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other Companies by such persons in accordance with the Company's Policy for determining qualifications, positive attributes and independence of a director. The Committee evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. The Board considers the Committee's recommendation, and takes appropriate decision. In the opinion of the Board, the Independent Directors possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014 (as amended).

L) Committees of the Board of Directors

As on March 31, 2024, the Board has the following Committees:

- i) Audit Committee
- ii) Nomination and Remuneration Committee/ Compensation Committee
- iii) Stakeholders Relationship Committee
- iv) Corporate Social Responsibility Committee
- v) Risk Management Committee
- vi) IPO Committee
- vii) Executive Committee

The Board of Directors at their Meeting held on July 30, 2024 have approved the dissolution of the IPO Committee with immediate effect in terms of respective provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the recommendations made by the Board committees, including the Audit Committee, were accepted by the Board.

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this Annual Report. The composition of the committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Composition of the Committee	Terms of reference
Audit Committee	a) Mr. Abhay Deshpande Raosaheb (C) b) Mr. Aravamudan Krishna Kumar (M) c) Mr. Raj P Narayanam (M)	The terms of reference have been discussed in detail in the Corporate Governance Section of the Annual Report.
Nomination and Remuneration Committee/ Compensation Committee	a) Mr. Aravamudan Krishna Kumar (C) b) Mr. Abhay Deshpande Raosaheb (M) c) Mr. Arun Vijaykumar Gupta (M)	
Stakeholders Relationship Committee	a) Mr. Arun Vijaykumar Gupta (C) b) Ms. Prerna Tandon (M) c) Mr. Avinash Ramesh Godkhindi (M)	
Corporate Social Responsibility Committee	a) Mr. Raj P Narayanam (C) b) Mr. Abhay Deshpande Raosaheb (M) c) Mr. Avinash Ramesh Godkhindi (M)	
Risk Management Committee	a) Mr. Raj P Narayanam (C) b) Mr. Abhay Deshpande Raosaheb (M) c) Mr. Avinash Ramesh Godkhindi (M)	
IPO Committee	a) Mr. Raj P Narayanam (C) b) Mr. Abhay Deshpande Raosaheb (M) c) Mr. Avinash Ramesh Godkhindi (M)	
Executive Committee	a) Mr. Raj P Narayanam (C) b) Mr. Abhay Deshpande Raosaheb (M) c) Mr. Avinash Ramesh Godkhindi (M)	

C - Chairman and M - Member

M) Meetings of the Board and Committees

The Board of Directors meets at regular intervals to discuss and decide on the Company's policies and strategy apart from other Board matters.

The Company has conducted Eighteen (18) Board meetings during the financial year under review. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Board of Directors, Committees, attendance of the Directors in the Board and Committees are given in the Chapter on Corporate Governance.

N) Independent Directors Meeting

In terms of Schedule IV of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of the management. To exercise free and fair judgment in all matters related to the functioning of the Company as well as the Board, it is important for the Independent Directors to have meetings without the presence of the executive management.

During the year under review, Independent Directors met one time without the presence of Executive Directors and other members of the Management. The Company is ready to facilitate more such sessions as and when required by the Independent Directors. During this meeting, the Independent Directors reviewed the performance of the Company, the Chairman, Board and the quality of information given to the Board were also discussed.

O) Training of Independent Directors

Every new independent director of the Board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of the Company, the Executive Directors/Senior Managerial Personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, organization structure, quality and risk management etc.

P) Terms and Conditions of Appointment of Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and formal letter of appointment are issued to the Independent Directors. As required by Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms and conditions of their appointment have been disclosed on the website of the Company at <https://ir.zaggle.in/wp-content/uploads/2023/12/terms-and-conditions-of-appointment-of-independent-directors.pdf>.

Q) Directors and Officers insurance ('D and O insurance')

The Company has procured D & O liability insurance policy that covers the members of the Board and Officers of the Company for such quantum and risks as determined by its Board of Directors.

R) Declaration from Directors

The Company has received necessary declaration from all Directors stating that they are not debarred or disqualified from being appointed or continuing as Directors of Companies as per the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S) Certificate from Company Secretary in practice

Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has obtained a certificate from M/s. S. S. Reddy & Associates, Practicing Company Secretaries,

Hyderabad (Firm Registration Number S2008AP101300) and forms part of the Annual Report.

T) Directors' Responsibility Statement

Pursuant to Section 134 (3) (c) and Section 134(5) of the Companies Act, 2013, the Directors hereby report that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) appropriate accounting policies have been selected and applied consistently. Judgement and estimates which are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of Company for the year;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on an on-going concern basis;
- e) proper internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws have been devised, and such systems are adequate and are operating effectively.

U) Succession Planning for the Board and Senior Management

The Company strives to maintain an appropriate balance of skills and experience in the Board and within the Company, in an endeavor to introduce new perspectives while maintaining experience and continuity. Additionally, promoting Senior Management within the organization motivates and fuels the ambitions of the talent force to earn future leadership roles. The Board of Directors has adopted the Policy on Succession Planning for the Board and Senior Management.

17. AUDITORS

A) Statutory Auditors

M/s P R S V & Co. LLP, were appointed as Statutory Auditors of the Company, vide the resolutions passed by the Board of Director at their meeting held on June 20, 2015 in place of the casual vacancy and the same was regularised by the shareholders in Extraordinary General Meeting (EGM) held on July 17, 2015.

Further, the Company has reappointed M/s P R S V & Co. LLP, as Statutory Auditors to hold office from the conclusion of 4th Annual General Meeting till the conclusion of the 9th Annual General Meeting of the Company

Thereafter, they were appointed as Statutory Auditors for a second term to hold office from the conclusion of 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company

M/s. M S K A & Associates, Chartered Accountants, Hyderabad (Firm Registration No. 105047W) were appointed as joint statutory auditors of the Company to hold office from the conclusion of 11th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company.

Further to their discussions with management, M/s P R S V & Co LLP, Chartered Accountants, has expressed to discontinue as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting. Accordingly, the statutory audits of the Company from Financial Year 2024-25 and onwards, will be carried out by the other auditor viz. M/s. M S K A & Associates.

The Audit Committee and Board at their respective meetings placed on record their appreciation to M/s P R S V & Co LLP for their contribution to the Company with their audit processes and standards of auditing.

Comments on Auditors Report

The Audit reports dated May 23, 2024 issued by the M/s. P R S V & Co. LLP, Chartered Accountants, and M/s. M S K A & Associates, Chartered Accountants, Joint Statutory Auditors on the Company's Standalone and Consolidated financial statements for the financial year ended 2023-24 is part of the Annual Report. There has been no qualification, reservation or adverse remark in their Report.

B) Cost Auditor

The provisions of Section 148 of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 do not apply to the Company. Accordingly, the Company is not required to appoint a Cost Auditor.

C) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board of Directors have appointed M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad (Firm Registration Number S2008AP101300) as a Secretarial Auditor of the Company for the financial year 2023-24 at their meeting held on May 24, 2023.

The Secretarial Audit Report dated July 30, 2024, issued by the Secretarial Auditor is annexed in **Annexure-II** and forms an integral part of the Board's Report. There has been no qualification, reservation or adverse remark in their Report.

Further, in compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Secretarial Compliance Report issued by the Secretarial Auditor, has been submitted to the stock exchanges within the statutory timelines and the same is annexed in **Annexure-III**.

Based on the consent received from M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad (Firm Registration Number S2008AP101300) and on the recommendation of the Audit Committee, the Board of Directors has approved their appointment as the Secretarial Auditor of the Company for FY 2024-25. They have confirmed their eligibility for the said reappointment.

D) Internal Auditor

M/s. R Y M & Co. LLP, Chartered Accountants, were appointed as an Internal Auditor of the Company for the Financial Year 2023-24 in the Board meeting held on May 24, 2023 to reports to the Audit Committee about the adequacy and effectiveness of the internal control system of the Company. The recommendations of the internal auditor on improvements required in the procedures and control systems are also presented to the Audit Committee.

Internal Audit and Control System:

Internal audit and control systems play a crucial role in ensuring the efficient and effective operation of organizations across various sectors. Internal audit refers to the independent and objective examination of an organization's activities, processes, and controls to assess their adequacy, reliability, and compliance with relevant laws, regulations, and internal policies. The primary objective of internal audit is to provide assurance to management and stakeholders that risks are identified, managed, and mitigated appropriately.

Internal audit encompasses a wide range of activities, including evaluating the effectiveness of internal controls, identifying areas of improvement, assessing operational efficiency, detecting fraud and irregularities, and ensuring compliance with legal and regulatory requirements. By conducting regular audits, internal auditors help organizations identify potential weaknesses in their systems and processes, allowing management to take proactive measures to address them.

Control systems, on the other hand, refer to the policies, procedures, and practices put in place by management to safeguard assets, ensure accurate financial reporting, and promote operational efficiency. These control systems aim to mitigate risks and provide reasonable assurance that the organization's objectives are achieved.

The internal audit function is responsible for evaluating the design and effectiveness of these control systems. Internal auditors assess whether the controls are properly designed to mitigate risks and whether they are operating effectively in practice. They conduct tests and reviews to identify control gaps, weaknesses, or deviations from established policies and procedures. Based on their findings, they provide recommendations to management for enhancing controls and improving processes, thus helping the organization operate in a more efficient and risk-aware manner.

Effective internal audit and control systems contribute to better governance, risk management, and internal controls within an organization. They provide management and stakeholders with confidence that risks are managed appropriately, financial information is reliable, and operations are conducted with integrity. By continuously monitoring and evaluating controls, internal audit helps organizations stay ahead of emerging risks,

adapt to changing business environments, and enhance overall performance and accountability.

The Company has an Audit Committee consisting of Two Independent Directors and one Executive Director. The Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken. The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of internal control system and suggests improvements if any for strengthening them.

18. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Joint Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force.

19. CEO & CFO CERTIFICATION

Mr. Avinash Ramesh Godkhindi, Managing Director and Chief Executive Officer and Mr. Venkata Aditya Kumar Grandhi, Chief Financial Officer of the Company have given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same forms part of this Annual Report. Mr. Avinash Ramesh Godkhindi, Managing Director and Chief Executive Officer and Mr. Venkata Aditya Kumar Grandhi, Chief Financial Officer of the Company also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

20. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters are adopted as per the provisions of the Companies Act, 2013. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company. The Nomination and Remuneration Policy as adopted by the Board is available on the

Company's website <https://ir.zaggle.in/wp-content/uploads/2023/12/nomination-and-remuneration-policy.pdf>

21. CODE FOR PREVENTION OF INSIDER TRADING

The Company adopted a Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives pursuant the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at <https://ir.zaggle.in/wp-content/uploads/2023/12/code-of-practices-and-procedures-for-fair-disclosure-of-unpublished-price-sensitive-information.pdf>. The Company is maintaining Structured Digital Database ('SDD'), for monitoring the dealings in the securities of the Company by the promoters, directors and designated persons including immediate relative and also to keep record of the persons with whom the unpublished price sensitive information of the Company has been shared internally or externally until it becomes public.

22. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Board of Directors adopted the Vigil Mechanism/ Whistle Blower Policy which is in compliance with Section 177(9) of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Whistle Blower Policy aims to conduct the affairs of the Company in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity, and ethical behaviour.

All present employees and Whole-time Directors of the Company are covered under the Whistle Blower Policy. A mechanism has been established for employees and other stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct and Ethics, and leak of price-sensitive information under the Company's Code of Conduct formulated for regulating, monitoring, and reporting by Insiders under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. It also provides for adequate safeguards against the victimization of employees who avail the mechanism and allows direct access to the Chairman of the Audit Committee. During the year under review,

no complaints were reported under the Whistle Blower Policy. The Whistle Blower Policy is available on the Company's website <https://ir.zaggle.in/wp-content/uploads/2023/12/Whistle-Blower-Policy.pdf>

23. MATERIAL SUBSIDIARY POLICY

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website and can be accessed at Company's website <https://ir.zaggle.in/wp-content/uploads/2023/12/policy-for-determining-material-subsiadiaries.pdf>.

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

The Company has adopted zero tolerance for sexual harassment at the workplace and has formulated a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Company has constituted the various Internal Complaints Committee at various office locations of the Company in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

There was no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act' 2013 during the year under review.

The Company regularly conducts awareness programmes for its employees.

25. POLICIES

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. Accordingly, the Company has adopted the various policies and the following policies are uploaded on the website of the Company. Some internal policies are available on the intranet platform of the Company. The policies are reviewed periodically by the Board/Committee and updated based on need and new compliance requirement.



Name of the policy	Brief description	Web link
Vigil Mechanism / Whistle Blower Policy	The Company has adopted the whistle-blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. It also provides for adequate safeguards against victimization of employees who availed the mechanism and also provides for direct access to the Chairperson of the Audit Committee.	https://ir.zaggle.in/governance-policies/
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	The Company has adopted a Code of Conduct to Regulate, Monitor & Report Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015, with a view to regulate trading in securities by the Directors and Designated Persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed and other certain situations.	
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors, key managerial personnel and senior management of the Company	
Corporate Social Responsibility Policy	The policy outlines the Company's strategy to bring about a positive impact on Society through programs relating to hunger, poverty, education, healthcare, environment, relief, disaster management etc., as per the provisions of the Companies Act, 2013.	
Policy for Determining Material Subsidiaries	The policy is used to determine the material subsidiaries and material non-listed Indian subsidiaries of the Company and to provide the governance framework for them.	
Policy on Materiality of and Dealing with Related Party Transactions	The policy regulates all transactions between the Company and its related parties	
Policy on Preservation of Documents	The policy deals with the preservation of corporate records of the Company	
Policy on Archival of Documents	The policy deals with the retention and archival of corporate records of the Company	
Dividend Distribution Policy	This Policy is to ensure the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes	
Policy on Determination of Materiality of Event	The Policy is to determine materiality of events or information relating to the Company and to ensure timely and accurate disclosure on all material matters concerning the Company.	
Risk Management Policy and Procedures	This policy sets out the objectives and accountabilities for the management of risk within the Company such that it is structured, consistent and effective	
Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives	This code Regulates any kind of Insider Trading by designated persons	
Policy on Prevention of Sexual Harassment	The policy aims at providing a safe work environment for women at workplace	

26. RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 17(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and adopted a Policy on Risk Management and Procedure. The Risk Management policy of the Company outlines a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, information, cyber security risks, or any other risk as may be determined by the Committee; measures for risk mitigation including systems and processes for internal control of identified risks; and Business continuity plan. Risk is an integral part of the Company's business, and sound risk management is critical to the success of the organization. The Company has adequate internal financial control systems and procedures to combat the risk. The risk management procedure is reviewed by the Audit Committee and Board of Directors on a regular basis at the time of review of the quarterly financial results of the Company.

Furthermore, pursuant to the requirement of Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Risk Management Committee (RMC), consisting of Board members of the Company.

The Company has in place a Risk Management framework to identify, evaluate business risks and challenges across the Company both at corporate level as also separately for each business division.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company's internal control encompasses various managements systems, structures of organization, standard and code of conduct which all put together help in managing the risks associated with the Company.

During the year under review, there are no risks which in the opinion of the Board that threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis Report which forms part of this Annual Report.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee had formulated a Corporate Social Responsibility

Policy (CSR Policy) indicating the CSR activities to be undertaken and the Company had constituted Corporate Social Responsibility Committee ("CSR Committee"). A copy of CSR Policy is available on the website of the Company and can be accessed on the Company's website at <https://ir.zaggle.in/wp-content/uploads/2023/12/Corporate-Social-Responsibility-Policy.pdf>. The policy encompasses the philosophy of the Company for delineating its responsibility as a corporate citizen and lays down the guideline and mechanism for undertaking socially useful programs for welfare of the community at large and for under privileged community in the area of its operation in particular.

As per the provisions of Section 135 the Act and the Rules made thereunder, the Company is required to spend ₹ 6.77 Million for the financial year 2023-24 i.e. 2% of the average net profits of the Company made during the three immediately preceding financial years.

The Company, however, spent an amount of ₹ 5.97 Million towards CSR activities during the financial year 2023-24. However, due to ongoing discussions with NGOs for new projects there was an unspent amount of ₹ 0.80 million which was not allocated towards CSR activities. The Company has transferred the unspent amount towards Prime Minister's National Relief Fund (PMNRF) within the time limits specified in the Companies Act, 2013 and the Rules made thereunder.

The Annual Report on CSR containing the composition of the CSR Committee, salient features of the CSR Policy, details of activities, and other information as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided in **Annexure IV** attached to this Report.

28. ADEQUACY OF INTERNAL FINANCIAL CONTROLS AND COMPLIANCE WITH LAWS

The Company has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

The Company has a internal auditor to assess the adequacy and effectiveness of the Internal Controls

and System across all key processes covering various locations. Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to the Board.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details pertaining to loans given, guarantees or securities provided or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review is forming part of the notes to the Financial Statements.

30. PARTICULARS OF CONTRACT OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties as per Section 188 of the Companies Act, 2013 and rules made thereof as amended from time to time and as per the Policy on Materiality of and Dealing with Related Party Transactions of the Company during the financial year ended March 31, 2024 in prescribed Form AOC-2 is annexed to this Board's Report as **Annexure V**. Further there are no materially significant related party transactions during the year under review with Promoters, Directors, Key Managerial Personnel's and their relatives, which may have potential conflict with interest of the Company at large. The related party transactions were placed before the audit committee and also to the Board at their respective meetings for approval. All related party transactions entered during the year were in the ordinary course of business and at arm's length basis. Details of the related party transactions during the year are part of the financial statements forming part of this Annual Report.

In line with the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Policy on Materiality of and Dealing with Related Party Transactions, which is also available on the Company's website at <https://ir.zaggle.in/wp-content/uploads/2023/12/policy-on-materiality-of-and-dealing-with-related-party-transactions.pdf>.

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

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed in **Annexure-VI**.

32. ANNUAL RETURN

The Annual Return of the Company for the financial year 2023-24 as required under Section 92(3) and 134(3)(a) of the Companies Act, 2013 is available on the website of the Company and can be accessed on the Company's website at the link <https://ir.zaggle.in/disclosures-regulation/>.

33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this report.

34. CORPORATE GOVERNANCE

A separate report on Corporate Governance standards followed by the Company, as stipulated under Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as a separate section forming part of this report.

The certificate from M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad (Firm Registration Number S2008AP101300) with regard to compliance of conditions of corporate governance as stipulated under Schedule V Part E of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Annual Report.

35. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

A detailed Business Responsibility and Sustainability Report in terms of the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available as a separate section in this Annual Report

36. INDIAN ACCOUNTING STANDARDS (IND AS)

The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2017 pursuant to Ministry of Corporate Affairs' notification of the Companies (Indian Accounting Standards) Rules, 2015. The standalone and consolidated financial statements of the Company, forming part of the Annual Report, have been prepared and presented in accordance with all the material aspects of the Indian Accounting Standards ('Ind AS') as notified under Section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015

(by Ministry of Corporate Affairs ('MCA')) and Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and relevant amendment rules issued thereafter and guidelines issued by the Securities Exchange Board of India ("SEBI"). There was no revision of Financial Statements (Standalone & Consolidated) and Board Reports during the year under review.

37. STATEMENT ON COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Section 118(10) of the Companies Act, 2013, the Company complies with Secretarial Standards 1 and 2, relating to the 'Meetings of the Board of Directors' and 'General Meetings', respectively as issued by the Institute of Company Secretaries of India ("ICSI") and approved by the Central Government.

38. PARTICULARS OF EMPLOYEES

The statement of particulars of appointment and remuneration of managerial personnel as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed in **Annexure-VII**.

The statement containing particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is open for inspection at the Registered Office of the Company during business hours on all working days of the Company, up to the date of the ensuing Annual General Meeting.

Any shareholder interested in obtaining such details may write to the Company Secretary of the Company at haripriya.singh@zaggle.in.

39. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no amount in the unclaimed dividend account remaining unpaid under sub-section (5) of section 124 of the Companies Act, 2013.

40. CHANGE IN THE NATURE OF BUSINESS, IF ANY.

There is a no change in the nature of business of the Company during the year under review.

41. COMPOUNDING

In accordance with Section 77 of the Companies Act, 2013 the Company was required to register the charge

created pursuant to availing certain loan facilities, with the RoC within 30 days or 60 days from the date of creation of charge by payment of normal fees or by paying additional fees, respectively. In the years 2020 and 2021, our Company availed two vehicle loans and one home loan from ICICI Bank and created charge on assets pursuant to such loan, without registering such charge with the RoC within the prescribed period. In this regard, the Company filed a compounding application with the Regional Director, South East Region, Hyderabad on November 24, 2022. Pursuant to order dated June 15, 2023, The Company and certain of our Directors were directed by the Registrar of Companies, Hyderabad to pay an aggregate penalty of ₹ 300,000 which was paid by the Company and the relevant Directors. The quantum of the penalty under the aforesaid order does not fall within the materiality limit as specified in Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

42. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

No applications have been made and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016.

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

The disclosure under this clause is not applicable as the Company has not undertaken any one-time settlement with the banks or financial institutions.

44. SIGNIFICANT/MATERIAL ORDERS PASSED BY COURTS OR TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

45. CREDIT RATING

During the year under review, the Company reaffirmed its credit rating as BBB Stable Outlook by ACUITE. The rating reaffirmation from ACUITE is primarily owing to substantial improvement in the Company's earnings profile and healthy capitalization levels. It demonstrates the high reputation and trust the Company has earned for its sound financial management and its ability to meet all its financial obligations.

46. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The company ensures that it provides a harmonious and cordial working environment to all its employees. To ensure good human resources management, the Company focused on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill- development programs, engagement and volunteering programs. The Company has put in continued efforts in building capabilities of Human Resources with adoption of specific and targeted interventions. The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on Key Result Areas are in place for all employees.

The Company is committed to nurture, enhance and retain talent through superior Learning & Organizational Development.

47. INVESTOR RELATIONSHIP

Investor relations is a critical function within a company that focuses on building and maintaining relationships with its investors and stakeholders. It serves as the bridge between the Company's management team and its shareholders, analysts, and the broader investment community. The primary goal of investor relations is to effectively communicate the Company's financial performance, strategic direction, and key developments to the investment community.

Investor relations activities play a vital role in managing the flow of information between the Company and its investors. This disseminates accurate and timely information, such as financial reports, earnings releases, and regulatory filings, to ensure transparency and compliance.

The Company's officials participate in investor conferences, roadshows, and earnings calls, where they provide updates on the Company's performance and address questions and concerns from investors.

Another crucial aspect of investor relations is building and maintaining relationships with shareholders and analysts.

Overall, investor relations is a critical function that helps companies establish and maintain productive relationships with their investors and the broader investment community and also contribute to enhancing the Company's reputation, maximizing shareholder value, and supporting its long-term growth objectives.

48. INSURANCE

The Company has taken adequate insurance cover for all assets and also such types of all risks as considered necessary by the management from time to time.

49. ACKNOWLEDGEMENTS

We, the Board of Directors, feel compelled to express our sincere acknowledgment and heartfelt appreciation to the customers, consumers, investors, bankers, vendors and all stakeholders who have played an invaluable role in our collective success.

To our esteemed customers and consumers, we extend our utmost appreciation. Your loyalty and trust in our brand inspire us to continuously improve and exceed your expectations. Your invaluable feedback and support have guided us in refining our products and services, ultimately enhancing the overall customer experience. We are honoured to be a part of your lives and strive to consistently deliver excellence.

We would also like to express our gratitude to our investors for their unwavering confidence in our vision and mission. Your financial backing and strategic guidance have propelled our growth and enabled us to pursue innovation and expansion.

Your belief in our potential has been instrumental in transforming our ideas into reality, and we remain committed to delivering sustainable returns on your investment.

To our esteemed bankers, we extend our sincere appreciation and your unwavering support and collaboration has been instrumental in our operational efficiency and growth. Your partnership has enabled us to navigate challenges and seize opportunities, and we are grateful for the synergy we have cultivated together.

Last but not least, we would like to extend our heartfelt thanks to all our stakeholders. Your collective efforts, dedication, and belief in our organization have been the cornerstone of our achievements. We cherish the



relationships we have built, and we are committed to fostering open communication, transparency, and collaboration as we move forward. In conclusion, we wholeheartedly acknowledge and appreciate the customers, consumers, vendors investors, bankers,

and all stakeholders who have contributed to our journey thus far. Your unwavering support and trust have been integral to our success, and we look forward to continuing this partnership as we strive for new heights together.

For and On Behalf of the Board of Directors
Zaggle Prepaid Ocean Services Limited

Place: Hyderabad
Date: July 30, 2024

Raj P Narayanam
Executive Chairman
DIN: 0041003

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791



ANNEXURE-I TO DIRECTORS' REPORT

FORM AOC-1

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

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

1.	Name of the subsidiary	Zaggle Technologies Limited
2.	The date since when subsidiary was acquired	January 12, 2023
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	--
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	--
5.	Share capital	0
6.	Reserves & surplus	0
7.	Total assets	0
8.	Total Liabilities	0
9.	Investments	0
10.	Turnover	0
11.	Profit before taxation	0
12.	Provision for taxation	0
13.	Profit after taxation	0
14.	Proposed Dividend	0
15.	% of shareholding	100%

- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year.: Zaggle Technologies Limited got dissolved w.e.f. November 21, 2023.

Part “B” : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amounts in Million)

1	Name of the Associate	Span Across IT Solutions Private Limited
2	Latest audited Balance Sheet Date	March 31, 2024
3	Date on which the Associate was associated or acquired	March 30, 2024
4	Shares of Associate held by the Company on the year end	45%
	No. of Equity Shares	9,00,000
	Amount of Investment in Associate	247.50
	Extent of Holding (in %)	45%
5	Description of how there is significant influence	There is a significant influence due to percentage of Share Capital held
6	Reason why the Associate is not consolidated	The acquisition occurred on March 30,2024 i.e close to the end of the reporting period. The same is immaterial in the context of consolidation.
7	Net worth attributable to shareholding as per latest Audited Balance Sheet	17.48
8	Loss for the year	(4.81)
	Considered in Consolidation	NA
	Not Considered in Consolidation	NA

- i) Names of associates or joint ventures which are yet to commence operations: NA
- ii) Names of associates or joint ventures which have been liquidated or sold during the year.: NA

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary and
Compliance Officer
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

ANNEXURE-II TO DIRECTORS' REPORT

FORM MR-3

SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

For the Financial Year ended March 31, 2024

To
The Members of
Zaggle Prepaid Ocean Services Limited
Hyderabad.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zaggle Prepaid Ocean Services Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year commencing from April 01, 2023 and ended March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Zaggle Prepaid Ocean Services Limited** for the financial year ended on March 31, 2024, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under.
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange

Board of India Act, 1992 (SEBI Act) is furnished hereunder:

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied with yearly and event-based disclosures, wherever applicable.**
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e., <https://ir.zaggle.in/>**
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **complied with the applicable provisions.**
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **complied with the applicable provisions.**
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable**
- g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **complied with the applicable provisions.**

2. We have relied on the representation made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations which are listed below and it was noted that the Company has complied with the said Laws to the extent applicable.

- a) The Payment and Settlement Systems Act, 2007
- b) The Information Technology Act, 2000
- c) The Consumer Protection Act, 2019
- d) The Trademarks Act, 1999
- e) Copyright Act, 1957 and the rules thereunder
- f) Contract Labour (Regulation and Abolition) Act, 1970;
- g) Shops and Establishment Act, 1948
- h) Employees' Compensation Act, 1923;
- i) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- j) Employees' State Insurance Act, 1948;
- k) Minimum Wages Act, 1948;
- l) Payment of Bonus Act, 1965;
- m) Payment of Gratuity Act, 1972;
- n) Payment of Wages Act, 1936;
- o) Maternity Benefit Act, 1961;
- p) Industrial Disputes Act, 1947;
- q) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- r) The Child Labor (Prohibition and Regulation) Act, 1986;
- s) The Equal Remuneration Act, 1976;
- t) Indian Stamp Act, 1899;

We have also examined compliance with the applicable provisions / clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The compliance by the Company of applicable financial Laws like Direct and Indirect tax laws have not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above including the following:

- a) During the year the Company has conducted 18 meetings of the Board of Directors, 10 meetings of the Audit committee, 4 meetings of Nomination

and Remuneration Committee, 1 meeting of Stakeholder Relationship Committee, 1 meeting of Corporate Social Responsibility Committee, 2 meeting of Risk Management Committee and 1 meeting of Independent Directors. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.

b) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that

(i) the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

✓ External Commercial Borrowings were not attracted to the Company under the financial year under report;

✓ Foreign Direct Investment (FDI) were not attracted to the Company under the financial year under report;

✓ Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the Company under the financial year under report. On August 26, 2023, Zaggle Technologies Limited has applied to the Registrar of Companies in the United Kingdom to strike its name off the register, in compliance with applicable provisions of the UK Companies Act 2006. Accordingly, the Zaggle Technologies Limited got dissolved w.e.f. November 21, 2023.

(ii) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

We further report that: -

- The Company has Company Secretary namely Ms. Hari Priya and CFO namely Mr. Venkata Aditya Kumar Grandhi.
- The Website of the Company contains required policies as specified by SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the provisions of the Companies Act 2013.

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board during the period under review.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were made by majority and no dissenting views have been recorded.
- We further report that based on the review of the compliance/ certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- We further report that during the audit period the Company has following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.:
 - The Company has undertaken the Pre-IPO Placement of 59,75,609 equity shares at an issue price of ₹ 164/- per equity share (including a premium of ₹ 163/- per equity share) for an amount aggregating to ₹ 980.00 Million, by way of a preferential issue in accordance with Section 42, 62 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rule, 2014, as amended. The Pre-IPO Placement has been undertaken pursuant to the approval of the Board of Directors and Shareholders at their meeting held on August 10, 2023 and August 11, 2023, respectively.
 - The Memorandum of Association of the Company has been altered to increase the authorized share capital to ₹ 15,00,00,000 divided into 15,00,00,000 Equity shares of ₹ 1/- each by passing Special Resolution at the Extra Ordinary General Meeting of the Shareholders of the Company held on August 11, 2023.
 - SEBI had approved the DRHP of the Company vide its letter bearing number SEBI/HO/CFD/RAC-DIL2/P/OW/2023/36812/1 dated September 06, 2023. The Company has received the Listing and Trading approval of 122,096,758 Equity Shares of ₹ 1/- each fully paid up on 21.09.2023 from BSE limited and National Stock Exchange of India Limited and the said shares were listed on both the Exchanges on September 22, 2023.
 - The Company has approved for amendments for Zaggle Employee Stock Options Scheme 2022 for employees of the Company, grant of options to the identified employees exceeding 1% of the issued capital of the Company during any one year, Ratification in the Scheme and Repricing of the exercise price for the various options granted under Zaggle Employee Stock Option Scheme 2022 by passing Special Resolutions by way of Postal Ballot on Saturday, December 09, 2023. The Company has received the Inprincipal approval from the Stock Exchanges on January 29, 2024.
 - The Company allotted 3,85,735 equity shares of the face value of ₹ 1 each to the employees towards the exercise of Options under Zaggle Employee Stock Option Scheme 2022 in the Board meeting held on February 06, 2024.

For **S.S. Reddy & Associates**

S. Sarweswara Reddy

Practicing Company Secretary

M. No. F12619, C.P. No: 7478

UDIN: F012619F000857331

Peer Review Cer. No.: 1450/2021

Place: Hyderabad

Date: July 30, 2024



Annexure-A

To
The Members of
Zaggle Prepaid Ocean Services Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S.S. Reddy & Associates**

S. Sarweswara Reddy

Practicing Company Secretary

M. No. F12619, C.P. No: 7478

UDIN: F012619F000857331

Peer Review Cer. No.: 1450/2021

Place: Hyderabad

Date: July 30, 2024



Corporate Overview



Statutory Reports



Financial Statements

ANNEXURE-III TO DIRECTORS' REPORT

SECRETARIAL COMPLIANCE REPORT OF ZAGGLE PREPAID OCEAN SERVICES LIMITED

For the Financial Year ended March 31, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Zaggle Prepaid Ocean Services Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 301, CSR Estate Plot No.8, III Floor, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Rangareddi, Hyderabad, Telangana, 500081, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon. Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **S.S. Reddy & Associates**, Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **Zaggle Prepaid Ocean Services Limited** ("the listed entity"),
- (b) The filings / submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **The Company has received listing and trading approval from National Stock Exchange of India Limited (NSE) vide its letter ref no. NSE/LIST/2781 dated September 21, 2023 and from BSE Limited (BSE) vide its letter ref no. LO\IPO\MJ\ TP\234\2023-24 dated September 21, 2023.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; **Not Applicable for the review period.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: **Not Applicable for the review period.**
- (i) The Securities and Exchange Board of India (Depositaries and Participants) Regulations, 2018 to the extent applicable.
- (j) SEBI Circular - **CIR/CFD/CMD1/114/2019** (Resignation of statutory auditors from listed entities and their material subsidiaries) – **Not Applicable for the review period.**

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/ re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No instance of resignation during the review period.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the Company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee/ Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>d. The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No such instances were reported by the Auditor during the review period.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated October 18, 2019.	NA	No instance of resignation during the review period. The listed entity does not have a material Subsidiary.



and based on the above examination, we hereby report that, during the Review Period:

1. A. The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued there under wherever applicable, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	-	-	-	-	-	-	-	-	-	-

- B. The listed entity has taken the following actions to comply with the observations made in previous reports:

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

2. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI 	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries 	NA	The listed entity does not have material subsidiary

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	Nil
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries:	NA	Nil
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc.	Yes	Nil

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **S.S. Reddy & Associates****S. Sarveswar Reddy**

Practicing Company Secretary

M. No. F12619, C.P. No: 7478

UDIN: F012619F000437593

Peer Review Cer. No.: 1450/2021

Place: Hyderabad

Date: May 22, 2024

ANNEXURE-IV TO DIRECTORS' REPORT

ANNUAL REPORT ON CSR ACTIVITIES

To be Included in the Board's Report for Financial Year 2023-2024

1. Brief outline on CSR Policy of the Company:

The CSR policy, which encompasses the Company's philosophy for defining its social responsibility and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. This policy shall apply to all CSR initiatives and activities taken up by the Company, for the benefit of society as per approach and direction given by the board taking in consideration the recommendations of the CSR committee. This policy includes guiding principles for selection of project as per Schedule VII of the relevant Act, implementation and monitoring of project activities as well as formulation of Annual Action Plan etc as per relevant provisions and Act.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1)	Raj P Narayanam	Chairman	1	1
2)	Abhay Deshpande Raosaheb	Member	1	1
3)	Avinash Ramesh Godkhindi	Member	1	1

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company: www.zaggle.in

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not Applicable**

5.	a)	Average net profit of the Company as per section 135(5)	₹ 33,82,53,333/-
	b)	Two percent of average net profit of the Company as per section 135(5)	₹ 67,65,067/-
	c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
	d)	Amount required to be set off for the financial year, if any	Nil
	e)	Total CSR obligation for the financial year ((b)+(c)-(d))	₹ 67,65,067/-

6.	a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 59,56,768
	b)	Amount spent in Administrative Overheads	Nil
	c)	Amount spent on Impact Assessment, if applicable	Nil
	d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 59,56,768

e) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
59,56,768	Nil	Nil	Prime Minister's National Relief Fund (PMNRF)	8,10,000	May 16, 2024

f) Excess amount for set-off, if any:

Sl. No	Particular	Amount (in ₹)
1.	Two percent of average net profit of the Company as per sub-section (5) of section 135	₹ 67,65,067
2.	Total amount spent for the Financial Year	₹ 67,66,768

Sl. No	Particular	Amount (in ₹)
3.	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 1,701
4.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
5.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ 1,701

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: **Nil**

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1	2020-21	0	0	0	0	0	0
2	2021-22	0	0	0	0	0	0
3	2022-23	0	0	0	0	0	0
	Total	0	0	0	0	0	0

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(1) Sl. No.	(2) Short particulars of the property or asset(s) [including complete address and location of the property]	(3) Pincode of the property or asset(s)	(4) Date of creation	(5) Amount of CSR amount spent	(6) Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135:

However, due to ongoing discussions with NGOs for new projects there was an unspent amount of ₹ 0.80 million which was not allocated towards CSR activities. The Company has transferred the unspent amount of ₹ 0.81 million towards Prime Minister's National Relief Fund (PMNRF) within the time limits specified in the Act and the Rules made thereunder.

For and On Behalf of the Board of Directors

Zaggle Prepaid Ocean Services Limited

Place: Hyderabad
Date: May 23, 2024

Raj P Narayanam

Chairman of CSR Committee
DIN: 00410032

Avinash Ramesh Godkhindi

Managing Director & CEO
DIN : 05250791

ANNEXURE-V TO DIRECTORS' REPORT

FORM NO. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL

All contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are at arm's length basis.

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

There were no material contracts or arrangements or transactions made with the Related Parties during the Financial Year 2023-24.

The details of other contracts or arrangements with the Related Parties at arm's length basis are set out in the standalone financial statements forming part of this Annual Report. The same may be referred for this purpose.

For and On Behalf of the Board of Directors
Zaggle Prepaid Ocean Services Limited

Place: Hyderabad
Date: July 30, 2024

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

ANNEXURE-VI TO DIRECTORS' REPORT

[Pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]

FORM – A

Form for Disclosure of particulars in the respect to conservation of energy

- Energy conservation measures taken during the year:
The Company needs power towards running of computers and other office equipment and is not engaged in any manufacturing activities. Hence, the scope for adopting measures for conservation of energy is very limited and the Company has adopted measures to conserve consumption of energy.
- Proposals being implemented for reduction of consumption of energy : **Not Applicable**
- Impact of measures at a and b above for reduction of energy consumption and consequent impact on cost of production of goods: **Not Applicable**
- Total energy consumption and energy consumption per unit as per Form A: **Not Applicable**

FORM – B

Technology, Research and Development

Form for disclosure of particulars with respect to technology absorption

Technology absorption adaptation and innovation	NIL
Research and development (R&D)	NIL
Specific areas in which R&D was carried out by the Company	NIL
Benefits derived as a result of the above	NIL
Future plan of action	NIL

FORM - C

Particulars of Foreign Exchange Earning and Outgo (On cash basis)

(Amount in Miilion)

Particulars	FY 2023-24	FY 2022-23
Foreign Exchange Earned in terms of actual inflow	-	31.93
Foreign Exchange Earned in terms of actual Outflow	-	-

For and On Behalf of the Board of Directors

Zaggle Prepaid Ocean Services Limited

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Place: Hyderabad
Date: July 30, 2024

ANNEXURE-VII TO DIRECTORS' REPORT

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. The ratio of remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2023-24:

Sr. No.	Name of the director	Title	Remuneration of Director/ KMP for the financial year (₹ in Million)	Ratio of remuneration of each Director to median remuneration of employees of the Company for the financial year	%increase/ (decrease) in remuneration in the financial year
1	Mr. Aravamudan Krishna Kumar	Independent Director	1.82	1.97	290%
2	Mr. Abhay Deshpande Raosaheb	Independent Director	0	0	-
3	Ms. Prerna tandon	Independent Director	0.95	1.02	215%
4	Mr. Arun Vijaykumar Gupta	Non-Executive Director	0.71	0.76	104%
5	Mr. Raj P Narayanam	Executive Chairman	10.20	11.07	-
6	Mr. Avinash Ramesh Godkhindi	Managing Director and Chief Executive Officer	6.87	7.44	-
7	Ms. Hari Priya	Company Secretary and Compliance Officer	4.56	4.94	20%
8	Mr. Venkata Aditya Kumar Grandhi	Chief Financial Officer	7.44	8.06	20%

- ii. **Percentage increase/(decrease) in the median remuneration of employees in the financial year 2023-24:** 27%
- iii. **Number of permanent employees on the rolls of the Company as on March 31, 2024:** There were 303 employees on the rolls of the Company as on March 31, 2024. This number has increased from FY 2022-23 by 11%.
- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
 The average increase in the remuneration of employees, excluding remuneration of KMPs, during FY 2023-24 was 14.9%. There has been no increase in the remunerations of Mr Raj P Narayanam and Mr Avinash Ramesh Godkhindi from FY 2022-23 remuneration.
- v. **Affirmation that the remuneration is as per the remuneration policy of the Company:**
 It is affirmed that the remuneration paid to Directors and Key Managerial Personnel during the financial year 2023-24 is as per the Nomination and Remuneration Policy of the Company.

For and On Behalf of the Board of Directors
Zaggle Prepaid Ocean Services Limited

Place: Hyderabad
 Date: July 30, 2024

Raj P Narayanam
 Executive Chairman
 DIN: 00410032

Avinash Ramesh Godkhindi
 Managing Director & CEO
 DIN : 05250791

Business Responsibility and Sustainability Report

Zaggle Ocean Prepaid Services Limited (hereafter referred to as 'the Company') is committed to integrating sustainable practices and responsible governance into its business operations. This Business Responsibility and Sustainability Report (BRSR) highlights the company's efforts to balance economic growth with environmental stewardship and social responsibility. By focusing on creating long-term value for all stakeholders, the Company aims to contribute positively to society while minimizing its environmental footprint.



Principle 1



Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

- ⚡ 100% of the Company's employees received periodic training, viz., on business, business conduct and ethics, compliance regulations
- ⚡ No disciplinary action against Company / Directors/ KMPs by any law enforcement agencies for charges of bribery/ corruption

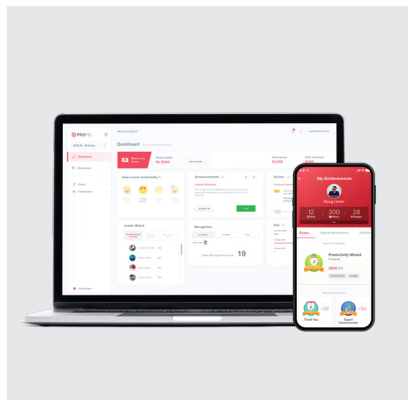


Principle 2



Businesses should provide goods and services in a manner that is sustainable and safe

- ⚡ Delivering innovative solutions that prioritize sustainability and safety, ensuring our products and services contribute positively to the environment and society.



Principle 3



Businesses should respect and promote the well-being of all employees, including those in their value chains

- ⚡ 100% of the Company's permanent employees are covered under health and accident insurance, and maternity and paternity benefits
- ⚡ 100% return to work rate and 100% retention rate for permanent employees post parental leave
- ⚡ 100% of employees were provided health and safety measures training



Principle 4



Businesses should respect the interests of and be responsive to all its stakeholders

- ⚡ Consistent and proactive engagement with stakeholders, that allows to articulate the strategy and results.
- ⚡ Encourages effective communication and participation.



Principle – 5



Businesses should respect and promote human rights

- ⚡ 100% of permanent employees and workers are paid more than minimum wages
- ⚡ 100% of offices were assessed for human rights issues



Principle – 6



Businesses should respect and make efforts to protect and restore the environment

- ⚡ Business continuity and on-site emergency plan in place for all its locations.
- ⚡ Implemented robust risk management framework



Principle – 7



Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

- ⚡ Associated with Internet and Mobile Association of India (IAMI) to foster dialogue on industry growth drivers, innovation and shaping public policy



Principle – 8



Businesses should promote inclusive growth and equitable development

- ⚡ Positively impacted individuals through CSR initiatives
- ⚡ Committed to reflects the Company's dedication to create meaningful social impact through the CSR activities.



Principle – 9



Businesses should engage with and provide value to their consumers in a responsible manner

- ⚡ No data breaches found during the reporting period
- ⚡ Multi-channel approach for consumer complaints and feedback
- ⚡ Robust framework addressing cyber security and data privacy risk



BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the listed entity	L65999TG2011PLC074795
2.	Name of the listed entity	Zaggle Prepaid Ocean Services Limited
3.	Year of incorporation	2011
4.	Registered office address	301, III Floor, CSR Estate, Plot No. 8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Rangareddi, Hyderabad - 500 081, Telangana, India
5.	Corporate address	B1-004, Ground Floor, Boomerang Building, C.T.S. No. 4A, Village Saki Naka, Andheri (East), Taluka Kurla, District Mumbai Suburban, Mumbai - 400 072, Maharashtra, India
6.	E-mail	hariPriya.singh@zaggle.in
7.	Telephone	+91 40 2311 9049
8.	Website	www.zaggle.in
9.	Financial year for which reporting is being done	FY 2023-24
10.	Name of the Stock Exchange(s) where shares are listed	BSE Ltd. National Stock Exchange of (India) Limited
11.	Paid-up capital	₹ 12,24,82,493/-
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Hari Priya Company Secretary and Compliance Officer Telephone No.: +91 40 2311 9049 E-mail: hariPriya.singh@zaggle.in
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosure under BRSR is on standalone basis
14.	Name of assurance provider	NA
15.	Type of assurance obtained	NA

II. Products/services

16. Details of business activities (accounting for 90% of the turnover)

S. no.	Description of main activity	Description of business activity	% of turnover of the entity
1	Program fee	Program fees refer to the sum of: (i) interchange fees (including residual income) earned on the spend that customers of the Company's corporate customers employees and channel partners make on the cards and excludes amounts collected on behalf of the Company's preferred banking partners; and (ii) any other income which the Company's receives from its preferred banking partners and third-party payment networks such as visa; and (iii) inactivity fees which are earned on the balance amount left on the cards.	41
2	Propel platform revenue/gift cards	Propel platform revenue/gift cards refers to revenue which is received from the Company's customers for issuing reward points (propel points) to customers' employees and channel partners.	54

17. Products/services sold by the entity (accounting for 90% of the entity's turnover)

S. no.	Product/service	NIC code	% of total turnover contributed
1	Services	16019	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of plants	Number of offices	Total
National	0	12	12
International	0	0	0

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of states)	7
International (No. of countries)	NA

b. What is the contribution of exports as a percentage of the total turnover of the entity?

NA

c. A brief on types of customers

The Company is a leading B2B2C SaaS-FinTech platform that specializes in optimizing spend management for a wide range of clients. The Company's platform caters to diverse sectors, serving enterprise and mid-market businesses. The Company's customer base spans industries such as banking, technology, healthcare, manufacturing, FMCG, infrastructure, automotive, and more. This sector-agnostic approach enables us to support businesses of all types in streamlining their expenses and enhancing financial efficiency.

IV. Employees

20. Details as at the end of financial year

a. Employees and workers (including differently abled)

Sr. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	301	207	68.77	94	31.23
2.	Other than permanent (E)	0	0	0.00	0	0.00
3.	Total employees (D + E)	301	207	68.77	94	31.23
Workers						
4.	Permanent (F)	2	2	100.00	0	0.00
5.	Other than permanent (G)	3	2	66.67	1	33.33
6.	Total workers (F + G)	5	4	80	1	20

b. Differently abled employees and workers

Sr. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently abled employees						
1.	Permanent (D)	0	NA	NA	NA	NA
2.	Other than permanent (E)	0	NA	NA	NA	NA
3.	Total differently abled workers (D + E)	0	NA	NA	NA	NA
Differently abled workers						
4.	Permanent (F)	0	NA	NA	NA	NA
5.	Other than permanent (G)	0	NA	NA	NA	NA
6.	Total differently abled workers (F + G)	0	NA	NA	NA	NA

21. Participation/inclusion/representation of women

	Total (A)	No. and percentage of females	
		No. (B)	% (B/A)
Board of Directors	6	1	16.7
Key Management Personnel*	4	1	25

* including Directors

22. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	31.01	27.75	30.0	40.62	43.75	41.50	0.00	0.00	0.00
Permanent workers	40.00	0.00	40.0	0.00	0.00	0.00	0.00	0.00	0.00

V. Holding, subsidiary and associate companies (including joint ventures)
23. (a) Names of holding/subsidiary/associate companies/joint ventures

Sr. no.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A participate in the business responsibility initiatives of the listed entity? (Yes/No)
1	Zaggle Technologies Limited*	Subsidiary	100%	No
2	Span Across IT Solutions Private Limited	Associate	45%	No

*Zaggle Technologies Limited ceased as a subsidiary company with effect from November 21, 2023.

