

Date: September 4, 2024

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 BSE Scrip Code: 543451	To, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 NSE Scrip Symbol: AGSTRA
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Ref: Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Annual Report for FY 2023-24 and Notice convening the Twenty First (21st) Annual General Meeting

Dear Sir/Madam,

This is further to our letter dated September 3, 2024, wherein we had informed that the Twenty First (21st) Annual General Meeting of the Company would be held on Friday, September 27, 2024, at 11:00 a.m. (IST), through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Pursuant to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the Annual Report of the Company for FY 2023-24 alongwith the Notice convening the Twenty First (21st) Annual General Meeting, which is being sent through email to the Members whose e-mail addresses are registered with the Company/Depositories.

The Annual Report of the Company for FY 2023-24 along with the Notice of the Twenty First Annual General Meeting is also available on the website of the Company at: www.agsindia.com

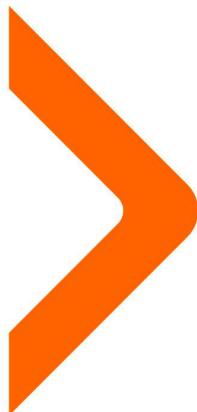
This intimation is being made available on the website of the Company at: www.agsindia.com.

Kindly take the above on record.

Thanking You,
Yours Sincerely,
For **AGS Transact Technologies Limited**

Sneha Kadam
Company Secretary
(Mem No: ACS31215)

Encl: Annual Report for FY 2023-24



AGS Transact Technologies Ltd.

www.agsindia.com

REGISTERED OFFICE

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CIN-L72200MH2002PLC138213

CORPORATE OFFICE

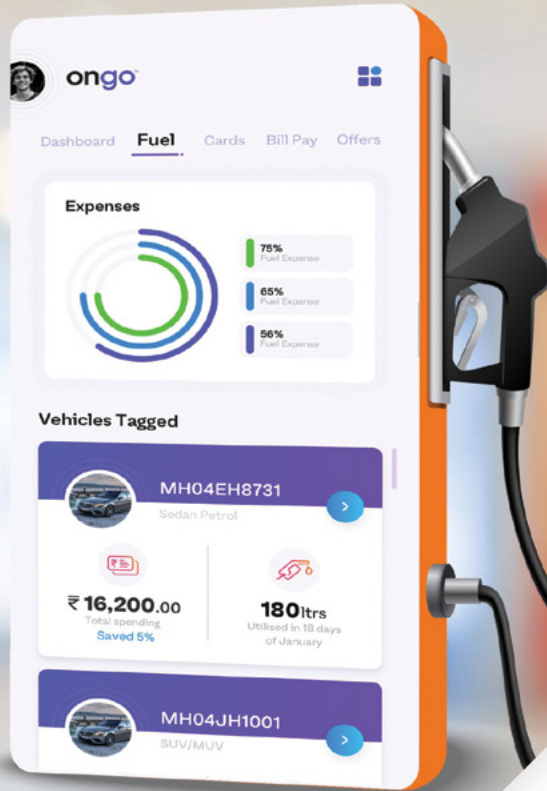
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Consolidating Strength

Navigating Towards Growth



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CIN: L72200MH2002PLC138213

BSE Code: 543451

NSE Symbol: AGSTRA

AGM Date: 27 September 2024

AGM Mode: Video Conferencing ('VC')/ Other Audio-
Visual Means ('OAVM')

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Consolidating Strength
**Navigating
Towards Growth**





As AGS Transact Technologies Limited charts its course towards expansion and growth, our journey is underpinned by the foundation of strengths and commitment to innovation. At the forefront of our endeavours is our integrated omnichannel payment platform, positioning us as a leader in delivering comprehensive payment solutions across diverse sectors in India. This platform facilitates seamless transactions while empowering businesses to adapt and thrive in a dynamic digital landscape.

Central to our success is the depth and breadth of our customer relationships, cultivated over years of dedicated services. We have developed our relationships with prominent players in the Banking, Petroleum, Retail, Transit and Fintech industries. We synergise our product offerings with cross-selling opportunities while catering to a diverse array of clients, thereby expanding our market presence and relevance. These underscore our commitment to excellence and drive our quest for continuous improvement and innovation.