VI. CSR details

24. i. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes
 ii. Turnover (in ₹): 7,755.98 Million
 iii. Net worth (in ₹): 5,753.82 Million

VII. Transparency and disclosures compliances
25. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint was received	Grievance redressal mechanism in place (Yes/No) (If yes, then provide a weblink to the grievance redress policy)	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints with pending resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints with pending resolution at the close of the year	Remarks
Communities	Yes. The Company has a Corporate Social Responsibility (CSR) Policy in place and captures the grievances while conducting various CSR activities.	Nil	Nil	NA	Nil	Nil	NA
Investors (other than shareholders)	Yes. a) For any grievances, the Company can be contacted at the following mail id: haripriya.singh@zaggle.in	Nil	Nil	NA	Nil	Nil	NA
Shareholders	b) SCORES 2.0 The SEBI Complaints Redressal System https://scores.gov.in/scores/Welcome.html c) Stakeholder Relationship Committee The Board of Directors have constituted the Stakeholders' Relationship Committee for redressal of the grievances of the shareholders	1	0	NA	Nil	NA	NA
Employees and workers	Yes https://ir.zaggle.in/governance-policies/	Nil	Nil	NA	Nil	Nil	NA

Stakeholder group from whom complaint was received	Grievance redressal mechanism in place (Yes/No) (If yes, then provide a weblink to the grievance redress policy)	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
		Number of complaints filed during the year	Number of complaints with pending resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints with pending resolution at the close of the year	Remarks
Customers	Yes care@zaggle.in	19,284	460	NA	12,036	34	NA
Value chain partners	Yes care@zaggle.in	Nil	Nil	NA	Nil	Nil	NA
Other (please specify)		NA					

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, and approach to adapt or mitigate the risk along with its financial implications, as per the following format

Sr. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
1	Data Privacy and Cybersecurity	Risk	With the increasing reliance on digital payment platforms, the risk of data breaches and cyberattacks is significant. Protecting sensitive customer information is critical to maintaining trust and compliance with regulatory standards.	Implementation of advanced cybersecurity measures, continuous monitoring, and regular updates to data protection protocols. Conducting employee training on cybersecurity awareness.	<p>Positive:</p> <p>Strategic investments in cybersecurity is enhancing customer trust, leading to increased customer retention and loyalty, which ultimately drives sustained financial growth and profitability.</p> <p>Negative:</p> <p>Inadequate investments in cybersecurity infrastructure and potential financial risks from data breaches, including fines and loss of reputation.</p>
2	Responsible Innovation	Opportunity	As one of the leaders in the FinTech space, the Company's ability to innovate responsibly can be a key differentiator. Ethical considerations in AI and data usage are increasingly important to stakeholders.	Adoption of a responsible innovation framework, including ethical guidelines for AI and data usage, and regular audits to ensure compliance.	<p>Positive:</p> <p>Costs associated with developing and maintaining ethical standards, with potential revenue growth from products that emphasize responsible innovation.</p>

Sr. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
3	Customer Satisfaction and Trust	Risk and Opportunity	Customer trust and satisfaction are paramount in a competitive market. Negative customer experiences can lead to churn and damage to the brand. By prioritizing exceptional customer service, the Company can cultivate both satisfaction and trust, ultimately driving user adoption of its products.	Continuous improvement of user experience, customer support, and transparent communication with clients. Implementing feedback loops to address issues promptly. Continuous monitoring of customer feedback via internal and external channels.	<p>Positive: Increased customer trust leads to customer stickiness and lower churn rate.</p> <p>Negative: Investment in customer service platforms and potential loss of revenue from dissatisfied customers.</p>
4	Employee Well-Being and Development	Opportunity	A motivated and well-supported workforce is essential for productivity and innovation. High turnover rates can result in increased recruitment and training costs.	Offering comprehensive employee benefits, career development opportunities, and fostering a positive work culture. Regular employee engagement surveys to monitor satisfaction levels.	<p>Positive: Costs associated with employee benefits and training, balanced against savings from reduced turnover and enhanced productivity.</p>
5	Governance and Ethical Business Practices	Risk	Strong governance and ethical practices are foundational to long-term business success and stakeholder trust. Poor governance can lead to regulatory penalties and reputational damage.	Strengthening governance structures, ensuring compliance with all relevant laws and regulations, and promoting a culture of ethics across the organization. The Company is led by strong leadership and capable execution teams.	<p>Positive: In transforming the business and levelling it up.</p> <p>Negative: Costs associated with governance audits and compliance, offset by the avoidance of legal penalties and enhanced investor confidence.</p>
6	Technology and Digitalization	Opportunity	The Company operates in the rapidly evolving FinTech sector, where technological advancements and digitalization present significant growth opportunities. By leveraging emerging technologies such as AI, blockchain, and big data analytics, the Company can enhance its product offerings, improve customer experience, and streamline operations. Staying ahead in digital innovation positions the Company to capitalize on market trends and drive competitive advantage.	Investing in advanced technologies, upskilling the workforce, conducting regular infrastructure audits, and forming strategic partnerships to enhance product offerings, security, and operational efficiency.	<p>Positive: Increased revenue streams from innovative products, improved operational efficiencies leading to cost savings, and enhanced customer retention and acquisition rates.</p>



Sr. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
7	Risk Management and Business Continuity	Risk	The FinTech industry faces risks such as cyber threats and operational disruptions, which can lead to financial losses and reputational damage. Effective risk management and continuity plans are essential as the Company expands its digital presence.	The Company uses comprehensive risk management practices, including ongoing monitoring, strong cybersecurity measures, and regular stress tests to effectively handle and recover from potential disruptions.	Negative: Potential financial losses due to operational disruptions, increased costs for cybersecurity and risk management initiatives, and potential regulatory fines in the event of a breach or failure to comply with industry standards.



SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No.	Principle Description	Reference of the Company's Policies
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable	<ul style="list-style-type: none"> Policy for determining materiality of an event or information Familiarization programs imparted to independent directors Policy on materiality of and dealing with related party transactions Policy on diversity of the Board of Directors Code of Conduct for Board Members and Senior Management Anti-Bribery and Anti-Corruption Policy
P2	Businesses should provide goods and services in a manner that is sustainable and safe	-
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains	<ul style="list-style-type: none"> Vigil Mechanism/Whistle Blower Policy Nomination and Remuneration Policy Prevention of Sexual Harassment Code of Conduct for Board Members and Senior Management
P4	Businesses should respect the interests of and be responsive to all its stakeholders	<ul style="list-style-type: none"> Vigil Mechanism/Whistle Blower Policy Corporate Social Responsibility Policy Nomination and Remuneration Policy
P5	Businesses should respect and promote human rights	<ul style="list-style-type: none"> Vigil Mechanism/Whistle Blower Policy Nomination and Remuneration Policy Prevention of Sexual Harassment
P6	Businesses should respect and make efforts to protect and restore the environment	<ul style="list-style-type: none"> Business Continuity Plan for Disaster Recovery
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	<ul style="list-style-type: none"> Code of Conduct for Board Members and Senior Management Anti-Bribery and Anti-Corruption Policy
P8	Businesses should promote inclusive growth and equitable development	<ul style="list-style-type: none"> Corporate Social Responsibility Policy
P9	Businesses should engage with and provide value to their consumers in a responsible manner	<ul style="list-style-type: none"> Data Security Policy* Information Security Policy* Privacy Policy Employee Personal Data Protection Policy*

* These policies are internal

Sr. no.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes*								
	c. Weblink of the policies, if available	Yes								
		The statutory policies are available on the website of the Company i.e https://ir.zaggle.in/governance-policies/ and some internal policies as applicable are available on the internal platform of the Company.								
2	Whether the entity has translated the policy into procedures. (Yes/No)	Yes. The Company's policies on the weblink shared above and/or other policies available the above-mentioned Principles and the								
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Company expects its stakeholders to adhere to the same in all their dealings.								
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 27001:2013 PCI DSS v 3.2.1 SOC 1 Type 2 SOC 2 TYPE 2 GDPR								

Sr. no.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	<p>The Company is dedicated to fostering sustainable growth and responsible business practices across all aspects of the Company's operations. While the Company continually strives to enhance its performance in areas such as data security, responsible innovation, employee well-being, and governance, it is committed to monitoring the Company's progress and adapting the Company's strategies as needed. Although the Company has not set specific targets at this time, the Company's focus remains on driving long-term value for the Company's stakeholders through continuous improvement and responsible business conduct.</p> <p>The Company is committed to achieving its goals and targets through diligent planning, strategic decision-making, and continuous improvement. The Company's commitment extends to delivering exceptional products, fostering innovation, ensuring customer satisfaction, and adhering to the highest standards of quality and compliance.</p>								
6	Performance of the entity against the specific commitments, goals and targets alongwith reasons in case the same are not met.	NA								

Governance, leadership and oversight

7	<p>Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</p> <p>The Company is among a small number of uniquely positioned players with a diversified offering of SaaS fintech solutions and adheres to high standards for Social and Governance Practices. The Company is fully committed to integrating sustainability and responsibility into its business operations. The Company's approach extends beyond financial considerations, encompassing ambitious and measurable goals that benefit all stakeholders including customers, employees, and value chain partner.</p> <p>Through technological innovation and operational excellence, the Company is dedicated to providing secure, accessible, and high-quality financial solutions, reinforcing its commitment to driving progress and delivering lasting impact. For more details refer to the message from Managing Director and Chief Executive Officer under "Guiding our Path Forward".</p>									
8	Details of the highest authority responsible for implementing and overseeing the Business Responsibility policy(ies).	Mr. Avinash Ramesh Godkhindi Managing Director and Chief Executive Officer (DIN: 05250791)								
9	Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability related issues? (Yes / No). If yes, provide details.	No								

10 Details of review of NGRBCs by the Company:

Subject for review	Indicate whether the review was undertaken by Director/ Committee of the Board/any other Committee									Frequency (Annually/half yearly/quarterly/any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against the above policies and follow-up action	The statutory policies are periodically reviewed by the Board of Directors and its Committees based on the requirements and within the prescribed statutory timelines. Accordingly the adequacy of the policies is reviewed and adequate changes to policies, procedures and internal controls are implemented. The internal policies are reviewed by the departmental heads or by the appropriate authority.																	

Subject for review	Indicate whether the review was undertaken by Director/ Committee of the Board/any other Committee									Frequency (Annually/half yearly/quarterly/any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company complies with the applicable law and regulations. There have been no instances of non-compliance.																	
11 Has the entity carried out an independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9	No								
12 If the answer to question (1) above is 'No' i.e. not all Principles are covered by a policy, reasons to be stated																		
Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9									
The entity does not consider the Principles material to its business (Yes/No)	NA																	
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)																		
The entity does not have the financial or/human and technical resources available for the task (Yes/No)																		
It is planned to be done in the next financial year (Yes/No)																		
Any other reason (please specify)																		

* The statutory policies are approved by the Board or Board Committees, as applicable. Other applicable policies are either approved by the Department Head or by the appropriate authority

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as 'Essential' and 'Leadership'. While the essential indicators are expected to be disclosed by every entity mandated to file this report, the leadership indicators may be voluntarily disclosed by entities that aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the Principles during the financial year

Segment	Total no of training and awareness programs held	Topics/Principles covered under the training and impact	% age of persons in respective category covered by the awareness program
Board of Directors	3	Most of the familiarization programs are provided to Board of Directors as a part of Board or Committee Meetings	100%
Key Managerial Personnel	3	Prohibition of Insider Trading, Prevention of Sexual Harassment at the Workplace, Product Trainings, Internal Knowledge Sharing Sessions	100%
Employees other than BOD & KMPs	12	The employees of the Company undergo various training programs throughout the year. Many of these programs follow a blended learning approach which involves various trainings undertaken during the year such as Prohibition of Insider Trading, Prevention of Sexual Harassment at the Workplace, Product Trainings, Sales Training, Business Induction, NPS Program, Wellness Sessions, Interviewing Skills, Active Listening, Decision-Making, Constructive Feedback, Tech Training. Other trainings included induction programs for new recruits, among several others.	100%
Workers	1	Safety & Fire Drill	100%

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (in ₹)	Brief of the case	Has an appeal been preferred (Yes/No)
Penalty/fine			NA		
Settlement			NA		
Compounding fee			NA		

Non-monetary			
NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the case	Has an appeal been preferred (Yes/No)
Imprisonment		NA	
Punishment			

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory/enforcement agencies/judicial institutions
	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes.

The Company has a robust and comprehensive the Anti-Bribery and Anti-Corruption Policy in place to ensure ethical business practices and maintain the highest standards of integrity across all its operations.

The scope of the policy broadly covers money laundering and anti-competitive practices. The Company is committed to conduct business in an ethical and honest manner, to implement and enforce the systems that ensure bribery and corruption are prevented. The Company respects all laws relating to anti-bribery and corruption in all the jurisdictions in which it operates.

The policy explicitly prohibits Directors and employees from engaging in any activities that are dishonest or lacking in integrity. This includes, but is not limited to:

- Issuing untrue, false, misleading, or fraudulent statements regarding the Company and its business.
- Stealing proprietary or confidential information.
- Adopting illegal means for increasing profits.
- Indulging in bribery or any corrupt practices, including unfair inducement of government officials.

These guidelines ensure that all business activities are conducted with the highest level of honesty and integrity.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Directors		
KMPs	NA	NA
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Number of complaints received in relation to issues of conflict of interest of the Directors	NA	NA
Number of complaints received in relation to issues of conflict of interest of the KMPs	NA	NA

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.
NA

8. Number of days of accounts payables ((Accounts payable *365)/Cost of goods/services procured) in the following format:

	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
No. of days of accounts payable	13	79

9. Openness of business.

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Concentration of purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of sales	a. Sales to dealers/distributors as % of total sales	NA	NA
	b. Number of dealers/distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	NA	NA
Share of RPTs in	a. Purchases (Purchases with related parties/ Total purchases)	0.19%	NA
	b. Sales (Sales to related parties/Total sales)	NA	NA
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	NA	NA
	d. Investments (Investments in related parties/ Total investments made)	NA	NA

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total no. of awareness campaign held	Topics/Principles covered under the training	% age of value chain program partners covered (by value of business done with such partners) under the awareness programmes
NA	NA	NA

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/ No) If Yes, provide details of the same.

Yes, the Company has established processes to avoid and manage conflict of interest involving the Company's Board members. As stated in the Company's Code of Conduct for Board Members and Senior Management, a conflict of interest arises when an individual's interests are perceived to be inconsistent with or in conflict with the business interests of the Company.

To address this, the Company ensures that the Board of Directors avoid any actual or apparent conflict between personal interests and the interests of the Company. It also requires them to disclose any contractual interests, whether direct or indirect, that may provide them, their relatives, or any associated firm with a pecuniary benefit, regardless of the value involved. These disclosures help us maintain transparency and ensure that all business decisions are made in the best interest of the Company's stakeholders.

The policy can be accessed at the weblink: <https://ir.zaggle.in/wp-content/uploads/2023/12/code-of-conduct-for-board-members-and-senior-management.pdf>

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.
Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current financial year	Current financial year	Details of improvements in environmental and social impacts
R&D	Not Applicable		
Capex			

- Does the entity have procedures in place for sustainable sourcing (Yes/No)
NA
 - If yes, what percentage of inputs were sourced sustainably?
NA
- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.
NA
- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.
NA

Leadership Indicators

- Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?
NA
- If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.
NA
- Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).
NA
- Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format:
NA
- Reclaimed products and their packaging materials (as percentage of products sold) for each product category.
NA

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	207	207	100.00	207	100.00	0	0.00	207	100	0	0.00
Female	94	94	100.00	94	100.00	94	100.00	0	0.00	0	0.00
Total	301	301	100.00	301	100.00	94	31.23	207	68.8	0	0.00
Other than permanent employees											
Male	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00

b. Details of measures for the well-being of workers

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	2	2	100.00	2	100.00	0	0.00	2	100.00	0	0.00
Female	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	2	2	100.00	2	100.00	0	0.00	2	100.00	0	0.00
Other than permanent workers											
Male	2	2	100.00	2	100.00	0	0.00	2	100.00	0	0.00
Female	1	1	100.00	1	100.00	1	100.00	0	0.00	0	0.00
Total	3	3	100.00	3	100.00	1	33.33	2	66.67	0	0.00

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Cost incurred on well- being measures as a % of total revenue of the company	0.09	0.10

2. Details of retirement benefits, for current FY and previous financial year

Benefits	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	N. A	100%	100%	N. A
ESI	0.02%	100%	Y	5%	100%	Y
Others – please specify	100%	100%	Y	100%	100%	Y

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises/offices of the Company, including the registered and other offices have elevators to enable easy movement.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company is committed to upholding an equal opportunity policy in accordance with the Rights of Persons with Disabilities Act, 2016. The Company's Code of Conduct ensures that Directors and employees do not discriminate based on color, race, religion, caste, creed, sex, or disability. The Company is dedicated to providing a fair and non-discriminatory work environment where all individuals, regardless of their differences, have equal access to opportunities.

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent workers	Yes, the Company has Vigil mechanism/Whistle Blower Policy applicable to employees to report concerns on actual or suspected violations of the policy or any applicable laws and regulations. The Policy aims to conduct the affairs of the Company in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity, and ethical behavior. A mechanism has been established for employees and other stakeholders, inter alia, to report their concerns about unethical behavior, actual or suspected fraud or violation. It also provides for adequate safeguards against the victimization of employees who avail the mechanism and allows direct access to the Chairman of the Audit Committee.
Other than permanent workers	
Permanent employees	
Other than permanent employees	

7. Membership of employees and workers in association(s) or Unions recognized by the listed entity:

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Total employees/workers in the respective category (A)	No. of employees/workers in the respective category who are part of association(s) or Union (B)	% (B / A)	Total employees/workers in the respective category (C)	No. of employees/workers in the respective category who are part of association(s) or Union (D)	% (D / C)
Total permanent employees	301			NA		
Male	207					
Female	94					
Total permanent workers	2					
Male	2					
Female	0					

8. Details of training given to employees and workers:

Category	FY 2023-24 (Current financial year)				FY 2022-23 (Previous financial year)					
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	207	207	100.00	58	28.02	183	183	100.00	0	0.00
Female	94	94	100.00	0	0.00	79	79	100.00	0	0.00
Total	301	301	100.00	58	19.27	262	262	100.00	0	0.00
Workers										
Male	4	4	100.00	0	0.00	3	3	100.00	0	0.00
Female	1	1	100.00	0	0.00	0	0	100.00	0	0.00
Total	5	5	100.00	0	0.00	3	3	100.00	0	0.00

9. Details of performance and career development reviews of employees and workers:

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	207	148	71.50	183	108	59.02
Female	94	73	77.66	79	53	67.09
Total	301	221	73.42	262	161	61.45
Workers						
Male	5	NA	NA	3	NA	NA
Female	1	NA	NA	0	NA	NA
Total	6	NA	NA	3	NA	NA

10. Health and safety management system:

- a) **Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such a system?**

Yes, the Company has implemented an occupational health and safety management system that focuses on ensuring a safe and healthy work environment through ergonomic assessments, mental health support, and emergency response procedures.

- b) **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The Company identifies work-related hazards through regular risk assessments, employee feedback, and monitoring of workplace conditions. For non-routine scenarios, the Company conducts specific risk evaluations for new projects or changes in work practices.

- c) **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, the Company has established processes for employees to report any work-related hazards. Employees are encouraged to report risks through the Company's internal channels, and the Company ensures prompt action to mitigate identified hazards.

- d) **Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)**

Yes. Employees have access to non-occupational medical and healthcare services.

11. Details of safety related incidents, in the following format:

Safety incident/number	Category	FY 2023-24	FY 2022-23
		(Current financial year)	(Previous financial year)
Lost Time Injury Frequency Rate (LTIFR) (per one million person-hours worked)	Employees	Nil	Nil
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High-consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

To ensure a safe and healthy workplace, the entity implements several measures:

- Conduct regular ergonomic evaluations to ensure workstations are designed to minimize physical strain and discomfort.
- Provide access to mental health resources, including counseling services and stress management programs, to support employee well-being.
- Ensure comprehensive health and safety policies are in place, covering emergency response procedures, first-aid training, and regular safety drills.
- Guarantee offices are maintained to high cleanliness standards, with regular sanitization and safety inspections to prevent hazards.

13. Number of complaints on the following made by employees and workers:

	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working conditions	0	0	NA	0	0	NA
Health & safety	0	0	NA	0	0	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

NA

Leadership Indicators
1. Does the entity extend any life insurance or any compensatory package in the event of the death of (A) Employees (Y/N) (B) Workers (Y/N).

(A) Employees - NA

(B) Workers - Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

NA

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Employees	NA			
Workers				

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)
NA

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NA
Working conditions	NA

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.
NA

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all their stakeholders.
Essential Indicators
1. Describe the processes for identifying key stakeholder groups of the entity.

It is critical to engage and collaborate with stakeholders while formulating a business strategy. The Company believes in fostering meaningful and transparent relationships by actively engaging with its stakeholders. The Company aims to establish long-term partnerships based on trust and a shared willingness to collaborate. The Company defines stakeholders as individuals, groups, or organizations that have a material influence on, or are materially influenced by, its activities. The Company regularly engages with the stakeholders through various channels to ensure effective communication. The Company proactively shares relevant information through multiple means such as meetings, annual reports, CSR reports, press releases, and more. The Company strives to make this communication process a two-way street, encouraging feedback and dialogue. The Company values the input from its stakeholders as it helps identify areas for improvement and enhance its operations. The Company welcomes feedback from its stakeholders and believes it is crucial in shaping its growth. By actively listening to their concerns and suggestions, the Company can continuously learn and evolve. The following table mentions different modes through which the Company engages with its stakeholders and the concerns it discusses with them.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (annually/ half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement, including key topics and concerns raised during such engagement
Customers	No	E-mail, SMS, Website, Customer Support Helplines, Social Media, Mobile App Notifications	Ongoing/ As needed	<p>Purpose To provide product updates, resolve queries, gather feedback, and enhance the customer experience.</p> <p>Scope Engagement focuses on customer satisfaction, product usability, security concerns, and the introduction of new features. Customers may raise concerns related to service quality, data security, and ease of use.</p> <p>Uncover, deep dive into existing pain points of clients. Consult and create tailored solutions to redress these challenges by demonstrating how the Company’s product delivers quantifiable value and drives impact for them.</p>
Employees	No	E-mail, Internal Newsletters, Town Hall Meetings, Notice Boards, Social Media, HR Portals	Ongoing/ As needed	<p>Purpose To communicate company updates, discuss career development, address grievances, and ensure alignment with the Company’s values.</p> <p>Scope Engagement focuses on employee well-being, professional growth, feedback on the work environment, and issues like work-life balance, career advancement, and inclusivity.</p>

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (annually/ half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement, including key topics and concerns raised during such engagement
Shareholders and Investors	No	Website, Quarterly Results and Annual Reports, Press Release and Intimation to Stock Exchanges, Investor Meetings/conference	Quarterly result/ Conference call – Quarterly annual report – Annually press release/ Investor meetings – Need-based	<p>Purpose</p> <p>To provide financial updates, discuss strategic direction, and address investor queries.</p> <p>Scope</p> <p>Engagement focuses on financial performance, business strategy, risk management, and corporate governance. Key concerns may include ROI, growth prospects, and market positioning.</p>
Regulatory Bodies	No	Official Correspondence (Letters, E-mails), Regulatory Filings, Compliance Reports, Meetings, Website Disclosures	As required by regulatory timelines, with ongoing compliance reporting	<p>Purpose</p> <p>To ensure compliance with legal and regulatory requirements, provide updates on regulatory developments, and respond to enquiries.</p> <p>Scope</p> <p>Engagement focuses on legal compliance, data protection, anti-money laundering (AML), and corporate governance. Concerns may include adherence to financial regulations, data privacy laws, and the implementation of regulatory changes.</p>
Business Partners	No	E-mails, Meetings, Contracts/Agreements, Conference Calls, Workshops, Website, Supplier Portals	Ongoing/As needed	<p>Purpose</p> <p>To maintain strong business relationships, discuss collaboration opportunities, and ensure smooth operations.</p> <p>Scope</p> <p>Engagement focuses on contract terms, supply chain efficiency, quality standards, and innovation partnerships. Key topics include delivery timelines, compliance with standards, and mutual business growth.</p>
Community and Society	Yes	Through the NGOs and partners conducting CSR activities	On need basis	<p>Purpose</p> <p>To contribute to community development, assess the impact of CSR initiatives, and address local concerns.</p> <p>Scope</p> <p>Engagement focuses on education, healthcare, livelihood promotion, and environmental sustainability. Concerns raised often include the need for continued support in areas such as education, infrastructure, and employment opportunities.</p>

Leadership Indicators

- a. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company maintains consistent and proactive engagement with the Company's major stakeholders, that allows the Company to articulate the strategy and results. To align expectations, the Company encourages effective communication and participation.

- b. **Whether stakeholder consultation is used to support identifying and managing environmental and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

No such instances

- c. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.**

NA

PRINCIPLE 5: Businesses should provide goods and services in a manner that is sustainable and safe**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity in the following format

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	301	301	100.00	262	262	100.00
Other than permanent	0	0	0.00	0	0	0.00
Total employees	301	301	100.00	262	262	100.00
Workers						
Permanent	2	2	100.00	3	3	100.00
Other than permanent	3	3	100.00	0	0	0.00
Total workers	5	0	100.00	3	3	100.00

2. Details of minimum wages paid to employees and workers in the following format:

Category	FY 2023-24 (Current financial year)				FY 2022-23 (Previous financial year)					
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	301	0	0.00	301	100.00	262	0	0.00	262	100.00
Male	207	0	0.00	207	100.00	183	0	0.00	183	100.00
Female	94	0	0.00	94	100.00	79	0	0.00	79	100.00
Other than permanent	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Male	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Workers										
Permanent	2	0	0.00	2	100.00	3	0	0.00	3	100.00
Male	2	0	0.00	2	100.00	3	0	0.00	3	100.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Other than permanent	3	3	100.00	0	0.00	0	0	0.00	0	0.00
Male	2	2	100.00	0	0.00	0	0	0.00	0	0.00
Female	1	1	100.00	0	0.00	0	0	0.00	0	0.00

3. Details of remuneration/salary/wages, in the following format:

- a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/wages of the respective category (in ₹)	Number	Median remuneration/ salary/ wages of the respective category (in ₹)
Board of Directors (BoD)	2	86,00,050	0	0
Key Managerial Personnel*	1	91,92,792	1	51,37,228
Employees other than BoD and KMP	204	9,18,384	93	7,55,970
Workers	2	2,68,833	0	-
Contractual workers	2	3,42,696	1	1,71,348

*Exclude Board of Directors

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Gross wages paid to females as % of total wages	31%	NA

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Company's Human Resources department is responsible for addressing any human rights impacts or issues caused or contributed to by the business.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has established comprehensive internal mechanisms to address grievances related to human rights issues. Employees can report concerns through multiple channels, including a dedicated grievance portal, HR department, or anonymous reporting systems. Each complaint is thoroughly investigated by the Company's HR team, ensuring confidentiality and fairness throughout the process. The Company follows a structured procedure for resolving issues, which includes timely response, dialogue with affected parties, and corrective actions where necessary. Regular training and awareness programs are also conducted to reinforce the Company's commitment to upholding human rights and preventing violations.

6. Number of complaints on the following made by employees and workers:

Category	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	0	NA	NA	0	NA	NA
Discrimination at workplace	0	NA	NA	0	NA	NA
Child labor	0	NA	NA	0	NA	NA
Forced labor/involuntary labor	0	NA	NA	0	NA	NA
Wages	0	NA	NA	0	NA	NA
Other human rights related issues	0	NA	NA	0	NA	NA

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Total complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company is committed to maintaining the highest standards of ethics, transparency, and accountability in its operations. The Whistle Blower Policy provides a secure and confidential platform for employees, directors, and stakeholders to report any unethical behavior, suspected fraud, or violations of the Company's Code of Conduct. The policy ensures that all disclosures are treated seriously, with adequate safeguards against victimization.

The policy can be accessed at: <https://ir.zaggle.in/wp-content/uploads/2023/12/Whistle-Blower-Policy.pdf>

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by the entity or statutory authorities or third parties)
Child labor	100
Forced/involuntary labor	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	100

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

NA

Leadership Indicators**1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

NA

2. Details of the scope and coverage of any Human rights due diligence conducted.

NA

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, the premises/offices of the Company, including the registered and other offices have elevators to enable easy movement.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	NA
Discrimination at workplace	
Child labor	
Forced labor/involuntary labor	
Wages	
Others – Please specify	

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

NA

Principle 6: Businesses should respect and make efforts to protect and restore the environment.
Essential Indicators

1. Details of total energy consumption (in joules or multiples) and energy intensity in the following format:

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	0	0
From non-renewable sources		
Total electricity consumption (D)	437.09	822.45
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	437.09	822.45
Total energy consumed (A+B+C+D+E+F)	437.09	822.45
Energy intensity per rupee of turnover (Total energy consumption in GJ/Revenue from operations in ₹ million)	0.06	0.15
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed in GJ/ Revenue from operations in ₹ million adjusted for PPP)	0.02	0.03
Energy intensity in terms of physical output (Total energy consumed in GJ/ Employee)	1.42	3.10
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
 If yes, the name of the external agency.: No

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

NA

3. Provide details of the following disclosures related to water in the following format:

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Water withdrawal by source (in kiloliters)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	70.15	66.65
(iv) Seawater/desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	70.15	66.65
Total volume of water consumption (in kiloliters)	70.15	66.65
Water intensity per rupee of turnover (Water consumed in KL/Revenue from operations in ₹ million)	0.01	0.01
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption in KL/Revenue from operations in ₹ million adjusted for PPP)	0.002	0.003

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Water intensity in terms of physical output (Total water consumption in KL/Employee)	0.23	0.25
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, the name of the external agency.: No

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Water discharge by destination and level of treatment (in kiloliters)		
(i) To surface water		
No treatment		
With treatment – please specify level of treatment		
(ii) To groundwater		
No treatment		
With treatment – please specify level of treatment		
(iii) To seawater		
No treatment	NA	NA
With treatment – please specify level of treatment		
(iv) Sent to third parties		
No treatment		
With treatment – please specify level of treatment		
(v) Others		
No treatment		
With treatment – please specify level of treatment		
Total water discharged		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency.: No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

NA

6. Please provide details of air emissions (other than GHG emissions) by the entity in the following format

Parameter	Please specify unit	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
NOx			
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)		NA	
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, the name of the external agency.: No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & their intensity in the following format:

Parameter	Unit	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	0	0
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	99.56	187.34
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	tCO ₂ e/ ₹ in million	0.01	0.03
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	tCO ₂ e/ ₹ in million adjusted for PPP	0.003	0.009
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO ₂ e/ employee	0.33	0.71
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	NA	NA	NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, the name of the external agency.: No

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

NA

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Total waste generated (in metric tons)		
Plastic waste (A)		
E-waste (B)		
Bio-medical waste (C)		
Construction and demolition waste (D)		
Battery waste (E)		
Radioactive waste (F)		
Other hazardous waste. Please specify, if any. (G)		
Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	NA	NA
Total (A+B + C + D + E + F + G + H)		
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)		
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)		
Waste intensity in terms of physical output		
Waste intensity (optional) – the relevant metric may be selected by the entity		

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Category of waste		
(i) Recycled	NA	NA
(ii) Re-used		
(iii) Other recovery operations		
Total		

For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)

Parameter	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Category of waste		
(i) Incineration	NA	NA
(ii) Landfilling		
(iii) Other disposal operations		
Total		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency.: No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such waste.

NA

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws in the current financial year

NA

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

NA

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):

For each facility/plant located in areas of water stress, provide the following information:

(i) Name of the area: NA

(ii) Nature of operations: NA

(iii) Water withdrawal, consumption and discharge in the following format: NA

Note: Indicate if any independent assessment/evaluation/assurance carried out by an external agency? (Y/N) If yes, the name of the external agency.: No

2. Please provide details of total Scope 3 emissions & their intensity in the following format:

NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency.: No

- 3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

NA

- 4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

NA

- 5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/weblink.**

Yes, the Company has a business continuity and on-site emergency plan for all its locations. This business continuity plan enables the Company to adapt to situations arising from any natural calamity or an unprecedented event which may disrupt the business operations. Further, the Company has implemented a robust risk management framework. This framework is designed to identify, assess, and mitigate various risks that could potentially impact the Company's operations, reputation, or stakeholders. By proactively identifying potential vulnerabilities, the Company takes appropriate measures to minimize the likelihood and impact of detrimental events. The risk management framework encompasses a systematic approach to risk identification, analysis, evaluation, and mitigation. It involves the active involvement of key stakeholders, the implementation of preventive measures, and the establishment of contingency plans to address potential risks effectively.

- 6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

NA

- 7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

NA

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.

The Company is a member of one trade and industry chamber/association.

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body the entity is a member of/affiliated to).

S. no.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1.	Internet and Mobile Association of India (IAMA)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities

Name of authority	Brief of the case	Corrective action taken
	NA	

Leadership Indicators

1. Details of public policy positions advocated by the entity

S. no.	Public policy advocated	Method resorted for such advocacy	Whether information available in the public domain? (Yes/No)	Frequency of review by board (Annually/ Half yearly/ Quarterly/Others – please specify)	Weblink, if available

There were no incidents of corrective action taken or underway on concerns related to anti-competitive conduct by the Company in FY 2023-24

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.
Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of the project	SIA notification no.	Date of notification	Whether conducted by an independent external agency (Yes/No)	Results communicated in the public domain (Yes/No)	Relevant weblink
NA					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

Name of the project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
NA					

3. Describe the mechanisms to receive and redress grievances of the community

The Company has a CSR Policy in place and captures the grievances while conducting various CSR activities.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Directly sourced from MSMEs/small producers	NA	NA
Sourced directly from within India	NA	NA

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24 (Current financial year)	FY 2022-23 (Previous financial year)
Rural	NA	NA
Semi-urban	NA	NA
Urban	NA	NA
Metropolitan	100%	100%

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above)

Details of negative social impact identified	Corrective action taken
NA	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies

S. no.	State	Aspirational district	Amount spent (in ₹)
NA			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No) : No
 (b) From which marginalized/vulnerable groups do you procure? : NA
 (c) What percentage of total procurement (by value) does it constitute? : NA

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge

S. no.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
NA				

5. Details of corrective actions taken or underway based on any adverse order in intellectual property related disputes wherein traditional knowledge is used.

Name of authority	Brief of the case	Corrective action taken
NA		

6. Details of beneficiaries of CSR Projects

In FY 2023-24, the Company spent ₹ 59,56,768 in CSR initiatives focusing on education and rural development. The Company partnered with the Raginiben Bipin Chandra Sevakarya Trust in Ahmedabad and the Anvi Medical & Educational Foundation in Mumbai. The Company's contributions included ₹ 24,56,768 for educational and vocational training projects in Ahmedabad and ₹ 35,00,000 for similar initiatives in Mumbai. These funds supported the construction of schools and vocational training programs, empowering individuals in rural and suburban areas to achieve self-sufficiency. The Company's commitment to these projects reflects its dedication to creating meaningful social impact and aligns with Schedule VII of the Companies Act, 2013.

However, due to ongoing discussions with NGOs for new projects there was an unspent amount of ₹ 8,00,000 which was not allocated towards CSR activities. The Company has transferred the unspent amount towards Prime Minister's National Relief Fund (PMNRF) within the time limits specified in the Act and the Rules made thereunder.

The Company is commitment to these projects reflects the Company's dedication to creating meaningful social impact and aligns with Schedule VII of the Companies Act, 2013.

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner.
Essential Indicators
1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company uses a multi-channel approach for consumer complaints and feedback, including a Call Centre, E-mail Centre, and WhatsApp channel. These platforms ensure efficient receipt and resolution of issues, with each feedback being tracked and analyzed to enhance service quality and customer satisfaction.

2. Turnover of products and/services as a percentage of turnover from all products/services that carry information about

	As a percentage of total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

3. Number of consumer complaints in respect of the following

	FY 2023-24 (Current financial year)			FY 2022-23 (Previous financial year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	NA	NA	Nil	NA	NA
Advertising	Nil	NA	NA	Nil	NA	NA
Cyber-security	Nil	NA	NA	Nil	NA	NA
Delivery of essential services	NA	NA	NA	NA	NA	NA
Restrictive trade practices	Nil	NA	NA	Nil	NA	NA
Unfair trade practices	Nil	NA	NA	Nil	NA	NA
Other	NA	NA	NA	NA	NA	NA

4. Details of instances of product recalls on account of safety issues

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a weblink to the policy.

Yes. The Company has a robust framework addressing cybersecurity and data privacy risks. The Company's policy outlines its commitment to protecting user data, including measures for data collection, storage, and security. The Company uses encryption, secure servers, and other practices to safeguard information.

The policy can be accessed at: <https://www.zaggle.in/privacy-policy>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/services.

No occurrence of such issues

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches along with impact - Nil
- b. Percentage of data breaches involving personally identifiable information of customers - NA
- c. Impact, if any, of the data breaches - NA



Leadership Indicators

- 1. Channels/platforms where information on products and services of the entity can be accessed (provide weblink, if available).**

Information about the Company's products and services can be accessed through its official website at: www.zaggle.in.

- 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

To inform and educate consumers about safe and responsible usage of its services, the Company provides detailed terms and conditions upon registration. The Company utilizes SMS alerts to communicate important information and updates. Additionally, the Company sends relevant offers and updates via SMS, email, and phone calls based on usage history. Consumers can opt out of such communications if desired. For any information, customers can refer to the contents provided on the weblink at: <https://www.zaggle.in/terms-and-conditions>

- 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

The Company does not provide any essential services and thus, this is not applicable to us.

- 4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

NA



Management Discussion and Analysis



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

WORLD ECONOMY

Economic activity demonstrated surprising resilience during the global disinflation of FY 2022–23. As the peak of global inflation descended from mid-2022 levels, steady growth in economic activity was observed, countering warnings of stagflation and a global recession. The global economy has demonstrated remarkable stability, with growth holding steady as inflation returns to target. The banking system proved to be resilient, a recession was avoided, and major developing market economies did not experience abrupt standstill despite many gloomy predictions. Global growth is expected to continue at the same pace i.e. 3.4% in 2024 and 2025.

Resilient economic growth and quicker declines in inflation suggest that supply conditions are improving. Additionally, firm monetary policy decisions and better policy frameworks, particularly in emerging markets, have helped keep inflation expectations stable.

A renewed focus on medium-term fiscal consolidation is necessary as central banks become less interventionist in order to preserve debt sustainability while restoring budget flexibility and prioritizing investments.

[World Economic Outlook April 2024 - Steady but Slow: Resilience amid Divergence](#)

INDIAN ECONOMY

According to the Asian Development Outlook (ADO) April 2024: India chapter, the economic performance for India stood at 7.6% in fiscal year 2023, driven by manufacturing, construction, and service sectors.

In March 2024, CRISIL published a report titled “Growth Marathon” and stated that after a better than expected 7.6% growth this fiscal year, India’s real GDP growth will likely moderate to 6.8% in fiscal 2025. However, between 2025 and 2031, Crisil predicts that the Indian economy could be crossing the US\$ 5 Trillion mark and inch closer to US\$ 6 Trillion, making India the third largest economy in the world.

According to Ajay Kumar Choudhary, Non-Executive Chairman and Independent Director, National Payments Corporation of India, “The Indian fintech industry is estimated to be around US\$ 110 Billion in 2024 and is projected to reach about US\$ 420 Billion by 2029”

https://www.business-standard.com/industry/news/india-s-fintech-industry-projected-to-reach-420-bn-by-2029-at-cagr-of-31-124071800667_1.html

Innovation in FinTech is driven by the large untapped market in financial services and favourable demographic trends. These factors allow the industry to keep introducing new products and services.

Collaborations between FinTech companies and banks have played a key role in adopting new technology. These partnerships offer advanced platforms that enhance efficiency and open up new growth opportunities.

CASHLESS INDIAN ECONOMY/DIGITAL PAYMENTS LANDSCAPE

The successful adoption of digital payments by Indian customers in urban and emerging cities is contributing to the country’s rapid growth towards financial inclusivity. Measures taken by the RBI, the government, and financial institutions have made it possible to reduce transaction times and enhance the customer experience overall. Digital payments have expanded in India at a never-before-seen rate over the last ten years which is encouraging the growth of other industry sectors by eliminating the challenges that come with cash transactions.

India has emerged as a global leader in digital payments, playing a crucial role in financial inclusion. The digital payments sector in India is experiencing exponential growth, with a 56% year-on-year increase in transaction volume in FY 2022-23, and it’s expected to quadruple by FY 2026-27. This growth is driven by government policies, RBI initiatives, and fintech innovations. UPI continues to dominate, accounting for over 75% of retail digital payments, with an 80% year-on-year growth in transaction volume. Credit cards saw a 41% growth, while debit cards grew by 6%, reflecting a shift towards UPI for transactions.

The India Payments Market size is estimated at ₹ 30,030 Billion in 2024, and is expected to reach ₹ 68,412 Billion by 2029, expanding at a CAGR of 17.90% during the forecast period (2024-2029). In FY 2022–23 the value of digital payment transactions was ₹ 11,394 Billion, and in FY 2023–24 it was ₹ 16,443 Billion, a 44% increase in just one year.

<https://www.meity.gov.in/writereaddata/files/Impact-Assessment-of-DigiDhan-Mission.pdf>

<https://www.ibef.org/news/india-s-retail-digital-payment-may-double-to-us-7-trillion-by-2030-report>



SPEND MANAGEMENT IN INDIA

In recent times, India has witnessed a notable upswing in business operations and a substantial growth in its working age population. Amidst this dynamic landscape, it is imperative for organizations to closely monitor their operations. As enterprises strive to establish their foothold in a progressively intricate and interlinked global market, efficient Spend management practices are of strategic significance.

Based on the predicted cumulative annual growth rate (CAGR) of 10.2% from 2020, the worldwide spend management market is expected to reach US\$ 4.7 Trillion by 2027.

By 2030, it is projected that B2B expenditure in India will surpass US\$ 15 Trillion.

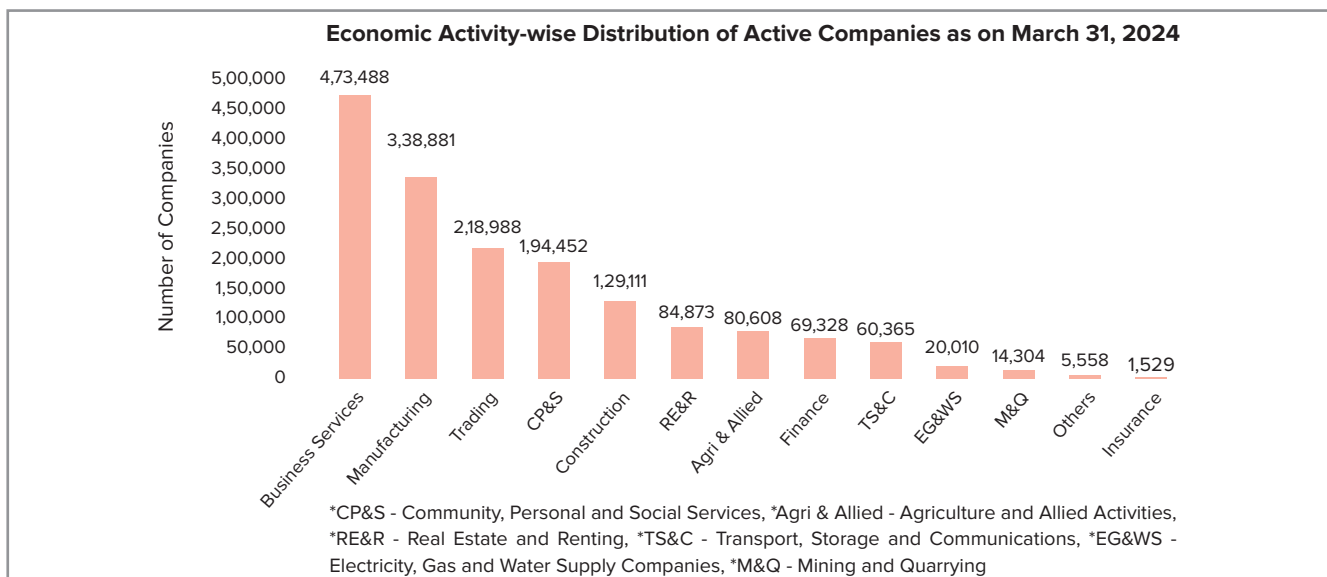
This underscores the pressing requirement for efficient Business Spends management solutions to gain visibility, enable controls and support analytics to enable decision making.

<https://etedge-insights.com/industry/bfsi/the-trillion-dollar-opportunity-in-indias-corporate-spend-management-industry/#:~:text=According%20to%20industry%20reports%2C%20the,of%20players%20dominating%20the%20scene.>

<https://timesofindia.indiatimes.com/blogs/voices/the-evolution-of-the-b2b-digital-payments-ecosystem-a-15-trillion-opportunity/>



https://www.business-standard.com/companies/news/india-sees-incorporation-of-185-000-companies-in-2023-24-shows-data-124050500124_1.html



Economic Sector-wise classification (NIC-2004) reveals that the Business Service has highest number of Active companies (28%) followed by Manufacturing (20%), Trading (13%) and Community, personal and Social Services (11%). It is also observed that Service Sector saw the maximum increase in the total number of Active Companies, followed by Industry Sector and Agriculture Sector. In the Service Sector, Community, personal & Social Services Sector showed the maximum rise in the number of Active Companies.

India's fintech ecosystem has grown rapidly because of financial institutions, start-ups, the government, venture investors, and regulators fostering collaboration and consolidation. On the supply side, digital infrastructure exists in the form of the India Stack, the Central KYC Record Registry, Information Utilities, and others, allowing finance to be modularized and providers to innovate. Further, regulators are assisting fintech by fostering a cashless society, creating regulatory sandboxes, and establishing companies that facilitate data flow inside the financial industry.

Further, with the introduction of account aggregators, API readiness of banks and NBFCs, the launch of many neo-banks, and aggressive fund-raising, India has emerged as a model for open banking deployments across the globe. Indians are already utilizing the power of open banking (UPI/AePS) regularly, and they are likely to adapt to further technologies with no difficulty.

In addition, with the launch of 5G, technologies such as AI, the Internet of Things (IoT), cloud computing, quantum computing, and blockchain are expected to change the nature of financial services and the ways they are offered. 5G is expected to enable high-end trading and quicker distribution of fintech services.

Spend management allows real-time tracking, assessment, and control over expenses by organizations to/through various stakeholders including employees, vendors, and channel partners, leading to enhanced efficiencies.

SAAS IN INDIA:

The Indian SaaS market is on track to achieve a remarkable milestone, with projections indicating a growth to US\$ 50 Billion ARR (Annual Recurring Revenue) by 2030 from US\$ 13 Billion in 2022. This growth may be attributed mainly to the growing trend of digital transformation and the widespread use of cloud solutions. The Indian Software-as-a-Service (SaaS) sector is expected to maintain its growth rate in 2024, further leveraging the momentum observed in the preceding years.

<https://www.expresscomputer.in/guest-blogs/indian-saas-market-good-times-ahead/11703/#:~:text=The%20Indian%20SaaS%20market%20is,from%20USD%2013bn%20in%202022>

As per Frost & Sullivan Report, India's outsourced spend management software and services market is estimated to grow from ₹35 Billion in 2022 to ₹72 Billion by 2027 on the back of greater awareness and higher acceptance within MSMEs coupled with expansion of industrial economy and increased availability of customized spend management solutions.

India has an extensive pool of proficient engineers and developers especially skilled in developing SaaS solutions. This skill pool provides a clear benefit to Indian enterprises in terms of cost-effectiveness and allows them to allocate more resources towards cost-efficient product development. Given the cheaper expenses associated with people, research and development, and customer acquisition in comparison to international locations, Indian companies can exploit this advantage to foster innovation and broaden their value propositions.

The advent of Generative AI brings up novel prospects and uncertainties for providers of SaaS solutions. Given the abundance of AI expertise in India, SaaS companies have the opportunity to use this trend in order to create novel service categories and sources of economic growth. Expenditure in research and development will increase. The possible uses of this technology in the SaaS business are diverse and include customising user experiences, automating repetitive activities and workflows, and developing novel product and campaign concepts for market testing. Ensuring precise data and effective management will be crucial for leveraging Gen AI for SaaS solution providers.

Government initiatives such as 'Digital India' and 'Make in India' have been crucial in promoting business involvement. The significance of the National Policy on Software Products and its diverse initiatives in fostering the expansion of the SaaS industry cannot be overstated. The Indian Software Product Registry has facilitated the establishment of Indian Software Product Companies by consolidating all software products onto a single platform for efficient access to the Government eMarketplace.

<https://toqio.co/insights/how-fintech-saas-is-generating-companies-multi-million-dollar-savings>

OVERVIEW OF CARDS MARKET IN INDIA

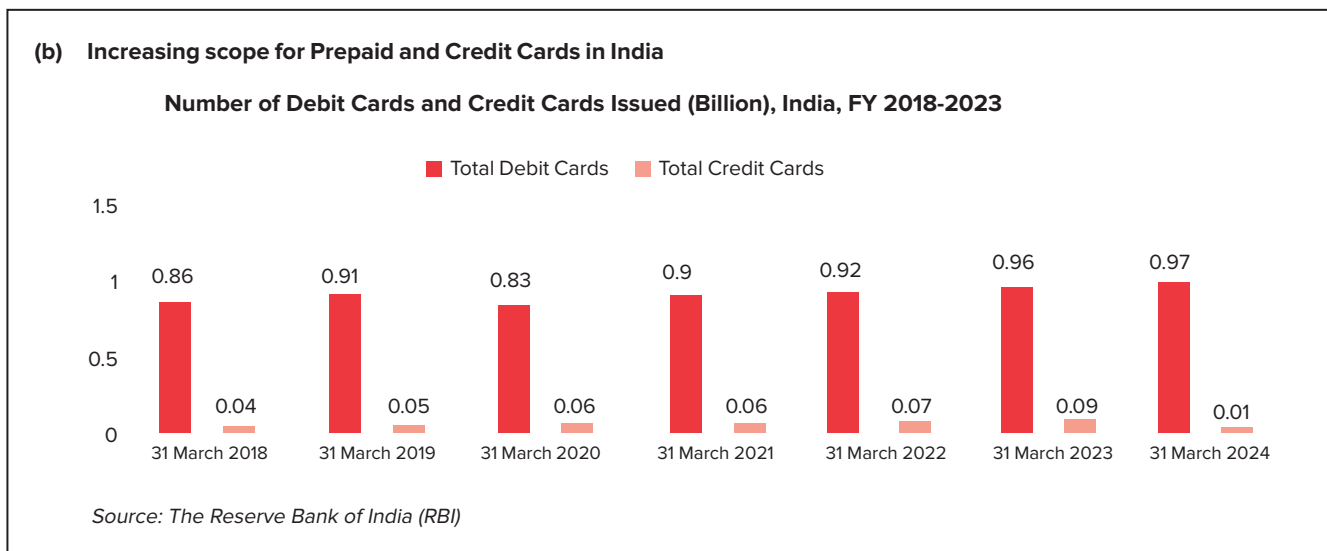
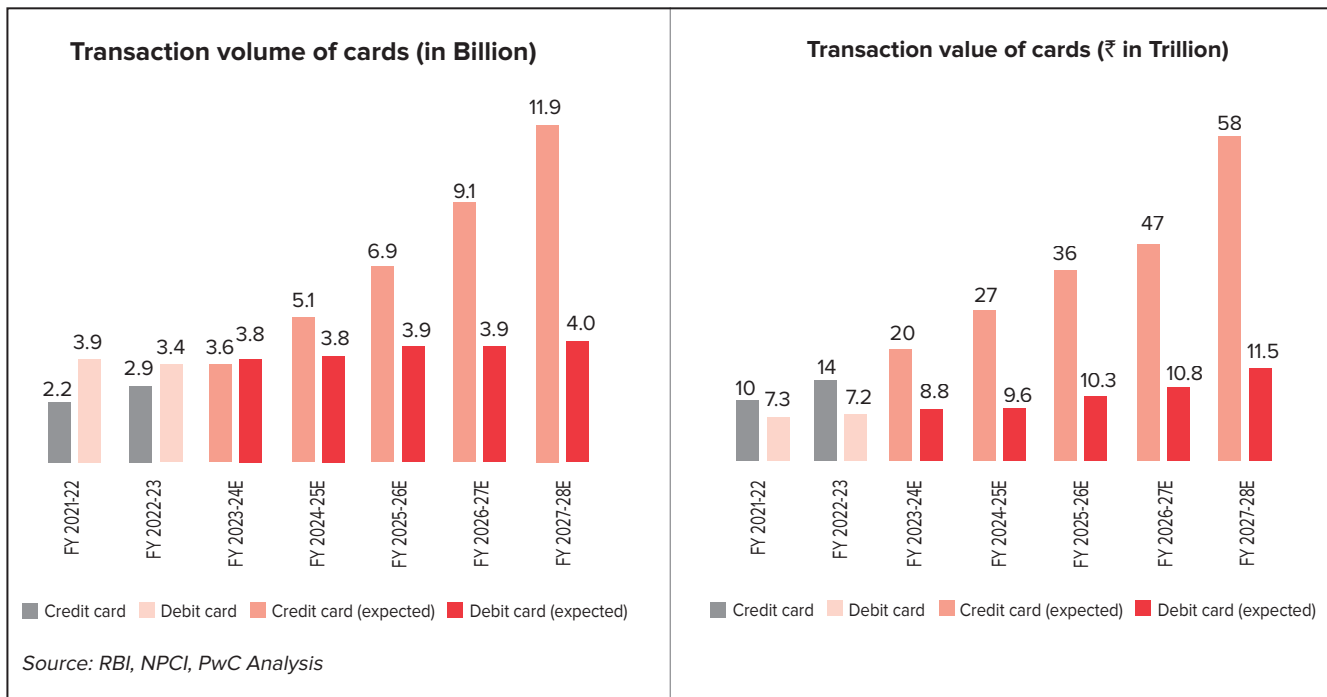
The usage of credit and debit cards for payment is gaining popularity. With the rise in the contactless transaction limit and credit cards providing quick and safe access to credit, customers have additional opportunities to utilize their cards for everyday payments. The recent history of digital payments in India showcases the growing prominence of credit cards. The card industry continues to grow at a healthy rate. Cards, both debit and credit, continue to be one of the most used payment instruments for retail digital payments. A key trend observed is that the volume of transactions in

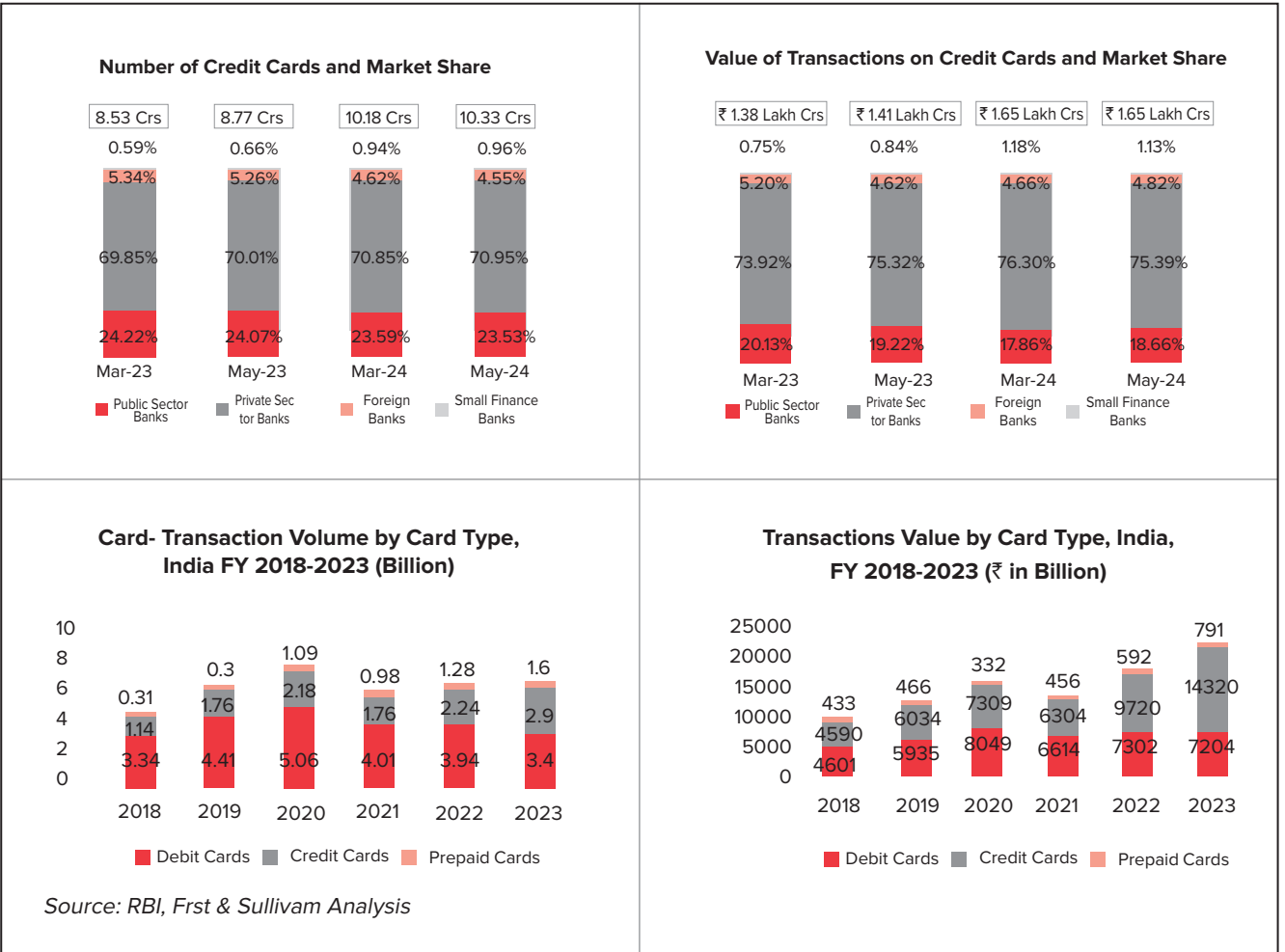
credit cards is expected to surpass debit cards by FY 2024–25. In FY 2022–23, the transaction volume of debit card is expected to decrease by 6% from FY 2021–22. Primarily, the major use case of debit card transaction is cash withdrawal, which can now be replaced by an easier way of withdrawing cash using UPI. Another reason for the decline is the replacement of debit card swipe on PoS to UPI payments.

While credit card issuance is expected to clock in at a CAGR of 21% in the next five years, debit card issuance is expected to have a stagnant growth with a CAGR of 3% in the same period.

<https://www.pwc.in/assets/pdfs/the-indian-payments-handbook-2022-2027.pdf>

The FY 2023–24 credit card transactions reached 3.5 Billion and ₹ 18.3 Trillion, respectively, indicating the credit card industry’s continuous expansion. Nonetheless, the volume and value of debit card transactions decreased by 13% and 1%, respectively, in FY 2022–23. The trend is anticipated to continue in FY 2023–24, as indicated by the 2.2 Billion transactions and ₹ 5.9 Trillion in transaction value.





₹ 1.65 Lakhs Crores

Value of Transactions On Credit Cards March 31, 2024

Source: RBI, Indus Equity

CREDIT CARD MARKET IN INDIA

The Indian credit card market has witnessed remarkable expansion in recent times, with a multitude of advancements and technological innovations transforming the landscape. These developments have revolutionized the customer experience, offering seamless onboarding processes, diverse card products tailored to specific needs, personalized offers and rewards, and enhanced mobile applications. As a result, existing customers have reaped substantial benefits, while these innovations have also successfully attracted a significant number of new customers to the industry. India's credit card market has experienced rapid expansion. The adoption and desire for credit cards was demonstrated in FY 2023-24 when the total number of credit cards issued exceeded the milestone of 100 Million. The potential credit card user base in India will continue to rise as the country becomes wealthier.

₹ 3.21 Lakhs Crores

Value of Transactions On Debit Cards March 31, 2024

It also highlights the contrast between the growth in credit card transactions and the fall in debit card transactions. This shift is mostly the result of the availability of a 30- to 45-day interest-free credit period, in addition to several other savings possibilities and extra features like reward points and rewards. Both the client base and transaction volume have grown as a result of the increasing use of credit cards and technological developments like contactless cards and UPI on credit cards.

<https://bfsi.economictimes.indiatimes.com/news/financial-services/credit-cards-witness-21-yoy-growth-pos-terminals-on-a-record-high-report/108999122>

Online credit card spending in India reached an all-time high of ₹ 1 Lakh Crore in March 2024, marking a 20% year-over-year increase. This surge in digital transactions highlights the growing popularity and adoption of credit

cards for online purchases among Indian consumers. This milestone achievement is a testament to the efforts of credit card issuers and payment service providers in India to offer seamless and secure online payment experiences. <https://economictimes.indiatimes.com/industry/banking/finance/online-credit-card-spends-rise-20-yoy-in-march-to-a-record-high-of-rs-1-lakh-crore/articleshow/109590747.cms?from=mdr>

Despite this, India is still largely an underpenetrated market from a credit cards perspective. Only about 5.5% percent of the population have a credit card. Historically, the Indian populace has exhibited a cautious approach when it comes to credit card usage, often preferring to rely on cash transactions or debit cards. This conservative mindset has been a significant hurdle to the widespread adoption of credit cards in the country. However, in recent years, major players in the payments ecosystem have been proactively working towards altering this perception by introducing innovative solutions and actively promoting the benefits of credit card usage among the masses.

There is significant headroom for further growth in credit card penetration in India. The industry must continue to focus on financial literacy, product innovation, and customer-centric approaches to drive further adoption and ensure responsible usage of credit cards. As the Indian economy continues to grow and the middle class expands, the credit card industry is poised for significant growth in the coming years, provided it can effectively address the concerns and preferences of the diverse Indian consumer base.

In the financial year FY 2023-24, credit card spending in India increased by 27% year-on-year (YoY) to ₹18.26 Lakhs Crores, compared to nearly ₹ 14 Lakh Crores in the previous

year. In May 2024, credit card spending increased by 17% YoY to ₹1.65 trillion, up from ₹1.55 trillion in April 2024. In March 2024, online credit card spending reached ₹1.04 Lakhs Crores, a 20% increase from the previous year.

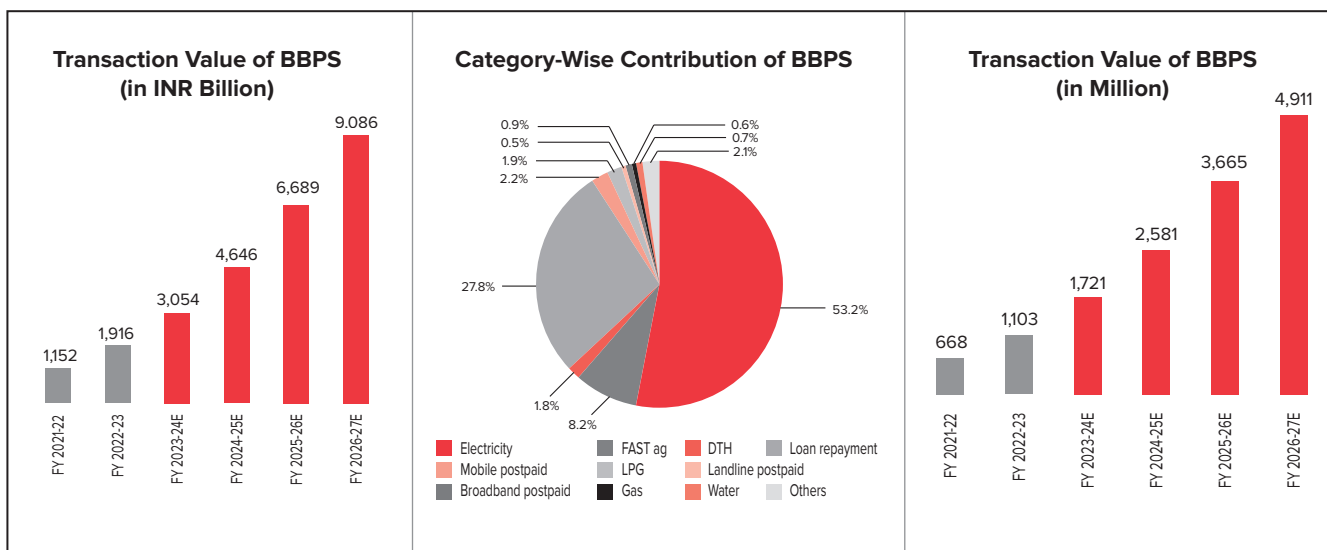
[https://www.business-standard.com/finance/news/credit-card-spends-rise-27-to-rs-18-26-trillion-in-fy24-rbi-data-124042400949_1.html#:~:text=Credit%20card%20spends%20surged%2027,Bank%20of%20India%20\(RBI\)](https://www.business-standard.com/finance/news/credit-card-spends-rise-27-to-rs-18-26-trillion-in-fy24-rbi-data-124042400949_1.html#:~:text=Credit%20card%20spends%20surged%2027,Bank%20of%20India%20(RBI))

Bharat Bill Payment System

The **Bharat Bill Payment System (BBPS)** is a centralized bill payment platform in India, launched by the Reserve Bank of India (RBI) and operated by the National Payments Corporation of India (NPCI). BBPS provides a unified platform for consumers to pay various types of bills, such as electricity, water, gas, telecom, and DTH, through both online and offline channels. It offers a standardized, secure, and convenient way to make bill payments, supporting multiple payment methods like credit cards, debit cards, UPI, and net banking. BBPS also ensures immediate confirmation of payments and includes a dispute resolution mechanism, making it a key component in India’s push towards digital financial inclusion.

BBPS continues to grow at a substantial rate. The transactional value of BBPS has increased to a YoY growth of 66% in FY 2022–23. With all categories now open for BBPS and foreign inward remittance enabled through BBPS, the transactional volume is expected to grow by over four times in the next five years from 1.05 Billion in FY 2022–23 to 5.4 Billion in FY 2026–27.

<https://www.pwc.in/assets/pdfs/the-indian-payments-handbook-2022-2027.pdf>



Forex Card

Forex Card, also known as a prepaid travel card, is a convenient and secure way for travellers to carry foreign currency while abroad. These cards are preloaded with foreign currency (or multiple currencies) and can be used like a debit or credit card for making purchases, withdrawing cash from ATMs, and paying for services in the destination country.

Forex cards are preloaded with a specific amount of foreign currency. Some cards support multiple currencies, allowing travellers to load different currencies on the same card. The currency exchange rate is locked in at the time of loading the card, protecting the user from fluctuations in exchange rates during their trip. These cards are widely accepted at ATMs, shops, restaurants, and hotels that accept Visa, Mastercard, or other supported networks. Forex cards are more secure than carrying cash. In case of loss or theft, the card can be blocked and replaced, minimizing the risk of losing money.

Most forex cards are reloadable, meaning additional funds can be added to the card as needed, either online or through the issuing bank. Forex cards typically offer lower fees for transactions and withdrawals compared to using international debit or credit cards, which might incur higher foreign transaction fees. Users can easily track their spending and balance through online portals or mobile apps provided by the issuing bank.

Forex cards could be both single currency and multi-currency, providing the necessary flexibility. Forex cards are convenient, cost effective and provide budget controls which are beneficial to the users.

Prepaid forex cards are a preferred transaction mode for people travelling abroad as they are able to transact in the local currency of the visiting country.

The global forex cards market size was valued at ₹ 21,840 Billion in 2021, and is projected to reach ₹ 1,00,464 Billion by 2031, growing at a CAGR of 16.6% from 2022 to 2031.

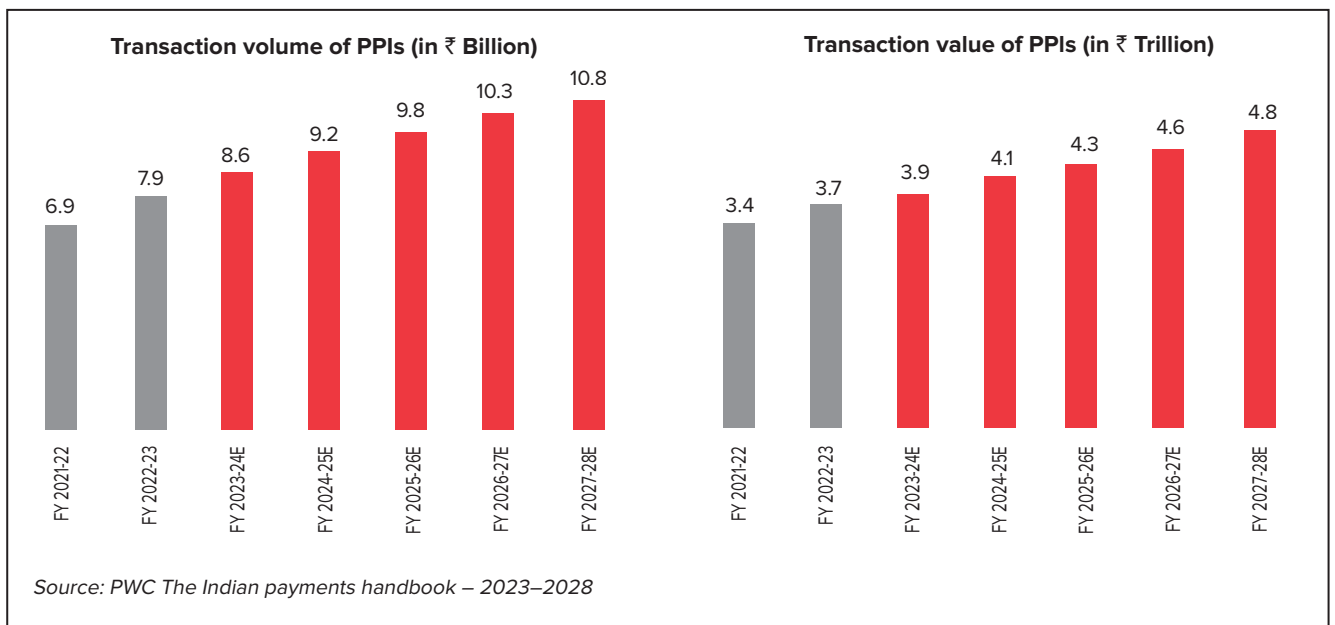
<https://www.alliedmarketresearch.com/forex-cards-market-A17383>

PREPAID CARDS MARKET IN INDIA

Corporate prepaid cards offer improved cash flow management, quicker employee reimbursement, more security than cheques and cash, and do not affect credit score. They are commonly used as gift cards, meal cards, travel cards, and payday cards.

Prepaid cards are a convenient method to pay and could be these instruments can be issued with a basic KYC. With business travel returning to pre-pandemic levels, use of prepaid cards for expense management has started to increase as it provides better control. India has made great strides in the e-commerce business over the past ten years, mostly because of the country's expanding internet and smartphone usage. As a result, prepaid cards are often used for online purchases in India. These instruments have the added benefit of being simple to open and limiting direct access to the user's bank account. In FY 2023–24, PPIs processed 7.8 Billion transactions worth ₹ 2.8 Trillion. A CAGR of 7% is predicted for the number of transactions in the future. The primary factor driving the rise in transaction volume is the substantial growth in the number of wallets and digital gift cards that FinTechs have issued.

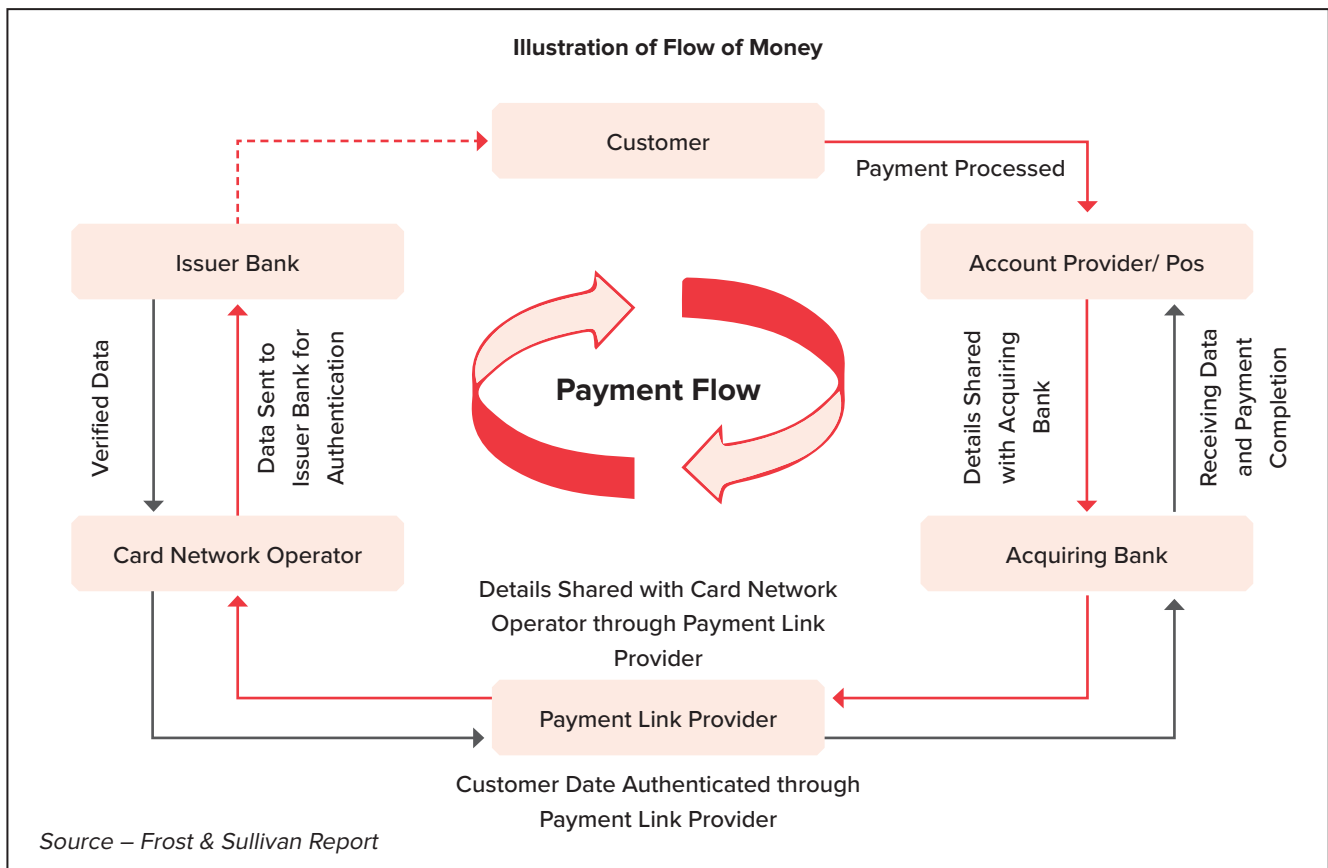
<https://www.pwc.in/assets/pdfs/consulting/financial-services/fintech/publications/the-indian-payments-handbook-%E2%80%93-2023%E2%80%932028.pdf>



In the prepaid card industry, gift cards are still the most widely circulated type, whether for online shopping or retail use. There has been notable growth in prepaid meal cards, with some companies offering them to employees for buying snacks, meals, and groceries. Additionally, prepaid travel cards are gaining popularity in the business sector, enabling companies to load a specific currency for employees traveling to particular destinations with multiple controls.

Interchange Rates

The interchange rate is the fee a merchant-acquiring bank pays to the card-issuing bank for the processing of debit or credit services settled via the payment networks. The card-issuing bank and network providers will determine the rate payable by the merchant acquiring bank. The interchange rate is evaluated after the card-issuing bank examines all business expenditures. The processing charges will be shared according to the agreement between the payment networks and the card-issuing banks as well as the payment networks and merchant acquiring banks. The Reserve Bank of India monitors the rates.



Retailers pay the Merchant discount rate (MDR), while the interchange fees is independent of the MDR. As a result, every transaction is charged, and the business performing the transaction is not required to pay an amount equal to or less than the interchange rate. The charge is determined by the terms of the payment processing agreement. In general, the percent charge for interchange rate is between 1% and 3%.

About Zaggle

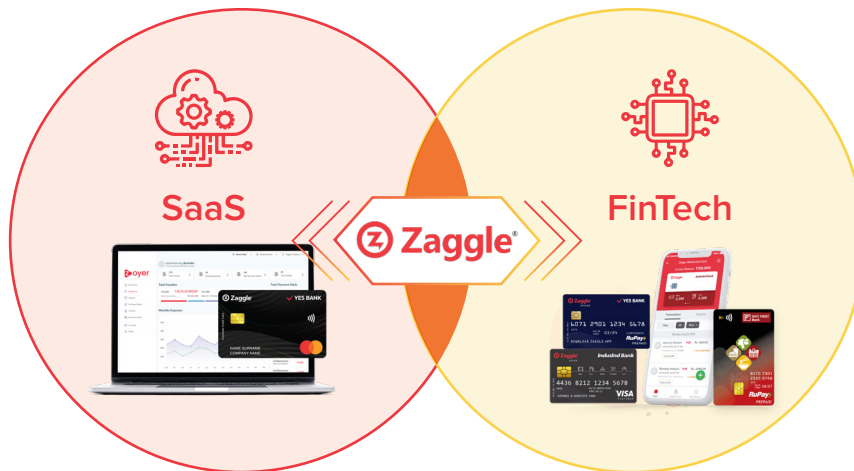
Incorporated in 2011, Zaggle is a uniquely positioned player in the FinTech industry, offering a diversified range of products and services.

We are a leading entity in spend management, having issued over 50 Million+ payment instrument (Prepaid and Corporate Credit cards)in collaboration with our banking partners, and serving more than 2.73 Million users.

Our portfolio includes a variety of SaaS solutions, such as expenses, payments, and rewards management software, which cater to a wide array of touchpoints.

Our journey began with a focus on corporate customers, providing them with financial instruments like prepaid cards for rewards and incentives. This initial focus allowed us to gain insights into corporate channel distribution and sales processes, enabling us to offer more products effectively.

We pride ourselves on our differentiated value proposition and a diversified user base. Being sector-agnostic, our network of corporate customers spans across industries including banking and finance, technology, healthcare, manufacturing, FMCG, infrastructure, and automobile.



We offer an ecosystem-based approach across SaaS and FinTech, with low customer acquisition and retention costs in the B2B2C segment.

Our approach revolves around cross-selling, up-selling, and offering our products and services in partnership with other players in the operating ecosystems.

Our core product portfolio includes:

- **Propel**, a SaaS platform for channel partner rewards and incentives, employee rewards and recognition.
- **SAVE**, a SaaS-based platform for employee expense management, reimbursements and benefits.
- **Zoyer**, an integrated data driven SaaS-based procure-to-pay and utility payment platform.

Zaggle has created a market niche in India by offering a combined SaaS and payments solution for spend management. An ecosystem-based approach across SaaS and fintech, with low customer acquisition and retention costs in the business-to-business-to-consumer (**B2B2C**) segment is unique to Zaggle. Approach revolves around cross-selling, up-selling, and offering products and services in partnership with other players within the ecosystems. Application programming interface (**API**) integrations on the platforms provided to the customers offer them enhanced convenience and an efficient user experience through a simplified dashboard which ensures winning and retaining clients.

Offering a combination of payment instruments, mobile application and API integrations

Omnichannel technology offering

Co-branded cards with bank

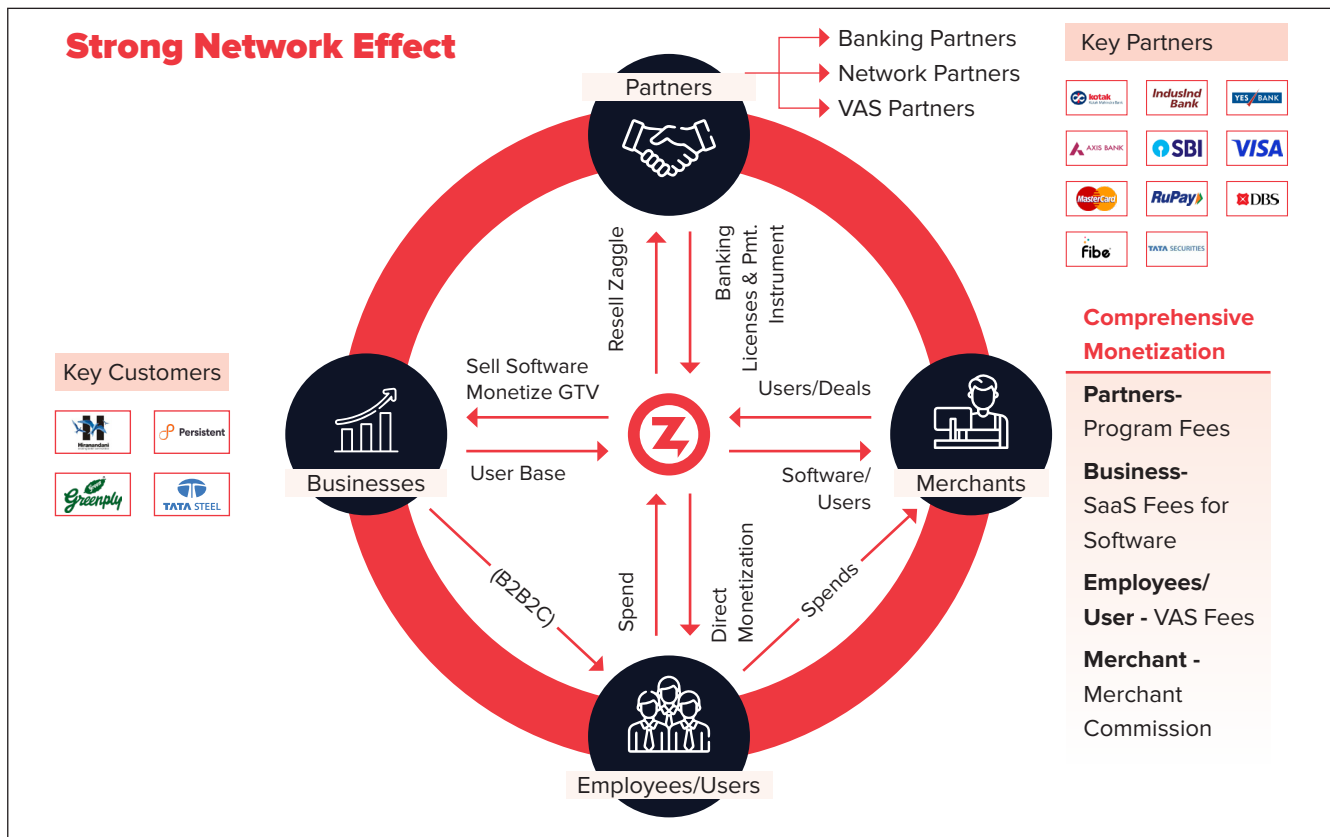
Mobile app to manage spends

Multiple banks & network partners

Dashboard to manage reporting & analytics

Zaggle has a multiple revenue stream ensuring constant flow of revenue. The revenue stream for Zaggle include:

- **SaaS fees:** This is the software fees charged monthly/annually per user to corporates for using the platform. This is earned across all three products. These are reported on net basis
- **Program fees:** Banking partners share a proportion of the interchange earned on spends done using ZAGGLE cards. This is earned across all three products. These are reported on net basis.
- **Propel platform fees:** This is recognized on redemption of the allocated Propel reward points to employees/distributors/channel partners. This is earned only in Propel and recognized on gross basis



Zaggle has a diversified Customer base covering leading brands across multiple industry verticals developing relationships with some of the well-known names. As of March 31, 2024, we had more than 2.73 Million Active Users with more than 3000 corporate accounts. The growth of our business will be driven by through increase in number of corporates, more users across existing and new corporates, higher spends by existing users and cross sell and upsell of Zaggle suite of products.

Zaggle mobile application provides Customers and Users with a real time view of card details, account balance, transactions (including transfers to bank accounts), card security, easy expense management by allowing for bills to be uploaded, approved, and paid for corporate spending and such other benefits. This platform can be used for setting spending limits for employees according to their role and designation, prohibit designated spends (for example alcohol bills), transactions at non-designated merchant establishments (for example in a bar), enabling an organization to efficiently manage corporate spending.

OPPORTUNITIES AND THREATS

Opportunities

The Indian FinTech market is all set to record 10x growth achieving \$200 Billion in revenues, as per an EY study. This growth stems from an accelerated push for digital adoption in the financial sector. India exclusively has seen a trifecta of government facilitation of a digital economy, technological advancement in terms of computing power, and affordable and democratized internet access to everyone. These developments provide Zaggle with tailwinds for deeper penetration into the markets and launch of new offerings and use case for its customers.

The **Unified Payments Interface (UPI)** has been at the forefront of this digital payments’ revolution in India. Multiple initiatives aimed to reduce cash-based transactions while encouraging the adoption of electronic payment methods. The introduction of UPI by the NPCI has transformed how people conducts transactions. We see opportunities to provide differentiated solutions for our customers using UPI and other NPCI solutions.

The transition towards a cashless Indian economy is significantly influenced by the rising adoption of prepaid and credit cards, which play pivotal roles in the digital payments landscape.

The Indian credit card market has witnessed a remarkable surge, with credit cards witnessing a 21% year-over-year growth as of December 2023, according to a recent report by Worldline India. Private sector banks have dominated the credit card issuance space, accounting for 71% of the market share, while public sector banks have focused on providing debit cards to a larger section of the population, including the unbanked. <https://bfsi.economictimes.indiatimes.com/news/financial-services/credit-cards-witness-21-yoy-growth-pos-terminals-on-a-record-high-report/108999122>

Several factors explain the fast uptick in credit card use in India. The overall ecosystem is growing. There are an increasing number of tie-ups between banks, cards and fintech to facilitate credit card use

<https://www.forbes.com/sites/zennonkapron/2023/06/22/why-credit-card-adoption-is-rising-in-india/>

Considering this, the cards penetration in India and specifically Credit cards is significantly less than global standards. We see a huge opportunity for Zaggle to further strengthen its position in the Credit cards space and maintain and grow its leadership position in the Prepaid card space.

As the companies become more and more cautious of compliance and of streamlining their business and employee expenses, we see a greater demand for Zaggle's solutions.

The current market scenario with the funding winter in private markets continuing for sometime now, there are interesting opportunities available in the Spend management and associated spaces for Inorganic expansion. We can explore opportunities in synergistic domains looking at companies which are either EBITDA accretive or product accretive or the ones who give us access to newer geographies. These potential acquisitions would help Zaggle to scale faster. The revenues and profits from these acquisitions would be in addition to our guidance for organic revenue growth.

Leveraging Zaggle's expertise in the domestic market to create a profitable and successful business model, we can explore international markets where the propensity to pay for SaaS products is greater. We can look at geographies wherein we have a large TAM, a better right to win for us and to provide a better ROI.

Threats

Our business is bound by regulation by various statutory and regulatory authorities in India including MCA and RBI relating to compliance and data protection related laws and the failure to comply with the regulations could subject us to enforcement actions by the relevant authority and our business and reputation may be materially affected.

Additionally, any change in the regulatory and policy environment implemented by the government affecting the fintech industry could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements which could increase our costs, our financial condition, results of operations and may adversely affect our business operations.

We rely on third party networks and receive a large portion of information from our users, customers including personal and identifiable information which are sensitive and confidential in nature and is necessary to operate our business. This third party networks is prone to damage, disruptions, or shutdowns, software or hardware vulnerabilities, security incidents, ransomware attacks, social engineering attacks, supply-chain attacks, failures during the process of upgrading or replacing software, databases, or components, power outages, fires, natural disasters, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors (including non-employees who may have authorized access to our networks), user malfeasance, or catastrophic events and could lead to an interruption in our business, create an unfavourable user experience, loss and leakage of personal information and data of organizations. Our failure to comply with the privacy, data protection, information security, consumer privacy or related laws or regulation could result in proceedings, actions, or penalties against us.

We feel that to succeed in the Spend management segment in India you need a potent combination of Banking partners, robust software and strong corporate client base. Considering these factors, potential threats to our Company are from new local and international competitors entering the Indian market.

Segment-wise or product wise performance & Discussion on financial performance with respect to operational performance:

FY 2023-24

Particulars	March 31,	March 31,
	2024	2023
	Audited	Audited
Revenue from customers		
Program fee	3,218.42	1,694.53
Propel platform revenue / gift cards	4,225.06	3,597.75
Platform fee / SaaS fee / service fee	312.48	242.32
Total	7,755.96	5,534.60

Particulars	March 31, 2024	March 31, 2023
	Audited	Audited
Revenue from customers		
b. Geographical segment information:		
Within India	7,755.96	5,502.67
Outside India	-	31.93
Total	7,755.96	5,534.60

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations for Fiscals 2024 and 2023.

Particulars	(in Million)	
	FY 2023-24	FY 2022-23
Revenue from operations	7,755.98	5,534.60
Other income	112.71	11.15
Total income	7,868.69	5,545.75
Cost of point redemption/gift cards	3,797.16	3,188.70
Consumption of cards	12.28	17.53
Employee benefit expense	512.82	435.83
Finance costs	137.17	113.77
Depreciation and amortization expense	83.63	61.99
Other expenses	2,727.82	1,411.58
Total expenses	7,270.88	5,229.40
Restated profit before tax	597.81	316.35
Current tax	162.11	85.97
Deferred tax	(4.50)	1.37
Total tax expense	157.61	87.34
Restated profit for the year	440.20	229.01

FISCAL 2024 COMPARED TO FISCAL 2023

Income

Our Consolidated revenue from operations increased by 40.14% to ₹7,755.98 Million in Fiscal 2024 from ₹5,534.60 Million in Fiscal 2023. Revenue growth was driven by growth across all three of our key businesses (Save, Propel, Zoyer). This increase was primarily a result of the following factors:

- ‘Propel’ platform revenue/gift cards: our ‘Propel’ platform revenue/gift cards increased by 17.44% from ₹3,597.75 Million in Fiscal 2023 to ₹4,225.06 Million in Fiscal 2024. This was primarily attributable to an increase in our user base from 2.27 Million users as of March 31, 2023 to 2.73 Million users as of March 31, 2024 and increase in our Customers from 2,411 as of March 31, 2023 to 3,016 as of March 31, 2024.

- Platform fee/SaaS fee/service fees: our platform fee/SaaS fee /service fee increased by 28.96% from ₹242.32 Million in Fiscal 2023 to ₹312.49 Million in Fiscal 2024. This was primarily attributable to an increase of 20.47% in our User base from 2.27 Million Users as of March 31, 2023 to 2.73 Million Users as of March 31, 2024 and higher adoption of platform by the users.
- Program Fee: our Program Fee increased by 89.93% from ₹1,694.53 Million in Fiscal 2023 to ₹3,218.43 Million in Fiscal 2024. This growth was driven growth in customers/users along with a corresponding increase in spending by our existing users that facilitated an increase in the interchange fees received due to an overall increase in the scale of our business. Our new line of business Zoyer also significantly contributed for growth in program fee

FY 2023-24 is strong year for us and this performance was primarily driven by sustainable growth in revenues on account of platform expansion and launching of new products

Other income

Our other income increased by 910.85% to ₹112.71 Million in Fiscal 2024 from ₹11.15 Million in Fiscal 2023, primarily due to increase in treasury income. This growth was driven by increase in investible cash balance due to IPO proceeds

Expenses

Our total expenses increased by 39.04% to ₹7,270.88 Million in Fiscal 2024 from ₹5,229.40 Million in Fiscal 2023. As a percentage of total income, our total expenses were 93.75% as compared to 94.49% in Fiscal 2023. The increased expenses were incurred due to a substantially higher proportionate cost of point redemption/gift cards and higher employee benefit expenses primarily due to (i) expenses towards employee stock option plan and (ii) an increase in the workforce required for expansion of our operations.

Cost of Point Redemption/Gift Cards

Our cost of point redemption/gift cards increased by 19.08% to ₹3,797.16 Million in Fiscal 2024 from ₹3,188.70 Million in Fiscal 2023 primarily due to a proportionate increase in our ‘Propel’ revenue as stated above, which is directly proportional to the cost of point redemption/gift cards.

Employee Benefit Expense

Our employee benefit expenses increased by 17.67% to ₹512.82 Million in Fiscal 2024 from ₹435.83 Million in Fiscal 2023 primarily due to (i) expenses towards employee stock option plan of ₹149.77 Million as compared to 144.13 Million and (ii) an increase of ₹71.35 Million in salaries, wages and bonus resulting from an increase in our workforce from 273 employees as of March 31, 2024 to 303 employees as of March 31, 2023. The increase in salaries, wages and bonus was primarily due to an increase in hiring of personnel in our product development, information technology and sales

teams, which require a higher compensation.

Finance Costs

Our finance costs increased by 20.57% to ₹137.17 Million in Fiscal 2024 from ₹113.77 Million in Fiscal 2023, primarily due to interest on loans and non-cumulative redeemable optionally convertible debentures.

Depreciation and Amortization Expense

Our depreciation and amortization expense increased by 34.91% to ₹83.63 Million in Fiscal 2024 from ₹61.99 Million in Fiscal 2023, primarily due to continuous investment in enhancement and introduction of our new products

Other Expenses

Our other expenses increased by 93.25% to ₹2,727.82 Million in Fiscal 2024 from ₹1,411.58 Million in Fiscal 2023, primarily due to a increase in incentives and cash back to Customers to ₹2,168.27 Million in Fiscal 2024 from ₹1,002.01 Million in Fiscal 2023 which is in line with scale of business.

OUTLOOK

Zaggle is uniquely positioned to leverage the burgeoning Indian SaaS fintech landscape, driven by the increasing adoption of digital payments and the shift towards a cashless economy. The Company's innovative spend management solutions are timely, as B2B expenditure in India is expected to surpass \$15 trillion by 2030. This creates a pressing need for efficient spend management practices that Zaggle can fulfil through its advanced platforms, enhancing operational efficiency, increasing compliance, reducing fraud & leakage as well as providing valuable analytics for businesses. Furthermore, Zaggle's commitment to integrating cutting-edge technologies such as AI and cloud computing positions it favourably in a competitive market. As the demand for Software as a Service (SaaS) solutions grow, particularly in the context of digital transformation, Zaggle's offerings are likely to attract significant interest from enterprises aiming to optimize their financial operations. With a focus on innovation and strategic partnerships, Zaggle is poised to play a crucial role in shaping the future of fintech in India, driving growth and transparency in the evolving digital economy. In addition, we are diligently working on our U.S. expansion by precisely identifying our Ideal Customer Profile (ICP) and our Product Market Fit (PMF) to ensure targeted success.

The Company believes that the annual amount of spending for corporates is set to increase in the coming years as the economy grows. As the annual amount of spending increases and market consolidation of spends through Zaggle's platform accelerates more of Zaggle's customers offer our payment instruments and solutions to an increased number of their employees and channel partners, we anticipate that the funds disbursed through our platform will increase, and in turn the amount spent by such users, resulting in better growth of our business and operations.

We are witnessing a very clear and pronounced preference of Corporate customers and banks to work with the stable, listed, profitable, Spend Management market leader like Zaggle and we intend to leverage this to our advantage to capture market share rapidly in the coming years.

RISK & CONCERNS

1. High Dependency on the Program Fees

We are dependent on our relationships with our banking partners, including our Preferred Banking Partners, for a substantial portion of our revenue, which is derived from Program Fees generated from our arrangements with such banking partners.

Any termination of, or failure to maintain, our relationships with our banking partners, including our Preferred Banking Partners, or failure to enter into arrangements with new banking partners, could result in loss of, or reduction in, the revenue that we earn from Program Fees, which could adversely affect our business, cash flows, results of operations and financial condition.

Our revenue from Program Fees primarily consists of our share of interchange fees which are calculated according to contractual agreements entered into by our Preferred Banking Partners with the Payment Networks and are largely earned as a percentage of the spending levels on a prepaid card. Together, we have issued more than 50 Million co-branded prepaid cards since the inception of our business

2. Dependent on third party payment networks, channel partners and third-party providers for various aspects of business growth

We and our banking partners are dependent on Payment Networks to process payments made using our prepaid cards. Our banking partners earn spend-based fees for the transactions carried out by the Users of prepaid cards at offline and/or online outlets. A change in applicable regulatory landscape could prompt the Payment Networks to impose additional requirements on our banking partners and/or us or may adversely affect their ability to continue to offer their full suite of services to us. We further depend on our relationships with third-party providers who provide products and services such as transaction processing, logistics services and call centre support services, among others. If any of these third parties experience difficulty meeting our requirements or standards, become unavailable due to extended outages or interruptions, temporarily or permanently cease operations, face financial distress or other business disruptions such as a security incident, increase their fees, if our relationships with any of these providers deteriorate, or if any of the agreements we have entered into with such third parties are terminated or

not renewed without adequate transition arrangements, we could suffer liabilities, penalties, fines, increased costs and delays in our ability to provide Customers with our products and services, our ability to manage our finances could be interrupted, receipt of payments from Customers may be delayed, our processes for managing sales of our offerings could be impaired, our ability to generate and manage sales leads could be weakened, or reputation could be harmed, or our business operations could be disrupted.

3. Intense competition in the industry

India's spend management market, and the financial technology (fintech) space is rapidly evolving, is increasingly competitive, fragmented, and subject to changing technology, shifting user and customer needs, new market entrants, and frequent introductions of new products and services. We compete with a number of companies that range in size from large and diversified enterprises with significant financial resources to smaller companies. The market for our products is rapidly evolving and highly competitive and in the future there may likely be an increasing number of similar products offered by additional competitors. Our competitors (including our existing partners) may develop or implement similar or better technology.

4. Seasonality

We are impacted by seasonal variations in sales volumes which may cause our revenues to vary between different quarters in a financial year. Typically, we see higher transaction volumes associated with the festive sale period in the third quarter of each financial year, which encompasses holidays in India such as Diwali, Christmas and annual sales events such as the end of season sales. Furthermore, we also experience an increase in transaction volumes in the fourth quarter of each financial year, with Users transacting to exhaust any pending balance on their cards before the end of a financial year. As a result, our results of operations and cash flows across quarters in a financial year may not be comparable and any such comparisons may not be meaningful or may not be indicative of our annual financial results or our results in any future quarters or periods.

5. Regulatory Risks

Our business is subject to regulation by various statutory and regulatory authorities in India, including the MCA and the RBI, and other authorities responsible for enforcing compliance with privacy and data protection related laws, foreign investment laws, intellectual property laws, consumer protection laws and direct and indirect tax laws. For instance, the Department of Payment and Settlement System

of the RBI in June 2022 issued a "Payment Vision 2025" which, among other things, introduces revised guidelines for PPIs, including a "closed system PPI". In the absence of any concrete regulatory proposals, we cannot ascertain the impact of the introduction of any new regulations or guidelines involving PPIs on our business. Additionally, the businesses of our banking partners are regulated by the RBI and any change in the RBI's policies, decisions and regulatory framework could adversely affect our business, cash flows, results of operations and financial condition. For instance, the RBI has implemented regulations limiting interchange fees payable on debit card transactions, and similar regulations could be extended to prepaid card transactions in the future. Additionally, our banking partners are subject to certain regulations by various government authorities, including the RBI.

6. Security Risks related to relevant data protection or privacy laws

We collect, receive, access, store, process, generate, use, transfer, disclose, share, make accessible, protect, secure, and dispose of (collectively, Data Processing) a large amount of information from our Users, Customers, and our own employees, including personally identifiable and other sensitive and confidential information necessary to operate our business, for legal and marketing purposes, and for other business-related purposes. While we and our third-party service providers have implemented security measures, technical controls, and contractual precautions designed to identify, detect, and prevent unauthorized Data Processing, our security measures, as well as those of our third-party service providers, could fail or may be insufficient, resulting in the unauthorized access to or the disclosure, modification, misuse, unavailability, destruction, or loss of our or our Customers' data or other sensitive information. If any such risks were to materialize, it could potentially damage our reputation and adversely affect our business, cash flows, results of operations and financial condition.