Guiding our journey towards growth is a strong leadership team of experienced & diverse professionals, who steer our strategic vision with precision. Coupled with our in-house infrastructure and technological capabilities, these strengths empower us to deliver value-driven solutions that meet the evolving needs of our customers.

Navigating the voyage, we are poised to embrace emerging opportunities while leveraging our strengths, and redefine the landscape of payment solutions. Thus, **“Consolidating Strength: Navigating Towards Growth”** ushers in a new era of growth and prosperity for us.

About the Company

An integrated omni-channel Payment Solution Provider

Established in 2002, AGS Transact Technologies Limited (hereinafter referred to as “we”, “our”, or “us”) is as one of the leading integrated omnichannel payment solutions provider in India. We excel in delivering both digital and cash-based solutions to banks and corporate clients. Our deep engagement with the domestic payment market, combined with our commitment to continuous value addition for our customers, has driven our growth strategy. Our extensive industry experience and exceptional execution capabilities have earned us the trust of our customers and solidified our market reputation.

Our comprehensive range of products and services includes Digital Payment Solutions which encompasses merchant solutions, transaction processing services, and mobile wallets, ATM and Cash Recycler Machine (CRM) Outsourcing and Cash Management. We operate within broader business segments such as Payment Solutions, Banking Automation Solutions, and Other Automation Solutions. Our operational excellence is further enhanced by our omnichannel digital payment platform, “Ongo”, which provides acquiring solutions such as the Point of Sale (POS) solutions and issuance solutions like the dedicated open-loop prepaid solutions for consumers, establishing a unique position for us in the market.

With a widespread presence across India, covering 2,200 cities and towns with 35 branch offices (including subsidiaries), we are well-positioned to serve our clients effectively.

Delineating our stature

We are:

Among the largest

integrated omni-channel payment solutions providers in India

Among the largest deployers

of POS terminals at petroleum outlets in India

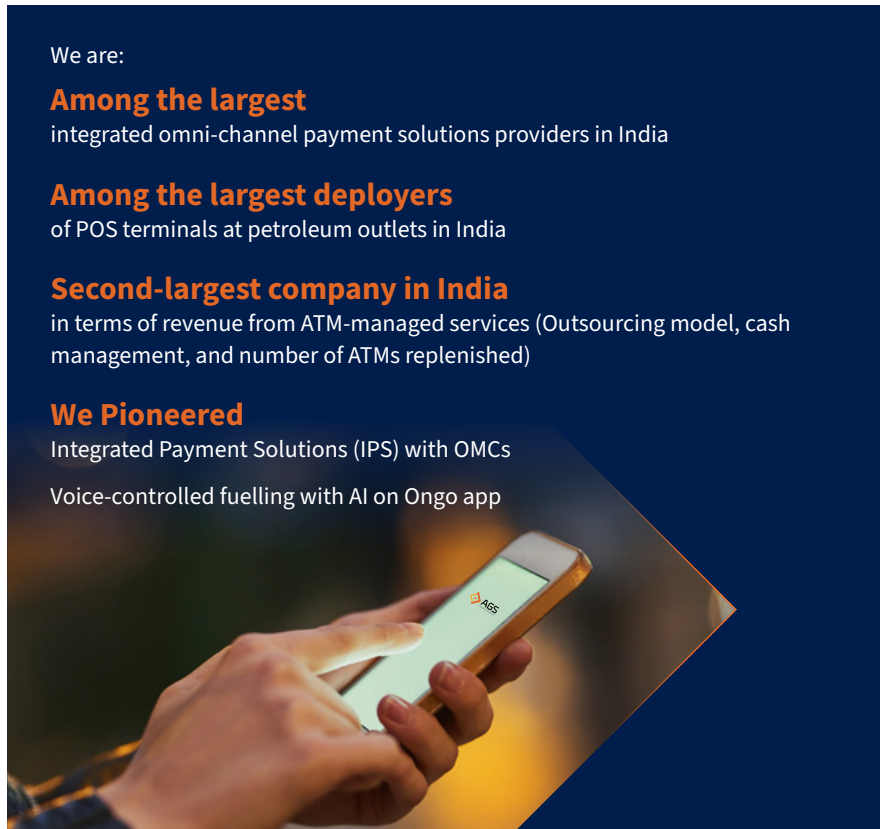
Second-largest company in India

in terms of revenue from ATM-managed services (Outsourcing model, cash management, and number of ATMs replenished)