External Risk factors:

7. Our business is substantially affected by prevailing economic, political and other prevailing conditions in emerging markets.

The Indian economy and capital markets are influenced by economic developments, political and market conditions in India and globally, including adverse geopolitical conditions such as increased tensions between India and China. We are incorporated in India, and our operations are located in India. Adverse economic developments, such as rising fiscal or

trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy.

8. **Rising inflation rates in India could result in increased costs and adversely affect our profitability**

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation relative to developed countries in the recent past. In recent months, consumer and wholesale prices in India have exhibited increased inflationary trends, as the result of an increase in crude oil prices, higher international commodity prices, and higher domestic consumer and supplier prices. While the RBI has enacted certain policy measures designed to curb inflation, these policies may not be successful. In February 2022, hostilities between Russia and the Ukraine commenced which continue as of the date. The market price of oil has risen sharply since the commencement of these hostilities which may have had an inflationary effect in India. Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees and other expenses.

Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our Customers, whether entirely or in part, and may materially and adversely affect our business, results of operations and financial condition. In particular, we might not be able to control the increase in our expenses related to salaries or wages payable to our employees or increase the price of our services to pass the increase in costs on to our customers. If we are unable to increase our revenue sufficiently to offset our increased costs due to inflation, it could adversely affect our business, cash flows, results of operations, prospects and financial condition. Furthermore, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. We cannot assure you that Indian inflation levels will not worsen in the future.

Internal Control Systems & their Adequacy

The Company's management ensures that the internal control system is suitable and proportionate to the Company's size and operations, aimed at providing reasonable assurance that assets are protected, and transactions are accurately executed and recorded in line with management's authorization and accounting policies. Regular reviews are conducted to adjust existing policies to meet evolving business needs,

enhance governance, and ensure compliance with regulatory changes. All records are adequately maintained to facilitate the preparation of financial statements and other financial information. Additionally, the Company conducts audits to assess the effectiveness and security of its operations, information technologies, and data, adhering to global standards. Throughout the year, the Audit Committee evaluate various aspects, including internal audit reports, internal control systems, and financial disclosures.

The Company has adequate Internal Control System in place in order to mitigate any frauds, errors, misrepresentations etc., The Company also in compliance with Internal Financial Controls over Reporting (ICFR) where all the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to company policies, safeguarding its assets prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information. In addition to ICFR, the Company appointed external audit firm "RYN & Co LLP" to conduct internal audits.

Material developments in Human Resources/ Industrial Relations front, including Number of People Employed.

The Company treasures its human capital as its most important asset. The Company is committed to drive people excellence, support business growth by aligning people strategy to business goals and needs. We are dedicated to foster a conducive, rewarding and inclusive work culture and enhance employee well-being by providing comprehensive support for their performance, emotional and physical health. We ensure that resources and actions are effectively implemented to uphold sustainable health, safety, and environmental practices. Our commitment extends to organizing financial wellness events to educate employees on investment tools and risk management strategies.

The Company regularly conducts a structured induction process at all locations, along with skill development programmes and management development programmes to enhance managerial skills.

The employee recognition programme is a vital part of the Company. Regular communication with top management helps identify and reward top performers across functions. An objective appraisal system based on KPIs is in place to incentivise employees. We have redesigned the organization structure and managed to build a strong mid- senior leadership team across functions.

There were 303 employees on the rolls of the Company as on March 31, 2024.

Details of significant changes (i. e change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore including:

S. No.	Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	Variance	Variation	Reason for change more than 25%
1	Current Ratio (in times)	Current Assets	Current Liabilities	6.20	1.49	4.71	314.88%	Unutilized IPO proceeds are deployed in temporary fixed deposits with banks. This resulted in improvement of current ratio
2	Debt-Equity Ratio (in times)	Total Debt	Total Equity	0.13	2.48	(2.36)	(94.85%)	Variance on account of Increase in equity, due to fresh issue of shares and foreclosure of loans during current period
3	Debt Coverage Ratio	Earnings Available for Debt Service	Total Interest and Principal Repayments	0.73	2.66	(1.93)	(72.48%)	Reduction of debt on account of foreclosure of loans during current period.
4	Return on Equity (ROE) (in %)	Net Profits after taxes	Total Equity	7.65	46.98	(39.32)	(83.71%)	Average equity in current period has increase due to fresh issue of shares in IPO.
5	Trade Receivables Turnover Ratio (in times)	Credit Sales	Average Trade Receivables	5.59	5.39	0.20	3.75%	Not a major Variance
6	Trade Payables Turnover Ratio (in times)	Credit Purchases	Average Trade Payables	67.92	34.59	33.33	96.35%	Increased on account timely payment of trade payables.
7	Net Capital Turnover Ratio (in times)	Net Sales	Working Capital	1.58	9.52	(7.94)	(83.43%)	Unutilized IPO proceeds are deployed in temporary fixed deposits with banks. This resulted in improvement in working capital.
8	Net profit Ratio (in %)	Net Sales	Sales	5.68	4.14	1.54	37.17%	Improvement is on account of a new line of business added and increase in margin in line with increase in volume.
9	Return on Capital Employed (in %)	Earnings before Interest and Taxes	Capital Employed	22.85	45.00	(22.15)	(49.23%)	During current year average equity has increased on account of fresh issue of share capital.

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

Return on Net Worth (“RoNW”) is a measure of profitability (expressed in percentage) and is defined as profit after tax for the year divided by our Total Equity for the year. The table below reconciles our profit after tax for the year to RoNW, for the periods indicated

Particulars	As of and for the financial year ended March 31,	
	2024	2023
	(₹ Million, unless otherwise specified)	
Profit after Tax for the Year (A)	440.20	229.01
Share Capital	122.49	92.22
Other Equity	5,631.33	395.29
Net Worth (B)	5,753.82	487.51
Return on Net Worth (A)/(B) (%)	7.65	46.98

Disclosure of Accounting Treatment

The statements made in this report describe the Company’s objectives and projections that may be forward looking statements within the meaning of applicable laws and regulations. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the Company.

Cautionary statement

This section includes forward-looking statements that highlight the potential future prospects of the Company. These statements are accompanied by inherent risks and uncertainties that may cause actual

results to differ materially. Additionally, the macro-environmental changes and the unpredictable nature of global events, such as the Pandemic, unforeseen challenges for the Company and its operating environment. The information provided in the report is based on assumptions derived from both internal and external sources, and these assumptions may change over time, leading to corresponding adjustments in the estimates provided. It’s important to note that these forward looking statements reflect the Company’s current intentions, beliefs, or expectations and are valid as of the date they were made. The Company does not have an obligation to update or revise these statements in light of new information or future events unless required by applicable regulations.

For and On Behalf of the Board of Directors
Zaggle Prepaid Ocean Services Limited

Place: Hyderabad
Date: July 30, 2024

Raj P Narayanam
Executive Chairman
DIN: 0041003

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN: 05250791

Corporate Governance Report



CORPORATE GOVERNANCE REPORT

The Directors of Zaggle Prepaid Ocean Services Limited (“the Company”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year 2023-24 in pursuant to Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that all its activities should reflect good corporate governance practices. This would ensure efficient conduct of the affairs of the Company and help in maximizing value for all its stakeholders. Corporate Governance brings about sustained growth and long term benefits for the stakeholders. It is a system by which the organization will be driven and controlled by its commitment to values and ethical business conduct, voluntary practices and compliance with laws and regulations paving way to preserving shareholders’ trust while maximizing long-term corporate value.

The Company will continue to employ its resources, strengths and strategies to achieve its vision, while upholding the core values of transparency, integrity, honesty and accountability, which are fundamental to the Company.

This philosophy is backed by the principles of concern, commitment, quality and integration in all its acts and relationships with its employees, customers, associates and consumers at large which has always propelled the group towards higher horizons. The Company follows a tradition of fair, transparent and ethical governance practices.

The Company believes that sound governance practices and responsible corporate behaviour contribute to superior long-term performance of the Company. The Company is committed to adhere to good corporate governance principles as embodied in its governance policy.

The Company will continue to implement the code of Corporate Governance in true spirit for increasing the wealth and long term benefits for stakeholders over a sustained period of time.

The Company will continue to adhere to all regulatory and statutory requirements in true spirit.

2. BOARD OF DIRECTORS

The Board of Directors is the highest governance body constituted to oversee the Company’s overall functioning. The responsibility of the Board is to provide strategic guidance to the Company, to ensure effective monitoring of the management and to be accountable to the Company and the shareholders. The meetings of the Board of Directors are held generally at the Company’s Registered Office at Hyderabad, and are scheduled well in advance. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Information relating to the business, operations and risks affecting the Company is regularly placed before the Board / Committee for its consideration apart from information as mentioned in Part A of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board regularly reviews the compliance reports of all laws applicable to the Company.

a) Composition and Changes

The Board of the Company bears the ultimate responsibility for the organization and administration of the company. It is vital to have a well-balanced Board with a combination of Executive, Non-Executive and Independent, Directors on the Board of the Company to ensure Board’s independence and effective management. The Board Composition of the Company is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The Board of Directors as on March 31, 2024 consisted of six members, comprising of: a. Two executive Directors b. Three Non-Executive and Independent Directors c. One Non-Executive and Non- Independent Director.



The category of directors as on March 31, 2024 is as follows:

Name of Director	Designation	Category of Directorship
Mr. Raj P Narayanam	Executive Chairman	Executive Director
Mr. Avinash Ramesh Godkhindi	Managing Director and Chief Executive Officer	Executive Director
Mr. Krishna Kumar Aravamudan	Independent Director	Non-Executive and Independent Director
Mr. Abhay Deshpande Raosaheb	Independent Director	Non-Executive and Independent Director
Ms. Prerna Tandon	Independent Director	Non-Executive and Independent Director
Mr. Arun Vijaykumar Gupta	Non-Independent Director	Non-Executive and Non-Independent Director

The Board periodically evaluates the need for change in its composition and size.

None of the Independent Directors on the Board serve as an independent director in more than seven listed entities and none of the Directors on the Board is a member of more than 10 Committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 or Chairman of more than 5 Committees as specified in Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all the Companies in which he/she is a Director. The Directors have made the necessary disclosures regarding Committee positions during the period under review.

For the purpose of determination of limit of the Board Committees, Chairmanship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Roles, Responsibilities and Duties of the Board

The role, responsibilities, and duties of the Board of Directors are crucial in ensuring effective governance and the sustainable growth of a Company. Under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 166 of the Companies Act, 2013, the Board has specific obligations to fulfil.

The primary role of the Board is to act as a fiduciary for the Company, representing the interests of its shareholders and stakeholders. The Board is responsible for providing strategic guidance and setting the overall direction and objectives of the Company. It must exercise independent judgment and act in the best interests of the Company while considering the interests of all stakeholders.

The responsibilities of the Board include:

- 1) **Corporate Governance:** The Board is accountable for maintaining high standards of corporate governance, ensuring transparency, and adhering to legal and regulatory requirements. It must establish and monitor systems of internal control and risk management to safeguard the Company's assets and reputation.
- 2) **Strategy and Planning:** The Board plays a crucial role in formulating the Company's strategic plans, assessing risks, and identifying opportunities. It approves annual budgets, business plans, and major investment decisions. It also monitors the implementation of strategies and evaluates their effectiveness.
- 3) **Oversight and Monitoring:** The Board has a duty to oversee the Company's management, ensuring that it operates in a responsible and ethical manner. It appoints and evaluates the performance of key executives, including the CEO. The Board also reviews financial statements, internal audit reports, and compliance with legal and regulatory obligations.
- 4) **Stakeholder Management:** The Board must consider the interests of various stakeholders, including shareholders, employees, customers, suppliers, and the community. It should foster effective communication and engagement with stakeholders and address their concerns.
- 5) **Risk Management:** The Board is responsible for identifying and managing risks faced by the Company. It should establish effective risk management policies and procedures, ensure appropriate insurance coverage, and regularly review the effectiveness of risk mitigation measures.

6) **Compliance and Disclosures:** The Board ensures compliance with applicable laws, regulations, and codes of conduct. It oversees the disclosure of accurate and timely information to shareholders and other stakeholders, maintaining transparency and fairness. Under Section 166 of the Companies Act, 2013, the Board has a fiduciary duty to act in good faith, exercise due care, and act in the best interests of the Company. It should promote the Company's objectives, preserve its assets, and ensure its long-term success. The Act emphasizes the duty of directors to act honestly, responsibly, and with reasonable diligence, using their skills and knowledge for the benefit of the Company.

In conclusion, the Board of Directors plays a critical role in the governance and management of a Company. It has various responsibilities and duties, including strategic planning, oversight, risk management, compliance, and stakeholder management. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 166 of the Companies Act, 2013, provide a framework for the Board to fulfill its obligations and ensure the Company's sustainable growth and success.

c) Board Meeting Frequency and location

The Board and Audit Committee meets at least once in a quarter to review the quarterly financial results and other items of the agenda. Whenever necessary, additional meetings are held. Other Committee meetings are held based on the requirements.

In the case of business exigencies or urgency of matters, resolutions are passed by circulation. Video conferencing facility is provided to the Directors who are not able to attend the meetings in person due to some emergencies. The location of the Board meetings is informed well in advance to all the Directors. Eighteen (18) Board meetings were held during the financial year ended March 31, 2024 and the gap between any two meetings did not exceeded one hundred and twenty days.

The said meetings were held on: May 24, 2023, August 10, 2023, August 16, 2023, August 21, 2023, August 26, 2023, August 29, 2023, August 30, 2023, September 06, 2023, September 07, 2023, September 08, 2023, September 09, 2023, September 13, 2023, September 18, 2023, September 20, 2023, October 11, 2023, November 07, 2023, February 06, 2024 and March 27, 2024.

d) Agenda and relevant information to Directors

The agenda for each Board / Committee meeting is circulated in advance to the Directors. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Being a responsible environment friendly Company, agendas and other relevant documents / information to Board / Committee members are provided in secured electronic mode.

e) Board Meetings - Matters

All departments of the Company are advised to schedule their work plans in advance, particularly with regard to matters requiring discussion / approval / decision of the Board meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board / Committee meetings.

Agendas for such meetings are finalized in discussion with the Chairman and Managing Director and Chief Executive Officer of the Company.

f) Presentations by management

The Chief Financial Officer, Chief Executive Officer, Company Secretary and Auditors updates the Board on their related matters through presentations / Board notes. Such presentations and Board notes cover finance sales, marketing, major business segments and operations of the Company, including business opportunities, business strategy and risk management practices, internal audit observations, regulatory changes and their probable impact on the operations of the Company.

g) Availability of information to Board Members

The Board has unrestricted access to all Company related information including employees. All the relevant information to be placed before the board as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 is placed before the Board for its consideration regular updates provided to the Board include:

- Annual operating plans and budgets and updates thereon.
- Capital budgets and any updates thereon.
- Quarterly results and operating divisions or business segments.

- Minutes of meetings of Audit committee and other Committees of the Board of Directors.
- The information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

h) Minutes of the Meeting

The Company Secretary of the Company records the proceedings of the Meetings and circulates the draft Minutes to Board/Committee Members within 15 days of the Meeting. Suggestions of the Directors are properly incorporated in the Minutes. Final Minutes are recorded in the Minutes Book within 30 days of the Meeting.

i) Post Board Meeting Mechanism

All the proceedings of the Board Meetings are recorded as per the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the decisions taken by the Board and its Committees are promptly communicated to the concerned departments or divisions.

All the Post Board Meeting filings on the Stock Exchange / Registrar of Companies are done as per the requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made there under as amended from time to time. Action taken/status reports on decisions of the previous meeting(s) are followed-up and placed at the next meeting for information and further recommended actions, if any.

j) Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Director on the Board. The Committee, inter alia, considers qualification positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other Companies by such persons in accordance with the Company's Policy for determining qualifications, positive attributes and independence of a director. The Committee evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. The Board considers the Committee's recommendation, and takes appropriate decision.

k) Meetings of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time,

the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management.

The meeting shall review the performance of non-independent directors and the Board as a whole; review the performance of the Chairman of the Board, taking into account the views of the executive directors and non-executive directors; assess the quality, quantity and timeliness of flow of information between the Management and the board that is necessary for it to effectively and reasonably perform its duties.

One meeting of Independent Directors was held during the financial year i.e. on February 06, 2024.

l) Succession planning

The Nomination and Remuneration Committee works with the Board on the leadership succession plan, and also prepares contingency plans for succession in case of any exigencies.

m) Attendance of directors

Directors' attendance at the Board and Annual General Meeting ("AGM") held during the financial year 2023-24 is as follows:



Name of Directors of Board	Designation	May 24, 2023	August 10, 2023	August 16, 2023	August 21, 2023	August 26, 2023	August 29, 2023	August 30, 2023	Sep-tember 06, 2023	Sep-tember 07, 2023	Sep-tember 08, 2023	Sep-tember 09, 2023	Sep-tember 13, 2023	Sep-tember 18, 2023	Sep-tember 20, 2023	October 11, 2023	November 07, 2023	February 06, 2024	March 27, 2024	% of attendance	Attendance at the last AGM held on September 04, 2023
Mr. Raj P Narayanan	Executive Chairman																			100%	
Mr. Avinash Ramesh Godkhindi	Managing Director and CEO																			44.44%	
Mr. Krishna Kumar Aravamudan	Independent Director																			77.78%	
Mr. Abhay Deshpande Raosaheb	Independent Director																			66.67%	
Ms. Prema Tandon	Independent Director																			66.67%	
Mr. Arun Vijaykumar Gupta	Non-Executive Director																			38.89%	

attended through video conferencing | Absent | % of attendance

NOTES:

1. Leave of absence was granted on request to those Directors who could not attend the meeting(s) due to their pre-occupations.
2. None of the Non-Independent Directors of the Company are Independent Directors of the Company(ies) where the Independent Directors of the Company are Non- Independent Directors or vice versa.
3. Video/teleconferencing facilities are also used to enable Directors travelling/residing abroad or at other locations, to participate in the meetings of Board and Committees.
4. During the financial year 2023-24, information as mentioned in Part A of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been placed before the Board for its consideration.

n) Other directorships

None of the Directors on the Board:

- holds directorships in more than ten public companies;
- serves as Director or as Independent Directors (“ID”) in more than seven listed entities;
- holds more than 10 board committee memberships or 5 board committee chairmanships; and
- who are the Executive Directors serves as IDs in more than three listed entities.

Name of other listed entities in which the Director is a director, number of other Directorships and Chairmanship/ Membership of Committees held by each Director in various companies is as follows:

Name of the Director	No. of other Directorships in Listed Company* (Including Zaggle Prepaid Ocean Services Limited)	No. of Committee positions# (Including Zaggle Prepaid Ocean Services Limited)		Category of Directorship and the name of the other listed entities as on March 31, 2024
		Chairman	Member	
Mr. Raj P Narayanam	1	0	1	Nil
Mr. Avinash Ramesh Godkhindi	1	0	1	Nil
Mr. Aravamudan Krishna Kumar	3	1	3	MTAR Technologies Ltd - Non-Executive and Independent Director UCO Bank - Non-Executive and Independent Director
Mr. Abhay Deshpande Raosaheb	1	1	1	Nil
Ms. Prerna Tandon	1	1	0	Nil
Mr. Arun Vijaykumar Gupta	2	1	1	Route Mobile Limited® - Non-Executive and Independent Director

* The directorships held by directors as mentioned above, does not include directorships in Foreign Companies.

In accordance with Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders’ Relationship Committees in all Listed Companies have been considered.

@ Ceased to a Director w.e.f. May 08, 2024.

o) Shares held by Directors

Except the following, none of the Directors hold any equity shares in the Company:

Name of the Director	Designation	No of shares held
Mr. Raj P Narayanam	Executive Chairman	4,61,55,323
Mr. Avinash Ramesh Godkhindi	Managing Director and Chief Executive Officer	76,50,323
Mr. Abhay Deshpande Raosaheb	Independent Director	12,39,837
Ms. Prerna Tandon	Independent Director	10,000

p) Details of Directors proposed for appointment / reappointment at the Annual General Meeting:

Mr. Arun Vijaykumar Gupta, Non-Executive and Non-Independent Director will retire by rotation at this Annual General Meeting and being eligible, seek reappointment.

q) Disclosure of relationship between directors inter-se:

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

r) Code of Conduct

The Company has adopted a code of conduct for board members and Senior Management. The Code of Conduct is available on the website of the Company i.e. <https://ir.zaggle.in/wp-content/uploads/2023/12/code-of-conduct-for-board-members-and-senior-management.pdf>.

All Board members and senior management personnel have affirmed compliance with the code of conduct. A declaration signed by the Managing Director and Chief Executive Officer to this effect is annexed to this Report.

s) Declaration by Independent Directors:

All the Independent Directors of the Company have given declarations and confirmed that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

They also declare that apart from receiving director's remuneration (sitting fees) they did not have any pecuniary relationship or transactions with the Company, its promoter, its directors, senior management and they are not a material supplier, service provider or customer or a lessor or lessee of the Company, which may affect their independence, and was not a substantial member of the Company i.e. owning two percent or more of the block of voting shares.

t) Reason for resignation of an Independent Director:

During the year under review none of the Independent Directors resigned from the Company.

u) Familiarization programmes for Board Members:

On being introduced onto the board of the Company, every director is given an induction and is made aware about the organizations Vision, mission, challenges, risk and opportunities. The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and its Committee Meetings, on business and performance updates of the Company and business strategy. Detailed presentations on the Company's business segments were made at the meetings of the Directors held during the year. By apprising the Board with up to date information about the organization and its business, the Company ensures that the Board is updated about the regular workings of the Company.

The Statutory Auditors, Internal Auditors and Senior Management of the Company make presentations to the Board of Directors with regard to regulatory changes from time to time while approving the Financial Results.

The details of the familiarization program are placed on the Company's website at <https://ir.zaggle.in/wp-content/uploads/2023/12/familiarization-programmes-imparted-to-independent-directors.pdf>.

v) Policy for Prevention of Insider Trading:

The Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives (Policy/Code) for Regulating, Monitoring and Reporting of Trades by Designated Persons' and their immediate relatives in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company is having in place the required IT infrastructure for maintaining Structured Digital Database and for monitoring the insider trading activities as per the applicable Regulations of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Policy is applicable to Promoters, Member of Promoter's Group, all Directors, designated persons (and their immediate relatives) and third parties such as auditors, consultants etc. who are expected to have access to unpublished price sensitive information relating to the Company. The trading window of the Company is closed from the first day of the every quarter and it opens after the 48 hours of the declaration of financial results and on occurrence of any material events as per the code. The Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The Company has also formulated 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)' in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company also has a whistle-blower policy to make employees aware of such policy to enable employees to report instances of leak of UPSII and a separate procedure for enquiry in case of leak of UPSII is also in place. The same is also available on the Company's website <https://ir.zaggle.in/wp-content/uploads/2023/12/code-of-practices-and-procedures-for-fair-disclosure-of-unpublished-price-sensitive-information.pdf>.

w) Terms and conditions of appointment to the Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Upon appointment of an Independent Director, a formal appointment letter is being given containing, inter alia, the terms of appointment, roles, functions, duties and responsibilities, the Company's Code of Conduct, disclosures and confidentiality. Such terms and conditions are available on the Company's website: <https://ir.zaggle.in/wp-content/uploads/2023/12/terms-and-conditions-of-appointment-of-independent-directors.pdf>.

x) Senior Management

In accordance with the provisions of Sections 178 of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following are the Senior Managerial Personnel (SMP) of the Company.

Sr No	Name	Designation
1	Mr. Saurabh Puri	Chief Business Officer
2	Ms. Latha Iyer	Chief Human Resource Officer
3	Mr. Srikanth Gaddam	Chief Technical Officer
4	Mr. Venkata Aditya Kumar Grandhi	Chief Financial Officer
5	Ms. Hari Priya	Company Secretary and Compliance Officer

x) Matrix setting out the skills/expertise/ competence of the Board of Directors:

The Company operate in a segment where the Company interact and interface with Customers (i.e., businesses) and end Users (i.e., employees) and are among a small number of uniquely positioned players with a diversified offering of financial technology products and services, having one of the largest number of issued prepaid cards in India. The underlying matrix is mapped against individual directors on their skill set for business-to-business-to-customer segment where the Company operates.

The Board of Directors has recognized the following core competencies as essential for the effective functioning of the Company's business operations:



Financial Expertise

Proficiency in financial management, auditing, and reporting to ensure sound fiscal oversight and long-term financial health.



Business Management

Leadership in managing operations, driving growth, and aligning resources to achieve strategic business objectives.

**Banking Expertise**

Deep understanding of banking regulations, financial services, and managing capital to enhance financial stability.

**Customer Behavior Insight**

Expertise in predicting and responding to customer preferences to build loyalty and drive customer-centric strategies.

**Mergers & Acquisitions**

Skilled in evaluating transactions and integrating business combinations to maximize strategic and financial value.

**Governance**

Commitment to corporate ethics, transparency, and stakeholder engagement for responsible governance.

**Credit & Risk Management**

Capability to assess and mitigate financial and operational risks, ensuring resilience in challenging environments.

**Strategy Development**

Expertise in crafting and executing long-term business strategies aligned with market trends and competitive dynamics.

**People Management & Leadership**

Proficient in developing talent, fostering diversity, and building high-performance teams to drive organizational success.

**Technology & Digital Expertise**

Skilled in leveraging technology and digital innovation to enhance operations and maintain a competitive edge.

**Marketing Expertise**

Ability to create impactful marketing strategies that drive brand awareness, customer engagement, and market growth.

**Resource Management**

Expertise in optimizing the use of resources to ensure efficient, sustainable operations and long-term value creation.

Core skills /expertise/competencies	Mr. Raj P. Narayanam	Mr. Avinash Ramesh Godkhindi	Mr. Krishna Kumar Aravamudan	Mr. Abhay Deshpande Raosaheb	Ms. Purna Tandon	Mr. Arun Vijaykumar Gupta
Finance Expertise						
Business Management						
Banking						
Customer Behavior						
Mergers & Acquisitions						
Governance						
Credit & Risk Management						
Strategy Development						
People Management & Leadership						
Technology & Digital Expertise						
Marketing Expertise						
Resource Management						

3. COMMITTEES OF THE BOARD

AUDIT COMMITTEE



Mr. Abhay Deshpande Raosaheb

Chairman of the Committee
Independent Director

Members

Mr. Aravamudan Krishna Kumar, Independent Director
Mr. Raj P Narayanam, Executive Chairman

A) AUDIT COMMITTEE

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audit of the Company's financial statements in accordance with generally accepted auditing practices and for issuing report based on such audit. The Board of Directors has constituted and entrusted the Audit Committee with the responsibility to supervise these processes and thus ensure accurate and

timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. The constitution of the Audit Committee also meets with the requirements of Section 177 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee comprises majority of Independent Directors. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, economics, strategy and management.

Terms of Reference:

- (a) overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- (b) recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- (c) reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- (d) approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- (e) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i) matters required to be included in the Director's responsibility statement and in the Board's report in terms of clause (c) of Sub-Section 3 of Section 134 of the Companies Act;
 - ii) changes, if any, in accounting policies and practices and reasons for the same;
 - iii) major accounting entries involving estimates based on the exercise of judgment by management;
 - iv) significant adjustments made in the financial statements arising out of audit findings;
 - v) compliance with listing and other legal requirements relating to financial statements;
 - vi) disclosure of any related party transactions; and
 - vii) qualifications and modified opinions in the draft audit report.
- (f) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (g) scrutinizing of inter-corporate loans and investments;
- (h) undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;
- (i) evaluation of internal financial controls and risk management systems;
- (j) formulating a policy on related party transactions, which shall include materiality of related party transactions;
- (k) approving transactions of the Company with related parties, or any subsequent modification thereof and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (l) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (m) reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- (n) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- (o) reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- (p) reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (q) discussing with internal auditors on any significant findings and follow up thereon;
- (r) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- (s) discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - (t) looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (u) approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
 - (v) reviewing the functioning of the whistle blower mechanism;
 - (w) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
 - (x) formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time;
 - (y) reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹ 1,000.00 Million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
 - (z) considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
 - (aa) investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;
 - (bb) reviewing compliance with the provisions of SEBI Insider Trading Regulations at least once in a financial year and verify that systems for internal control are adequate and are operating effectively;
 - (cc) Reviewing:
 - (i) any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
 - (ii) any material default in financial obligations by the Company; and
 - (iii) any significant or important matters affecting the business of the Company.
 - (dd) Performing such roles as may be delegated by the Board and/or prescribed under the Companies Act and SEBI Listing Regulations or other applicable law.
- The Audit Committee shall have powers, including the following:
- (a) to investigate any activity within its terms of reference;
 - (b) to seek information from any employee;
 - (c) to obtain outside legal or other professional advice;
 - (d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
 - (e) to have such powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.
- The Audit Committee shall mandatorily review the following information:
- (a) management's discussion and analysis of financial condition and result of operations;
 - (b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - (c) management letters/letters of internal control weaknesses issued by the statutory auditors;
 - (d) internal audit reports relating to internal control weaknesses;
 - (e) the appointment, removal and terms of remuneration of the chief internal auditor;
 - (f) the examination of the financial statements and the auditors' report thereon;

- (g) statement of deviations, including:
- (i) quarterly statement of deviation(s), including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and
- (h) the financial statements, in particular, the investments made by any unlisted subsidiary.
- Chief Financial Officer is permanent invitees to all the Audit Committee meetings and the representatives of the Statutory Auditors are also present at meetings in which financial results of the Company are considered.. The Company Secretary officiates as the Secretary of the Audit Committee. The Internal Auditors and Statutory Auditors of the Company discuss their findings and updates, and submit their views to the Committee.

Composition, Meetings and Attendance:

As on March 31, 2024 the Audit Committee is comprised of three directors; majority of them are independent directors. Audit Committee met 10 (Ten) times during the reporting period on May 24, 2023, August 08, 2023, August 08, 2023, August 29, 2023, September 07, 2023, September 08, 2023, October 11, 2023, November 07, 2023, February 06, 2024 and March 27, 2024. The composition of the Committee and attendance of the members during financial year 2023-24 are as follows:

Name of Members of Audit Committee	Designation	May 24, 2023	August 08, 2023	August 08, 2023	August 29, 2023	Sep-tember 07, 2023	Sep-tember 08, 2023	October 11, 2023	Novem-ber 07, 2023	February 06, 2024	March 27, 2024	% of attendance
Mr. Abhay Deshpande Raosaheb	Chairman											
Mr. Krishna Kumar Aravamudan	Member											
Mr. Raj P Narayanam	Member											

attended through video conferencing |
 present |
 Absent |
 % of attendance

The Chairman of the Audit Committee did attend the Annual General Meeting of the Company held on September 04, 2023.

NOMINATION AND REMUNERATION COMMITTEE /COMPENSATION COMMITTEE

Mr. Krishna Kumar Aravamudan
Chairman of the Committee
Independent Director

Members

- Mr. Abhay Deshpande Raosaheb, Independent Director
- Mr. Arun Vijaykumar Gupta, Non-Executive Director

B) NOMINATION AND REMUNERATION COMMITTEE /COMPENSATION COMMITTEE:

The Board of Directors has constituted and entrusted the Nomination and Remuneration Committee/Compensation Committee with the responsibility as conferred under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the constitution of the said Committee meets the requirements of Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of Reference:

- (a) identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairman of the Board and the Chief Executive Officer;
- (b) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

- (c) while formulating the above policy, ensuring that:
 - (i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (d) formulating criteria for evaluation of independent directors and the Board;
- (e) devising a policy on diversity of our Board;
- (f) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and reviewing its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- (g) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (h) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- (i) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- (j) recommending to the Board, all remuneration, in whatever form, payable to senior management;
- (k) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- (l) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- (m) analyzing, monitoring and reviewing various human resource and compensation matters;
- (n) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (o) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

Composition, Meetings and Attendance:

The Nomination and Remuneration Committee/ Compensation Committee comprises of Three directors all of them are non-executive and majority of them are independent. During the Financial Year 2023-24, four (4) meetings of the Committee were held on August 29, 2023, November 07, 2023, February 06, 2024 and March 27, 2024. The Chairman of the Committee did attend the Annual General Meeting of the Company held on September 04, 2023. The Company Secretary officiates as the

Secretary of the Nomination and Remuneration Committee/ Compensation Committee. The composition of the Committee and attendance of the members during financial year 2023-24 are as follows:

Name of Members of Nomination and Remuneration Committee / Compensation Committee	Designation	August 29, 2023	November 07, 2023	February 06, 2024	March 27, 2024	% of attendance
Mr. Krishna Kumar Aravamudan	Chairman					100%
Mr. Abhay Deshpande Raosaheb	Member					100%
Mr. Arun Vijaykumar Gupta	Member					75%

attended through video conferencing |
 present |
 Absent |
 % of attendance

Nomination and Remuneration Policy

The compensation of the Executive Directors comprises of monthly salary, perquisite, allowances, other benefits and partly by way of Annual performance pay. The compensation is determined based on the remuneration prevailing in the industry and the performance of the Company. The remuneration package of the executive directors is periodically reviewed, and suitable revision is recommended to the Board by the Committee. The non-executive directors are paid sitting fees for attending meetings of the Board/ Committee.

The Nomination and Remuneration Policy has been placed on the Company's website at <https://ir.zaggle.in/wp-content/uploads/2023/12/nomination-and-remuneration-policy.pdf>.

Performance evaluation of Independent Directors:

One of the key functions of the Committee is to monitor and review the board evaluation framework. The Board is

committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning.

The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of executive / non-executive / independent directors. The questionnaire is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole Board and its various committees on a scale of one to five. Feedback on each Director is encouraged to be provided as part of the questionnaire.

STAKEHOLDERS' RELATIONSHIP COMMITTEE



Mr. Arun Vijaykumar Gupta
Chairman of the Committee
Non-Executive Director

Members

- Ms. Prerna Tandon, Independent Director
- Mr. Avinash Ramesh Godkhindi, Managing Director and Chief Executive Officer

C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is empowered to perform the functions of the Board relating to handling of stakeholders' queries and grievances and such other duties as specified in Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.







Terms of reference:-

The key objectives of the Committee are:-

- (a) redressal of grievances of the shareholders, debenture holders and other security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- (b) reviewing measures taken for effective exercise of voting rights by the shareholders;
- (c) investigating complaints relating to allotment of shares, approving transfer or transmission of shares, debentures or any other securities; reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and recommending measures for overall improvement in the quality of investor services;
- (d) reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company;
- (e) formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- (f) approving, registering, refusing to register transfer or transmission of shares and other securities;
- (g) giving effect to dematerialization of shares and re-materialization of shares, subdividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (h) issuing duplicate share or other security(ies) certificate(s) in lieu of the original share/ security(ies) certificate(s) of the Company; and
- (i) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

Composition, Meetings and Attendance:

The Board has constituted Stakeholders' Relationship Committee' in compliance with Section 178 of the Companies Act, 2013 and in conformity with Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee comprises of three directors. The Stakeholders Relationship Committee specifically looks into various aspects of interest of shareholders and oversees the process of grievance redressal of the Company. During the financial year 2023-24, one meeting of the Committee were held on September 07, 2023. The Chairman of the Committee did attend the Annual General Meeting of the Company held on September 04, 2023. The composition of the Committee and attendance of the members during financial year 2023-24 are as follows:

Name of Members of Stakeholders' Relationship Committee	Designation	September 07, 2023	% of attendance
Mr. Arun Vijaykumar Gupta	Chairman		 100%
Ms. Perna Tandon	Member		 0%
Mr. Avinash Ramesh Godkhindi	Member		 100%

 present |  Absent |  % of attendance

Details of compliant /request during the Financial Year 2023-24 as follows:

No of complaints/request received: 1

No of complaints/request resolved: 1

No of pending complaints/request : NIL

SCORES

The Securities Exchange Board of India has initiated a platform for redressing the investor grievances through SCORES 2.0, a web-based complaints redressal system. The system processes complaints in a centralized web-based mechanism. The Company is in compliance with this system.

Name, designation and address of Compliance Officer:

Name: Ms. Hari Priya

Designation: Company Secretary and Compliance Officer


Address: 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India

New Address (w.e.f August 31, 2024): 15th Floor – Western Block, Vamasiram – Suvarna Durga Tech Park, Nanakramguda Village, Serilingampally Mandal, GHMC Serilingampally Circle, Ranga Reddy District, 500032, Telangana

Telephone No: +91 40 2311 9049

E-mail: haripriya.singh@zaggle.in

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE



Mr. Raj P Narayanam
Chairman of the Committee
Executive Chairman

Members

- Mr. Abhay Deshpande Raosaheb, Independent Director
- Mr. Avinash Ramesh Godkhindi,
Managing Director and Chief Executive Officer

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee is constituted in pursuance to the provision of Section 135 of the Companies Act, 2013 and the rules made there under as amended from time to time. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility policy' observe good practices at all levels, and to suggest remedial measures wherever necessary.

Terms of reference:-

- (a) formulating and recommending to the Board, the policy on CSR (the **"CSR Policy"**), indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act;
- (b) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (c) recommending the amount of expenditure to be incurred on the CSR activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- (d) formulating the annual action plan of the Company;
- (e) delegating responsibilities to the CSR team and supervising proper execution of all delegated responsibilities;
- (f) monitoring the CSR Policy and CSR programmes and their implementation by the Company from time to time and issuing necessary directions as required for proper implementation and timely completion of CSR programmes; and
- (g) performing such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Corporate Social Responsibility Committee.

Composition, Meetings and Attendance:

The CSR Committee comprises of three Directors. CSR Committee met one time during the reporting period on November 07, 2023.

The composition of the Committee and attendance of the members during financial year 2023-24 are as follows:

Name of Members of Corporate Social Responsibility Committee	Designation	November 07, 2023	% of attendance
Mr. Raj P Narayanam	Chairman		100%
Mr. Abhay Deshpande Raosaheb	Member		100%
Mr. Avinash Ramesh Godkhindi	Member		100%

present | % of attendance

RISK MANAGEMENT COMMITTEE

Mr. Raj P Narayanam
Chairman of the Committee
Executive Chairman

Members

- Mr. Abhay Deshpande Raosaheb, Independent Director
- Mr. Avinash Ramesh Godkhindi,
Managing Director and Chief Executive Officer

E) RISK MANAGEMENT COMMITTEE:

The Risk Management Committee is empowered to perform the functions of the Board relating to identification and assessment of all the risks that the organization faces and establish a risk management framework capable of addressing those risks.

Terms of reference:-

- a. To formulate a detailed risk management policy which shall include
 - (i) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the risk management committee;
 - (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - (iii) Business continuity plan.
- b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c. To monitor and oversee implementation of the risk management policy of the Company, including evaluating the adequacy of risk management systems;
- d. To periodically review the risk management policy of the Company, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- f. To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;
- g. To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;
- h. To review the status of the compliance, regulatory reviews and business practice reviews;
- i. To review and recommend the Company's potential risk involved in any new business plans and processes;
- j. To review the appointment, removal and terms of remuneration of the chief risk officer, if any; and
- k. To perform such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Risk Management Committee.

Composition, Meetings & Attendance:-

The Board had constituted the Risk Management Committee as per the provisions Regulation 21 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended. The Risk Management Committee comprises of three Directors, Risk Management Committee met twice (2) during the reporting period on September 07, 2023 and February 06, 2024. The composition of the Committee and attendance of the members during financial year 2023-24 are as follows:

Name of Members of Risk Management Committee	Designation	September 07, 2023	February 06, 2024	% of attendance
Mr. Raj P Narayanam	Chairman			100%
Mr. Abhay Deshpande Raosaheb	Member			100%
Mr. Avinash Ramesh Godkhindi	Member			50%

attended through video conferencing | present | Absent | % of attendance

IPO COMMITTEE

Mr. Raj P Narayanam
Chairman of the Committee
Executive Chairman

Members

- Mr. Abhay Deshpande Raosaheb, Independent Director
- Mr. Avinash Ramesh Godkhindi,
Managing Director & Chief Executive Officer

F) IPO COMMITTEE

Terms of Reference-

- a. approving amendments to the memorandum of association and the articles of association of the Company;
- b. approving all actions and signing and/or modifying agreements or other documents required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the “CDSL”) and the National Securities Depository Limited (the “NSDL”) and signing and/or modifying, as the case may be, agreements and/or such other documents as may be required with NSDL, CDSL, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorize one or more officers of the Company to execute all or any of the aforementioned documents;
- c. finalizing, settling, approving and adopting the draft red herring prospectus (the “DRHP”), the red herring prospectus (the “RHP”), the prospectus (the “Prospectus”), the preliminary and final international wraps, and any amendments, supplements, notices or corrigenda thereto, together with any summaries thereof (collectively, the “Offer Documents”);
- d. arranging for the submission, filing and/or withdrawal of the Offer Documents including incorporating such alterations, corrections or modifications as may be required by the Government of India, the Securities and Exchange Board of India (the “SEBI”), the Reserve Bank of India (the “RBI”), the Registrar of Companies, Telangana at Hyderabad (the “RoC”), the stock exchanges where the Equity Shares are to proposed be listed (the “Stock Exchanges”), or any other relevant governmental, statutory, regulatory and/or any other competent authorities (collectively, the “Regulatory Authorities”) or in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by any Regulatory Authorities (collectively, “Applicable Laws”), and taking all such actions as may be necessary for submission, withdrawal and filing of the Offer Documents;

- e. taking all actions as may be necessary or authorized, in connection with the offer for sale by certain existing shareholders of the Company (“**Selling Shareholders**”), including taking on record the approval of the Selling Shareholders for offering their Equity Shares pursuant to the Offer, including the quantum in terms of number of Equity Shares/amount offered by the Selling Shareholders in the Offer, allowing revision of the offer for sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;
- f. approving and issuing notices and/or advertisements in relation to the Offer as it may deem fit and proper in accordance with Applicable Laws and in consultation with the relevant intermediaries appointed for the Offer;
- g. approving the relevant restated financial statements to be issued in connection with the Offer;
- h. approving any steps towards compliance with corporate governance requirements, policies or codes of conduct of the Board, officers and other employees of the Company that may be considered necessary by it or as may be required under Applicable Laws or the listing agreements to be entered into by the Company with the Stock Exchanges, including, without limitation, policies on insider trading, whistle-blower mechanism, risk management and any other policies as may be required to be formulated under the Companies Act, 2013, as amended and the regulations prescribed by the SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- i. appointing and instructing the book running lead managers, syndicate members, bankers to the Offer, the registrar to the Offer, underwriters, escrow agents, monitoring agency, accountants, auditors, legal counsel, depositories, custodians, credit rating agencies, advertising agencies and all such persons, agencies or intermediaries as may be involved in or concerned with the Offer and whose appointment is required in relation to the Offer, to the extent relevant, including any successors or replacements thereof, by way of commission, brokerage, fees or the like, and negotiating, finalizing and settling the respective terms of their appointment and executing and delivering or arranging the delivery of, and if deemed fit, terminating the various agreements for such appointment, including any syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, agreement with registrar in relation to the Offer, and advertising agencies and any other intermediaries or parties in connection with the Offer;
- j. opening and operating bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with the terms of any agreement entered into in this respect and subject to Applicable Laws;
- k. opening and operating bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- l. authorizing and approving the incurring of expenditure and the payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer, in accordance with the terms of any agreement entered into in this respect and subject to Applicable Laws;
- m. seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing applications to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into listing agreements with the Stock Exchanges;
- n. seeking, if required, the consents, approvals and waivers of the Company’s lenders, industry data providers, parties with whom the Company has entered into various commercial and other agreements, all concerned Regulatory Authorities in India or outside India, and any other consents,

- approvals or waivers that may be required in connection with the Offer;
- o. submitting undertakings/certificates or providing clarifications to the SEBI and the Stock Exchanges;
 - p. deciding in consultation with the Investor Selling Shareholders and the book running lead managers the size and timing and all other terms and conditions, including any amendments thereto, of the Offer and/or the number of Equity Shares to be offered, transferred and/or allotted in the Offer, including any reservation of Equity Shares for any category or categories of persons as permitted under Applicable Laws any rounding off in the event of any oversubscription as permitted under Applicable Laws, and to accept any amendments, modifications, variations or alterations thereto;
 - q. determining in consultation with the Investor Selling Shareholders, the book running lead managers and/or any other advisors, the price at which the Equity Shares will be offered, transferred and/or allotted to investors in the Offer in accordance with Applicable Laws and determining the discount, if any, proposed to be offered to eligible categories of investors;
 - r. determining in consultation with the Investor Selling Shareholders, the book running lead managers and/or any other advisors, the price band and minimum bid lot for the purpose of bidding, any revision to the price band and the final Offer price (including the price at which Equity Shares are offered, transferred and/or allotted to anchor investors in the Offer, if any) after bid closure;
 - s. determining, in consultation with the Investor Selling Shareholders, the book running lead managers and/or any other advisors, the bid opening and closing dates (including the bidding date in case of anchor investors, if any), including extending the Bid/Offer period;
 - t. determining the utilization of proceeds of the fresh issue of Equity Shares by the Company and accepting and appropriating proceeds of the fresh issue in accordance with the Applicable Laws;
 - u. finalizing in consultation with the book running lead managers, the Stock Exchanges and/or any other advisors, the basis of allocation and allotment and transfer of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor permitted under Applicable Laws to purchase the Equity Shares pursuant to the Offer;
 - v. approving/taking on record the transfer of the Equity Shares pursuant to the offer for sale by the Selling Shareholders in the Offer;
 - w. issuing receipts/allotment letters/confirmation of allocation notes, either in physical or in electronic mode, representing the underlying Equity Shares, with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges;
 - x. taking all actions as may be necessary or authorized in connection with the Offer;
 - y. authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
 - z. doing all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the Investor Selling Shareholders and the BRLMs;
 - aa. taking such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;
 - bb. authorizing any officers (the **“Authorized Officers”**), for and on behalf of the Company, to negotiate, finalize, execute, deliver and terminate, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that any such Authorized Officer considers necessary, desirable or advisable, in



- connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements with the Stock Exchanges, the registrar's agreement, the depositories agreements, the offer agreement with the Selling Shareholders and the book running lead managers (and other entities as appropriate), the underwriting agreement, the share escrow agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, the advertisement agency agreement, [and any agreement or document in connection with any Pre-IPO Placement (including any placement agreement, escrow agreement and Offer documentation)], with, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the book running lead managers, lead managers, syndicate members, placement agents, registrar to the Offer, bankers to the Offer, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, credit rating agencies, advertising agencies, monitoring agencies, and all such persons or agencies as may be involved in or concerned with the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
- cc. authorizing any Authorized Officer, for and on behalf of the Company, to severally take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Offer, including, without limitation, applications to, and clarifications or approvals from the Regulatory Authorities, any lenders to the Company, any party with whom the Company has entered into commercial and other agreements or any other third parties and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;
- dd. severally authorizing the Authorized Officers, for and on behalf of the Company, to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and
- ee. executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as it may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.



Composition, Meetings and Attendance:

The Board has constituted the IPO Committee to take all decisions and approve, negotiate, finalize and carry out all activities relating to the initial public offer of the Company. The committee comprises of Three directors. There was no IPO Committee meeting held during the financial year 2023-24.

The Board of Directors at their meeting held on July 30, 2024 has approved the dissolution of the IPO Committee with immediate effect.

EXECUTIVE COMMITTEE



Mr. Raj P Narayanam
Chairman of the Committee
Executive Chairman

Members

- Mr. Abhay Deshpande, Independent Director
- Mr. Avinash Ramesh Godkhindi,
Managing Director and Chief Executive Officer

G) EXECUTIVE COMMITTEE:

The Board of Directors of the Company have constituted the Executive Committee at their meeting held on November 19, 2022, in terms of respective provisions of Companies Act, 2013.

Further, the Board of Directors at their meeting held on November 07, 2023 has amended the power of Executive Committee for better administration.







Power of the Committee:-




- a. to open / close account with any bank and to authorize and reauthorize any employee of the Company to operate the account;
- b. to apply for telephone/Internet connection or to disconnect;
- c. to make applications for obtaining licenses, registrations, connections, clearances, services etc and to authorise/ appoint company directors/ employees/officers for signing applications, returns, forms, bonds, agreements, documents, papers etc.;
- d. to consider and approve transfer of Share and split request;
- e. to enter into Lease Agreement/Leave and License Agreement;
- f. to authorize the Company officials for execution of agreements, deeds and documents on behalf of the Company;
- g. to invest funds of the Company in Fixed Deposits to the extent necessary to avail credit facilities/ loans from the Banks/ Financial Institutions etc. and to invest surplus funds in liquid funds (i.e. mutual funds etc.) for the benefit of the Company;
- h. to incur capital expenditure up to a limit of ₹ 25 Crore between two Board Meetings.
- i. to appoint / authorize Company official/ s for execution of documents, agreement, deeds and papers as may be required from time to time in relation to day to day operations of the Company;
- j. to review lease, assign, sell, transfer or otherwise dispose of, any assets whether by one transaction or by a series of transactions (whether related or not);
- k. to invest the surplus funds of the Company in Fixed Deposits.
- l. to avail credit facilities from banks, financial institutions upto ₹ 300 Cr

Composition, Meetings and Attendance:-

The Executive Committee comprises of three Directors.

The composition of the Committee and attendance of the members during financial year 2023-24 are as follows:

Name of Members of Executive Committee	Designation	January 29, 2024	% of attendance
Mr. Raj P Narayanam	Chairman		 0%
Mr. Abhay Deshpande Raosaheb	Member		 100%
Mr. Avinash Ramesh Godkhindi	Member		 100%

 attended through video conferencing |
  Absent |
  % of attendance

4. REMUNERATION OF DIRECTORS

The Nomination and Remuneration Committee determines and recommends to the Board the compensation payable to Director(s). All Board-level compensation shall be approved by the members and disclosed separately in the financial statements.

Remuneration for the Executive Directors consists of monthly salary, perquisite, allowances, other benefits, bonus and partly by way of Annual performance pay / Variable pay.

The compensation payable to the Independent/ Non-Executive Directors is limited to sitting fees and reimbursement of actual conveyance, travelling and other expenses for attending the Board and Committee meeting(s), as approved by the Board of Directors as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The performance of the Independent Directors are reviewed by the Board of Directors on an annual basis.

a) All pecuniary relationship or transactions of the Non-Executive Directors:

There is no pecuniary relationship or transactions between the Company and Non-Executive directors except the sitting fees they are getting for attending the Board/Committee meeting.

b) Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of actual expenses for attending the Board/Committee Meeting.

c) Other disclosures with respect to remuneration:

i. All elements of remuneration of individual directors summarized under major groups such as salary, benefits/perquisites, commission etc:

The Details of remuneration paid for the year ended March 31, 2024 is as follows:

a. Executive Directors

(₹ In Million)					
Name of the Director	Designation	Salary	Benefits / Perquisites	Commission	Total
Mr. Raj P Narayanam	Executive Chairman	10.20	0	0	10.20
Mr. Avinash Ramesh Godkhindi	Managing Director and Chief Executive Officer	6.87	0	0	6.87

b. Non-Executive Directors:

(₹ in Million)

Name of the Director	Designation	Sitting Fees
Mr. Arun Vijaykumar Gupta	Non-Executive Director	0.71
Mr. Abhay Deshpande Raosaheb*	Independent Director	N.A.
Mr. Krishna Kumar Aravamudan	Independent Director	1.82
Ms. Prerna Tandon	Independent Director	0.95

* Mr. Abhay Deshpande Raosaheb had waived off his Sitting fee for attending the Board and Committee Meetings for the financial year 2023-24

ii. Details of fixed component and performance linked incentives, along with the performance criteria:

The Non-Executive Directors of the Company were paid only sitting fees and reimbursement of actual expenses for attending the Board/ Committee meetings. The Executive Directors are entitled for monthly salary, perquisite, allowances, other benefits, bonus and partly by way of Annual performance pay/ Variable Pay. as approved by the Nomination and Remuneration Committee and Board of Directors.

iii. Service contracts, notice period, severance fees:

The Company has entered service contract/ issued appointment letter with executive directors having a 3 months' notice period. The Company also has issued appointment letter to Non-Executive independent Director as prescribed by Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable regulations.

iv. Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:

The Company has not granted any stock option to any of its directors.

v. Remuneration of Directors, Key Managerial Personnels (KMPs), Senior Management Personnel and Other Employees

The Nomination and Remuneration Committee shall recommend to the Board for their approval, any remuneration to be paid to the executive directors. The Nomination and Remuneration Committee will separately review and approve the remuneration to be paid to KMPs and Senior Management Personnel.

The level and composition of remuneration so determined by the committee shall be reasonable and sufficient required to attract, retain and motivate directors, KMPs and senior management in order to run the Company successfully. The Company approach to design the remuneration is simple and transparent and to support the Company's strategy, values, and purpose to give businesses and the freedom to grow. There shall be a clear linkage of remuneration of the Executive Director that shall be aligned with the performance of the individual as well as the performance of the Company.

The remuneration shall be a mix of fixed and variable pay and has been framed by the Company's excellent operational performance and the broader stakeholder experience.

The key principles for each of the positions are outlined below:

- 1) Executive Directors – The executive directors shall be paid remuneration by way of monthly salary, perquisite, allowances, other benefits, bonus and partly by way of Annual performance pay/ Variable Pay. The total remuneration to be paid to the Executive Directors shall be within the limits prescribed under the provisions of the Companies Act, 2013, and Rules made thereunder.

Further Managing Director and Chief Executive Officer is entitled to receive variable pay as part of his remuneration and the following are the Performance Metrics that will be used to determine his variable pay:

- a. Ensure growth in the business through new customer addition, driving cross-sell and upsell from existing customers and from partnerships

- b. Manage Investors and drive shareholder value
 - c. Enhancing Company's positioning as an employer of choice and to continue to provide a conducive work environment that drives performance, learning and growth for employees
 - d. Drive Technology and Product innovation to enhance our value proposition
 - e. Ensure that Company launches new innovative products to create long term value
 - f. Explore opportunities for global expansion and inorganic growth
 - g. Successfully manage all stakeholders including Shareholders, Board, customers employees, partners and suppliers
- 2) Non-Executive Directors – The Non-Executive directors shall receive remuneration by way of sitting fees and reimbursement of expenses for attending meetings of Board or Committee thereof.
- They shall not be entitled to any stock options.
- 3) Key Managerial Personnels and senior management personnel – The Company recognizes that those chosen to lead the organization are vital to its ongoing success and growth. Thus, these executives should be offered competitive and reasonable compensation so that the Company can attract, retain and encourage critical talent to meet important organizational goals and strategies. The compensation will be the mix of fixed pay, variable pay, performance based incentive plans and stock options;
- 4) Other employees – The compensation of the employees is designed to help drive performance culture and align employees for the creation of sustainable value through behaviors like execution excellence, innovation and leadership. In line with the organization principles of managing the long-term and meritocracy, there are various principles of pay which have been in place such as performance-linked pay.
- The Company may periodically review the compensation and benefits at all levels to ensure that the Company remains competitive and is able to attract and retain desirable talent.

5. GENERAL BODY MEETINGS

i) Details of the last three Annual General Meetings:

Year	Date	Location	Time	Type of Meeting	No. of Special Resolutions passed
FY 2020-21	27.09.2021	301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India	10:30 AM	AGM	None
FY 2021-22	30.09.2022	301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India	5:30 PM	AGM	None
FY 2022-23	04.09.2023	301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India	5:00 PM	AGM	None

ii) Postal Ballot:

The Company sought the approval of shareholders by way of special resolutions through notice of postal ballot dated November 07, 2023 the details are provided below.

Mr. S Sarveswar Reddy (FCS: F12619, COP No.: 7478) from M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad was appointed as the Scrutinizer to scrutinize all the above postal ballot events and reported that the remote e-voting processes in all these events conducted in a fair and transparent manner.

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules and read with MCA circulars, the Company provides electronic voting (e-voting) facility, to all its members. For this purpose, the Company has engaged the services of M/s. Kfin Technologies Ltd.

The postal ballot notices was sent by email to all the members who have registered their mail id. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules. Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date.

The scrutinizer submitted reports to the Chairman stating that the resolutions have been duly passed by the members with requisite majority.

The details of the voting pattern of the aforesaid Postal Ballot processes are as below:

Postal Ballot Number	Postal Ballot Notice Date	Special Resolution	No. of Votes Polled	No. of Votes Cast in Favour	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled	% of Votes Cast Against on Votes Polled	Date of Declaration of evoting results
1	November 07, 2023	Approval for amendments in Zaggle Employee Stock Option Scheme 2022 ("Zaggle ESOP 2022" or "Scheme") of Zaggle Prepaid Ocean Services Limited ("Company")	89,549,872	87,880,277	1,669,595	98.136	1.864	December 09, 2023
		Approval for grant of options to the identified employees exceeding 1% of the issued capital of the Company during any one year under Zaggle Employee Stock Option Scheme 2022 ("Zaggle ESOP 2022" or "Scheme")	89,549,892	87,880,262	1,669,630	98.136	1.864	December 09, 2023

Postal Ballot Number	Postal Ballot Notice Date	Special Resolution	No. of Votes Polled	No. of Votes Cast in Favour	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled	% of Votes Cast Against on Votes Polled	Date of Declaration of evoting results
		Ratification of the Zaggle Employee Stock Option Scheme 2022 ("Zaggle ESOP 2022" or "Scheme")	89,549,892	87,880,277	1,669,615	98.136	1.864	December 09, 2023
		Repricing of the exercise price for the various options granted under Zaggle Employee Stock Option Scheme 2022 ("Zaggle ESOP 2022" or "Scheme")	89,549,862	84,620,614	4,929,248	94.496	5.504	December 09, 2023

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

There is no immediate proposal for passing any resolution through Postal Ballot.

iii) Means Of Communication

a) Quarterly and annual results:

Quarterly and annual results of the Company are published in widely circulated national newspapers such as the Financial Express and the local vernacular daily, Prajasakti. These are also made available on the Company's website: <https://ir.zaggle.in/>.

b) News and Media Release:

The official news and media releases are disseminated to the stock exchanges and displayed on the Company's website.

c) Earning calls and presentations to Institutional Investors / Analysts:

The Company organizes an earnings call with analysts and investors after the announcement of financial results. The transcript and audio recording of the earnings call is also uploaded on the Company's website as well as filed with the stock exchanges where the securities of the Company are listed. Presentations made to institutional investors and financial analysts on the financial results is filed with the stock exchanges and uploaded on the Company's website.

d) Website:

The primary source of information regarding the Company's operations is the Company's website: www.zaggle.in, where all official news releases and presentations made to institutional investors and analysts are posted. It contains a separate dedicated investors section, as required under Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the information for members is available.

e) Annual Report:

The Company's Annual Report containing, inter alia, the Board's Report, the Corporate Governance Report, Additional Shareholders Information, the Business Responsibility and Sustainability Reporting, Management's Discussion and Analysis audited standalone and consolidated financial statements, auditors' report and other important information are circulated to members and others so entitled. The Annual Report is also available on the Company's website in a user-friendly and downloadable form.

f) Compliances with stock exchanges:

National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) maintain separate online portals for electronic submission of information by listed companies. Various communications such as notices, press releases and the regular quarterly, half-yearly and annual compliances and disclosures are filed electronically on these portals.

g) Disclosures:

We have a Policy for Determining Materiality of an Event or Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. GENERAL SHAREHOLDERS' INFORMATION
a. Annual General Meeting

Date	Wednesday, September 25, 2024
Time	11:30 am
Venue	Through Video Conference (VC) or Other Audio-Visual Means (OAVM)

b. Financial Year:

The financial year of the Company is April 01 to March 31.

c. Dividend Payment Date:

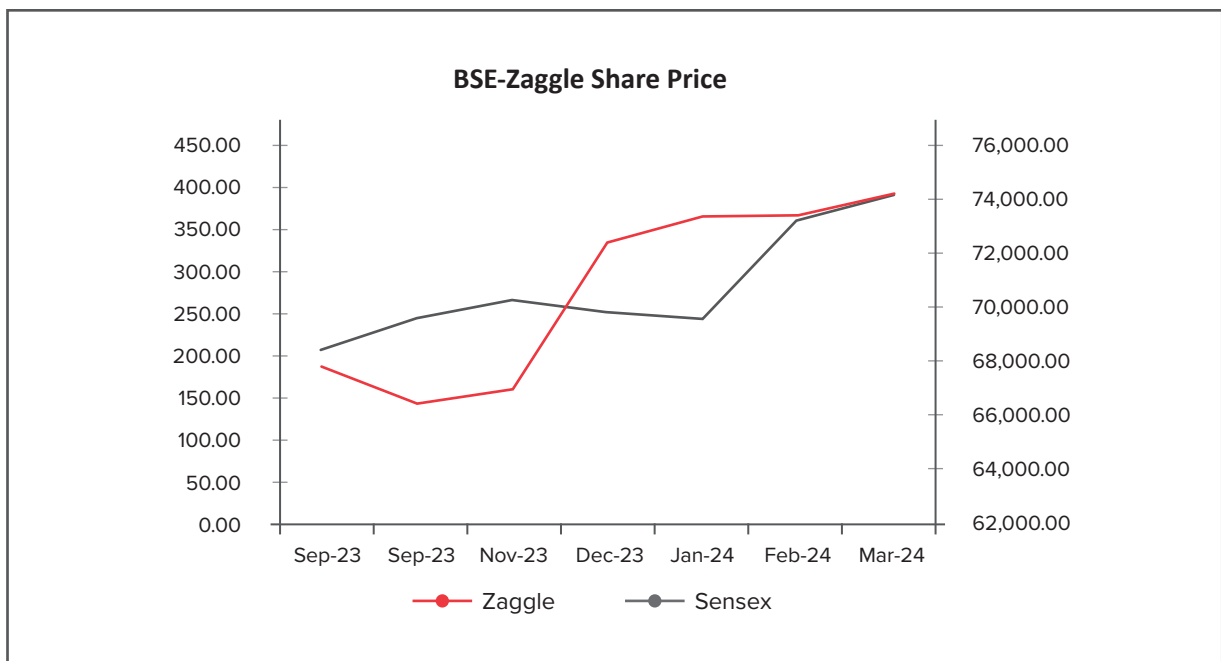
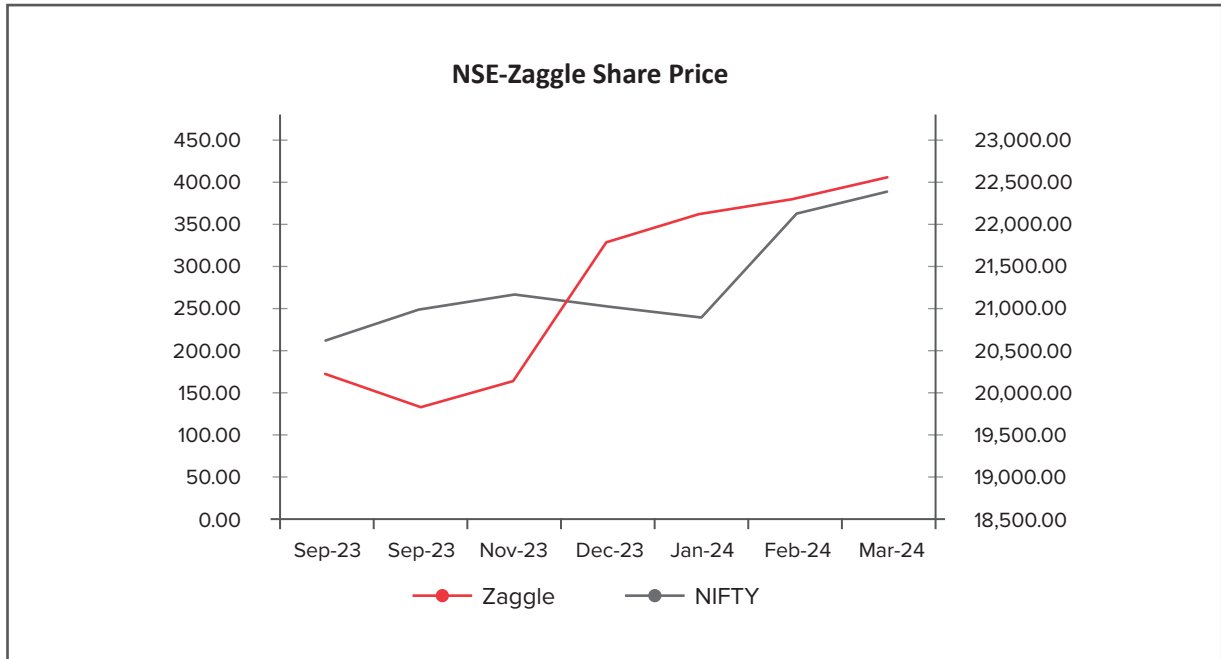
Not Applicable as no dividend was paid during the year

d. Listing on Stock Exchanges

Stock Exchange	Address	ISIN	CIN of the Company	Scrip Code	Listing Fees Paid (Yes/No)
BSE Limited	Phiroz Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai -400 001, Maharashtra	INE07K301024	L65999TG2011PLC074795	543985	Yes
National Stock Exchange of India Limited	Exchange Plaza, Plot No C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai -400 051, Maharashtra			ZAGGLE	Yes

e. MARKET PRICE DATA

Month	BSE (in ₹ per share)		NSE (in ₹ per share)	
	High	Low	High	Low
September, 2023	209.65	155.6	209.70	155.30
October, 2023	247.7	181.7	247.80	181.30
November, 2023	266.4	210	266.20	210.00
December, 2023	252.5	212.65	252.50	212.50
January, 2024	245	207.5	245.00	207.35
February, 2024	363.45	225.3	364.00	225.35
March, 2024	391.65	275.55	389.45	275.25



f. There was no suspension of trading in securities of the Company during the financial year under review.

g. Registrar and Transfer Agents:

As per directive of Securities and Exchange Board of India, the Company appointed KFin Technologies Ltd. as its Registrar and Share Transfer Agents (RTA), to handle its entire share related work, both in physical and demat mode.

The investors can reach the RTA at the following address:

KFin Technologies Limited (formerly known as KFin Technologies Private Limited)

Selenium, Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032 Telangana

Phone : (40) 6716 2222

E mail: inward.ris@kfintech.com

Website: www.kfintech.com

h. Share transfer system:

In accordance with amendments to Regulation 40 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, physical transfer of shares is not permitted with effect from April 1, 2019. Therefore, requests for transferring physical shares are not accepted by the Company and/or its Registrar and Share Transfer Agent. Even in case of transmission, transposition and duplicate issue of shares, letter of confirmations are issued to the shareholders in lieu of physical share certificates to enable them to make a request to Depository

Participant for dematerialising their shares. The shareholders whose shares are in physical mode are requested to dematerialise their shares. Shareholders holding shares in dematerialised mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios. Shareholders may contact Registrar and Share Transfer Agent at einward.ris@kfintech.com and also refer details <https://ir.zaggle.in/registrar-and-share-transfer-agent/>

i. Distribution of Shareholding as on March 31, 2024

S No	Category	No.of Shareholders	% of shareholders	No.of Shares	% of total shares
1	1 - 5000	45,914	98.60	1,10,83,913	9.05
2	5001 - 10000	329	0.71	24,39,898	1.99
3	10001 - 20000	147	0.32	21,03,625	1.72
4	20001 - 30000	58	0.12	14,43,551	1.18
5	30001 - 40000	20	0.04	6,83,658	0.56
6	40001 - 50000	23	0.05	10,52,393	0.86
7	50001 - 100000	34	0.07	24,87,309	2.03
8	100001 and above	42	0.09	10,11,88,146	82.61
	TOTAL:	46,567	100.00	12,24,82,493	100.00

j. Distribution of Shareholding on the basis of ownership as on March 31, 2024

Sr. No.	Description	Shares	% Equity
1	Promoters	5,38,05,646	43.93
2	Alternative Investment Fund	48,93,445	4.00
3	Bodies Corporates	1,88,98,344	15.43
4	Clearing Members	83,150	0.07
5	Employees	2,97,053	0.24
6	Foreign Direct Investment	69,58,264	5.68
7	Foreign Portfolio- Corp	73,74,572	6.02
8	HUF	8,04,520	0.66
9	Mutual Funds	6,94,716	0.57
10	NBFC	23,27,159	1.90
11	Non Resident Indian Non Repatriable	3,04,181	0.25
12	Non Resident Indians	5,36,263	0.44
13	Resident Individuals	2,52,92,777	20.65
14	Trusts	2,12,403	0.17
		12,24,82,493	100.00

Persons holding 1% or more of the equity shares of the Company as on March 31, 2024

S No	Name	Shares	% Equity
1	Ventureast Proactive Fund LLC	4,454,876	3.64
2	GKFF Ventures	1,612,174	1.32
3	ACM Global Fund VCC	4,498,500	3.67
4	ZUZU Software Services Private Limited	15,711,452	12.83
5	Bengal Finance and Investment PVT LTD	2,317,159	1.89
6	VALUEQUEST S C A L E FUND	2,292,780	1.87
7	Raj P Narayanam	46,155,323	37.68
8	Avinash Ramesh Godkhindi	7,650,323	6.25
9	Ashish Kacholia	2,903,356	2.37
10	Ajay Kumar Aggarwal	1,459,615	1.19
11	Abhay Deshpande	1,239,837	1.01
	Total	90,295,395	

k. Dematerialization of shares and liquidity:

Total Shares in Demat and Physical form as on March 31, 2024.

Category	Total Shares	% To Equity
Physical	2,99,880	0.24
NSDL	5,59,00,929	45.64
CDSL	6,62,81,684	54.12
Total	12,24,82,493	100.00

Dematerialization of Shares

99.76% of the Company's paid-up Equity share capital has been dematerialized as on March 31, 2024. The total holdings of shares of promoters are in Demat form. The trading of the Equity shares of the Company is permitted only in dematerialized form as per the notification issued by Securities and Exchange Board of India.

The Company has complied the Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as follows:

Category of Shareholder	Total		Shares In Demat Form	
	No of Shareholders	Number of shares Held	No of Shares	% of Respective Shareholding
Promoters & Promoters Group	2	5,38,05,646	5,38,05,646	100
Public	46,565	6,86,76,847	6,83,76,967	99.56
Total	46,567	12,24,82,493	12,21,82,613	

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

- I. The Company has not issued any ADRs/GDRs/ Warrants or any convertible instruments during the year under review.

m. Plant Locations

Details of locations of the Company's offices are listed elsewhere in the Annual Report.

- n. Commodity price risk or foreign exchange risk and hedging activities: Nil

o. Address for correspondence

Name, designation & address of Compliance Officer and Investor Relations Officer

Hari Priya,

Company Secretary & Compliance Officer,

Registered Office:

301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India

New Registered Office (w.e.f August 31, 2024):

15th Floor – Western Block, Vamasiram – Suvarna Durga Tech Park, Nanakramguda Village, Serilingampally Mandal, GHMC Serilingampally Circle, Ranga Reddy District, 500032, Telangana, India

E-mail: haripriya.singh@zaggle.in

Telephone: +91 40 2311 9049

Corporate Office:

B1-004, Ground Floor, Boomerang Building, C.T.S. No. 4A, Village Saki Naka, Andheri (East), Taluka Kurla, District Mumbai Suburban, Mumbai 400 072 Maharashtra, India

p. Credit Rating

During the financial year 2023-24, the Company reaffirmed its credit rating as BBB Stable Outlook by ACUITE. The rating reaffirmation from ACUITE is primarily owing to substantial improvement in the Company's earnings profile and healthy capitalization levels. It demonstrates the high reputation and trust the Company has earned for its sound financial management and its ability to meet all its financial obligations.

7. OTHER DISCLOSURES

a) Disclosure in materiality significant related party transactions

During the period under review, there have been no materially significant related party transactions, monetary transactions or relationships between the Company and directors, the Management, Key Managerial Personnel, Subsidiaries or relatives, except for those disclosed in the Notes on Accounts, forming part of the Annual Report.

The Policy on Materiality of and Dealing with Related Party Transactions is hosted on the website of the Company under the web link : <https://ir.zaggle.in/wp-content/uploads/2023/12/policy-on-materiality-of-and-dealing-with-related-party-transactions.pdf>

b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by the stock exchange(s) or the board or any statutory authority, on any matter related to capital market, during the last three years

There was no non-compliance during the last three years by the Company on any matter related to Capital Market.

c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee

The Board of Directors of the Company had adopted the Vigil Mechanism / Whistle Blower Policy. A mechanism has been established for employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases. The Audit Committee reviews periodically the functioning of whistle blower mechanism. There is no complaint received during the financial year ended March 31, 2024.

No personnel have been denied access to the Audit Committee. The Vigil Mechanism / Whistle Blower Policy has been disclosed on the Company's website under the web link: <https://ir.zaggle.in/wp-content/uploads/2023/12/Whistle-Blower-Policy.pdf>

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Compliance Report on Discretionary Requirements Under Regulation 27(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

i) The Board: The Company's Chairman is an Executive Director and maintains the Chairman's office at the Company's expenses for the performance of his duties.

- ii) **Shareholders' rights:** The Company is not sending half-yearly results including summary of the significant events in last six-months to each household of shareholders in FY 2023-24. However, the Company is displaying quarterly and halfyearly results on the website ie <https://ir.zaggle.in/>, and publishing in widely circulated newspapers.
- iii) **Audit qualifications:** The auditors have not qualified the financial statements of the Company.
- iv) **Separate post of Chairman and CEO:** Mr. Raj P Narayanam is the Executive Chairman of the Company and Mr. Avinash Ramesh Godkhindi is the Managing Director and Chief Executive Officer of the Company.
- v) **Reporting of internal audit:** The Internal Auditor regularly updates the Audit Committee on internal audit findings at the Committee's meetings.
- e) **Web Link where Policy for Determining 'Material' Subsidiaries is Disclosed**
During the financial year 2023-24, the Company does not have any material unlisted subsidiary company. The Company has a Policy for determining Material Subsidiaries which is hosted on the website at <https://ir.zaggle.in/wp-content/uploads/2023/12/policy-for-determining-material-subsidiaries.pdf>.
- f) **Web link where policy for dealing with related party transactions is disclosed:**
The URL of Policy on Materiality of and Dealing with Related Party Transactions is <https://ir.zaggle.in/wp-content/uploads/2023/12/policy-on-materiality-of-and-dealing-with-related-party-transactions.pdf>.
- g) **Disclosure of Commodity Price Risks and Commodity Hedging Activities:**
The Company is not materially exposed to commodity price risks nor does the Company do any commodity hedging.
- h) **Details of Utilization of Funds Raised Through Preferential Allotment or Qualified Institutions Placement as Specified Under Regulation 32 (7a).**
The Company has not raised any fund through Qualified Institutional Placement during the financial year 2023-24. However, the Company has undertaken a pre-IPO placement amounting to ₹ 980 Million. Please refer to Point No. 6 of Directors Report.

- i) **Certificate From Practicing Company Secretary**
The Company has obtained certificate from Practicing Company Secretary that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such authority and the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

j) **Recommendations of Committees**

The Board has accepted and acted upon all the recommendations by all the Committees.

k) **Total Fees for all Services paid by the Listed Entity and its Subsidiaries, on a Consolidated Basis, to the Statutory Auditor**

During the year under review the Company has paid the following remuneration/fees to the Joint Statutory Auditor namely M/s. P R S V & Co. LLP, Chartered Accountants and M/s. M S K A & Associates LLP, Chartered Accountants:

Particulars	Remuneration Paid (in Million)
As auditor	
- Statutory audit	2.75
- Limited Review	1.00
In other capacity	
- Tax audit	0.10
- Out of Pocket expenses	0.04
Total	3.89

l) **Disclosure in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Sr. No.	Particulars	Number
a	No. of Complaints filed during the financial year	Nil
b	No. of Complaints disposed of during the financial year	Nil
c	No. of Complaints pending as on end of the financial year	Nil

m) **Disclosure by Listed Entity and its Subsidiaries of 'Loans and Advances in the Nature of Loans to Firms/Companies in which Directors are interested by name and amount:**

Neither the listed company nor the subsidiary company has advanced any loan to firm/companies in which directors are interested.

- n) **Details of Material Subsidiaries of the Listed Entity; including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such Subsidiaries: Nil**

8. **NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF SCHEDULE-V**

The Company has complied with the requirements of corporate governance report of sub-paras (2) to (10) of clause C of Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. **THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:**

Regulation	Particulars of Regulations	Compliance status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity- 24 (5 & 6)	Yes
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance Requirements	Yes
46(2)(b) to (i)	Website	Yes

10. **POLICIES**

In pursuance of the Company's policy to adhere to the ethical and governance standards, the Company, has inter-alia, the following policies and codes. All of them are available on the website of the Company.

Policy	Website Link
Policy for Determining Material Subsidiaries	https://ir.zaggle.in/wp-content/uploads/2023/12/policy-for-determining-material-subsidiaries.pdf
Policy on Materiality of and Dealing with Related Party Transactions	https://ir.zaggle.in/wp-content/uploads/2023/12/policy-on-materiality-of-and-dealing-with-related-party-transactions.pdf
Policy on Preservation of Documents	https://ir.zaggle.in/wp-content/uploads/2023/12/policy-on-preservation-of-documents.pdf
Policy on Archival of Documents	https://ir.zaggle.in/wp-content/uploads/2023/12/policy-on-archival-of-documents.pdf
Dividend Distribution Policy	https://ir.zaggle.in/wp-content/uploads/2023/12/dividend-distribution-policy.pdf
Policy on Determination of Materiality of Event	https://ir.zaggle.in/wp-content/uploads/2023/12/policy-for-determining-materiality-of-an-event-or-information.pdf
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	https://ir.zaggle.in/wp-content/uploads/2023/12/code-of-practices-and-procedures-for-fair-disclosure-of-unpublished-price-sensitive-information.pdf

**11. DECLARATION BY THE CHIEF EXECUTIVE OFFICER**

A declaration signed by the Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management as on March 31, 2024, is enclosed to this Report.

12. CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from M/s. S S Reddy & Associates, Practicing Company Secretaries certifying the compliance of conditions of Corporate Governance, is enclosed to this Report

13. UNCLAIMED DIVIDEND AND TRANSFER OF DIVIDEND AND SHARES TO IEPF

Not applicable for the FY2023-24

14. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company has not transferred any shares to demat suspense account/ unclaimed suspense account.

For and On Behalf of the Board of Directors
Zaggle Prepaid Ocean Services Limited

Sd/-

Raj P Narayanam
Executive Chairman
DIN: 00410032

Sd/-

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN: 05250791

Place: Hyderabad
Date: July 30, 2024



Corporate Overview



Statutory Reports



Financial Statements

Declaration on Code of Conduct

This is to confirm that the Board has laid down the code of conduct for all Board members and senior management personnel of the Company. The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2024 as envisaged in Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For **Zaggle Prepaid Ocean Services Limited**

Date: July 30, 2024
Place: Hyderabad

Avinash Ramesh Godkhindi
Managing Director & CEO
(DIN: 05250791)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Zaggle Prepaid Ocean Services Limited
Hyderabad

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Zaggle Prepaid Ocean Services Limited** having registered office 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India (herein after referred to as 'the Company') ,produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Avinash Ramesh Godkhindi	05250791	07/05/2012
2.	Mr. Raj P Narayanam	00410032	30/04/2012
3.	Mr. Abhay Deshpande Raosaheb	00427314	22/08/2022
4.	Mr. Aravamudan Krishna Kumar	00871792	26/09/2022
5.	Mr. Arun Vijaykumar Gupta	05131228	26/09/2022
6.	Ms. Prerna Tandon	09652432	26/09/2022

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S.S. Reddy & Associates**
Practicing Company Secretary

S. Sarweswara Reddy
Proprietor

M.NO. F12619; C. P. No: 7478
UDIN No: F012619F000857342
Peer Review Cer. No.: 1450/2021

Place: Hyderabad
Date: July 30, 2024

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Zaggle Prepaid Ocean Services Limited
Hyderabad

We have examined the compliance of the conditions of Corporate Governance by Zaggle Prepaid Ocean Services Limited ('the Company') for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para- C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **S.S. Reddy & Associates**
Practicing Company Secretary

S. Sarweswara Reddy

Proprietor

M.NO. F12619; C. P. No: 7478

UDIN NO: F012619F000857452

Peer Review Cer. No.: 1450/2021

Place: Hyderabad
Date: July 30, 2024

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

[Pursuant to Regulation 17(8) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

We hereby certify that:

We have reviewed financial statement and cash flow statement for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- c) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;

We accept responsibility for establishing and maintaining internal controls for financials reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we have aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee that there are no:

- a) Significant changes in internal control over financial reporting during the year;
- b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For **Zaggle Prepaid Ocean Services Limited**

Place: Hyderabad
Date: May 23, 2024

Avinash Ramesh Godkhindi
Managing Director & CEO

Venkata Aditya Kumar Grandhi
Chief Financial Officer



Financials



INDEPENDENT AUDITORS' REPORT

To the Members of

Zaggle Prepaid Ocean Services Limited (Formerly Known as Zaggle Prepaid Ocean Services Private Limited)

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited) (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements").

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

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone 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 Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report:

Revenue Recognition (Refer note 2.2 (A) of Standalone Financial Statements):

Revenue is a key performance measure for the Company. Revenue of the Company mainly comprise of program fees and sales of propel gift cards vouchers.

Revenue is recognised as per the terms of the contract with the respective customers and when it meets the recognition criteria as per Ind AS 115 on "Revenue from contracts with customers".

There exists a risk of revenue not being recognised in proportion to the service performed by the Company. Further, revenue may also be recorded in an incorrect period or on a basis which is inconsistent with the contractual terms agreed with the customers.

In view of the above factors and given that the Company and its stakeholders focus on revenue as a key performance indicator, we have determined Revenue to be a key audit matter.

How the Key Audit Matter was addressed in our audit:

1. Evaluated the appropriateness of the revenue recognition accounting policies of the Company with the principles of Indian Accounting standard 115 - 'Revenue from contracts with customer' ('Ind AS 115').
2. Evaluated the design, implementation and tested the operating effectiveness of the relevant key controls with respect to revenue recognition.
3. Performed Analytical procedures on revenue recognised during the year to identify and inquire on unusual variances, if any and getting the reasons for variances confirmed from the management of the Company.
4. Verified completeness and existence assertion by performing substantive testing on selected samples of revenue transactions recorded during the year by testing the underlying documents including contracts,



INDEPENDENT AUDITORS' REPORT (Contd.)

invoices, gift voucher delivery communications and customer receipts, wherever applicable and obtaining independent balance confirmation from the customers at the balance sheet date.

5. Verified cut off assertion by reviewing the Company's revenue recognition policies, testing samples of revenue transactions near the end of the reporting period and verified supporting documents to verify that the revenue is recorded in corrected accounting period.
6. Tested on a sample basis, manual journal entries relating to revenues to identify and inquire on unusual items, if any.
7. Assessed the adequacy and appropriateness of the disclosures made in the financial statements to verify they are accurate, complete, and comply with the requirements of Ind AS 115 - 'Revenue from contracts with customer'.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. but does not include the standalone financial statements and our auditor's report thereon. The Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE STANDALONE FINANCIAL STATEMENTS

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

In preparing the standalone financial statements, 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 Management and Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

INDEPENDENT AUDITORS' REPORT (Contd.)

decisions of users taken on the basis of these standalone financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone financial statements.

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 "Annexure B" 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 except for the matters stated in the paragraph 2 (h) (vi) below on reporting under Rule 11(g).
 - (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 Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (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) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - (g) The reservation relating to the maintenance of accounts and other matters connected therewith

are as stated in paragraph 2 (b) above on reporting under Section 143(3)(b) and paragraph 2 (h) (vi) below on reporting under Rule 11(g).

- (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 standalone financial statements – Refer Note 30 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (1) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (2) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in

INDEPENDENT AUDITORS' REPORT (Contd.)

- writing or otherwise, as on the date of this audit report, 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.
- (3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
- v. The Company has neither declared nor paid any dividend during the year.
- vi. The Company has upgraded its accounting software on August 25, 2023, to the Edit Log version software from an earlier version of the accounting software it operated for maintaining its books of account during the year ended March 31, 2024. Based on our examination, we are unable to comment whether the earlier version of the accounting software had a feature of recording audit trail (edit log) facility and whether it was enabled therein. However, the upgraded Edit Log version software has a feature of recording audit trail (edit log) facility, which was enabled in the software and the same has been operated effectively throughout the period from August 25, 2023, to March 31, 2024. Further, we did not come across any instance of the audit trail feature being tampered with during this period in the upgraded Edit Log version software.
3. In our opinion, according to information, explanations given to us, the remuneration paid / provided by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For P R S V & Co. LLP**Chartered Accountants**

ICAI Firm Registration No. S200016

Y Venkateswarlu

Partner

Membership No. 222068

UDIN: 24222068BKAVRA7010

Place: Hyderabad

Date: May 23, 2024

For M S K A & Associates**Chartered Accountants**

ICAI Firm Registration No.105047W

Prakash Chandra Bhutada

Partner

Membership No. 404621

UDIN: 24404621BKFSKG3035

Place: Hyderabad

Date: May 23, 2024

ANNEXURE A

TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZAGGLE PREPAID OCEAN SERVICES LIMITED (FORMERLY KNOWN AS ZAGGLE PREPAID OCEAN SERVICES PRIVATE LIMITED)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone 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 and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we

are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2024, and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For P R S V & Co. LLP

Chartered Accountants

ICAI Firm Registration No. S200016

Y Venkateswarlu

Partner

Membership No. 222068

UDIN: 24222068BKAVRA7010

Place: Hyderabad

Date: May 23, 2024

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No.105047W

Prakash Chandra Bhutada

Partner

Membership No. 404621

UDIN: 24404621BKFSKG3035

Place: Hyderabad

Date: May 23, 2024

ANNEXURE B

TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZAGGLE PREPAID OCEAN SERVICEES LIMITED FOR THE YEAR ENDED MARCH 31, 2024

[REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' IN THE INDEPENDENT AUDITORS' REPORT]

- i. (a) A The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
- B The Company has maintained proper records showing full particulars of intangible assets.
- (b) Property, Plant and Equipment and right-of-use assets were physically verified by the management according to a phased programme designed to cover all items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of Property, plant and equipment and right-of-use assets have been physically verified by Management during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, there are no immovable properties, and accordingly, the provisions stated under clause 3(i)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including right-of-use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage and procedure of such verification is reasonable and appropriate having regard to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year the Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from Banks on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the standalone financial statements, quarterly returns / statements filed with such Banks are in agreement with the books of accounts of the Company.
- iii. (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year. Accordingly, provisions stated under clause 3(iii)(a),(c),(d),(e) and (f) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made and terms and conditions in relation to investments made are not prejudicial to the interest of the Company.
- iv. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 (the "Act"), in respect of investments made.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under. Accordingly, the provisions stated under clause 3(v) of the Order is not applicable to the Company. Also, there are no amounts outstanding as on March 31, 2024, which are deposits.
- vi. The provisions of sub-Section (1) of Section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products/ services of the Company. Accordingly, the provisions stated under clause 3(vi) of the Order are not applicable to the Company.

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT (Contd.)

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in a few cases.

There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, cess, and other statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us and examination of records of the Company, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded Rs. in Million	Amount Paid Rs. in Million	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	24.73	4.32	April 01, 2014 to June 30, 2017	CESTAT
Income Tax Act, 1961	Income Tax	40.92	-	AY 2022-23	CIT(A)

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment of the Company. Accordingly, the provision stated under clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiary and associate.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary and associate companies. Accordingly, reporting under Clause 3(ix)(f) of the order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanation given to us, monies raised during the year by the Company by way of initial public offer were applied for the purpose for which they were raised, though idle / surplus funds which are not required for immediate utilization have been invested in fixed deposits with scheduled commercial banks as well as maintained in current account with monitoring agency. The maximum amount of idle/surplus funds invested during the year was Rs. 3,462.55 Million of which Rs. 2,650.00 Million invested in fixed deposits and Rs. 9.70 Million maintained with monitoring agency and earmarked bank account respectively was outstanding at the end of the year.

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT (Contd.)

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made private placement of equity shares during the year and the requirements of Section 42 and Section 62 of the Act, have been complied with. The amount raised has been used for the purposes for which they were raised.
- xi. (a) Based on 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, we report that no material fraud by the Company or on the Company has been noticed or reported during the year in the course of our audit.
- (b) Based on 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, a 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 provisions stated 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.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and accordingly, the reporting on compliance with the provisions of Section 192 of the Act in clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the provisions stated under clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the provisions stated under clause 3 (xvi)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations provided to us, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group. Accordingly, the provisions stated under clause 3(xvi)(d) of the order are not applicable to the Company.
- xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the provisions stated under clause 3(xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions stated under clause 3(xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 45 to the standalone financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT (Contd.)

supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

For P R S V & Co. LLP**Chartered Accountants**

ICAI Firm Registration No. S200016

Y Venkateswarlu

Partner

Membership No. 222068

UDIN: 24222068BKAVRA7010

Place: Hyderabad

Date: May 23, 2024

- xx. (a) In respect of other than ongoing projects, the Company has transferred unspent amount to a Fund specified in schedule VII of the Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of Section 135 of the Act.
- (b) There are no ongoing projects and accordingly reporting under Clause 3(xx)(b) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates**Chartered Accountants**

ICAI Firm Registration No.105047W

Prakash Chandra Bhutada

Partner

Membership No. 404621

UDIN: 24404621BKFSKG3035

Place: Hyderabad

Date: May 23, 2024



ANNEXURE C

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZAGGLE PREPAID OCEAN SERVICES LIMITED (FORMERLY KNOWN AS ZAGGLE PREPAID OCEAN SERVICES PRIVATE LIMITED)

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited) on the Standalone Financial Statements for the year ended March 31, 2024]

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE "ACT")

We have audited the internal financial controls with reference to standalone financial statements of Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited) (the "Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

MANAGEMENTS' AND BOARD OF DIRECTOR'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance

ANNEXURE C TO INDEPENDENT AUDITORS' REPORT (Contd.)

that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

For P R S V & Co. LLP**Chartered Accountants**

ICAI Firm Registration No. S200016

Y Venkateswarlu

Partner

Membership No. 222068

UDIN: 24222068BKAVRA7010

Place: Hyderabad

Date: May 23, 2024

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M S K A & Associates**Chartered Accountants**

ICAI Firm Registration No.105047W

Prakash Chandra Bhutada

Partner

Membership No. 404621

UDIN: 24404621BKFSKG3035

Place: Hyderabad

Date: May 23, 2024



STANDALONE BALANCE SHEET

AS AT MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	25.32	23.48
b) Right-of-use assets	4	119.10	196.73
c) Intangible assets	5 (a)	81.56	68.90
d) Intangible assets under development	5 (b)	498.63	108.68
e) Financial assets			
(i) Investments	6	259.83	4.85
(ii) Other financial assets	7	46.12	14.69
f) Income-tax assets (net)	8(a)	11.00	119.01
g) Deferred tax assets (net)	9	27.60	23.10
h) Other non-current assets	10	27.22	29.77
Total non-current assets		1,096.38	589.21
Current assets			
a) Inventories	11	3.58	0.97
b) Financial assets			
(i) Investments	6	5.20	12.32
(ii) Trade receivables	12	1,746.21	1,026.59
(iii) Cash and cash equivalents	13 (a)	79.40	195.89
(iv) Bank balances other than (iii) above	13 (b)	2,713.67	30.07
(v) Others financial assets	7	30.40	1.15
c) Other current assets	14	1,286.52	491.39
Total current assets		5,864.98	1,758.38
Total assets		6,961.36	2,347.59
EQUITY AND LIABILITIES			
EQUITY			
a) Equity share capital	15	122.49	92.22
b) Other equity	16	5,631.33	395.29
Total equity		5,753.82	487.51
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	17	154.73	513.29
(ii) Lease liabilities	4	87.57	158.65
b) Provisions	21	16.40	11.43
Total non-current liabilities		258.70	683.37
Current liabilities			
a) Financial liabilities			
(i) Borrowings	18	581.29	697.44
(ii) Lease liabilities	4	42.68	44.10
(iii) Trade payables	19		
Total outstanding dues of micro and small enterprises		6.53	9.63
Total outstanding dues of creditors other than micro and small enterprises		13.10	82.56
(iv) Other financial liabilities	20	21.11	23.66
b) Provisions	21	0.95	0.22
c) Other current liabilities	22	281.77	271.30
d) Current tax liabilities (net)	8(b)	1.41	47.80
Total current liabilities		948.84	1,176.71
Total liabilities		1,207.54	1,860.08
Total equity and liabilities		6,961.36	2,347.59

See accompanying notes forming part of the Standalone Financial Statements.

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As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: S200016

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited
(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada
Partner
Membership No: 404621

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenues			
Revenue from operations	23	7,755.98	5,534.60
Other income	24	112.71	11.15
Total income		7,868.69	5,545.75
Expenses			
Cost of point redemption / gift cards		3,797.16	3,188.70
Consumption of cards	25	12.28	17.53
Employee benefits expense	26	512.82	435.83
Finance costs	27	137.17	113.77
Depreciation and amortisation expense	28	83.63	61.99
Other expenses	29	2,727.82	1,411.58
Total expenses		7,270.88	5,229.40
Profit before tax		597.81	316.35
Tax expenses			
Current tax	39	162.11	85.97
Deferred tax		(4.50)	1.37
Total tax expense		157.61	87.34
Profit after tax		440.20	229.01
Other comprehensive income			
Items that will not be reclassified subsequently to profit and loss			
Remeasurements of defined benefit liability and unquoted investments		(2.33)	0.46
Deferred tax relating to these items		(0.63)	(0.12)
Total comprehensive (loss)/income for the year		(2.96)	0.34
Total comprehensive income		437.24	229.35
Earnings per equity share (Face value of ₹ 1 each)			
- Basic (₹)	32	4.06	2.48
- Diluted (₹)		4.03	2.46

See accompanying notes forming part of the Standalone Financial Statements.

1-48

As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: S200016

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited
(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada
Partner
Membership No: 404621

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	597.81	316.35
Adjustments for :		
Depreciation and amortisation expense	83.63	61.99
Interest expense	123.64	102.87
Interest expense on lease liabilities	13.53	10.90
Liabilities no longer required written back	-	(2.26)
Net gain on termination of lease	(4.26)	-
Reversal of credit impaired trade receivables	-	(16.23)
Interest income	(102.55)	(4.16)
Employee share based compensation expenses	149.77	144.13
Operating profit before working capital changes	861.57	613.59
Change in assets and liabilities		
Adjustments for (increase)/decrease in operating assets:		
Trade receivables	(719.62)	(580.85)
Inventories	(2.61)	0.15
Other financial assets	(31.43)	(12.67)
Other assets	(784.55)	(284.41)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables	(72.56)	(12.90)
Provision	5.70	3.83
Other financial liabilities	(2.56)	13.28
Other liabilities	10.47	137.39
Cash used in operations	(735.59)	(122.59)
Income taxes paid (net of refund)	(91.87)	(33.59)
Net cash used in operating activities	A (827.46)	(156.18)
B. Cash flows from investing activities		
Purchase of Property, Plant and Equipment, intangible assets, Intangibles under development including capital advance	(459.44)	(161.71)
Movement in other than cash and cash equivalents, net	(2,683.60)	(1.07)
Investment in associate	(247.50)	-
Investment in unquoted funds	(5.00)	(22.17)
Proceeds from sale of investment in quoted mutual funds	11.97	-
Interest received	64.68	3.47
Net cash used in investing activities	B (3,318.89)	(181.48)

STANDALONE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
C. Cash flow from financing activities			
Proceeds from issue of equity shares including security premium		4,872.91	149.61
Share issue expenses		(210.41)	(61.65)
Proceeds from long term borrowings		367.95	500.00
Repayment of long term borrowings		(995.37)	(130.00)
Proceeds from short term borrowings (net)		152.71	196.01
Payment of lease liabilities		(20.76)	(13.76)
Interest on lease liabilities		(13.53)	(10.90)
Interest paid		(123.64)	(102.87)
Net cash flow from financing activities	C	4,029.86	526.44
Net (decrease) / increase in cash and cash equivalents	A+B+C	(116.49)	188.78
Cash and cash equivalents at the beginning of the year		195.89	7.11
Cash and cash equivalents at the end of the year		79.40	195.89
[Refer Note 13 (a)]			

Note:

Reconciliation of Financial Liabilities - Borrowings and lease liabilities:

Particulars	As at April 01, 2023	Cash flows	Non Cash Movements	As at March 31, 2024
Long-term borrowings (including current maturities)	1,010.05	(634.52)	7.10	382.63
Short term borrowings	200.68	152.71	-	353.39
Lease liabilities	202.75	(34.29)	(38.21)	130.25

Particulars	As at April 01, 2022	Cash flows	Non Cash Movements	As at March 31, 2023
Long-term borrowings (including current maturities)	640.05	315.44	54.56	1,010.05
Short term borrowings	4.67	196.01	-	200.68
Lease liabilities	58.39	(24.66)	169.02	202.75

See accompanying notes forming part of the Standalone Financial Statements.

1-48

As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:S200016

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited
(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada
Partner
Membership No: 404621

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

A. Equity share capital

	No. of Shares	Amount
As at April 01, 2022	1,80,000	1.80
Addition during the year		
Add: Issued during the year	821	0.01
Before adjustment of sub-division of shares	1,80,821	1.81
Adjusted No. of shares after sub-division of equity shares	18,08,210	1.81
Issue of bonus shares	9,04,10,500	90.41
As at March 31, 2023	9,22,18,710	92.22
Addition during the year		
Add: Issued during the year	2,98,78,048	29.88
Add: Shares issued during the year - ESOP	3,85,735	0.39
As at March 31, 2024	12,24,82,493	122.49

B. Other equity

Particulars	Reserves and surplus			Other comprehensive income	Total
	Securities premium	Retained earnings	Share Based Payment Reserve	Remeasurement of defined benefit obligations and Equity instrument routed through OCI	
Balance at April 01, 2022	115.73	(154.44)	-	1.33	(37.38)
Profit for the year	-	229.01	-	-	229.01
Security premium from issue of equity shares	149.60	-	-	-	149.60
Other comprehensive income	-	-	-	0.34	0.34
Share-based payments	-	-	144.13	-	144.13
Issue of bonus shares	(90.41)	-	-	-	(90.41)
Balance at March 31, 2023	174.92	74.57	144.13	1.67	395.29
Profit for the year	-	440.20	-	-	440.20
ESOP exercised during the year	145.72	-	(133.72)	-	12.00
Security premium from issue of equity shares	4,870.12	-	-	-	4,870.12
Other comprehensive income	-	-	-	2.33	2.33
Share-based payments	-	-	149.77	-	149.77
Share issue expenses	(238.38)	-	-	-	(238.38)
Balance at March 31, 2024	4,952.38	514.77	160.18	4.00	5,631.33

See accompanying notes forming part of the Standalone Financial Statements.

1-48

As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: S200016

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited
(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada
Partner
Membership No: 404621

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

1 CORPORATE INFORMATION

Zaggle Prepaid Ocean Services Limited (formerly known as a Zaggle Prepaid Ocean Services Private Limited) (the “Company” / “Zaggle”) is a B2B2C Fintech SaaS Company, which is a leading player in spend management, with a differentiated value proposition and diversified user base. The Company offers a diversified portfolio of SaaS, including tax and payroll software.

The Company has converted from Private Limited Company to Public Limited Company under the provisions of Companies Act, 2013, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on September 13, 2022 and consequently the name of the Company has changed to “Zaggle Prepaid Ocean Services Limited” pursuant to a fresh certificate of incorporation by the Registrar of Companies on June 02, 2011. Pursuant to Initial Public offer (‘IPO’), the Company shares got listed on two recognized stock exchanges in India i.e. BSE and NSE on September 22, 2023.

The registered office of the Parent Company is located at 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Telangana -500081.

2.1 Basis of preparation and measurement

(i) Statement of compliance & Basis for preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the ‘Act’), the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act.

The standalone financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

(ii) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company’s

functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest Million except for share and per share data and where otherwise stated.

(iii) Basis of measurement

The financial information have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities : Measured at fair value
- Borrowings-Long term borrowings : Amortised cost using effective interest rate method
- Net defined benefit (asset)/ liability : Present value of defined benefit obligations less fair value of plan assets
- Share based payment expenses : Measured at grant date fair value

(iv) Use of estimates and judgements

The preparation of the standalone financial statements is in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgments and assumptions affect the application policies and reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities at the date of standalone financial statements and reported amounts of revenue and expenses during the year. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in the estimates are made as and when management becomes aware of changes in circumstances surrounding the estimates. Changes in the estimates are reflected in the standalone financial statements in the year in which the changes are made and, if material, such effects are disclosed in the notes to standalone financial statements.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 3, 4 and 5 - determining an asset’s expected useful life and the expected residual value at the end of its life.
- Note 12 – impairment of financial assets;

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- Notes 30 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 36 – measurement of defined benefit obligations: key actuarial assumptions;

(v) Measurement of fair values

Accounting policies and disclosures require measurement of fair value for financial assets and financial liabilities.

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

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

Level 2: Inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 37 - Financial instruments

(vi) Current and non-current classification:

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets

An asset is classified as a current when it is:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is expected to be realized within twelve months from the reporting date;
- it is held primarily for the purposes of being traded; or
- is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non current.

Liabilities

A liability is classified as a current when:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is due to be settled within twelve months from the reporting date;
- it is held primarily for the purposes of being traded;
- the Company does not have an unconditional right to defer settlement of liability for at least twelve months from the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and realization in cash or cash equivalents. The Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

2.2 Summary of Material accounting policies

A. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer net of variable consideration (e.g. discounts), taxes and amount collected on behalf of third parties. The Company recognizes revenue when it transfers control over a product or service to a customer. The amount of revenue recognized is at an amount that reflects the consideration to which the Company expect to be entitled to in exchange for the product or service. Revenue is only recognized to the extent that is highly probable that a significant reversal will not occur.

i) Program fees:

Revenue From Prepaid Card Instruments

The Company acts as Program Manager and Business Correspondent to the Partner Banks for the Co-branded Prepaid Card Instruments. The Co-branded Cards are operated under various schemes (Such as Kuber, Zinger etc.). Program fees mainly includes revenue from Interchange (including residual income) earned from partner banks and excludes amounts collected on behalf of partner banks. Interchange revenue is recognized as per the terms of the arrangement with partner banks, at the point in time, basis the information shared by the banks to the Company post settlement with network partners. The incentives / cash back, as an when incurred by the Company towards the co-branded prepaid card instruments has been considered as a distinct goods or services and accordingly recorded as an expense.

Revenue From Credit Card Instruments

The Company acts as a Program Manager and Business Correspondent to the Partner Banks for the issue of Credit Card Instruments to our customers/users. We run the programs with various customers/users and arrange to process their transactions through various platforms. Program Fees includes revenue from interchange earned from partner banks and excludes amounts collected on behalf of partner banks. Revenue from interchange income is recognized when

related transaction occurs, or service is rendered as per the terms of the arrangement with partner banks. The Incentives / Cash back, as and when incurred by the Company towards the credit card instruments has been considered as a distinct goods or services and accordingly recorded as an expense.

Banks and corporates are considered as customers of the Company. Any amounts receivable from the customers on account of normal course of business is classified as trade receivable. Further advance received from customers against which cards are yet to be activated is disclosed as liability under advances from customers.

ii) Propel platform revenue / Gift cards:

Propel platform revenue from monetisation of platform is recognized on the basis of terms of the agreement with the respective customers.

The Company recognizes revenue on completion of the Company performance obligation being met on redemption of propel points against catalogue of gift cards / vouchers.

The Company acts as a principal and accordingly consideration for the supplies is recognized on gross basis with corresponding cost of supplies being recorded as an expense. Revenue on sale of gift cards / vouchers is recognized only to the extent the Company's performance obligation is met, at the point in time on transfer of the control of the respective gift cards / vouchers to the customers.

iii) Fees income/SaaS income:

The Company earns fees income/SaaS income/ service fees income from various activities including user fees, platform fees, customization fees etc. The fee income is recognized when the control in services have been transferred by the Company i.e., as and when services have been provided by the Company and the Company's performance obligation is met. This fee is recognized as income in accordance with the terms of the arrangement with the respective customers.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

iv) Interest income:

Interest income is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included under the head 'other income' in the statement of profit and loss.

C. Financial instruments

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

i) Initial Recognition and measurement

Financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

All financial assets except Trade receivables are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Subsequent measurement: For the purpose of subsequent measurement, financial assets are categorised as under:

- Amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

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

- the asset is held within a business model whose objective is to hold assets 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.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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

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

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Financial liabilities:

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

iii) Derecognition

Financial assets

A Financial asset is primarily derecognized when the right 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 does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

iv) Offsetting

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if there is a currently and 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.

D. Property, plant and equipment

i) Recognition and measurement

Property, Plant and Equipment ('PPE') are stated at historical cost less accumulated depreciation and accumulated impairment loss, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred. If an item of property, plant and equipment is purchased with deferred credit period from supplier, such asset is recorded at its cash price equivalent value.

ii) Depreciation

Depreciation is provided using the Straight-line Method over the useful lives of the assets as estimated by the Management. Depreciation on additions and deletions are restricted to the period of use. Depreciation is charged to statement of profit and loss.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

The Company, based on technical assessment and management estimate, depreciates property, plant and equipment over estimated useful life prescribed in Schedule II to the Act. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The Company has estimated the following useful lives to provide depreciation on its property, plant and equipment:

Asset category	Management estimate of useful life & Useful life as per Schedule II
Furniture and fixtures	10 years
Office equipment	5 years
Computers	3 years
Vehicles	8 years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognized in the statement of profit and loss.

Depreciation method, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

E. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally developed intangibles are capitalized to the extent of direct cost related to the development of the respective intangible assets which mainly includes manpower cost. Intangible assets are amortized over the useful economic life assessed which ranges from 3-5 years and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied

in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Asset category	Management estimate of useful life
R & R Software	3-4 years
Mobile Application	3 years
Software	3-5 years
Trademarks	5 years
Expense Management	3-5 years
Zoyer	3-5 years

F. Investment in Subsidiaries/Associates

Investment in Subsidiaries/Associates are valued at Cost. Dividend Income from subsidiaries/Associates is recognized when its right to receive the dividend is established.

G. Impairment of assets

i) Impairment of financial instruments

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortised cost and trade receivables. 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;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

The Company applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

- i. Trade receivables
- ii. Financial assets measured at amortised cost (other than trade receivables)
- iii. Financial assets measured at fair value through other comprehensive income (FVTOCI).

The Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the

Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

Presentation of allowance for expected credit losses in the balance sheet

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 (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher 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 CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

In respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognized.

H. Employee benefits

(a) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the

period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured on an undiscounted basis at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefit obligations

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme and other funds. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

(ii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

- (iii) **Compensated Absences:** The Company has no policy of accumulation of compensated absences.

I. LEASES

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course.

Company as a Lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

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

The Company used the following practical expedients when applying Ind AS 116 :

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term and leases of low value.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Right of use asset: 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 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 assets is subsequently measured at cost less any 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 recognized in the statement of profit and loss.

Lease Liability: The Company measures the lease liability at present value of the future lease payments at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate as at the commencement of 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

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

fixed lease payments. The Company recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. 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 statement of profit and loss.

J. Income-tax

Income-tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- temporary differences related to investments in subsidiaries 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;

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by 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.

K. Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognized, together with a corresponding increase in Employee Stock Option Plan (ESOP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

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.

Performance conditions which are market conditions are taken into account when determining the grant date fair value of the awards. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

L. Provision, contingent liabilities and contingent assets

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 economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized under finance costs. Expected future operating losses are not provided for.

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognized when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognized in the standalone financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise.

M. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

N. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

O. Recent accounting pronouncements:

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

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

3 PROPERTY, PLANT AND EQUIPMENT

Description	Office Equipments	Furniture and Fixtures	Computers	Vehicles	Total
Cost as at April 01, 2022	0.51	0.92	13.94	9.03	24.40
Additions	1.16	0.39	9.12	-	10.67
Disposals	-	-	-	-	-
Cost as at March 31, 2023	1.67	1.31	23.06	9.03	35.07
Additions	1.30	2.53	7.43	-	11.26
Disposals	-	-	-	-	-
Cost as at March 31, 2024	2.97	3.84	30.49	9.03	46.33
Accumulated depreciation as at April 01, 2022	0.19	0.07	3.51	0.86	4.63
Depreciation for the year	0.10	0.11	5.57	1.18	6.96
Disposals	-	-	-	-	-
Accumulated depreciation as at March 31, 2023	0.29	0.18	9.08	2.04	11.59
Depreciation for the year	0.46	0.19	7.59	1.18	9.42
Disposals	-	-	-	-	-
Accumulated depreciation as at March 31, 2024	0.75	0.37	16.67	3.22	21.01
Net carrying amount as at March 31, 2023	1.38	1.13	13.98	6.99	23.48
Net carrying amount as at March 31, 2024	2.22	3.47	13.82	5.81	25.32

Note: Refer Note 17 & 18 for details of property, plant and equipment subject to charge on secured borrowings.

4 RIGHT OF USE ASSETS AND LEASE LIABILITIES
Right of Use Assets

Description	Right of use assets (Buildings)
Cost as at April 01, 2022	73.26
Additions	163.86
Deletions	-
Cost as at March 31, 2023	237.12
Additions	9.41
Deletions	65.81
Cost as at March 31, 2024	180.72
Accumulated depreciation as at April 01, 2022	18.11
Depreciation for the year	22.28
Deletions	-
Accumulated depreciation as at March 31, 2023	40.39
Depreciation for the year	30.16
Deletions	8.93
Accumulated depreciation as at March 31, 2024	61.62
Net carrying amount as at March 31, 2023	196.73
Net carrying amount as at March 31, 2024	119.10

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Lease Liabilities:

(i) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance	202.75	58.39
Additions during the year	9.41	158.12
Deletion during the year	(61.15)	-
Accrual of interest	13.53	10.90
Payment of lease liabilities	(34.29)	(24.66)
Closing balance	130.25	202.75
Less: Current lease liabilities	42.68	44.10
Non Current lease liabilities	87.57	158.65

(ii) Payments recognized as expenses and income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Short term leases and low value assets (Refer Note 29)	3.06	2.17
	3.06	2.17

(iii) Contractual maturities of lease liabilities on undiscounted basis as at:

Particulars	March 31, 2024	March 31, 2023
Less than one year	57.50	50.12
One to five years	165.58	203.48
More than five years	-	5.34
	223.08	258.94

5a. INTANGIBLE ASSETS

Description	R&R software	Mobile application	Software	Trade Mark	Expense Management	Zoyer	Total
Cost as at April 01, 2022	19.93	18.12	3.90	1.75	46.70	-	90.40
Additions	-	-	-	-	57.36	-	57.36
Disposals	-	-	-	-	-	-	-
Cost as at March 31, 2023	19.93	18.12	3.90	1.75	104.06		147.76
Additions	-	-	1.00	-	12.24	43.47	56.71
Disposals	-	-	-	-	-	-	-
Cost as at March 31, 2024	19.93	18.12	4.90	1.75	116.30	43.47	204.47
Accumulated amortisation as at April 01, 2022	10.14	18.12	1.60	0.21	16.04	-	46.11
Amortisation for the year	3.35	-	2.30	0.64	26.46	-	32.75
Disposals	-	-	-	-	-	-	-
Accumulated amortisation as at March 31, 2023	13.49	18.12	3.90	0.85	42.50	-	78.86
Amortisation for the year	3.36	-	0.51	0.63	26.12	13.43	44.05
Disposals	-	-	-	-	-	-	-
Accumulated amortisation as at March 31, 2024	16.85	18.12	4.41	1.48	68.62	13.43	122.91
Net carrying amount as at March 31, 2023	6.44	-	-	0.90	61.56	-	68.90
Net carrying amount as at March 31, 2024	3.08	-	0.49	0.27	47.68	30.04	81.56

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

5b. INTANGIBLE ASSET UNDER DEVELOPMENT

Particulars	March 31, 2024	March 31, 2023
Zoyer Application under development*	178.63	108.68
Zatix Application under development *	320.00	-
Total	498.63	108.68

* Project execution plans are reviewed periodically on the basis of Management judgement and estimates w.r.t future business, technological development/economy/ industry and the project is assessed as per periodic plans.

Ageing - Intangible Asset under development

Project in progress	Amount in intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2024	433.42	65.21	-	-	498.63
As at March 31, 2023	93.68	15.00	-	-	108.68

6. INVESTMENTS

Particulars	March 31, 2024		March 31, 2023	
	Number	Amount	Number	Amount
Non-current				
Investments in unquoted equity shares (fully paid up)				
i) In subsidiary (carried at cost)				
Zaggle Technologies Limited - 1 equity share of GBP 1	1	-	1	-
ii) Associates (at cost)				
Span Across IT solutions Private Limited - Equity Shares having face value of ₹ 10 each (Refer Note 47)	9,00,000	247.50	-	-
Investment in quoted mutual funds (carried at fair value through profit and loss) [Refer Note (c) below]				
ICICI Prudential Liquid Fund - Growth	-	-	6,947.59	2.30
ICICI Prudential Money Market Fund - Growth	-	-	3,183.43	1.02
Kotak Liquid Regular Growth	-	-	339.03	1.53
Investment in Unquoted funds (carried at fair value through OCI)				
Paragon Partners Equity Trust	94,677.39	12.33	-	-
Total non-current investments		259.83		4.85
Current				
Investment in quoted mutual funds (carried at fair value through profit and loss) [Refer Note (c) below]				
ICICI Prudential Money Market Fund - Growth	-	-	35,186.11	11.30
HDFC Money Market Fund - Regular Plan - Growth	-	-	210.993	1.02
ICICI Prudential Liquid Fund - Growth	6,947.59	2.46	-	-
ICICI Prudential Money Market Fund - Growth	3,183.43	1.10	-	-
Kotak Liquid Regular Growth	339.03	1.64	-	-
Total current investments		5.20		12.32
Notes:				
(a) Aggregate value of unquoted investments		259.83		-
(b) Aggregate value of quoted investments		5.20		17.17
(c) Change in fair value of the investments during the year		0.35		0.12
(d) Refer Note 17 for details of investments subject to charge on secured borrowings.				

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

7 OTHER FINANCIAL ASSETS (AT AMORTISED COST)

	March 31, 2024	March 31, 2023
(Unsecured considered good)		
Non-current		
Security deposits	43.78	13.36
Other deposits	2.34	1.33
	46.12	14.69
Current		
Interest accrued on fixed deposits with banks	30.40	1.15
	30.40	1.15

8(a) NON-CURRENT: INCOME-TAX ASSETS (NET)

	March 31, 2024	March 31, 2023
A. Income-tax Asset [Net of Provision for Tax ₹ 8.57 Mn (March 31, 2023 ₹ 10.80 Mn)]	11.00	119.01
	11.00	119.01

8(b) CURRENT: INCOME-TAX LIABILITY (NET)

	March 31, 2024	March 31, 2023
Net Current Tax Liability [(Net of TDS/Advance Tax ₹ 165.25 Mn (March 31, 2023 ₹ 38.17 Mn)]	1.41	47.80
	1.41	47.80

9 DEFERRED TAX ASSETS (NET)

	March 31, 2024	March 31, 2023
Depreciation / amortisation	6.24	2.76
Provision for employee benefits	4.37	2.93
Provision for credit impaired balances	14.18	14.49
Right of use assets (net of lease liability)	2.81	1.52
Others	-	1.40
	27.60	23.10

10 OTHER NON-CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)

	March 31, 2024	March 31, 2023
a. Capital advance	22.90	21.38
b. Balance with government authorities	4.32	3.39
c. Advance towards purchase of investments	-	5.00
	27.22	29.77

Note : Capital contract remaining to be executed as at March 31, 2024 is Nil (March 31, 2023 is Nil)

11 INVENTORIES

	March 31, 2024	March 31, 2023
(Valued at lower of cost or net realizable value)		
Card inventory	3.58	0.97
	3.58	0.97

Note: Refer Note 17 & 18 for details of inventory subject to charge on secured borrowings.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

12 TRADE RECEIVABLES

	March 31, 2024	March 31, 2023
Trade receivables		
Unsecured		
-Considered good	1,746.21	1,026.59
-Credit Impaired	57.56	57.56
	1,803.77	1,084.15
Less-Allowance for credit impaired trade receivables [Refer Note (f) below]	(57.56)	(57.56)
	1,746.21	1,026.59

Notes:

- No trade or other receivable are due from directors or other officers of the Company.
- Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.
- Trade receivables amounting to ₹ 1,457.26 Mn [as at March 31, 2023: 835.62 Mn] is due from customers who represents more than 5% of the total balance of the trade receivables.
- Refer Note 17 & 18 for details of trade receivables subject to charge on secured borrowings.
- Trade Receivables ageing schedule:**

As at March 31, 2024

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,441.99	288.09	15.28	0.85	-	-	1,746.21
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	57.56	57.56
Sub Total	1,441.99	288.09	15.28	0.85	-	57.56	1,803.77
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	(57.56)	(57.56)
Total	1,441.99	288.09	15.28	0.85	-	-	1,746.21

As at March 31, 2023

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	688.48	259.82	77.45	0.84	-	-	1,026.59
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	57.56	57.56
Sub Total	688.48	259.82	77.45	0.84	-	57.56	1,084.15
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	(57.56)	(57.56)
Total	688.48	259.82	77.45	0.84	-	-	1,026.59

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

f. Movement in the impairment loss on credit impaired trade receivables

	March 31, 2024	March 31, 2023
Opening balance	57.56	73.79
Reversal during the year	-	(16.23)
Closing balance	57.56	57.56

13 CASH AND BANK BALANCES

(a) Cash and cash equivalents

	March 31, 2024	March 31, 2023
Cash on hand	0.18	-
Balances with banks		
- in current accounts (Refer Note below)	79.22	195.89
	79.40	195.89

Note:

The Company is a program manager for various programs of the banks for its prepaid cards and accordingly banks maintain the pool accounts for these prepaid card program where funds are held. These accounts are opened primarily for settlement and collection activities with respect to operations facilitated by the Company.

Accordingly, the balance in the aforesaid bank accounts are not included in 'Balance with Banks' above as these are not owned or contractually available for use by the Company and set aside for settlement of usage by the Company's pre-paid card customers.

(b) Bank balances other than Cash and Cash equivalents :

	March 31, 2024	March 31, 2023
- Deposits with remaining maturity less than 12 months:		
- Margin money deposits (Refer Note (a) below)	28.17	9.00
- Deposits under lien (Refer Note (a) below)	35.50	21.07
- Deposits with original maturity of more than 3 months but less than 12 months (Refer Note (b) below)	2,650.00	-
	2,713.67	30.07

Notes:

- Represents deposits held as margin money/commitment and deposits and lien under the banks
- Fixed deposits amounting to ₹ 2,650 Mn (March 31, 2023: Nil) included 13(b) will be utilized as stated in the prospectus for IPO. (Refer Note. 34).

14 OTHER CURRENT ASSETS

	March 31, 2024	March 31, 2023
Advance to suppliers	46.36	81.98
Advances to employees	3.75	3.00
Prepaid cards with loading	1,129.06	344.76
Balance with government authorities	67.87	-
Share issue expenses*	-	61.65
IPO Receivables	39.48	-
	1,286.52	491.39

*Represents expenses incurred by the Company in connection with Initial Public Offering (IPO) of equity shares. In accordance with the Act and also as per the offer agreement entered between the Company and the selling shareholders, the selling shareholders have reimbursed the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Company has partly recovered the expenses incurred in connection with the issue on completion of IPO. The Company's share of expenses has been adjusted against securities premium under Section 52 of the Act on completion of IPO in the current year and the amount receivable from selling shareholders has been recovered from them.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

15 EQUITY SHARE CAPITAL

	March 31, 2024	March 31, 2023
Authorized share capital		
15,00,00,000 (March 31, 2023: 12,00,00,000) Equity Shares of ₹ 1 Each	150.00	120.00
Issued, subscribed and paid up		
12,24,82,493 (March 31, 2023: 92,218,710) Equity Shares of ₹ 1 Each	122.49	92.22
	122.49	92.22

Notes:
i) Reconciliation of Authorized share capital at the beginning and at the end of the reporting year:

Particulars	March 31, 2024		March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the year	12,00,00,000	120.00	51,03,785	51.04
Add: Increase in Authorized Capital [Refer Note (a) & b(i) below]	3,00,00,000	30.00	68,96,215	68.96
Before adjustment of sub-division of shares	15,00,00,000	150.00	1,20,00,000	120.00
Adjusted No. of shares on Account of sub-division of equity shares [Refer Note b(iii) below]			12,00,00,000	120.00

ii) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

Particulars	March 31, 2024		March 31, 2023	
	No. of Shares	Amount in ₹ Million	No. of Shares	Amount in ₹ Million
Outstanding at the beginning of the year	9,22,18,710	92.22	1,80,000	1.80
Add: Issue during the year	-	-	821	0.01
Before adjustment of sub-division of shares	9,22,18,710	92.22	1,80,821	1.81
Adjusted No. of shares on account of sub-division (Refer Note b(ii))	9,22,18,710	92.22	18,08,210	1.81
Add: Issue of bonus share during the year (Refer Note b(iv))	-	-	9,04,10,500	90.41
Add: shares issued during the year	2,98,78,048	29.88	-	-
Add: shares issued on exercise of employee stock options	3,85,735	0.39	-	-
Outstanding at the end of the year	12,24,82,493	122.49	9,22,18,710	92.22

iii) Shareholders vide the Extra-ordinary general meeting dated have approved the following :

- a. In current year, Increase in Authorized Share Capital of the Company from ₹ 120.00 Mn divided into 12,00,00,000 Equity Shares of ₹ 1/- each to ₹ 150.00 Mn divided into 15,00,00,000 Equity Shares of ₹ 1/- each vide dated August 11, 2023.
- b. During previous year
 - i) Authorized Share Capital of the Company increased from ₹ 51.04 Mn divided into 51,03,785 Equity Shares of ₹ 10/- each to ₹ 120.00 Mn divided into 1,20,00,000 Equity Shares of ₹ 10/- each, by creation of 68,96,215 Equity Shares of ₹ 10/- each, ranking pari passu with the existing Equity Shares of the Company vide dated July 27, 2022
 - ii) Sub-division of the Authorized Share Capital consisting of 1,20,00,000 equity shares of the Company having face value of ₹ 10 each into 12,00,00,000 equity shares of face value of ₹ 1 each w.e.f., July 27, 2022, without altering the aggregate amount of the same.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- iii) Further, the issued, subscribed and paid-up share capital consisting of 1,80,821 equity shares of the Company having face value of ₹ 10 each shall stand sub-divided into 18,08,210 equity shares having face value of ₹ 1 each w.e.f., July 27, 2022 without altering the aggregate amount of such capital and shall rank pari passu in all respects and carry the same rights as to the existing fully paid-up equity shares of ₹ 10 each of the Company.
- iv) Issue of fully paid bonus shares of ₹1 each in proportion of 50 equity shares for every 1 existing equity share by capitalizing a sum of ₹ 90.41 Million from the Securities Premium account available with the Company.

iv) Rights, preferences and restrictions attached to equity shares of ₹ 1 each (March 23 - ₹1 each), fully paid up:

The Company has only one class of equity shares having par value of ₹ 1 (March 23 - ₹ 1) 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 in 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.

v) Shares held by shareholders holding more than 5% in the Company as at

Name of Shareholder	March 31, 2024		March 31, 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Raj P Narayanam	4,61,55,323	37.68%	4,76,85,000	51.71%
Zuzu Software Services Pvt Ltd	1,57,11,452	12.83%	1,74,76,992	18.95%
Avinash Ramesh Godkhindi	76,50,323	6.24%	91,80,000	9.95%
Ventureast Proactive Fund LLC	-	-	58,70,100	6.37%

vi) Shareholding of promoters

Name of promoter	March 31, 2024		March 31, 2023		% of change of during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Raj P Narayanam	4,61,55,323	37.68%	4,76,85,000	51.71%	(3.21%)
Avinash Ramesh Godkhindi	76,50,323	6.24%	91,80,000	9.95%	(16.66%)

Name of promoter	March 31, 2023		March 31, 2022		% of change of during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Raj P Narayanam	4,76,85,000	51.71%	93,500	51.94%	(0.24%)
Avinash Ramesh Godkhindi	91,80,000	9.95%	18,000	10.00%	(0.05%)

- vii) For details of shares reserved for issue under the employee stock options plan (ESOP) of the Company. (Refer Note No .44)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

16 OTHER EQUITY

	March 31, 2024	March 31, 2023
Securities premium [Refer Note (i) below]	4,952.38	174.92
Retained earnings [Refer Note (ii) below]	514.77	74.57
Other comprehensive income [Refer Note (iii) below]	4.00	1.67
Employee stock options outstanding reserve [Refer Note (iv) below]	160.18	144.13
Total other equity	5,631.33	395.29

Notes:

(i) Securities premium

	March 31, 2024	March 31, 2023
Balance at the beginning of the year	174.92	115.73
Add : Scheme of Arrangement		
- Security premium on issue of equity shares	4,870.12	149.60
- Security premium on exercise of ESOP	145.72	-
Less: Issue of bonus equity shares [Refer Note 15 - sub note (iii)]	-	(90.41)
Less: Share issue expenses (Refer Note 14)	(238.38)	-
Balance at the end of the year	4,952.38	174.92

Note: Security premium represent the amount received in excess of the face value of the equity shares. The utilization of the security premium reserve is governed by the section 52 of the Act.

(ii) Retained earnings

	March 31, 2024	March 31, 2023
Balance at the beginning of the year	74.57	(154.44)
Add: Net Profit for the year	440.20	229.01
Balance at the end of the year	514.77	74.57

Note: Retained earnings represent the cumulative undistributed profits of the Company and can be utilized in accordance with the provisions of the Act.

(iii) Other comprehensive income (OCI)
Other items of OCI

	March 31, 2024	March 31, 2023
Remeasurement of defined benefit obligations & unquoted investments (liability net of tax)		
Balance at the beginning of the year	1.67	1.33
Add: Changes during the year	2.33	0.34
Balance at the end of the year	4.00	1.67

Note: The reserve represent the actuarial gain/(loss) recognized on the defined benefit plan and fair value gain on unquoted investments will not be transferred to retained earnings.

(iv) Employee stock options outstanding reserve (Share Based Payment Reserve)

	March 31, 2024	March 31, 2023
Balance at the beginning of the year	144.13	-
Add: Changes during the year	149.77	144.13
Less: Transfer to security premium on account of exercise of ESOP	(133.72)	-
Balance at the end of the year	160.18	144.13

Note: Employee stock option reserve related to share option granted by the Company under its employee share option plan. These will be utilized on exercise of the under lying option.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

17 LONG TERM BORROWINGS (AT AMORTISED COST)

	March 31, 2024	March 31, 2023
Secured		
Non-cumulative redeemable non-convertible debentures [Refer Note (i) below]	-	495.84
Term loans		
- from banks [Refer Note (ii) below]	367.95	187.50
- from vehicle loans [Refer Note (iv) below]	2.69	4.18
Property loan		
- from bank [Refer Note (iii) below]	11.99	12.13
Unsecured		
Deferred payables [Refer Note below (v) below]	-	310.40
Less : Current maturities of long term borrowings [Refer Note: 18]	(227.90)	(496.76)
Total	154.73	513.29

Details of terms and security in respect of the long-term borrowings:

(i) Non-Cumulative Redeemable Non-Convertible Debentures:

Non-Cumulative Redeemable Non- Convertible Debentures (NCDs) amounting to ₹ Nil (March 31, 2023: 500 Mn) represents 500 N0's with a face value of ₹ 10,00,000/- each carrying interest of 13.5% p.a and are redeemable in 3 years in 11 instalments of ₹ 4.5 Mn each beginning from September 2023. These NCDs are secured by First and exclusive charge on present and future fixed, current, tangible and intangible assets, certain mutual funds investments of the Company. During the current year the Company has taken the term loan from bank to prepay the NCDs and same were fully prepaid in February, 2024.

(ii) Term Loan from bank:

a. Term loan from bank amounting to ₹ 367.95 Mn (March 31, 2023: Nil) was availed during the year for prepaying NCDs carries interest of MCLR + 1.4% (presently 9.6% p.a.) and is repayable in 7 quarterly instalments of ₹ 56.20 Mn each and last instalment of ₹ 30.40 Mn excluding interest beginning from March 2024. The Term loan along with Overdraft facility as below are jointly secured by way of exclusive charge on the current assets of the Company including trade receivables and inventories. The loans are collaterally secured by way of exclusive charge on the immovable properties being commercial property and Residential property, both, belonging to other body corporate. The loans are further secured by way of Corporate Guarantee extended by the said body corporate.

b. Term loan from bank amounting to ₹ Nil (March 31, 2023: 187.50) was repaid during the year from IPO proceeds.

(iii) Property Loan:

Property loan taken from bank amounting to ₹ 11.99 Mn (March 31, 2023: ₹ 12.13 Mn) carries interest at Repo rate + spread of 2.9% (Presently 9.4% p.a) and is repayable in 195 equated monthly instalments of ₹ 0.12 Mn each beginning from August 2021. The loan is secured by way of mortgage of property. Advance given for purchase of property is grouped under non current assets (Refer Note 10).

(iv) Vehicle Loans

Vehicle loans from bank amounting to ₹ 2.69 Mn (March 31, 2023: ₹ 5.24 Mn) carry interest rate of 7.8% to 8.25% p.a and are repayable in 60 equated monthly instalments. The said loans are secured by way of hypothecation of vehicles purchased.

(v) Deferred payables:

Deferred payables amounting to ₹ Nil (March 31, 2023: ₹ 310.40 Mn) are repayable in five instalments starting with March 2022 and ending in December 2023 and carries interest rate of 11% p.a. which is payable along with last instalment. In September 2023 the Company has repaid fully.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- vi. The Company has utilized the loans borrowed during the year for the purpose for which it is obtained as mentioned in the borrowing agreements.
- vii. The Company is not declared as a wilful defaulter by any bank and financial institution or any other lender the during the year.

18 SHORT-TERM BORROWINGS

	March 31, 2024	March 31, 2023
Secured		
Overdraft from bank (Refer Note below)	353.39	200.68
Current maturities of long term borrowings (Refer Note: 17)	227.90	496.76
	581.29	697.44

Details of terms and security in respect of the short-term borrowings:

Overdraft Facility availed from ICICI bank amounting to ₹ 353.39 Mn (March 31, 2023: ₹ 200.68 Mn) carries interest of MCLR rate + 1% (presently 9.5% p.a.) and is repayable on demand. The Overdraft facility along with term loan as above are jointly secured by way of exclusive charge on the current assets of the Company including trade receivables and inventories. The loans are collaterally secured by way of exclusive charge on the immovable properties being commercial property and Residential property, both, belonging to other body corporate. The loans are further secured by way of Corporate Guarantee extended by the said body corporate.

19 TRADE PAYABLES

	March 31, 2024	March 31, 2023
Trade payables		
- Total outstanding dues of micro and small enterprises (Refer Note: 35)	6.53	9.63
- Total outstanding dues of creditors other than micro and small enterprises	13.10	82.56
	19.63	92.19

Trade payables are non-interest bearing and are normally settled in 30-90 days terms.

Trade payables ageing schedule
As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	6.53	-	-	-	6.53
(ii) Others	11.47	1.63	-	-	13.10
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-
	18.00	1.63	-	-	19.63

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Trade payables ageing schedule
As at March 31, 2023

Particulars	Outstanding for following period from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	9.63	-	-	-	9.63
(ii) Others	82.30	0.26	-	-	82.56
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-
	91.93	0.26	-	-	92.19

20 OTHERS FINANCIAL LIABILITIES

	March 31, 2024	March 31, 2023
Others- Accrued expenses	21.11	23.66
	21.11	23.66

21 PROVISIONS

	March 31, 2024	March 31, 2023
Provision for employee benefits		
Provision for gratuity (Refer Note 36)		
Non-current	16.40	11.43
Current	0.95	0.22
	17.35	11.65

22 OTHER CURRENT LIABILITIES

	March 31, 2024	March 31, 2023
Advances from customers	260.37	127.92
Client redemption liability	8.01	17.65
Statutory liabilities	13.39	125.73
	281.77	271.30

23 REVENUE FROM OPERATIONS

	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from contracts with customers (Refer Note 40)		
Program fee	3,218.43	1,694.53
Propel platform revenue / gift cards	4,225.06	3,597.75
Platform fee / SaaS fee / service fee	312.49	242.32
	7,755.98	5,534.60

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

24 OTHER INCOME

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on deposit with banks	93.93	3.70
Interest on income-tax refund	8.62	-
Liabilities no longer required written back	-	2.26
Net gain on financial assets designated on FVTPL	0.65	0.46
Net gain on termination of lease	4.26	-
Miscellaneous income	5.25	4.73
	112.71	11.15

25 CONSUMPTION OF CARDS

	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock of cards	0.97	1.12
Purchase of cards	14.89	17.38
Less: Closing stock of cards	(3.58)	(0.97)
	12.28	17.53

26 EMPLOYEE BENEFITS EXPENSE

	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	348.44	277.50
Contribution to provident fund	6.09	5.71
Staff welfare	2.66	3.74
Gratuity (Refer Note 36)	5.86	4.75
Employee stock option plan (Refer Note 44)	149.77	144.13
	512.82	435.83

27 FINANCE COSTS

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on term loans	38.57	31.75
Interest on debentures	70.64	23.40
Amortised cost on deferred payables	9.50	31.16
Interest on lease liability	13.53	10.90
Interest on statutory dues i.e. income tax, GST	3.68	15.31
Fair value of corporate guarantee	1.25	1.25
	137.17	113.77

28 DEPRECIATION AND AMORTISATION EXPENSE

	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of tangible assets (Refer Note 3)	9.42	6.96
Amortisation of intangible assets (Refer Note 5a)	44.05	32.75
Depreciation of right-to-use assets (Refer Note 4)	30.16	22.28
	83.63	61.99

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

29 OTHER EXPENSES

	For the year ended March 31, 2024	For the year ended March 31, 2023
Call center & software support charges	125.53	121.61
Office rent	3.06	2.17
Electricity expenses	2.51	3.68
Repairs & maintenance	5.79	2.87
Reversal of credit impaired trade receivables	-	(16.23)
Office maintenance	13.46	7.10
CSR expense [Refer Note (ii) below]	6.77	4.64
Rates & taxes	1.92	0.55
Network charges	21.99	23.30
Legal & professional consultancy charges	26.83	31.55
Advertisement & business promotion	313.92	200.64
Incentive / cash back	2,168.27	1,002.01
Courier charges	6.84	6.40
Advances written off	0.90	3.53
Telephone expenses	1.33	1.36
Traveling expenses	17.44	8.38
Auditors remuneration [Refer Note (i) below]	3.89	2.35
Bank charges	0.58	0.47
Miscellaneous expenses	6.79	5.20
	2,727.82	1,411.58

Note (i) Auditors remuneration:

The following is the breakup of Auditors remuneration (exclusive of indirect taxes)*

	For the year ended March 31, 2024	For the year ended March 31, 2023
As auditor		
- Statutory audit	2.75	2.25
- Limited Review	1.00	
In other capacity		
- Tax audit	0.10	0.10
- Out of Pocket expenses	0.04	-
	3.89	2.35

*Excluding IPO services related fee which has been debited to share issue expenses amounting to ₹ 11.53 Mn (March 31, 2023 - ₹ 1.30 Mn) [refer Note 14].

Note (ii) Details of Corporate social responsibility (CSR) expenditure:

As per Section 135 of the Companies Act, 2013 (Act), a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The focus areas of Company's CSR activities are Education, Health & Wellness and Community Engagement. The CSR activities of the Company are in line with the Schedule VII of the Companies Act, 2013. A CSR committee has been formed by the Company as per the Act.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	March 31, 2024	March 31, 2023
1. Gross amount required to be spent by the Company during the year	6.77	4.64
2. Amount spent during the year on		
i) construction/ acquisition of any asset	-	-
ii) On purposes other than (i) above	5.97	-
3. (Shortfall) / Excess at the end of the year	(0.80)	(4.64)
4. Total of previous years shortfall	-	-
5. Details of related party transactions	-	-
6. Reason for shortfall:	Refer below note	
7. Nature of CSR activities	Education, Health, Employment and Medical	
8. Details of related party transactions, e.g. contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	Not Applicable	
9. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	-	-

Notes:

- Subsequent to year end, the Company has contributed shortfall expenditure as at March 31, 2024 to Prime Minister National Relief Fund as per Schedule VII.
- The Company has spent shortfall of CSR expenditure as at March 31, 2023 in an ongoing project before April 30, 2023.

30 CONTINGENT LIABILITIES AND COMMITMENTS
(a) Contingent Liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
Claims against the Company not acknowledged as debt		
i) Services Tax	24.73	24.73
ii) Income tax matters	40.92	-

Notes:

- During FY 2019-20, the Company had received a show cause notice towards service tax demand amounting to ₹ 272.04 Mn charged on the face value of sale of its prepaid cards/ Gift vouchers etc. The Company has filed appeals before the Commissioner of Central tax, Hyderabad against the aforesaid demand. In the month October 2022, the Company received an order dated March 30, 2022 from Commissioner of Central tax, Hyderabad dropping demand amounting to ₹ 259.75 Mn and upheld the demand amounting to ₹ 12.29 Mn and further imposed a penalty and late fee for ₹ 12.44 Mn. The Company has further filed a appeal against the said demand before CESTAT and amount paid under protest ₹ 4.32 Mn.
- During FY 2023-24 Company received a Demand notice under section 156 of Income Tax 1956 pertaining to FY 2021-22 demanding ₹ 40.92 Mn by not allowing the deduction on account of carry forward losses, bad debts written off and Ind AS adjustments. The Company has filed an appeal against the said demand before Commissioner of Income Tax -Appeals.

The Company, based on its legal assessment does not believe that any of the pending claims require a provision as at the balance sheet date, as the likelihood of the probability of an outflow of resources at this point of time is low.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

(b) Capital commitments

Particulars	As at March 31, 2024	As at March 31, 2023
Unexecuted capital orders to the extent not provided for	-	-
Investment commitment	-	5.00

31 RELATED PARTY DISCLOSURES

(a) Names of related parties and related party relationship

Name of the Related Party	Nature of Relationship
Key Managerial Persons:	
Raj P Narayanam	Executive Chairman
Avinash Ramesh Godkhindi	Managing Director & Chief Executive Officer
Hari Priya	Company Secretary
Venkata Aditya Kumar Grandhi	Chief Financial Officer [w.e.f. August 25, 2022]
Abhay Deshpande Raosaheb	Independent Director
Aravamudan Krishna Kumar	Independent Director
Arun Vijaykumar Gupta	Non Executive Director
Prerna Tandon	Independent Director
Vidya Niwas Khetawat	a. Chief Strategy Officer [w.e.f. August 25, 2022, upto August 24, 2023] b. Chief Financial Officer [w.e.f. December 10, 2021, upto August 24, 2022]
Other Related Parties	
Zaggle Technologies Limited	Subsidiary [w.e.f. January 12, 2023] (Refer Note 45)
Prismberry Technologies Private Limited	Companies in which KMP's relative has significant influence [w.e.f. August 23, 2023]
Span Across IT Solutions Private Limited	Associate company [w.e.f. March 30, 2024]

(b) Transactions with related parties

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) KMPs Remuneration:	31.26	28.03
Raj P Narayanam	10.20	10.20
Avinash Ramesh Godkhindi	6.87	8.20
Vidya Niwas Khetawat	2.19	2.44
Hari Priya	4.56	3.70
Venkata Aditya Kumar Grandhi	7.44	3.49
(ii) Employee share based payment	20.98	-
(iii) Issue of Equity Share (including premium)	1.33	-
(iv) Professional charges	-	-
Prismberry Technologies Private Limited	7.33	-

(c) Amounts due from / due to related parties

Particulars	As at March 31, 2024	As at March 31, 2023
Due to related parties	-	-
Due from related parties	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

32 EARNINGS PER SHARE (EPS)

Basic earnings per share amounts is calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share amounts is calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Earnings		
Profit after tax for the year attributable to equity shareholders	440.20	229.01
Shares		
Original Number of Equity Shares (post sub-division) (Refer note 15)	9,22,18,710	18,08,210
Add: Impact of Bonus Issue (Refer note 15)	-	9,04,10,500
Add: Issued during the Year	3,02,63,783	-
Number of Shares outstanding at the end of the year	12,24,82,493	9,22,18,710
Weighted Average Number of Equity Shares		
For calculating Basic EPS	10,85,33,672	9,22,18,710
Effect of dilution:		
- On account of - ESOP	6,19,419	7,32,696
Weighted average number of equity shares for Diluted EPS	10,91,53,091	9,29,51,406
Earnings Per Share		
(Face Value ₹ 1 per share)		
Basic (₹)	4.06	2.48
Diluted (₹)	4.03	2.46

The Company is having potential equity shares options granted to employees under the ZAGGLE ESOP 2022 are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. Details relating to the options are set out in note 44.

33 SEGMENT REPORTING

The Company's operating business are organized and managed according to nature of Products and services provided. This assessment resulted in identification of (a) Program Fee (b) Platform Fee/SaaS Fee/Service fee; (c) Propel platform revenue / Gift Cards as separate lines of business activities at Revenue level, by the Chief Operating Decision Maker (CODM). However, since the Company does not allocate common operating costs, assets and liabilities across business activities, as per the assessment undertaken by CODM, the allocation resources and assessment of the financial performance is undertaken at the Company level.

a. Segment wise revenue information:

Revenue from Customers	For the year ended March 31, 2024	For the year ended March 31, 2023
Program fee	3,218.43	1,694.53
Platform fee / SaaS fee / service fee	312.49	242.32
Propel platform revenue / gift cards	4,225.06	3,597.75
Total	7,755.98	5,534.60

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

b. Geographical Segment information:

The Company has whole revenues from customers domiciled in India.

Revenue from Customers	For the year ended March 31, 2024	For the year ended March 31, 2023
With in India	7,755.98	5,502.67
Outside India	-	31.93
Total	7,755.98	5,534.60

c. Information about major customers (from external customers)

During the year the Company has derived revenue from 4 customers (March 31, 2023: 3) totalling to ₹ 3,464.19 Mn (March 31, 2023: ₹ 2,878.89 Mn) which amounts to 10% or more of its total revenue.

- 34** The Company's equity shares have been listed on National Stock Exchange of India Limited ("NSE") and on BSE Limited ("BSE") on September 22, 2023, by completing the Initial Public Offering (IPO) of 3,43,52,255 equity shares of face value of ₹ 1 each at an issue price of ₹ 164 per equity share, consisting of fresh issue of 2,39,02,439 equity shares and an offer for sale of 1,04,49,816 equity shares by the selling shareholders. The Company had received an amount of ₹ 3,621.60 Mn (net off estimated offer expenses ₹ 298.40 Mn, including pre- IPO related estimated expenses) from proceeds of fresh issue of equity shares. Further, the fund raised from Offer for sale were remitted to the selling shareholders (net off estimated offer expenses borne by the selling shareholders).The utilization of the net proceeds is summarised as below:

Object of the issue as per prospectus	Amount to be utilized as per prospectus	Utilized amount up to March 31, 2024	Unutilized amount as at March 31, 2024*
Expenditure towards Customer acquisition and retention	3,000.00	852.67	2,147.33
Expenditure towards development of technology and products	400.00	6.13	393.87
Repayment/ pre-payment of certain borrowings, in full or part, availed by the Company	170.83	168.00	2.83
General corporate purposes*	50.77	1.62	49.15
Total	3,621.60	1,028.42	2,593.18

* Cost revised from ₹ 50.99 Mn to ₹ 50.77 Mn.

* Net IPO Proceeds which were unutilized as at March 31, 2024 were temporarily invested in deposits with scheduled commercial banks and in monitoring agency account.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

35 DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006: The amount due to Micro and Small Enterprises as defined in the 'The Micro, Small and Medium Enterprises Development Act, 2006' has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro, Small and Medium Enterprises are as under:

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to supplier at the end of the year	6.53	9.63
(ii) Interest due thereon remaining unpaid to supplier at the end of the year	-	-
(iii) Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
(iv) Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
(v) Interest paid to suppliers under MSMED Act (Section 16)	-	-
(vi) Interest due and payable to suppliers under MSMED Act, for payments already made	-	-
(vii) Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (ii) + (vi)	-	-

36 EMPLOYEE BENEFITS

a) Defined Contribution Plan

Provident Fund:

Contributions were made to provident fund and Employee State Insurance in India for the employees of the Company as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any other constructive obligation.

b) Defined Benefit Plan

Gratuity:

The Company provides Gratuity for employees in India as per the Payment of Gratuity Act, 1972. All employees are entitled to gratuity benefits on exit from service due to retirement, resignation or death. There is a vesting period of 5 years on exits due to retirement or resignation. There is a limit of ₹ 2 Mn on the gratuity payable to an employee. This defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

The present value of the defined benefit obligation and the relevant current service cost are measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date.

c) Amounts Recognized as Expense:

i) Defined Contribution Plan

Employer's Contribution to Provident Fund amounting to ₹ 6.09 Mn (March 31, 2023: ₹ 5.71 Mn) has been included in Note 26 under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity cost amounting to ₹ 5.86 Mn (March 31, 2023: ₹ 4.75 Mn) has been included in Note 26 under gratuity. The Company's gratuity plan is unfunded.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

d) Amounts recognized in the Financial statements as at year end for Gratuity provision are as under:

	As at March 31, 2024	As at March 31, 2023
i) Change in Present Value of Obligation		
Present value of the obligation at the beginning of the year	11.64	7.36
Current service cost	5.03	4.20
Interest cost	0.83	0.54
Actuarial (Gain)/Loss on Obligation- Due to Change in Financial Assumptions	0.09	(0.74)
Actuarial (Gain) / Loss on Obligation- Due to Experience Adjustments	(0.24)	0.28
Present value of the obligation at the end of the year	17.35	11.64
ii) Bifurcation of present value of Benefit obligation		
Current- Amount due within one year	0.95	0.22
Non-current- Amount due after one year	16.40	11.42
Total	17.35	11.64
iii) Expected benefit payments in future years		
Year 1	0.95	0.22
Year 2	24.94	0.51
Year 3	2.20	0.50
Year 4	5.12	0.48
Year 5	1.35	3.64
Year 6 to Year 10	6.95	1.13
iv) Sensitivity Analysis		
Discount Rate - 1 % increase	16.33	10.57
Discount Rate - 1 % decrease	18.50	12.92
Salary Escalation Rate - 1 % increase	18.51	12.93
Salary Escalation Rate - 1 % decrease	16.30	10.53
Withdrawal Rate - 1 % decrease	17.20	11.38
Withdrawal Rate - 1 % increase	17.49	11.89
v) Amounts Recognized in the Balance sheet:		
Present value of Obligation at the end of the year	17.35	11.64
Fair value of Plan Assets at the end of the year	-	-
Net Liability recognized in the Balance Sheet	17.35	11.64
vi) Amounts Recognized in the Statement of Profit and Loss:		
Current service cost	5.03	4.20
Net interest on net defined Liability	0.83	0.55
Expenses recognized in Statement of Profit and Loss	5.86	4.75
vii) Recognized in other comprehensive income for the year		
Actuarial (Gains) / Losses on Liability	(0.15)	(0.46)
Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)' above	-	-
Recognized in other comprehensive income	(0.15)	(0.46)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

	As at March 31, 2024	As at March 31, 2023
viii) Actuarial Assumptions		
i) Discount Rate	7.10%	7.40%
Based on yields (as on valuation date) of Government Bonds with a tenure similar to the expected working lifetime of the employees.		
ii) Salary Escalation Rate	5.00%	5.00%
based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in consultation with the Company.		
iii) Retirement Age	58	58
iv) Attrition Rate	10%	5%
v) Mortality Rate	Indian Assured Lives Mortality	

37 FINANCIAL INSTRUMENTS
A. Financial instruments by category

	Note No.	Fair value level	March 31, 2024	March 31, 2023
Financial assets				
Measured at amortised cost				
Non current				
(i) Investments in unquoted equity shares (fully paid up)	6	Level 1	247.50	-
(ii) Other financial assets	7	Level 2	46.12	14.69
Current				
(i) Trade receivables	12	Level 2	1,746.21	1,026.59
(ii) Cash and cash equivalents	13 (a)	Level 2	79.40	195.89
(ii) Bank balances other than (iii) above	13 (b)	Level 2	2,713.67	30.07
(iv) Other financial assets	7	Level 2	30.40	1.15
Measured at Fair value through OCI				
Non current				
Investment in Unquoted funds (carried at fair value through OCI)	6	Level 2	12.33	-
Measured at Fair value through Profit or Loss				
Investment in quoted mutual funds-Non current	6	Level 1	-	4.85
Investment in quoted mutual funds-Current	6	Level 1	5.20	12.32
Total financial assets			4,880.83	1,285.56

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

	Note No.	Fair value level	March 31, 2024	March 31, 2023
Financial liabilities				
Measured at amortised cost				
Non current				
(i) Borrowings	17	Level 2	154.73	513.29
(ii) Lease liabilities	4	Level 2	87.57	158.65
Current				
(i) Borrowings	18	Level 2	581.29	697.44
(ii) Current lease liabilities	4	Level 2	42.68	44.10
(iii) Trade payables	19	Level 2	19.63	92.19
(iii) Other financial liabilities	20	Level 2	21.11	23.66
Total financial liabilities			907.01	1,529.33

Note: The Company has not disclosed the fair values for financial instruments such as short-term trade receivables or short-term trade payables because their carrying amounts are a reasonable approximation of fair values.

Note 1: For the purpose of above abbreviations, FVTOCI - Fair value through other comprehensive income; amortised cost - fair value through amortized cost.

Note 2: Other financial assets and liabilities relate to level 3 financial instruments where the carrying value reasonably approximates to their fair value.

B. Financial risk management

The Company activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, security deposits and bank deposits.	Ageing analysis. Credit score of customers/ entities.	Monitoring the credit limits of customers and obtaining security deposits
Liquidity risk	Borrowings	Cash flow forecasts managed by finance team under the overview of Senior Management.	Working capital management by Senior Management. The excess liquidity is channelised through bank deposits.

The Company risk management is carried out by the Senior Management under policies approved by the Board of Directors. The Board of Directors provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

Risk management framework

The board of directors have overall responsibility for the risk management framework. The board of directors are responsible for developing and monitoring the risk management policies. The board of directors monitors the compliance with the risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The risk management policies are 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 activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

A. Credit risk
i. Credit risk management

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments. The carrying amounts of financial assets represent the maximum credit risk exposure.

ii. Provision for Expected credit loss

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to ₹ 57.56 Mn (March 31, 2023: ₹ 57.56 Mn). The movement in allowance for credit loss in respect of trade receivables during the year was as follows:

Allowance for credit losses	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance	57.56	73.79
Reversal during the year	-	(16.23)
Closing balance	57.56	57.56

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

B. Liquidity risk

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

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities:

As at March 31, 2024

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Long-term borrowings (excluding current maturities)	154.73	-	154.73	-	154.73
Lease liabilities	130.25	57.50	165.58	-	223.08
Short-term borrowings	581.29	581.29	-	-	581.29
Trade payables	19.63	19.63	-	-	19.63
Total	885.90	658.42	320.31	-	978.73

As at March 31, 2023

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Long-term borrowings (excluding current maturities)	513.29	-	566.87	10.22	577.09
Lease liabilities	202.75	50.12	203.48	5.34	258.94
Short-term borrowings	697.44	697.44	-	-	697.44
Trade payables	92.19	91.93	0.26	-	92.19
Total	1,505.67	839.49	770.61	15.56	1,625.66

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

The Company has secured loans from bank that contain loan covenants. A future breach of covenant may require the Company to repay the loan earlier than indicated in the above table.

The Company has access to financing facilities of which ₹ 96.61 Mn (March 31, 2023 : ₹ 49.32 Mn) were unused at the end of the reporting period. The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

(i) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

Particulars	March 31, 2024	March 31, 2023
Variable rate borrowings	367.95	187.50
Fixed rate borrowings	14.68	326.71

(ii) Sensitivity

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sensitivity		
1% increase in variable rate	(3.68)	(1.88)
1% decrease in variable rate	3.68	1.88

D. Currency risk

The Company does not have material revenues/assets denominated in foreign exchange and hence Company is not subject to foreign currency fluctuation.

38 CAPITAL MANAGEMENT

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity. The Board of Directors also monitors the level of dividends to equity shareholders.

The debt to adjusted capital ratio at the end of the reporting period was as follows:

	March 31, 2024	March 31, 2023
Total Debt (Refer Note 17 and 18)	736.02	1,210.73
Less : cash and cash equivalents and bank balances *	143.07	225.96
Adjusted net debt	592.95	984.77
Total equity	5,753.82	487.51
Adjusted net debt to adjusted equity ratio	0.10	2.02

* For bank balances, IPO Proceeds which were unutilized as at March 31, 2024 were temporarily invested in deposits are not considered.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

39 INCOME TAXES
Components of income-tax expense
Tax expense recognized in the Statement of Profit and Loss

	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Current tax		
Current year	162.11	85.97
Total	162.11	85.97
B. Deferred tax		
Origination and reversal of temporary differences	(4.50)	1.37
Total	(4.50)	1.37
Total	157.61	87.34
C. Tax on Other Comprehensive Income		
Deferred tax		
Origination and reversal of temporary differences - OCI	(0.63)	(0.12)
Total	(0.63)	(0.12)

Tax assets / liabilities (net)

	March 31, 2024	March 31, 2023
D. Advance tax (net of provision for tax)	11.00	119.01
E. Provision for tax (net of advance payment of taxes)	(1.41)	(47.80)
	9.59	71.21

Deferred tax assets (net)

	March 31, 2024	March 31, 2023
F. Deferred tax asset	27.60	23.10
G. Deferred tax liability	-	-
Deferred tax asset (net)	27.60	23.10

H. Reconciliation of tax expense and the Accounting Profit

The Income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before income taxes	597.81	316.35
Indian statutory income tax rate	25.17%	25.17%
Expected Income Tax Expense	150.46	80.00
Tax effect of expenditure disallowed under income tax	2.15	10.43
Others	5.00	(3.09)
Total income tax expense	157.61	87.34

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Movement during the year ended March 31, 2024	As at April 01, 2023	Credit/ (charge) in the Statement of Profit and Loss	Credit/ (charge) in OCI	As at March 31, 2024
Deferred tax assets/(liabilities)				
Depreciation/amortisation of Property, plant and equipment	2.76	3.48	-	6.24
Provision for employee benefits	2.93	1.44	-	4.37
Provision for doubtful receivables	14.49	(0.31)	-	14.18
Right of use assets (net of lease liability)	1.52	1.29	-	2.81
Others	1.40	(1.40)	-	-
Total	23.10	4.50	-	27.60

Movement during the year ended March 31, 2023	As at April 01, 2022	Credit/ (charge) in the Statement of Profit and Loss	Credit/ (charge) in OCI	As at March 31, 2023
Deferred tax assets/(liabilities)				
Depreciation/amortisation of Property, plant and equipment	1.19	1.57	-	2.76
Provision for employee benefits	1.50	1.55	(0.12)	2.93
Provision for doubtful receivables	18.57	(4.08)	-	14.49
Right of use assets (net of lease liability)	0.75	0.77	-	1.52
Others	2.58	(1.18)	-	1.40
Total	24.59	(1.37)	(0.12)	23.10

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

40 REVENUE FROM CONTRACT WITH CUSTOMERS
Disaggregation revenue information

Set out below is the disaggregation of the Company's revenue from contract with customers:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Income from Platform and gift card	4,225.06	3,597.75
Income from Program fee and SaaS fee	3,530.92	1,936.85
	7,755.98	5,534.60
Within India	7,755.98	5,502.67
Outside India	-	31.93
	7,755.98	5,534.60
Timing of revenue recognition		
Services transferred over time	3,530.92	1,936.85
Goods transferred at a point of time	4,225.06	3,597.75
Total revenue from contracts with customers	7,755.98	5,534.60
Reconciliation of revenue recognized with the contracted price is as follows:		
Contract price	7,755.98	5,534.60
Less: Discounts and disallowances	-	-
Total revenue from contracts with customers	7,755.98	5,534.60
Contract balances		
Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables	1,746.21	1,026.59
Contract assets	-	-
Contract liabilities	-	-

41 The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses. The Company does not have any unhedged foreign currency exposure as at reporting date.

42 SUBSEQUENT EVENTS

No Significant Subsequent events have been observed which may require an adjustment / disclosure to the financial statements.

- 43**
- a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - b. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
 - c. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - d. The Company have not traded or invested in Crypto currency or Virtual currency during the financial year.
 - e. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- f. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g. The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- h. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the certain provisions of the Code will come into effect and the rules thereunder has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- i. The stock statements filed by the Company with the banks are in agreement with the books of accounts of the Company
- j. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- k. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

44 EMPLOYEE STOCK BASED COMPENSATION:

Employee Stock Option Plan (ESOP) :

The Company instituted the Zaggle Employee Stock Option Scheme 2022, in which 46,10,936 stock options were approved by the Shareholders in Extra Ordinary General Meeting held on November 21, 2022 for the benefit of employees.

ZAGGLE ESOP 2022 Plan :

During Previous year, the Company has granted 24,23,369 equity shares of face value ₹ 1/- each under Employee Stock Option Scheme to Eligible Employees. The grant made during FY 2022-23 includes grant of 12,48,511 options at exercise price of ₹ 1 each and 11,74,858 options at exercise price of ₹ 271 each. The fair value of share option grant for exercise price of ₹ 1 amounting to 360.52 and exercise price of ₹ 271.00 amounting to ₹ 236.59 is estimated at the date of the grant using Black-Scholes method, taking into account the terms and conditions upon which the share option where granted.

In case of Type II options, The Exercise price at which options are granted to certain option grantees is higher than the prices at which the shares of the Company got listed on stock exchanges. To keep the scheme attractive to the employees, the Company has decided to reprice the options from ₹ 271 to ₹ 164 (the highest price from the price band for IPO) vide Share holders approval dated December 11, 2023. Accordingly, resulting incremental fair value of ₹ 51.31 were considered for recognition of ESOP expenditure during the current year as per Ind AS - 102.

Disclosures as per IND AS 102 for outstanding options:

(i) Details of options granted under ZAGGLE ESOP 2022 Plan are as below:

Grant	Grant Date	Number of options granted	Number of options outstanding (as at March 31, 2024)	Exercise Price (in ₹)	Fair value at grant date (in ₹)
Type I	September 29, 2022	12,48,511	3,85,802	1.00	360.52
Type II	September 29, 2022	11,74,858	3,75,122	164.00	287.90*

*refer above note

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

(i) Details of options granted under ZAGGLE ESOP 2022 Plan are as below:

Grant	Grant Date	Number of options granted	Number of options outstanding (as at March 31, 2023)	Exercise Price (in ₹)	Fair value at grant date (in ₹)
Type I	September 29, 2022	12,48,511	12,48,511	1.00	360.52
Type II	September 29, 2022	11,74,858	7,11,220	271.00	236.59

*refer above note

(ii) Exercise price and other details

Particulars	Type I	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Weighted average exercise price for outstanding options at year end (in ₹)	1.00	1.00
Weighted average remaining contractual life for outstanding options at year end	2.5 Years	3.5 years
Range of exercise prices for outstanding options at year end (in ₹)	1.00	1.00

Particulars	Type II	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Weighted average exercise price for outstanding options at year end (in ₹)	164.00	271.00
Weighted average remaining contractual life for outstanding options at year end	2.5 years	3.5 years
Range of exercise prices for outstanding options at year end (in ₹)	164.00	271.00

Details of the grant/issue as at March 31, 2024 are given below:

Particulars	Type I			
	March 31, 2024		March 31, 2023	
	No. of share options	Weighted average exercise price in ₹	No. of share options	Weighted average exercise price in ₹
Options outstanding at the beginning of the year	12,48,511	1.00	-	-
Granted during the year	-	-	12,48,511	1.00
Vested during the year	4,03,891	1.00	-	-
Exercised during the year	3,12,127	1.00	-	-
Lapsed during the year	4,58,818	1.00	-	-
Forfeited during the year	-	-	-	-
Options outstanding at the end of the year	3,85,802	1.00	12,48,511	1.00
Options vested and exercisable at the end of the year	91,764	1.00	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	Type II			
	March 31, 2024		March 31, 2023	
	No. of share options	Weighted average exercise price in ₹	No. of share options	Weighted average exercise price in ₹
Options outstanding at the beginning of the year	7,11,220	271	-	-
Granted during the year	-	-	11,74,858	271
Vested during the year	1,32,255	164	-	-
Exercised during the year	73,608	164	-	-
Lapsed during the year	2,03,844	164	3,82,272	271
Forfeited during the year	-	-	81,366	271
Options outstanding at the end of the year	3,75,122	164	7,11,220	271
Options vested and exercisable at the end of the year	58,647	164	-	-

Break-up of employee stock compensation expense

Particulars	ZAGGLE ESOP 2022 Plan	
	March 31, 2024	March 31, 2023
KMP	20.98	73.09
Employees other than KMP	128.79	71.04
Total	149.77	144.13

Note: The Nomination and Remuneration Committee authorized the granting of 566,252 options to grantees in the meeting held on April 30, 2024.

45 FINANCIAL RATIO

S. No.	Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	Variance	Variation	Reason for change more than 25%
1	Current Ratio (in times)	Current assets	Current liabilities	6.18	1.49	4.69	313.65%	Unutilized IPO proceeds are deployed in temporary fixed deposits with banks. This resulted in improvement of current ratio
2	Debt-Equity Ratio (in times)	Total Debt	Total equity	0.13	2.48	(2.36)	(94.85%)	Variance on account of Increase in equity, due to fresh issue of shares and foreclosure of loans during current period
3	Debt Coverage Ratio	Earnings available for debt service	Total Interest and principal repayments	0.73	2.66	(1.93)	(72.48%)	Reduction of debt on account of foreclosure of loans during current period.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

S. No.	Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	Variance	Variation	Reason for change more than 25%
4	Return on Equity (ROE) (in %)	Net Profits after taxes	Total equity	7.65	46.98	(39.32)	(83.71%)	Average equity in current period has increase due to fresh issue of shares in IPO.
5	Trade Receivables turnover ratio (in times)	Credit Sales	Average Trade Receivables	5.59	5.39	0.20	3.75%	Not a major Variance
6	Trade payables turnover ratio (in times)	Credit Purchases	Average Trade Payables	67.92	34.59	33.33	96.35%	Increased on account timely payment of trade payables.
7	Net capital turnover ratio (in times)	Net Sales	Working Capital	1.58	9.52	(7.94)	(83.43%)	Unutilized IPO proceeds are deployed in temporary fixed deposits with banks. This resulted in improvement in working capital.
8	Net profit ratio (in %)	Net Sales	Sales	5.68	4.14	1.54	37.17%	Improvement is on account of a new line of business added and increase in margin in line with increase in volume.
9	Return on Capital employed (in %)	Earnings before interest and taxes	Capital Employed	22.87	45.00	(22.13)	(49.19%)	During current year average equity has increased on account of fresh issue of share capital.

- 46** The Company has incorporated a wholly owned subsidiary named as Zaggle Technologies Limited ("ZTL"), a private Company in the United Kingdom on January 12, 2023, as a subscriber to the memorandum. ZTL had allotted 1 equity share of GBP 1 to the Company upon incorporation, such shares remained unpaid as of March 31, 2023. ZTL had not commenced any business, operations or activities since its incorporation and there were no transactions during the period January 12, 2023, to March 31, 2023. Considering above the Company has prepared its first consolidated financial statement for the year ended March 31, 2023. The Company's Board of Directors on its meeting held on August 26, 2023 has decided to request ZTL to apply to the registrar of companies through its director, to strike off its name off the register in compliance with applicable provisions of the UK laws. Accordingly, the strike-off application was made by ZTL on August 26, 2023 and the Company has received dissolution notification dated November 21, 2023.



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- 47** During the year, pursuant to Share Purchase Agreement dated March 27, 2024, the Company has acquired 45% of shareholding in Span Across IT Solutions Private Limited and acquisition was completed on March 30, 2024.
- 48** The standalone financial statements were approved by the Board of Directors and authorized for issue on May 23, 2024

As per our report of even date attached

For **M S K A & Associates**

Chartered Accountants

ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.:S200016

For and on behalf of the Board of Directors of

Zaggle Prepaid Ocean Services Limited

(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada

Partner

Membership No: 404621

Y. Venkateswarlu

Partner

Membership No: 222068

Raj P Narayanam

Executive Chairman

DIN: 00410032

Avinash Ramesh Godkhindi

Managing Director & CEO

DIN : 05250791

Hari Priya

Company Secretary

M No: A22232

Venkata Aditya Kumar Grandhi

Chief Financial Officer

M No: 231164

Place: Hyderabad

Date: May 23, 2024

Place: Hyderabad

Date: May 23, 2024



INDEPENDENT AUDITORS' REPORT

To the Members of

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited) (the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as the "Group"), and its associate, which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of report on separate financial statements of an associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group and its associate as at March 31, 2024 of consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have

fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit report of other auditor referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Revenue Recognition (Refer note 2.2 (A) of Consolidated Financial Statements):

Revenue is a key performance measure for the Holding Company. Revenue of the Holding Company mainly comprise of program fees and sales of propel gift cards vouchers.

Revenue is recognised as per the terms of the contract with the respective customers and when it meets the recognition criteria as per Ind AS 115 on "Revenue from contracts with customers".

There exists a risk of revenue not being recognised in proportion to the service performed by the Company. Further, revenue may also be recorded in an incorrect period or on a basis which is inconsistent with the contractual terms agreed with the customers.

In view of the above factors and given that the Company and its stakeholders focus on revenue as a key performance indicator, we have determined Revenue to be a key audit matter.

How the Key Audit Matter was addressed in our audit:

1. Evaluated the appropriateness of the revenue recognition accounting policies of the Company with the principles of Indian Accounting standard 115 - 'Revenue from contracts with customer' ('Ind AS 115').
2. Evaluated the design, implementation and tested the operating effectiveness of the relevant key controls with respect to revenue recognition.
3. Performed Analytical procedures on revenue recognised during the year to identify and inquire

INDEPENDENT AUDITORS' REPORT (Contd.)

on unusual variances, if any and getting the reasons for variances confirmed from the management of the Company.

4. Verified completeness and existence assertion by performing substantive testing on selected samples of revenue transactions recorded during the year by testing the underlying documents including contracts, invoices, gift voucher delivery communications and customer receipts, wherever applicable and obtaining independent balance confirmation from the customers at the balance sheet date.
5. Verified cut off assertion by reviewing the Company's revenue recognition policies, testing samples of revenue transactions near the end of the reporting period and verified supporting documents to verify that the revenue is recorded in corrected accounting period.
6. Tested on a sample basis, manual journal entries relating to revenues to identify and inquire on unusual items, if any.
7. Assessed the adequacy and appropriateness of the disclosures made in the financial statements to verify they are accurate, complete, and comply with the requirements of Ind AS 115 - 'Revenue from contracts with customer'.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. but does not include the consolidated financial statements and our auditor's report thereon. The Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or

our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT (Contd.)

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of each company.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED 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 a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

OTHER MATTERS

- (a) The consolidated financial statements include the Group's share of net profit including total other comprehensive income) of Rs. Nil, as considered in the consolidated financial statements, in respect of an associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets of Rs. Nil as at March 31, 2024, total revenues of Rs. Nil and net cash flows amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report

in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, this financial statement is not material to the Group.

Our opinion on the consolidated financial statements is not modified in respect of the above matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditor on the separate financial statements of the associate referred to in the Other Matters section above we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor except for the matters stated in the paragraph 1 (h) (vi) below on reporting under Rule 11(g).
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate incorporated in India, none of the directors of the Group companies incorporated in

INDEPENDENT AUDITORS' REPORT (Contd.)

India are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 1 (b) above on reporting under Section 143(3)(b) and paragraph 1 (h) (vi) below on reporting under Rule 11(g).
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate – Refer Note 30 to the consolidated financial statements.
 - ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate incorporated in India.
 - iv. (1) The respective Managements of the Holding Company and its associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associate respectively that, to the best of their 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 Holding Company, associate to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date

of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or such associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (2) The respective Managements of the Holding Company and its associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associate respectively that, to the best of their knowledge and belief, no funds have been received by the Holding Company or such associate from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or such associate 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.
- (3) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the associate which are companies incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.



INDEPENDENT AUDITORS' REPORT (Contd.)

- v. The Holding Company and its associate which is company incorporated in India, whose financial statements have been audited under the Act, have not declared nor paid any dividend during the year and have not proposed final dividend for the year.
- vi. (a) The Holding Company has upgraded its accounting software on August 25, 2023, to the Edit Log version software from an earlier version of the accounting software it operated for maintaining its books of account during the year ended March 31, 2024. Based on our examination, we are unable to comment whether the earlier version of the accounting software had a feature of recording audit trail (edit log) facility and whether it was enabled therein. However, the upgraded Edit Log version software has a feature of recording audit trail (edit log) facility, which was enabled in the software and the same has been operated effectively throughout the period from August 25, 2023, to March 31, 2024. Further, we did not come across any instance of the audit trail feature being tampered with during this period in the upgraded Edit Log version software.
- (b) In respect of an associate, the accounting software used by the associate for maintaining its books of account for the year ended March 31, 2024, did not have a feature of recording audit trail (edit log) facility, as reported by the other auditor.
2. In our opinion, according to information, explanations given to us, the remuneration paid / provided by the Group and its associate to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.
 3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of associate included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/adverse remarks.

For P R S V & Co. LLP
Chartered Accountants

ICAI Firm Registration No. S200016

Y Venkateswarlu

Partner

Membership No. 222068

UDIN: 24222068BKAVRB5616

Place: Hyderabad

Date: May 23, 2024

For M S K A & Associates
Chartered Accountants

ICAI Firm Registration No.105047W

Prakash Chandra Bhutada

Partner

Membership No. 404621

UDIN: 24404621BKFSKH6143

Place: Hyderabad

Date: May 23, 2024

ANNEXURE A

TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ZAGGLE PREPAID OCEAN SERVICES LIMITED (FORMERLY KNOWN AS ZAGGLE PREPAID OCEAN SERVICES PRIVATE LIMITED)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

For P R S V & Co. LLP Chartered Accountants

ICAI Firm Registration No. S200016

Y Venkateswarlu

Partner

Membership No. 222068

UDIN: 24222068BKAVRB5616

Place: Hyderabad

Date: May 23, 2024

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2024, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For M S K A & Associates Chartered Accountants

ICAI Firm Registration No.105047W

Prakash Chandra Bhutada

Partner

Membership No. 404621

UDIN: 24404621BKFSKH6143

Place: Hyderabad

Date: May 23, 2024

ANNEXURE B

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ZAGGLE PREPAID OCEAN SERVICES LIMITED (FORMERLY KNOWN AS ZAGGLE PREPAID OCEAN SERVICES PRIVATE LIMITED)

[Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited) on the consolidated Financial Statements for the year ended March 31, 2024]

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE "ACT")

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls reference to consolidated financial statements of Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited) (hereinafter referred to as the "Holding Company"), as of that date.

Reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to an associate company incorporated in India namely Span Across IT Solutions Private Limited, pursuant to MCA notification GSR 583(E) dated 13 June 2017.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by the Holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI").

Management and Board of Director's Responsibility for Internal Financial Controls

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

including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT (Contd.)

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

For P R S V & Co. LLP**Chartered Accountants**

ICAI Firm Registration No. S200016

Y Venkateswarlu

Partner

Membership No. 222068

UDIN: 24222068BKAVRB5616

Place: Hyderabad

Date: May 23, 2024

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M S K A & Associates**Chartered Accountants**

ICAI Firm Registration No.105047W

Prakash Chandra Bhutada

Partner

Membership No. 404621

UDIN: 24404621BKFSKH6143

Place: Hyderabad

Date: May 23, 2024



CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	25.32	23.48
b) Right-of-use assets	4	119.10	196.73
c) Intangible assets	5 (a)	81.56	68.90
d) Intangible assets under development	5 (b)	498.63	108.68
e) Financial assets			
(i) Investments	6	259.83	4.85
(ii) Other financial assets	7	46.12	14.69
f) Income-tax assets (net)	8(a)	11.00	119.01
g) Deferred tax assets (net)	9	27.60	23.10
h) Other non-current assets	10	27.22	29.77
Total non-current assets		1,096.38	589.21
Current assets			
a) Inventories	11	3.58	0.97
b) Financial assets			
(i) Investments	6	5.20	12.32
(ii) Trade receivables	12	1,746.21	1,026.59
(iii) Cash and cash equivalents	13 (a)	79.40	195.89
(iv) Bank balances other than (iii) above	13 (b)	2,713.67	30.07
(v) Other financial assets	7	30.40	1.15
c) Other current assets	14	1,286.52	491.39
Total current assets		5,864.98	1,758.38
Total assets		6,961.36	2,347.59
EQUITY AND LIABILITIES			
EQUITY			
a) Equity share capital	15	122.49	92.22
b) Other equity	16	5,631.33	395.29
Total equity		5,753.82	487.51
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	17	154.73	513.29
(ia) Lease liabilities	4	87.57	158.65
b) Provisions	21	16.40	11.43
Total non-current liabilities		258.70	683.37
Current liabilities			
a) Financial liabilities			
(i) Borrowings	18	581.29	697.44
(ii) Lease liabilities	4	42.68	44.10
(iii) Trade payables	19		
Total outstanding dues of micro and small enterprises		6.53	9.63
Total outstanding dues of creditors other than micro and small enterprises		13.10	82.56
(iii) Other financial liabilities	20	21.11	23.66
b) Provisions	21	0.95	0.22
c) Other current liabilities	22	281.77	271.30
d) Current tax liabilities (net)	8(b)	1.41	47.80
Total current liabilities		948.84	1,176.71
Total liabilities		1,207.54	1,860.08
Total equity and liabilities		6,961.36	2,347.59

See accompanying notes forming part of the Consolidated Financial Statements.

1-46

As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: S200016

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited
(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada
Partner
Membership No: 404621

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenues			
Revenue from operations	23	7,755.98	5,534.60
Other income	24	112.71	11.15
Total income		7,868.69	5,545.75
Expenses			
Cost of point redemption / gift cards		3,797.16	3,188.70
Consumption of cards	25	12.28	17.53
Employee benefits expense	26	512.82	435.83
Finance costs	27	137.17	113.77
Depreciation and amortization expense	28	83.63	61.99
Other expenses	29	2,727.82	1,411.58
Total expenses		7,270.88	5,229.40
Profit before tax		597.81	316.35
Tax expenses			
Current tax	38	162.11	85.97
Deferred tax		(4.50)	1.37
Total tax expense		157.61	87.34
Profit after tax		440.20	229.01
Other comprehensive income			
Items that will not be reclassified subsequently to profit and loss			
Remeasurements of defined benefit liability and unquoted investments		(2.33)	0.46
Deferred tax relating to these items		(0.63)	(0.12)
Total comprehensive (loss)/income for the year		(2.96)	0.34
Total comprehensive income		437.24	229.35
Earnings per equity share (Face value of ₹1 each)			
- Basic (₹)	32	4.06	2.48
- Diluted (₹)		4.03	2.46

See accompanying notes forming part of the Consolidated Financial Statements.

1-46

As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: S200016

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited
(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada
Partner
Membership No: 404621

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	597.81	316.35
Adjustments for :		
Depreciation and amortization expense	83.63	61.99
Interest expense	123.64	102.87
Interest expense on lease liabilities	13.53	10.90
Liabilities no longer required written back	-	(2.26)
Net gain on termination of lease	(4.26)	-
Reversal of credit impaired trade receivables	-	(16.23)
Interest income	(102.55)	(4.16)
Employee share based compensation expenses	149.77	144.13
Operating profit before working capital changes	861.57	613.59
Change in assets and liabilities		
Adjustments for (increase)/decrease in operating assets:		
Trade receivables	(719.62)	(580.85)
Inventories	(2.61)	0.15
Other financial assets	(31.43)	(12.67)
Other assets	(784.55)	(284.41)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables	(72.56)	(12.90)
Provision	5.70	3.83
Other financial liabilities	(2.56)	13.28
Other liabilities	10.47	137.39
Cash used in operations	(735.59)	(122.59)
Income taxes paid (net of refund)	(91.87)	(33.59)
Net cash used in operating activities	A (827.46)	(156.18)
B. Cash flows from investing activities		
Purchase of Property, Plant and Equipment, intangible assets, Intangibles under development including capital advance	(459.44)	(161.71)
Movement in other than cash and cash equivalents, net	(2,683.60)	(1.07)
Investment in associate	(247.50)	-
Investment in unquoted funds	(5.00)	(22.17)
Proceeds from sale of investment in quoted mutual funds	11.97	-
Interest received	64.68	3.47
Net cash used in investing activities	B (3,318.89)	(181.48)

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
C. Cash flow from financing activities			
Proceeds from issue of equity shares including security premium		4,872.91	149.61
Share issue expenses		(210.41)	(61.65)
Proceeds from long term borrowings		367.95	500.00
Repayment of long term borrowings		(995.37)	(130.00)
Proceeds from short term borrowings (net)		152.71	196.01
Payment of lease liabilities		(20.76)	(13.76)
Interest on lease liabilities		(13.53)	(10.90)
Interest paid		(123.64)	(102.87)
Net cash flow from financing activities	C	4,029.86	526.44
Net (decrease)/ increase in cash and cash equivalents	A+B+C	(116.49)	188.78
Cash and cash equivalents at the beginning of the year		195.89	7.11
Cash and cash equivalents at the end of the year		79.40	195.89
[Refer Note 13 (a)]			

Note:

Reconciliation of Financial Liabilities - Borrowings and lease liabilities:

Particulars	As at April 01, 2023	Cash flows	Non Cash Movements	As at March 31, 2024
Long-term borrowings (including current maturities)	1,010.05	(634.52)	7.10	382.63
Short term borrowings	200.68	152.71	-	353.39
Lease liabilities	202.75	(34.29)	(38.21)	130.25

Particulars	As at April 01, 2022	Cash flows	Non Cash Movements	As at March 31, 2023
Long-term borrowings (including current maturities)	640.05	315.44	54.56	1,010.05
Short term borrowings	4.67	196.01	-	200.68
Lease liabilities	58.39	(24.66)	169.02	202.75

See accompanying notes forming part of the Consolidated Financial Statements.

1-46

As per our report of even date attached

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For **P R S V & Co. LLP**
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For and on behalf of the Board of Directors of
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Membership No: 404621

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Executive Chairman
DIN: 00410032

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Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

A. Equity share capital

	No. of Shares	Amount
As at April 01, 2022	1,80,000	1.80
Addition during the year		
Add: Issued during the year	821	0.01
Before adjustment of sub-division of shares	1,80,821	1.81
Adjusted No. of shares after sub-division of equity shares	18,08,210	1.81
Issue of bonus shares	9,04,10,500	90.41
As at March 31, 2023	9,22,18,710	92.22
Addition during the year		
Add: Issued during the year	2,98,78,048	29.88
Add: Shares issued during the year - ESOP	3,85,735	0.39
As at March 31, 2024	12,24,82,493	122.49

B. Other equity

Particulars	Reserves and surplus			Other comprehensive income	Total
	Securities premium	Retained earnings	Share Based Payment Reserve	Remeasurement of defined benefit obligations and Equity instrument routed through OCI	
Balance at April 01, 2022	115.73	(154.44)	-	1.33	(37.38)
Profit for the year	-	229.01	-	-	229.01
Security premium from issue of equity shares	149.60	-	-	-	149.60
Other comprehensive income	-	-	-	0.34	0.34
Share-based payments	-	-	144.13	-	144.13
Issue of bonus shares	(90.41)	-	-	-	(90.41)
Balance at March 31, 2023	174.92	74.57	144.13	1.67	395.29
Profit for the year	-	440.20	-	-	440.20
ESOP exercised during the year	145.72	-	(133.72)	-	12.00
Security premium from issue of equity shares	4,870.12	-	-	-	4,870.12
Other comprehensive income	-	-	-	2.33	2.33
Share-based payments	-	-	149.77	-	149.77
Share issue expenses	(238.38)	-	-	-	(238.38)
Balance at March 31, 2024	4,952.38	514.77	160.18	4.00	5,631.33

See accompanying notes forming part of the Consolidated Financial Statements.

1-46

As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
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For and on behalf of the Board of Directors of
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Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

1 CORPORATE INFORMATION

Zaggle Prepaid Ocean Services Limited (formerly known as a Zaggle Prepaid Ocean Services Private Limited) (hereinafter referred to as the “Parent Company” or “Zaggle”), was incorporated as Zaggle Prepaid Ocean Services Private Limited on June 02, 2011 under the provisions of the Companies Act, 1956.

The Company has converted from Private Limited Company to Public Limited Company under the provisions of Companies Act, 2013, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on September 13, 2022 and consequently the name of the Company has changed to “Zaggle Prepaid Ocean Services Limited” pursuant to a fresh certificate of incorporation by the Registrar of Companies on Month 12, 2011. Pursuant to Initial Public offer (‘IPO’), the Company shares got listed on two recognized stock exchanges in India i.e. BSE and NSE on September 22, 2023.

The Parent Company is a B2B2C Fintech SaaS Company, which is a leading player in spend management, with a differentiated value proposition and diversified user base. The Parent Company offers a diversified portfolio of SaaS, including tax and payroll software.

The Parent Company together with its subsidiary and its associate, hereinafter, collectively referred to as the ‘Group’ and it has one associate entity as of Reporting date March 31, 2024

2.1 Basis of preparation and measurement

(i) Statement of compliance & Basis for preparation

The consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the ‘Act’), the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act.

The consolidated financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

(ii) Principles of Consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company, subsidiary and its associate (from the date control is gained), being the entity that it controls. Control is evidenced where the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity’s returns. The financial statement of subsidiary is prepared for the same reporting year as the parent company.

Subsidiary has been consolidated by combining like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. Intragroup balances and transactions, and any unrealized income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

Changes in the Group’s equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. When the Parent loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in profit or loss.

The consolidated financial information of the Parent Company includes financial information of its subsidiary and its associate, consolidated in accordance with Ind AS 110 ‘Consolidated Financial Statements’.

- a. On January 12, 2023, the Parent Company has incorporated a wholly owned subsidiary with Company Number 14589213 in the name of – Zaggle Technologies Limited (‘the Subsidiary Company’), domiciled in United Kingdom.
- b. On March 30, 2024, the Parent Company has acquired 45% of shareholding in Span Across IT Solutions Private Limited (the “associate”) which is incorporated on February 02, 2007 with company number U72900DL2007PTC158677. The associate deals in online income tax return preparation services and development of software. The associate’s registered office is situated at 404 C.A. Chamber, 18/12 W.E.A., Arya Samaj Road, Karol Bagh, New Delhi – 110005.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

(iii) Investment in Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The Group's investments in its associates are accounted for using the equity method. Under the equity method, the investment in associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associates since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually. The Consolidated statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associates, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and associate are eliminated to the extent of the interest in the associate. If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized. The aggregate of the Group's share of profit and loss of an associate is shown on the face of the Consolidated statement of profit and loss.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the

difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss as 'Share of profit of an associate' in the Consolidated statement of profit and loss. Upon loss of significant influence over associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in the Consolidated statement of profit and loss.

(iv) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest million except share data or as otherwise stated.

(v) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities : Measured at fair value
- Borrowings-Long term borrowings : Amortized cost using effective interest rate method
- Net defined benefit (asset)/ liability : Present value of defined benefit obligations less fair value of plan assets
- Share based payment expenses : Measured at grant date fair value

(vi) Use of estimates and judgements

The preparation of the consolidated financial statements is in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgments and assumptions affect the application policies and reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements and reported amounts of revenue and expenses during the year. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in the estimates are made as and when management becomes aware of changes in circumstances surrounding the estimates. Changes in the estimates are reflected in the consolidated financial

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

statements in the year in which the changes are made and, if material, such effects are disclosed in the notes to consolidated financial statements.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 3, 4 and 5 - determining an asset's expected useful life and the expected residual value at the end of its life.
- Note 12 – impairment of financial assets;
- Notes 30 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 35 – measurement of defined benefit obligations: key actuarial assumptions;

(vi) Measurement of fair values

Accounting policies and disclosures require measurement of fair value for financial assets and financial liabilities.

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

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

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

Level 2: Inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 36 - Financial instruments

(vii) Current and non-current classification:

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets

An asset is classified as a current when it is:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is expected to be realized within twelve months from the reporting date;
- it is held primarily for the purposes of being traded; or
- is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non current.

Liabilities

A liability is classified as a current when:

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is due to be settled within twelve months from the reporting date;
- it is held primarily for the purposes of being traded;
- the Group does not have an unconditional right to defer settlement of liability for at least twelve months from the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and realization in cash or cash equivalents. The Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

2.2 Summary of Material accounting policies

A. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer net of variable consideration (e.g. discounts), taxes and amount collected on behalf of third parties. The Group recognizes revenue when it transfers control over a product or service to a customer. The amount of revenue recognized is at an amount that reflects the consideration to which the Group expect to be entitled to in exchange for the product or service. Revenue is only recognized to the extent that is highly probable that a significant reversal will not occur.

i) Program fees:

Revenue From Prepaid Card Instruments

The Company acts as Program Manager and Business Correspondent to the Partner Banks for the Co-branded Prepaid Card Instruments. The Co-branded Cards are operated under various schemes (Such as Kuber, Zinger etc.). Program fees mainly includes revenue from Interchange (including residual income) earned from partner banks and excludes amounts collected on behalf of partner banks. Interchange revenue is recognized as per the terms of the arrangement

with partner banks, at the point in time, basis the information shared by the banks to the Company post settlement with network partners. The incentives / cash back, as an when incurred by the Company towards the co-branded prepaid card instruments has been considered as a distinct goods or services and accordingly recorded as an expense.

Revenue From Credit Card Instruments

The Company acts as a Program Manager and Business Correspondent to the Partner Banks for the issue of Credit Card Instruments to our customers/users. We run the programs with various customers/users and arrange to process their transactions through various platforms. Program Fees includes revenue from interchange earned from partner banks and excludes amounts collected on behalf of partner banks. Revenue from interchange income is recognized when related transaction occurs, or service is rendered as per the terms of the arrangement with partner banks. The Incentives / Cash back, as and when incurred by the Company towards the credit card instruments has been considered as a distinct goods or services and accordingly recorded as an expense.

Banks and corporates are considered as customers of the Group. Any amounts receivable from the customers on account of normal course of business is classified as trade receivable. Further advance received from customers against which cards are yet to be activated is disclosed as liability under advances from customers.

ii) Propel platform revenue / Gift cards:

Propel platform revenue from monetization of platform is recognized on the basis of terms of the agreement with the respective customers.

The Group recognizes revenue on completion of the Group performance obligation being met on redemption of propel points against catalogue of gift cards / vouchers.

The Group acts as a principal and accordingly consideration for the supplies is recognized on gross basis with corresponding cost of supplies being recorded as an expense. Revenue on sale of gift cards / vouchers is recognized only to the extent the Group's performance obligation is met,

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

at the point in time on transfer of the control of the respective gift cards / vouchers to the customers.

iii) Fees income / SaaS income:

The Group earns fees income/SaaS income/ service fees income from various activities including user fees, platform fees, customization fees etc. The fee income is recognized when the control in services have been transferred by the Group i.e., as and when services have been provided by the Group and the Group's performance obligation is met. This fee is recognized as income in accordance with the terms of the arrangement with the respective customers.

iv) Interest income:

Interest income is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included under the head 'other income' in the statement of profit and loss.

B. Financial instruments

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

i) Initial Recognition and measurement

Financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

All financial assets except Trade receivables are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL),

transaction costs that are directly attributable to its acquisition or issue.

Subsequent measurement: For the purpose of subsequent measurement, financial assets are categorized as under:

- Amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

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

- the asset is held within a business model whose objective is to hold assets 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.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial liabilities:

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit or loss.

iii) Derecognition

Financial assets

A Financial asset is primarily derecognized when the right 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 Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially

different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

iv) Offsetting

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if there is a currently and legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

C. Property, plant and equipment

i) Recognition and measurement

Property, Plant and Equipment ('PPE') are stated at historical cost less accumulated depreciation and accumulated impairment loss, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred. If an item of property, plant and equipment is purchased with deferred credit period from supplier, such asset is recorded at its cash price equivalent value.

ii) Depreciation

Depreciation is provided using the Straight-line Method over the useful lives of the assets as

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

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estimated by the Management. Depreciation on additions and deletions are restricted to the period of use. Depreciation is charged to statement of profit and loss.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

The Group, based on technical assessment and management estimate, depreciates property, plant and equipment over estimated useful lives which are prescribed in Schedule II to the Act. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The Group has estimated the following useful lives to provide depreciation on its property, plant and equipment:

Asset category	Management estimate of useful life & Useful life as per Schedule II
Furniture and fixtures	10 years
Office equipment	5 years
Computers	3 years
Vehicles	8 years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognized in the statement of profit and loss.

Depreciation method, useful lives and residual values are reviewed at each reporting period end and adjusted if appropriate.

D. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally developed intangibles are capitalized to the extent of direct cost related to the development of the respective intangible assets which mainly includes manpower cost. Intangible assets are amortized over the useful economic life assessed which ranges from 3-5 years and tested for impairment whenever there is an indication that the intangible

asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Asset category	Management estimate of useful life
R & R Software	3-4 years
Mobile Application	3 years
Software	3-5 years
Trademarks	5 years
Expense Management	3-5 years
Zoyer	3-5 years

E Impairment of assets

i) Impairment of financial instruments

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost and trade receivables. At each reporting date, the Group assesses whether financial assets carried at amortized 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;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

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Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

The Group applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

- i. Trade receivables
- ii. Financial assets measured at amortized cost (other than trade receivables)
- iii. Financial assets measured at fair value through other comprehensive income (FVTOCI).

The Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Group uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could

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still be subject to enforcement activities in order to comply with the Group procedures for recovery of amounts due.

ii) Impairment of non-financial assets

The Group non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher 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 CGU (or the asset).

The Group corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

In respect of assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss has been recognized.

F. Employee benefits

(a) Short-term employee benefits

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

(b) Other long-term employee benefit obligations

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme and other funds. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

(ii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

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The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

- (iii) **Compensated Absences:** The Group has no policy of accumulation of compensated absences.

G. Leases

Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course.

Group as a Lessee:

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

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

The Group used the following practical expedients when applying Ind AS 116 :

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term and leases of low value.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Right of use asset: The Group 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 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 assets is subsequently measured at cost less any 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 recognized in the statement of profit and loss.

Lease Liability: The Group measures the lease liability at present value of the future lease payments at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate as at the commencement of 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

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the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. 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 Group recognizes any remaining amount of the re-measurement in statement of profit and loss.

H. Income-tax

Income-tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- temporary differences related to investments in subsidiaries to the extent that the Group is

able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

I. Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognized, together with a corresponding increase in Employee Stock Option Plan (ESOP) reserves in equity, over the period in which the performance and/ or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative

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expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Performance conditions which are market conditions are taken into account when determining the grant date fair value of the awards. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

J. Provision, contingent liabilities and contingent assets

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized under finance costs. Expected future operating losses are not provided for.

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognized when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognized in the consolidated financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise.

K. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

L. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

M. Recent accounting pronouncements:

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

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3 PROPERTY, PLANT AND EQUIPMENT

Description	Office Equipments	Furniture and Fixtures	Computers	Vehicles	Total
Cost as at April 01, 2022	0.51	0.92	13.94	9.03	24.40
Additions	1.16	0.39	9.12	-	10.67
Disposals	-	-	-	-	-
Cost as at March 31, 2023	1.67	1.31	23.06	9.03	35.07
Additions	1.30	2.53	7.43	-	11.26
Disposals	-	-	-	-	-
Cost as at March 31, 2024	2.97	3.84	30.49	9.03	46.33
Accumulated depreciation as at April 01, 2022	0.19	0.07	3.51	0.86	4.63
Depreciation for the year	0.10	0.11	5.57	1.18	6.96
Disposals	-	-	-	-	-
Accumulated depreciation as at March 31, 2023	0.29	0.18	9.08	2.04	11.59
Depreciation for the year	0.46	0.19	7.59	1.18	9.42
Disposals	-	-	-	-	-
Accumulated depreciation as at March 31, 2024	0.75	0.37	16.67	3.22	21.01
Net carrying amount as at March 31, 2023	1.38	1.13	13.98	6.99	23.48
Net carrying amount as at March 31, 2024	2.22	3.47	13.82	5.81	25.32

Note: Refer Note 17 & 18 for details of property, plant and equipment subject to charge on secured borrowings.

4 RIGHT OF USE ASSETS AND LEASE LIABILITIES

Right of Use Assets

Description	Right of use assets (Buildings)
Cost as at April 01, 2022	73.26
Additions	163.86
Deletion	-
Cost as at March 31, 2023	237.12
Additions	9.41
Deletion	65.81
Cost as at March 31, 2024	180.72
Accumulated depreciation as at April 01, 2022	18.11
Depreciation for the year	22.28
Deletion	-
Accumulated depreciation as at March 31, 2023	40.39
Depreciation for the year	30.16
Deletion	8.93
Accumulated depreciation as at March 31, 2024	61.62
Net carrying amount as at March 31, 2023	196.73
Net carrying amount as at March 31, 2024	119.10

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
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Lease Liabilities:

(i) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance	202.75	58.39
Additions during the year	9.41	158.12
Deletion during the year	(61.15)	-
Accrual of interest	13.53	10.90
Payment of lease liabilities	(34.29)	(24.66)
Closing balance	130.25	202.75
Less: Current lease liabilities	42.68	44.10
Non Current lease liabilities	87.57	158.65

(ii) Payments recognized as expenses and income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Short term leases and low value assets (Refer Note 29)	3.06	2.17
	3.06	2.17

(iii) Contractual maturities of lease liabilities on undiscounted basis as at:

Particulars	March 31, 2024	March 31, 2023
Less than one year	57.50	50.12
One to five years	165.58	203.48
More than five years	-	5.34
	223.08	258.94

5a. INTANGIBLE ASSETS

Description	R&R software	Mobile application	Software	Trade Mark	Expense Management	Zoyer	Total
Cost as at April 01, 2022	19.93	18.12	3.90	1.75	46.70	-	90.40
Additions	-	-	-	-	57.36	-	57.36
Disposals	-	-	-	-	-	-	-
Cost as at March 31, 2023	19.93	18.12	3.90	1.75	104.06		147.76
Additions	-	-	1.00	-	12.24	43.47	56.71
Disposals	-	-	-	-	-	-	-
Cost as at March 31, 2024	19.93	18.12	4.90	1.75	116.30	43.47	204.47
Accumulated amortization as at April 01, 2022	10.14	18.12	1.60	0.21	16.04	-	46.11
Amortization for the year	3.35	-	2.30	0.64	26.46	-	32.75
Disposals	-	-	-	-	-	-	-
Accumulated amortization as at March 31, 2023	13.49	18.12	3.90	0.85	42.50	-	78.86
Amortization for the year	3.36	-	0.51	0.63	26.12	13.43	44.05
Disposals	-	-	-	-	-	-	-
Accumulated amortization as at March 31, 2024	16.85	18.12	4.41	1.48	68.62	13.43	122.91
Net carrying amount as at March 31, 2023	6.44	-	-	0.90	61.56	-	68.90
Net carrying amount as at March 31, 2024	3.08	-	0.49	0.27	47.68	30.04	81.56

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5b. INTANGIBLE ASSET UNDER DEVELOPMENT

Particulars	March 31, 2024	March 31, 2023
Zoyer Application under development*	178.63	108.68
Zatix Application under development *	320.00	-
Total	498.63	108.68

* Project execution plans are reviewed periodically on the basis of Management judgement and estimates w.r.t future business, technological development/economy/ industry and the project is assessed as per periodic plans.

Ageing - Intangible Asset under development

Project in progress	Amount in intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2024	433.42	65.21	-	-	498.63
As at March 31, 2023	93.68	15.00	-	-	108.68

6. INVESTMENTS

Particulars	March 31, 2024		March 31, 2023	
	Number	Amount	Number	Amount
Non-current				
Associates (at cost)				
Span Across IT Solutions Private Limited - Equity Shares having face value of ₹ 10 each	9,00,000	247.50	-	-
Carrying amount of Investment		247.50		-
Investment in quoted mutual funds (carried at fair value through profit and loss) [Refer Note (c) below]				
ICICI Prudential Liquid Fund - Growth	-	-	6947.59	2.30
ICICI Prudential Money Market Fund - Growth	-	-	3183.43	1.02
Kotak Liquid Regular Growth	-	-	339.03	1.53
Investment in Unquoted funds (carried at fair value through OCI)				
Paragon Partners Equity Trust	94,677.39	12.33	-	-
Total non-current investments		259.83		4.85
Current				
Investment in quoted mutual funds (carried at fair value through profit and loss) [Refer Note (c) below]				
ICICI Prudential Money Market Fund - Growth	-	-	35,186.11	11.30
HDFC Money Market Fund - Regular Plan - Growth	-	-	210.993	1.02
ICICI Prudential Liquid Fund - Growth	6,947.59	2.46	-	-
ICICI Prudential Money Market Fund - Growth	3,183.43	1.10	-	-
Kotak Liquid Regular Growth	339.03	1.64	-	-
Total current investments		5.20		12.32
Notes:				
(a) Aggregate value of unquoted investments		259.83		-
(b) Aggregate value of quoted investments		5.20		17.17
(c) Change in fair value of the investments during the year		0.35		0.12
(d) Refer Note 17 for details of investments subject to charge on secured borrowings.				

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7 OTHER FINANCIAL ASSETS (AT AMORTIZED COST)

	March 31, 2024	March 31, 2023
(Unsecured considered good)		
Non-current		
Security deposits	43.78	13.36
Other deposits	2.34	1.33
	46.12	14.69
Current		
Interest accrued on fixed deposits with banks	30.40	1.15
	30.40	1.15

8(a) NON-CURRENT: INCOME-TAX ASSETS (NET)

	March 31, 2024	March 31, 2023
Income-tax Asset [Net of Provision for Tax ₹ 8.57 Mn (March 31, 2023 ₹ 10.80 Mn)]	11.00	119.01
	11.00	119.01

8(b) CURRENT: INCOME-TAX LIABILITY (NET)

	March 31, 2024	March 31, 2023
Net Current Tax Liability [Net of TDS/Advance Tax ₹ 165.25 Mn (March 31, 2023 ₹ 38.17 Mn)]	1.41	47.80
	1.41	47.80

9 DEFERRED TAX ASSETS (NET)

	March 31, 2024	March 31, 2023
Depreciation / amortization	6.24	2.76
Provision for employee benefits	4.37	2.93
Provision for credit impaired balances	14.18	14.49
Right of use assets (net of lease liability)	2.81	1.52
Others	-	1.40
	27.60	23.10

10 OTHER NON-CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)

	March 31, 2024	March 31, 2023
a. Capital advance	22.90	21.38
b. Balance with government authorities	4.32	3.39
c. Advance towards purchase of investments	-	5.00
	27.22	29.77

11 INVENTORIES

	March 31, 2024	March 31, 2023
(Valued at lower of cost or net realizable value)		
Card inventory	3.58	0.97
	3.58	0.97

Note: Refer Note 17 & 18 for details of inventory subject to charge on secured borrowings.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

12 TRADE RECEIVABLES

	March 31, 2024	March 31, 2023
Trade receivables		
Unsecured		
-Considered good	1,746.21	1,026.59
-Credit Impaired	57.56	57.56
	1,803.77	1,084.15
Less-Allowance for credit impaired trade receivables [Refer Note (f) below]	(57.56)	(57.56)
	1,746.21	1,026.59

Notes:

- No trade or other receivable are due from directors or other officers of the Company.
- Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.
- Trade receivables amounting to ₹ 1,457.26 Mn [March 31, 2023: 835.62 Mn] is due from customers who represents more than 5% of the total balance of the trade receivables.
- Refer Note 17 & 18 for details of trade receivables subject to charge on secured borrowings.
- Trade Receivables ageing schedule:**

As at March 31, 2024

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,441.99	288.09	15.28	0.85	-	-	1,746.21
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	57.56	57.56
Sub Total	1,441.99	288.09	15.28	0.85	-	57.56	1,803.77
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	(57.56)	(57.56)
Total	1,441.99	288.09	15.28	0.85	-	-	1,746.21

As at March 31, 2023

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	688.48	259.82	77.45	0.84	-	-	1,026.59
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	57.56	57.56
Sub Total	688.48	259.82	77.45	0.84	-	57.56	1,084.15
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	(57.56)	(57.56)
Total	688.48	259.82	77.45	0.84	-	-	1,026.59

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

f. Movement in the impairment loss on credit impaired trade receivables

	March 31, 2024	March 31, 2023
Opening balance	57.56	73.79
Reversal during the year	-	(16.23)
Closing balance	57.56	57.56

13 CASH AND BANK BALANCES
(a) Cash and cash equivalents

	March 31, 2024	March 31, 2023
Cash on hand	0.18	-
Balances with banks		
- in current accounts (Refer Note below)	79.22	195.89
	79.40	195.89

Note:

The Company is a program manager for various programs of the banks for its prepaid cards and accordingly banks maintain the pool accounts for these prepaid card program where funds are held. These accounts are opened primarily for settlement and collection activities with respect to operations facilitated by the Company.

Accordingly, the balance in the aforesaid bank accounts are not included in 'Balance with Banks' above as these are not owned or contractually available for use by the Company and set aside for settlement of usage by the Company's pre-paid card customers.

(b) Bank balances other than Cash and Cash equivalents :

	March 31, 2024	March 31, 2023
- Deposits with remaining maturity less than 12 months:		
- Margin money deposits (Refer Note (a) below)	28.17	9.00
- Deposits under lien (Refer Note (a) below)	35.50	21.07
- Deposits with original maturity of more than 3 months but less than 12 months (Refer Note (b) below)	2,650.00	-
	2,713.67	30.07

Notes:

- Represents deposits held as margin money/commitment and deposits and lien under the banks
- Fixed deposits amounting to ₹2,650 Mn (March 31, 2023: Nil) included 13(b) will be utilized as stated in the prospectus for IPO.(Refer Note. 34)

14 OTHER CURRENT ASSETS

	March 31, 2024	March 31, 2023
Advance to suppliers	46.36	81.98
Advances to employees	3.75	3.00
Prepaid cards with loading	1,129.06	344.76
Balance with government authorities	67.87	-
Share issue expenses*	-	61.65
IPO Receivables	39.48	-
	1,286.52	491.39

* Represents expenses incurred by the Company in connection with Initial Public Offering (IPO) of equity shares. In accordance with the Act and also as per the offer agreement entered between the Company and the selling shareholders, the selling shareholders have reimbursed the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Company has partly recovered the expenses incurred in connection with the issue on completion of IPO. The Company's share of expenses has been adjusted against securities premium under Section 52 of the Act on completion of IPO in the current year and the amount receivable from selling shareholders has been recovered from them.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

15 EQUITY SHARE CAPITAL

	March 31, 2024	March 31, 2023
Authorized share capital		
15,00,00,000 (March 31, 2023: 12,00,00,000) Equity Shares of ₹ 1 Each	150.00	120.00
Issued, subscribed and paid up		
12,24,82,493 (March 31, 2023: 92,218,710) Equity Shares of ₹ 1 Each	122.49	92.22
	122.49	92.22

Notes:

i) Reconciliation of Authorized share capital at the beginning and at the end of the reporting year:

Particulars	March 31, 2024		March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the year	12,00,00,000	120.00	51,03,785	51.04
Add: Increase in Authorized Capital [Refer Note (a) & b(i) below]	3,00,00,000	30.00	68,96,215	68.96
Before adjustment of sub-division of shares	15,00,00,000	150.00	1,20,00,000	120.00
Adjusted No. of shares on Account of sub-division of equity shares [Refer Note b(iii) below]	-	-	12,00,00,000	120.00

ii) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

Particulars	March 31, 2024		March 31, 2023	
	No. of Shares	Amount in ₹ Million	No. of Shares	Amount in ₹ Million
Outstanding at the beginning of the year	9,22,18,710	92.22	1,80,000	1.80
Add: Issue during the year	-	-	821	0.01
Before adjustment of sub-division of shares	9,22,18,710	92.22	1,80,821	1.81
Adjusted No. of shares on account of sub-division (Refer Note b(ii))	9,22,18,710	92.22	18,08,210	1.81
Add: Issue of bonus share during the year (Refer Note b(iv))	-	-	9,04,10,500	90.41
Add: shares issued during the year	2,98,78,048	29.88	-	-
Add: shares issued on exercise of employee stock options	3,85,735	0.39	-	-
Outstanding at the end of the year	12,24,82,493	122.49	9,22,18,710	92.22

iii) Shareholders vide the Extra-ordinary general meeting dated have approved the following :

- a. In current year, Increase in Authorized Share Capital of the Company from ₹ 120.00 Mn divided into 12,00,00,000 Equity Shares of ₹ 1/- each to ₹ 150.00 Mn divided into 15,00,00,000 Equity Shares of ₹ 1/- each vide dated August 11, 2023.
- b. During previous year
 - i) Authorized Share Capital of the Company increased from ₹ 51.04 Mn divided into 51,03,785 Equity Shares of ₹ 10/- each to ₹ 120.00 Mn divided into 1,20,00,000 Equity Shares of ₹ 10/- each, by creation of 68,96,215 Equity Shares of ₹ 10/- each, ranking pari passu with the existing Equity Shares of the Company vide dated July 27, 2022
 - ii) Sub-division of the Authorized Share Capital consisting of 1,20,00,000 equity shares of the Company having face value of ₹ 10 each into 12,00,00,000 equity shares of face value of ₹ 1 each w.e.f., July 27, 2022, without altering the aggregate amount of the same.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- iii) Further, the issued, subscribed and paid-up share capital consisting of 1,80,821 equity shares of the Company having face value of ₹ 10 each shall stand sub-divided into 18,08,210 equity shares having face value of ₹ 1 each w.e.f., July 27, 2022 without altering the aggregate amount of such capital and shall rank pari passu in all respects and carry the same rights as to the existing fully paid-up equity shares of ₹ 10 each of the Company.
- iv) Issue of fully paid bonus shares of ₹ 1 each in proportion of 50 equity shares for every 1 existing equity share by capitalizing a sum of ₹ 90.41 Mn from the Securities Premium account available with the Company.

iv) Rights, preferences and restrictions attached to equity shares of ₹ 1 each (Mar'23 - ₹ 1 each), fully paid up:

The Company has only one class of equity shares having par value of ₹ 1 (Mar'23 - ₹ 1) 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 in 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.

v) Shares held by shareholders holding more than 5% in the Company as at

Name of Shareholder	March 31, 2024		March 31, 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Raj P Narayanam	4,61,55,323	37.68%	4,76,85,000	51.71%
Zuzu Software Services Pvt Ltd	1,57,11,452	12.83%	1,74,76,992	18.95%
Avinash Ramesh Godkhindi	76,50,323	6.24%	91,80,000	9.95%
Ventureast Proactive Fund LLC	-	-	58,70,100	6.37%

vi) Shareholding of promoters

Name of promoter	March 31, 2024		March 31, 2023		% of change of during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Raj P Narayanam	4,61,55,323	37.68%	4,76,85,000	51.71%	-3.21%
Avinash Ramesh Godkhindi	76,50,323	6.24%	91,80,000	9.95%	-16.66%

Name of promoter	March 31, 2023		March 31, 2022		% of change of during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Raj P Narayanam	4,76,85,000	51.71%	93,500	51.94%	-0.24%
Avinash Ramesh Godkhindi	91,80,000	9.95%	18,000	10.00%	-0.05%

vii) For details of shares reserved for issue under the employee stock options plan (ESOP) of the Company. (Refer Note No .44)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

16 OTHER EQUITY

	March 31, 2024	March 31, 2023
Securities premium [Refer Note (i) below]	4,952.38	174.92
Retained earnings [Refer Note (ii) below]	514.77	74.57
Other comprehensive income [Refer Note (iii) below]	4.00	1.67
Employee stock options outstanding reserve [Refer Note (iv) below]	160.18	144.13
Total other equity	5,631.33	395.29

Notes:

(i) Securities premium

	March 31, 2024	March 31, 2023
Balance at the beginning of the year	174.92	115.73
Add : Scheme of Arrangement		
- Security premium on issue of equity shares	4,870.12	149.60
- Security premium on exercise of ESOP	145.72	-
Less: Issue of bonus equity shares [Refer Note 15 - sub note (iii)]	-	(90.41)
Less: Share issue Expenses (Refer Note 14)	(238.38)	-
Balance at the end of the year	4,952.38	174.92

Note: Security premium represent the amount received in excess of the face value of the equity shares. The utilization of the security premium reserve is governed by the section 52 of the Act.

(ii) Retained earnings

	March 31, 2024	March 31, 2023
Balance at the beginning of the year	74.57	(154.44)
Add: Net Profit for the year	440.20	229.01
Balance at the end of the year	514.77	74.57

Note: Retained earnings represent the cumulative undistributed profits of the Company and can be utilized in accordance with the provisions of the Act.

(iii) Other comprehensive income (OCI)

Other items of OCI

	March 31, 2024	March 31, 2023
Remeasurement of defined benefit obligations & unquoted investments (liability net of tax)		
Balance at the beginning of the year	1.67	1.33
Add: Changes during the year	2.33	0.34
Balance at the end of the year	4.00	1.67

Note: The reserve represent the actuarial gain/(loss) recognized on the defined benefit plan and fair value gain on unquoted investments will not be transferred to retained earnings.

(iv) Employee stock options outstanding reserve (Share Based Payment Reserve)

	March 31, 2024	March 31, 2023
Balance at the beginning of the year	144.13	-
Add: Changes during the year	149.77	144.13
Less: Transfer to security premium on account of exercise of ESOP	(133.72)	-
Balance at the end of the year	160.18	144.13

Note: Employee stock option reserve related to share option granted by the Company under its employee share option plan. These will be utilized on exercise of the under lying option.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

17 LONG TERM BORROWINGS (AT AMORTIZED COST)

	March 31, 2024	March 31, 2023
Secured		
Non-cumulative redeemable non-convertible debentures [Refer Note (i) below]	-	495.84
Term loans		
- from banks [Refer Note (ii) below]	367.95	187.50
- from vehicle loans [Refer Note (iv) below]	2.69	4.18
Property loan		
- from bank [Refer Note (iii) below]	11.99	12.13
Unsecured		
Deferred payables [Refer Note below (v) below]	-	310.40
Less : Current maturities of long term borrowings [Refer Note: 18]	(227.90)	(496.76)
Total	154.73	513.29

Details of terms and security in respect of the long-term borrowings:
(i) Non-Cumulative Redeemable Non-Convertible Debentures:

Non-Cumulative Redeemable Non- Convertible Debentures (NCDs) amounting to ₹ Nil (March 31, 2023: 500 Million) represents 500 NO's with a face value of ₹ 10,00,000/- each carrying interest of 13.5% p.a and are redeemable in 3 years in 11 instalments of ₹ 4.5 Mn each beginning from September 2023. These NCDs are secured by First and exclusive charge on present and future fixed, current, tangible and intangible assets, certain mutual funds investments of the Company. During the current year the Company has taken the term loan from bank to prepay the NCDs and same were fully prepaid in February, 2024.

(ii) Term Loan from bank:

a. Term loan from bank amounting to ₹ 367.95 Mn (March 31, 2023: Nil) was availed during the year for prepaying NCDs carries interest of MCLR + 1.4% (presently 9.6% p.a.) and is repayable in 7 quarterly instalments of ₹ 56.20 Mn each and last instalment of ₹ 30.40 Mn excluding interest beginning from March 2024. The Term loan along with Overdraft facility as below are jointly secured by way of exclusive charge on the current assets of the Company including trade receivables and inventories. The loans are collaterally secured by way of exclusive charge on the immovable properties being commercial property and Residential property, both, belonging to other body corporate. The loans are further secured by way of Corporate Guarantee extended by the said body corporate.

b. Term loan from bank amounting to ₹ Nil (March 31, 2023: 187.50) was repaid during the year from IPO proceeds..

(iii) Property Loan:

Property loan taken from bank amounting to ₹ 11.99 Mn (March 31, 2023: ₹ 12.13 Mn) carries interest at Repo rate + spread of 2.9% (Presently 9.4% p.a) and is repayable in 195 equated monthly instalments of ₹ 0.12 Mn each beginning from August 2021. The loan is secured by way of mortgage of property. Advance given for purchase of property is grouped under non current assets (Refer Note 10).

(iv) Vehicle Loans

Vehicle loans from bank amounting to ₹ 2.69 Mn (March 31, 2023: ₹ 5.24 Mn) carry interest rate of 7.8% to 8.25% p.a and are repayable in 60 equated monthly instalments. The said loans are secured by way of hypothecation of vehicles purchased.

(v) Deferred payables:

Deferred payables amounting to ₹ Nil (March 31, 2023: ₹ 310.40 Mn) are repayable in five instalments starting with March 2022 and ending in December 2023 and carries interest rate of 11% p.a. which is payable along with last instalment. In September 2023 the Company has repaid fully.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- vi. The Company has utilized the loans borrowed during the year for the purpose for which it is obtained as mentioned in the borrowing agreements.
- vii. The Company is not declared as a wilful defaulter by any bank and financial institution or any other lender the during the year.

18 SHORT-TERM BORROWINGS

	March 31, 2024	March 31, 2023
Secured		
Overdraft from bank (Refer Note below)	353.39	200.68
Current maturities of long term borrowings (Refer Note: 17)	227.90	496.76
	581.29	697.44

Details of terms and security in respect of the short-term borrowings:

Overdraft Facility availed from ICICI bank amounting to ₹ 353.39 Mn (March 31, 2023: ₹ 200.68 Mn) carries interest of MCLR rate + 1% (presently 9.5% p.a.) and is repayable on demand. The Overdraft facility along with term loan as above are jointly secured by way of exclusive charge on the current assets of the Company including trade receivables and inventories. The loans are collaterally secured by way of exclusive charge on the immovable properties being commercial property and Residential property, both, belonging to other body corporate. The loans are further secured by way of Corporate Guarantee extended by the said body corporate.

19 TRADE PAYABLES

	March 31, 2024	March 31, 2023
Trade payables		
- Total outstanding dues of micro and small enterprises	6.53	9.63
- Total outstanding dues of creditors other than micro and small enterprises	13.10	82.56
	19.63	92.19

Trade payables are non-interest bearing and are normally settled in 30-90 days terms.

Trade payables ageing schedule

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	6.53	-	-	-	6.53
(ii) Others	11.47	1.63	-	-	13.10
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-
	18.00	1.63	-	-	19.63

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Trade payables ageing schedule
As at March 31, 2023

Particulars	Outstanding for following period from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	9.63	-	-	-	9.63
(ii) Others	82.30	0.26	-	-	82.56
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-
	91.93	0.26	-	-	92.19

20 OTHERS FINANCIAL LIABILITIES

	March 31, 2024	March 31, 2023
Others- Accrued expenses	21.11	23.66
	21.11	23.66

21 PROVISIONS

	March 31, 2024	March 31, 2023
Provision for employee benefits		
Provision for gratuity (Refer Note 35)		
Non-current	16.40	11.43
Current	0.95	0.22
	17.35	11.65

22 OTHER CURRENT LIABILITIES

	March 31, 2024	March 31, 2023
Advances from customers	260.37	127.92
Client redemption liability	8.01	17.65
Statutory liabilities	13.39	125.73
	281.77	271.30

23 REVENUE FROM OPERATIONS

	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from contracts with customers (Refer Note 39)		
Program fee	3,218.43	1,694.53
Propel platform revenue / gift cards	4,225.06	3,597.75
Platform fee / saaS fee / service fee	312.49	242.32
	7,755.98	5,534.60

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

24 OTHER INCOME

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on deposit with banks	93.93	3.70
Interest on income-tax refund	8.62	-
Liabilities no longer required written back	-	2.26
Net gain on financial assets designated on FVTPL	0.65	0.46
Net gain on termination of lease	4.26	-
Miscellaneous income	5.25	4.73
	112.71	11.15

25 CONSUMPTION OF CARDS

	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock of cards	0.97	1.12
Purchase of cards	14.89	17.38
Less: Closing stock of cards	(3.58)	(0.97)
	12.28	17.53

26 EMPLOYEE BENEFITS EXPENSE

	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	348.44	277.50
Contribution to provident fund	6.09	5.71
Staff welfare	2.66	3.74
Gratuity (Refer note 35)	5.86	4.75
Employee stock option plan (Refer note 43)	149.77	144.13
	512.82	435.83

27 FINANCE COSTS

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on term loans	38.57	31.75
Interest on debentures	70.64	23.40
Amortized cost on deferred payables	9.50	31.16
Interest on lease liability	13.53	10.90
Interest on statutory dues i.e. income tax, GST	3.68	15.31
Fair value of corporate guarantee	1.25	1.25
	137.17	113.77

28 DEPRECIATION AND AMORTIZATION EXPENSE

	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of tangible assets (Refer Note 3)	9.42	6.96
Amortization of intangible assets (Refer Note 5a)	44.05	32.75
Depreciation of right-to-use assets (Refer Note 4)	30.16	22.28
	83.63	61.99

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

29 OTHER EXPENSES

	For the year ended March 31, 2024	For the year ended March 31, 2023
Call centre & software support charges	125.53	121.61
Office rent	3.06	2.17
Electricity expenses	2.51	3.68
Repairs & maintenance	5.79	2.87
Reversal of credit impaired trade receivables	-	(16.23)
Office maintenance	13.46	7.10
CSR expense	6.77	4.64
Rates & taxes	1.92	0.55
Network charges	21.99	23.30
Legal & professional consultancy charges	26.83	31.55
Advertisement & business promotion	313.92	200.64
Incentive / cash back	2,168.27	1,002.01
Courier charges	6.84	6.40
Advances written off	0.90	3.53
Telephone expenses	1.33	1.36
Traveling expenses	17.44	8.38
Auditors remuneration	3.89	2.35
Bank charges	0.58	0.47
Miscellaneous expenses	6.79	5.20
	2,727.82	1,411.58

30 CONTINGENT LIABILITIES AND COMMITMENTS
(a) Contingent Liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
Claims against the Company not acknowledged as debt		
i) Services Tax	24.73	24.73
ii) Income tax matters	40.92	-

Notes:

- i). During FY 2019-20, the Company had received a show cause notice towards service tax demand amounting to ₹ 272.04 Mn charged on the face value of sale of its prepaid cards/ Gift vouchers etc. The Company has filed appeals before the Commissioner of Central tax, Hyderabad against the aforesaid demand. In the month October 2022, the Company received an order dated March 30, 2022 from Commissioner of Central tax, Hyderabad dropping demand amounting to ₹ 259.75 Mn and upheld the demand amounting to ₹ 12.29 Mn and further imposed a penalty and late fee for ₹ 12.44 Mn The Company has further filed a appeal against the said demand before CESTAT and amount paid under protest ₹ 4.32 Mn
- ii). During FY 2023-24 Company received a Demand notice under section 156 of Income Tax 1956 pertaining to FY 2021-22 demanding ₹ 40.92 Mn by not allowing the deduction on account of carry forward losses, bad debts written off and IndAS adjustments. The Company filed a appeal against the said demand before Commissioner of Income Tax -Appeals

The Company, based on its legal assessment does not believe that any of the pending claims require a provision as at the balance sheet date, as the likelihood of the probability of an outflow of resources at this point of time is low.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

(b) Capital commitments

Particulars	As at March 31, 2024	As at March 31, 2023
Unexecuted capital orders to the extent not provided for	-	-
Investment commitment	-	5.00

31 RELATED PARTY DISCLOSURES

(a) Names of related parties and related party relationship

Name of the Related Party	Nature of Relationship
Key Managerial Persons:	
Raj P Narayanam	Executive Chairman
Avinash Ramesh Godkhindi	Managing Director & Chief Executive Officer
Hari Priya	Company Secretary
Venkata Aditya Kumar Grandhi	Chief Financial Officer [w.e.f. August 25, 2022]
Abhay Deshpande Raosaheb	Independent Director
Aravamudan Krishna Kumar	Independent Director
Arun Vijaykumar Gupta	Non Executive Director
Perna Tandon	Independent Director
Vidya Niwas Khetawat	a. Chief Strategy Officer [w.e.f. August 25, 2022, upto August 24, 2023] b. Chief Financial Officer [w.e.f. December 10, 2021, upto August 24, 2022]
Other Related Parties	
Zaggle Technologies Limited	Subsidiary [w.e.f. January 12, 2023] (Refer Note 45)
Prismberry Technologies Private Limited	Companies in which KMP's relative has significant influence [w.e.f. August 23, 2023]
Span Across IT Solutions Private Limited	Associate company [w.e.f. March 30, 2024]

(b) Transactions with related parties

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) KMPs Remuneration:	31.26	28.03
Raj P Narayanam	10.20	10.20
Avinash Ramesh Godkhindi	6.87	8.20
Vidya Niwas Khetawat	2.19	2.44
Hari Priya	4.56	3.70
Venkata Aditya Kumar Grandhi	7.44	3.49
(ii) Employee stock option plan (Refer Note 44)	20.98	73.09
(iii) Issue of equity shares (including premium)	1.33	
(iv) Professional charges		
Prismberry Technologies Private Limited	7.33	-

(c) Amounts due from / due to related parties

Particulars	As at March 31, 2024	As at March 31, 2023
Due to related parties	-	-
Due from related parties	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

32 EARNINGS PER SHARE (EPS)

Basic earnings per share amounts is calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share amounts is calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Earnings		
Profit after tax for the year attributable to equity shareholders	440.20	229.01
Shares		
Original Number of Equity Shares (post sub-division) (Refer note 15)	9,22,18,710	18,08,210
Add: Impact of Bonus Issue (Refer note 15)	-	9,04,10,500
Add: Issued during the Year	3,02,63,783	-
Number of Shares outstanding at the end of the year	12,24,82,493	9,22,18,710
Weighted Average Number of Equity Shares		
For calculating Basic EPS	10,85,33,672	9,22,18,710
Effect of dilution:		
- On account of - ESOP	6,19,419	7,32,696
Weighted average number of equity shares for Diluted EPS	10,91,53,091	9,29,51,406
Earnings Per Share		
(Face Value ₹ 1 per share)		
Basic (₹)	4.06	2.48
Diluted (₹)	4.03	2.46

The Company is having potential equity shares options granted to employees under the ZAGGLE ESOP 2022 are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. Details relating to the options are set out in note 43.

33 SEGMENT REPORTING

The Company's operating business are organized and managed according to nature of Products and services provided. This assessment resulted in identification of (a) Program Fee (b) Platform Fee/SaaS Fee/Service fee; (c) Propel platform revenue / Gift Cards as separate lines of business activities at Revenue level, by the Chief Operating Decision Maker (CODM). However, since the Company does not allocate common operating costs, assets and liabilities across business activities, as per the assessment undertaken by CODM, the allocation resources and assessment of the financial performance is undertaken at the Company level.

a. Segment wise revenue information:

Revenue from Customers	For the year ended March 31, 2024	For the year ended March 31, 2023
Program fee	3,218.43	1,694.53
Platform fee / SaaS fee / service fee	312.49	242.32
Propel platform revenue / gift cards	4,225.06	3,597.75
Total	7,755.98	5,534.60

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

b. Geographical Segment information:

The Company has whole revenues from customers domiciled in India.

Revenue from Customers	For the year ended March 31, 2024	For the year ended March 31, 2023
With in India	7,755.98	5,502.67
Outside India	-	31.93
Total	7,755.98	5,534.60

c. Information about major customers (from external customers)

During the year the Company has derived revenue from 4 customers (March 31, 2023: 3) totalling to ₹ 3,464.19 Mn (March 31, 2023: ₹ 2,878.89 Million) which amounts to 10% or more of its total revenue.

- 34** The Company's equity shares have been listed on National Stock Exchange of India Limited ("NSE") and on BSE Limited ("BSE") on September 22, 2023, by completing the Initial Public Offering (IPO) of 3,43,52,255 equity shares of face value of ₹ 1 each at an issue price of ₹ 164 per equity share, consisting of fresh issue of 2,39,02,439 equity shares and an offer for sale of 1,04,49,816 equity shares by the selling shareholders. The Company had received an amount of ₹ 3,621.60 Mn (net off estimated offer expenses ₹ 298.40 Mn, including pre- IPO related estimated expenses) from proceeds of fresh issue of equity shares. Further, the fund raised from Offer for sale were remitted to the selling shareholders (net off estimated offer expenses borne by the selling shareholders). The utilization of the net proceeds is summarized as below:

Object of the issue as per prospectus	Amount to be utilized as per prospectus	Utilized amount up to March 31, 2024	Unutilized amount as at March 31, 2024*
Expenditure towards Customer acquisition and retention	3,000.00	852.67	2,147.33
Expenditure towards development of technology and products	400.00	6.13	393.87
Repayment/ pre-payment of certain borrowings, in full or part, availed by the Company	170.83	168.00	2.83
General corporate purposes*	50.77	1.62	49.15
Total	3,621.60	1,028.42	2,593.18

* Cost revised from ₹ 50.99 Million to ₹ 50.77 Million

* Net IPO Proceeds which were unutilized as at March 31, 2024 were temporarily invested in deposits with scheduled commercial banks and in monitoring agency account.

35 EMPLOYEE BENEFITS

a) Defined Contribution Plan

Provident Fund:

Contributions were made to provident fund and Employee State Insurance in India for the employees of the Company as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any other constructive obligation.

b) Defined Benefit Plan

Gratuity:

The Company provides Gratuity for employees in India as per the Payment of Gratuity Act, 1972. All employees are entitled to gratuity benefits on exit from service due to retirement, resignation or death. There is a vesting period of 5 years on exits due to retirement or resignation. There is a limit of ₹ 2 Mn on the gratuity payable to an employee. This defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

The present value of the defined benefit obligation and the relevant current service cost are measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date.

c) Amounts Recognized as Expense:
i) Defined Contribution Plan

Employer's Contribution to Provident Fund amounting to ₹ 6.09 Mn (March 31, 2023: ₹ 5.71 Mn) has been included in Note 26 under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity cost amounting to ₹ 5.86 (March 31, 2023: ₹ 4.75 Mn) has been included in Note 26 under gratuity. The Company's gratuity plan is unfunded.

d) Amounts recognized in the Financial statements as at year end for Gratuity provision are as under:

	As at March 31, 2024	As at March 31, 2023
i) Change in Present Value of Obligation		
Present value of the obligation at the beginning of the year	11.64	7.36
Current service cost	5.03	4.20
Interest cost	0.83	0.54
Actuarial (Gain)/Loss on Obligation- Due to Change in Financial Assumptions	0.09	(0.74)
Actuarial (Gain) / Loss on Obligation- Due to Experience Adjustments	(0.24)	0.28
Present value of the obligation at the end of the year	17.35	11.64
ii) Bifurcation of present value of Benefit obligation		
Current- Amount due within one year	0.95	0.22
Non-current- Amount due after one year	16.40	11.42
Total	17.35	11.64
iii) Expected benefit payments in future years		
Year 1	0.95	0.22
Year 2	24.94	0.51
Year 3	2.20	0.50
Year 4	5.12	0.48
Year 5	1.35	3.64
Year 6 to Year 10	6.95	1.13
iv) Sensitivity Analysis		
Discount Rate - 1% increase	16.33	10.57
Discount Rate - 1% decrease	18.50	12.92
Salary Escalation Rate - 1% increase	18.51	12.93
Salary Escalation Rate - 1% decrease	16.30	10.53
Withdrawal Rate - 1% decrease	17.20	11.38
Withdrawal Rate - 1% increase	17.49	11.89
v) Amounts Recognized in the Balance sheet:		
Present value of Obligation at the end of the year	17.35	11.64
Fair value of Plan Assets at the end of the year	-	-
Net Liability recognized in the Balance Sheet	17.35	11.64

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

	As at March 31, 2024	As at March 31, 2023
vi) Amounts Recognized in the Statement of Profit and Loss:		
Current service cost	5.03	4.20
Net interest on net defined Liability	0.83	0.55
Expenses recognized in Statement of Profit and Loss	5.86	4.75
vii) Recognized in other comprehensive income for the year		
Actuarial (Gains) / Losses on Liability	(0.15)	(0.46)
Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)' above	-	-
Recognized in other comprehensive income	(0.15)	(0.46)
viii) Actuarial Assumptions		
i) Discount Rate	7.10%	7.40%
Based on yields (as on valuation date) of Government Bonds with a tenure similar to the expected working lifetime of the employees.		
ii) Salary Escalation Rate	5.00%	5.00%
based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in consultation with the Company.		
iii) Retirement Age	58	58
iv) Attrition Rate	10%	5%
v) Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.	

36 FINANCIAL INSTRUMENTS

A. Financial instruments by category

	Note No.	Fair value level	March 31, 2024	March 31, 2023
Financial assets				
Measured at amortized cost				
Non current				
(i) Investments in unquoted equity shares (fully paid up)	6	Level 1	247.50	-
(ii) Other financial assets	7	Level 2	46.12	14.69
Current				
(i) Trade receivables	12	Level 2	1,746.21	1,026.59
(ii) Cash and cash equivalents	13 (a)	Level 2	79.40	195.89
(ii) Bank balances other than (iii) above	13 (b)	Level 2	2,713.67	30.07
(iv) Other financial assets	7	Level 2	30.40	1.15
Measured at Fair value through OCI				
Non current				
Investment in Unquoted funds (carried at fair value through OCI)	6	Level 2	12.33	-
Measured at Fair value through Profit or Loss				
Investment in quoted mutual funds-Non current	6	Level 1	-	4.85

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

	Note No.	Fair value level	March 31, 2024	March 31, 2023
Investment in quoted mutual funds-Current	6	Level 1	5.20	12.32
Total financial assets			4,880.83	1,285.56
Financial liabilities				
Measured at amortized cost				
Non current				
(i) Borrowings	17	Level 2	154.73	513.29
(ii) Lease liabilities	4	Level 2	87.57	158.65
Current				
(i) Borrowings	18	Level 2	581.29	697.44
(ii) Current lease liabilities	4	Level 2	42.68	44.10
(iii) Trade payables	19	Level 2	19.63	92.19
(iii) Other financial liabilities	20	Level 2	21.11	23.66
Total financial liabilities			907.01	1,529.33

Note: The Company has not disclosed the fair values for financial instruments such as short-term trade receivables or short-term trade payables because their carrying amounts are a reasonable approximation of fair values.

Note 1: For the purpose of above abbreviations, FVTOCI - Fair value through other comprehensive income; amortized cost - fair value through amortized cost.

Note 2: Other financial assets and liabilities relate to level 3 financial instruments where the carrying value reasonably approximates to their fair value.

B. Financial risk management

The Company activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, security deposits and bank deposits.	Ageing analysis. Credit score of customers/ entities.	Monitoring the credit limits of customers and obtaining security deposits
Liquidity risk	Borrowings	Cash flow forecasts managed by finance team under the overview of Senior Management.	Working capital management by Senior Management. The excess liquidity is channelized through bank deposits.

The Company risk management is carried out by the Senior Management under policies approved by the Board of Directors. The Board of Directors provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

Risk management framework

The board of directors have overall responsibility for the risk management framework. The board of directors are responsible for developing and monitoring the risk management policies. The board of directors monitors the compliance with the risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The risk management policies are 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 activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

A. Credit risk

i. Credit risk management

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments. The carrying amounts of financial assets represent the maximum credit risk exposure.

ii. Provision for Expected credit loss

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to ₹ 57.56 Mn (March 31, 2023: ₹ 57.56 Mn). The movement in allowance for credit loss in respect of trade receivables during the year was as follows:

Allowance for credit losses	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance	57.56	73.79
Reversal during the year	-	(16.23)
Closing balance	57.56	57.56

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

B. Liquidity risk

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

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities:

As at March 31, 2024

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Long-term borrowings (excluding current maturities)	154.73	-	154.73	-	154.73
Lease liabilities	130.25	57.50	165.58	-	223.08
Short-term borrowings	581.29	581.29	-	-	581.29
Trade payables	19.63	19.63	-	-	19.63
Total	885.90	658.42	320.31	-	978.73

As at March 31, 2023

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Long-term borrowings (excluding current maturities)	513.29	-	566.87	10.22	577.09
Lease liabilities	202.75	50.12	203.48	5.34	258.94
Short-term borrowings	697.44	697.44	-	-	697.44
Trade payables	92.19	91.93	0.26	-	92.19
Total	1,505.67	839.49	770.61	15.56	1,625.66

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(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

The Company has secured loans from bank that contain loan covenants. A future breach of covenant may require the Company to repay the loan earlier than indicated in the above table.

The Company has access to financing facilities of which ₹ 96.61 Mn (March 31, 2023 : ₹ 49.32 Mn) were unused at the end of the reporting period. The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

C. Market risk

(i) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

Particulars	March 31, 2024	March 31, 2023
Variable rate borrowings	367.95	187.50
Fixed rate borrowings	14.68	326.71

(ii) Sensitivity

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sensitivity		
1% increase in variable rate	(3.68)	(1.88)
1% decrease in variable rate	3.68	1.88

D. Currency risk

The Company does not have material revenues/assets denominated in foreign exchange and hence Company is not subject to foreign currency fluctuation.

37 CAPITAL MANAGEMENT

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity. The Board of Directors also monitors the level of dividends to equity shareholders.

The debt to adjusted capital ratio at the end of the reporting period was as follows:

	March 31, 2024	March 31, 2023
Total Debt (Refer Note 17 and 18)	736.02	1,210.73
Less : cash and cash equivalents and bank balances *	143.07	225.96
Adjusted net debt	592.95	984.77
Total equity	5,753.82	487.51
Adjusted net debt to adjusted equity ratio	0.10	2.02

* For bank balances, IPO Proceeds which were unutilized as at March 31, 2024 were temporarily invested in deposits are not considered

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

38 INCOME TAXES

Components of income-tax expense

Tax expense recognized in the Statement of Profit and Loss

	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Current tax		
Current year	162.11	85.97
Total	162.11	85.97
B. Deferred tax		
Origination and reversal of temporary differences	(4.50)	1.37
Total	(4.50)	1.37
Total	157.61	87.34
C. Tax on Other Comprehensive Income		
Deferred tax		
Origination and reversal of temporary differences - OCI	(0.63)	(0.12)
Total	(0.63)	(0.12)

Tax assets / liabilities (net)

	March 31, 2024	March 31, 2023
D. Advance tax (net of provision for tax)	11.00	119.01
E. Provision for tax (net of advance payment of taxes)	1.41	47.80
	12.41	166.81

Deferred tax assets (net)

	March 31, 2024	March 31, 2023
F. Deferred tax asset	27.60	23.10
G. Deferred tax liability	-	-
Deferred tax asset (net)	27.60	23.10

H. Reconciliation of tax expense and the Accounting Profit

The Income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before income taxes	597.81	316.35
Indian statutory income tax rate	25.17%	25.17%
Expected Income Tax Expense	150.46	80.00
Tax effect of expenditure disallowed under income tax	2.15	10.43
Others	5.00	(3.09)
Total income tax expense	157.61	87.34

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Movement during the year ended March 31, 2024	As at April 01, 2023	Credit/ (charge) in the Statement of Profit and Loss	Credit/ (charge) in OCI	As at March 31, 2024
Deferred tax assets/(liabilities)				
Depreciation/amortization of Property, plant and equipment	2.76	3.48		6.24
Provision for employee benefits	2.93	1.44		4.37
Provision for doubtful receivables	14.49	(0.31)		14.18
Right of use assets (net of lease liability)	1.52	1.29		2.81
Unabsorbed depreciation and business losses*	-	-		-
Others	1.40	(1.40)		-
Total	23.10	4.50	-	27.60
Movement during the year ended March 31, 2023	As at April 01, 2022	Credit/ (charge) in the Statement of Profit and Loss	Credit/ (charge) in OCI	As at March 31, 2023
Deferred tax assets/(liabilities)				
Depreciation/amortization of Property, plant and equipment	1.19	1.57	-	2.76
Provision for employee benefits	1.50	1.55	(0.12)	2.93
Provision for doubtful receivables	18.57	(4.08)	-	14.49
Right of use assets (net of lease liability)	0.75	0.77	-	1.52
Others	2.58	(1.18)	-	1.40
Total	24.59	(1.37)	(0.12)	23.10

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

39 REVENUE FROM CONTRACT WITH CUSTOMERS

Disaggregation revenue information

Set out below is the disaggregation of the Company's revenue from contract with customers:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Income from Platform and gift card	4,225.06	3,597.75
Income from Program fee and SaaS fee	3,530.92	1,936.85
	7,755.98	5,534.60
Within India	7,755.98	5,502.67
Outside India	-	31.93
	7,755.98	5,534.60
Timing of revenue recognition		
Services transferred over time	3,530.92	1,936.85
Goods transferred at a point of time	4,225.06	3,597.75
Total revenue from contracts with customers	7,755.98	5,534.60
Reconciliation of revenue recognized with the contracted price is as follows:		
Contract price	7,755.98	5,534.60
Less: Discounts and disallowances	-	-
Total revenue from contracts with customers	7,755.98	5,534.60
Contract balances		
Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables	1,746.21	1,026.59
Contract assets	-	-
Contract liabilities	-	-

40 The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses. The Company does not have any unhedged foreign currency exposure as at reporting date.

41 SUBSEQUENT EVENTS

No Significant Subsequent events have been observed which may require an adjustment / disclosure to the financial statements

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- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
 - The Group have not traded or invested in Crypto currency or Virtual currency during the financial year.
 - The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

- e. The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- f. The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- g. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the certain provisions of the Code will come into effect and the rules thereunder has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

43 EMPLOYEE STOCK BASED COMPENSATION:

Employee Stock Option Plan (ESOP) :

The Company instituted the Zaggle Employee Stock Option Scheme 2022, in which 46,10,936 stock options were approved by the Shareholders in Extra Ordinary General Meeting held on November 21, 2022 for the benefit of employees.

ZAGGLE ESOP 2022 Plan :

During Previous year, the Company has granted 24,23,369 equity shares of face value ₹ 1/- each under Employee Stock Option Scheme to Eligible Employees. The grant made during FY 2022-23 includes grant of 12,48,511 options at exercise price of ₹ 1 each and 11,74,858 options at exercise price of ₹ 271 each. The fair value of share option grant for exercise price of ₹ 1 amounting to 360.52 and exercise price of ₹ 271.00 amounting to ₹ 236.59 is estimated at the date of the grant using Black-Scholes method, taking into account the terms and conditions upon which the share option were granted.

In case of Type II options, The Exercise price at which options are granted to certain option grantees is higher than the prices at which the shares of the Company got listed on stock exchanges. To keep the scheme attractive to the employees, the Company has decided to reprice the options from ₹ 271 to ₹ 164 (the highest price from the price band for IPO) vide Share holders approval dated December 11,2023. Accordingly, resulting incremental fair value of ₹ 51.31 were considered for recognition of ESOP expenditure as per Ind AS - 102.

Disclosures as per IND AS 102 for outstanding options:

(i) Details of options granted under ZAGGLE ESOP 2022 Plan are as below:

Grant	Grant Date	Number of options granted	Number of options outstanding (as at March 31, 2024)	Exercise Price (in ₹)	Fair value at grant date (in ₹)
Type I	September 29, 2022	12,48,511	3,85,802	1.00	360.52
Type II	September 29, 2022	11,74,858	3,75,122	164.00	287.90*

*refer above note

(ii) Details of options granted under ZAGGLE ESOP 2022 Plan are as below:

Grant	Grant Date	Number of options granted	Number of options outstanding (as at March 31, 2023)	Exercise Price (in ₹)	Fair value at grant date (in ₹)
Type I	September 29, 2022	12,48,511	12,48,511	1.00	360.52
Type II	September 29, 2022	11,74,858	7,11,220	271.00	236.59

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

(ii) Exercise price and other details

Particulars	Type I	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Weighted average exercise price for outstanding options at year end (in ₹)	1.00	1.00
Weighted average remaining contractual life for outstanding options at year end	2.5 Years	3.5 years
Range of exercise prices for outstanding options at year end (in ₹)	1.00	1.00

Particulars	Type II	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Weighted average exercise price for outstanding options at year end (in ₹)	164.00	271.00
Weighted average remaining contractual life for outstanding options at year end	2.5 years	3.5 years
Range of exercise prices for outstanding options at year end (in ₹)	164.00	271.00

Details of the grant/issue as at March 31, 2024 are given below:

Particulars	Type I			
	March 31, 2024		March 31, 2023	
	No. of share options	Weighted average exercise price in ₹	No. of share options	Weighted average exercise price in ₹
Options outstanding at the beginning of the year	12,48,511	1.00	-	-
Granted during the year	-	-	12,48,511	1.00
Vested during the year	4,03,891	1.00	-	-
Exercised during the year	3,12,127	1.00	-	-
Lapsed during the year	4,58,818	1.00	-	-
Forfeited during the year	-	-	-	-
Options outstanding at the end of the year	3,85,802	1.00	12,48,511	1.00
Options vested and exercisable at the end of the year	91,764	1.00	-	-

Particulars	Type II			
	March 31, 2024		March 31, 2023	
	No. of share options	Weighted average exercise price in ₹	No. of share options	Weighted average exercise price in ₹
Options outstanding at the beginning of the year	7,11,220	271	-	-
Granted during the year	-	-	11,74,858	271
Vested during the year	1,32,255	164	-	-
Exercised during the year	73,608	164	-	-
Lapsed during the year	2,03,844	164	3,82,272	271
Forfeited during the year	-	-	81,366	271
Options outstanding at the end of the year	3,75,122	164	7,11,220	271
Options vested and exercisable at the end of the year	58,647	164	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

Break-up of employee stock compensation expense

Particulars	ZAGGLE ESOP 2022 Plan	
	March 31, 2024	March 31, 2023
KMP	20.98	73.09
Employees other than KMP	128.79	71.04
Total	149.77	144.13

Note: The Nomination and Remuneration Committee authorized the granting of 566,252 options to grantees in the meeting held on April 30, 2024

44 ADDITIONAL DISCLOSURE AS REQUIRED UNDER PARAGRAPH 2 OF 'GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS' OF THE SCHEDULE III TO THE ACT

As at March 31, 2024

Name of the entity	Net assets *		Share in profit / (loss)		Share in other comprehensive income ("OCI")		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit / (loss)	Amount	As % of consolidated OCI	Amount	As % of consolidated total comprehensive income	Amount
Parent	100.00%	5,753.82	100.00%	440.20	100.00%	(2.96)	100.00%	437.24
Subsidiary incorporated outside India								
Zaggle Technologies Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Associates (Investment as per the equity method)								
Indian								
Tax spanacross IT solutions private limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	5,753.82	100.00%	440.20	100.00%	(2.96)	100.00%	437.24
Consolidation adjustments	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Net amount	100.00%	5,753.82	100.00%	440.20	100.00%	(2.96)	100.00%	437.24

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(All amounts are ₹ in Million, except for share and per share data and where otherwise stated)

As at March 31, 2023

Name of the entity	Net assets *		Share in profit / (loss)		Share in other comprehensive income ("OCI")		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit / (loss)	Amount	As % of consolidated OCI	Amount	As % of consolidated total comprehensive income	Amount
Parent	100.00%	487.51	100.00%	229.01	100.00%	0.34	100.00%	229.35
Subsidiary incorporated outside India								
Zaggle Technologies Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	487.51	100.00%	229.01	100.00%	0.34	100.00%	229.35
Consolidation adjustments	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Net amount	100.00%	487.51	100.00%	229.01	100.00%	0.34	100.00%	229.35

* Net assets means total assets minus total liabilities excluding shareholders funds.

Note: The disclosure as above represents separate information for each of the consolidated entities before elimination of inter-company transactions. The net impact on elimination of inter-company transactions / profits / consolidation adjustments have been disclosed separately. Based on the group structure, the management is of the view that the above disclosure is appropriate under the requirements of the Act.

- 45** The Parent Company has incorporated a wholly owned subsidiary named as Zaggle Technologies Limited ("ZTL"), a private Company in the United Kingdom on January 12, 2023, as a subscriber to the memorandum. ZTL had allotted 1 equity share of GBP 1 to the Company upon incorporation, such shares remained unpaid as of March 31, 2023. ZTL had not commenced any business, operations or activities since its incorporation and there were no transactions during the period January 12, 2023, to March 31, 2023.

The Parent Company's Board of Directors on its meeting held on August 26, 2023 has decided to request ZTL to apply to the registrar of companies through its director, to strike off its name off the register in compliance with applicable provisions of the UK laws. Accordingly, the strike-off application was duly filed by ZTL on August 26, 2023 and parent company has received the dissolution notification dated November 21, 2023

For the purpose of consolidation, above subsidiary is considered as immaterial subsidiary and consolidation procedures done basis unaudited accounts of the subsidiary.

- 46** The consolidated financial statements were approved by the Board of Directors and authorized for issue on May 23, 2024

As per our report of even date attached

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: S200016

For and on behalf of the Board of Directors of
Zaggle Prepaid Ocean Services Limited
(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Prakash Chandra Bhutada
Partner
Membership No: 404621

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: May 23, 2024

Place: Hyderabad
Date: May 23, 2024



CIN: L65999TG2011PLC074795

Registered Office:

15th Floor – Western Block,
Vamasiram – Suvarna Durga Tech
Park, Nanakramguda Village,
Serilingampally Mandal, GHMC
Serilingampally Circle,
Rangareddi District - 500 032
Telangana, India

Corporate Office:

B1-004, Ground Floor, Boomerang
Building, C.T.S. No. 4A, Village
Saki Naka, Andheri (East), Taluka
Kurla, District Mumbai Suburban,
Mumbai 400 072, Maharashtra,
India