We Pioneered

Integrated Payment Solutions (IPS) with OMCs

Voice-controlled fuelling with AI on Ongo app



Organisational fundamentals



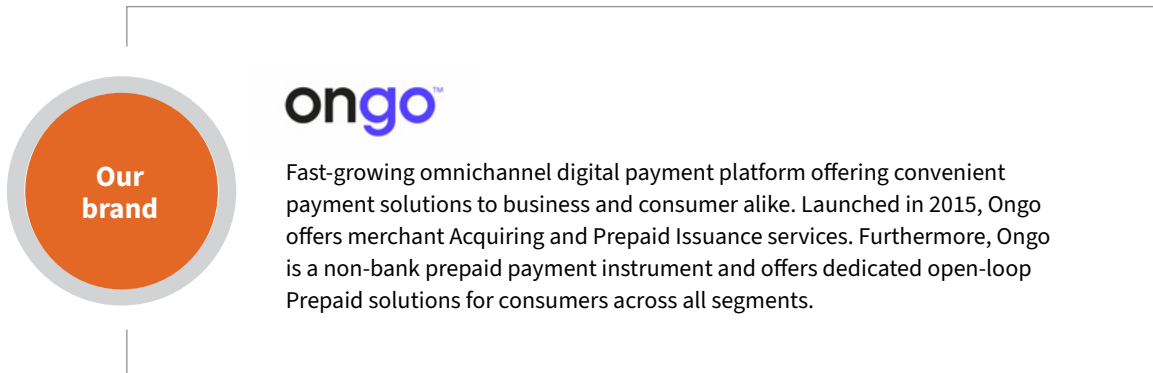
Our Vision

To be a leader in payment solutions by delivering secure, innovative products that engage a customer across the product value chain in a cost-effective manner.

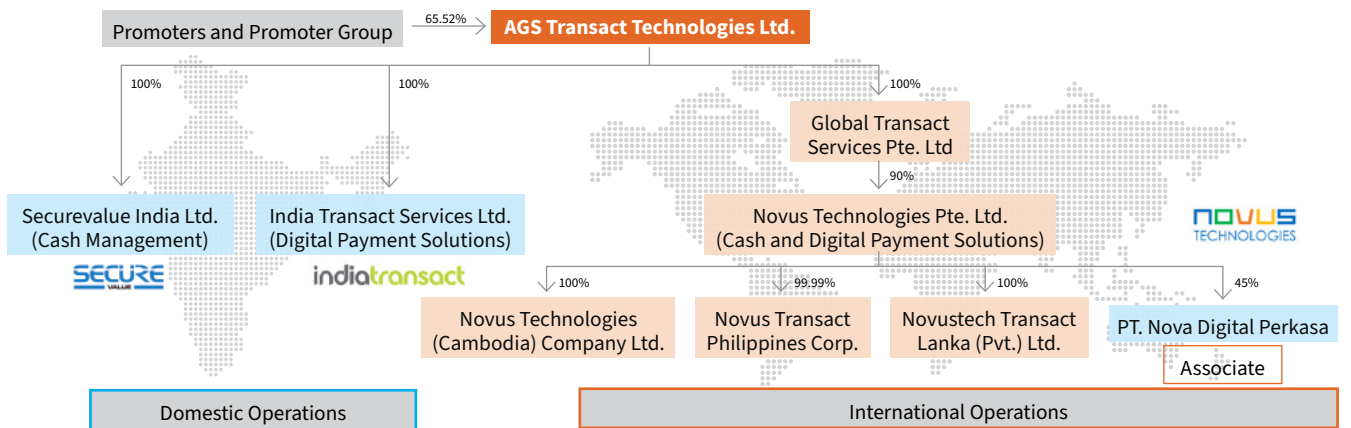


Our Mission

Provide end-to-end cash and digital payment solutions and technology for the banking, retail, petroleum, e-commerce and fintech sectors.



Our corporate structure



As of 31 March 2024

Corporate highlights

Our key performance indicators

75,361

ATMs & CRMs
Managed/Service

248,580+

Merchant POS installed

486,400+

Customer touchpoints

₹ 218 Billion

Merchant gross
transaction value

50,000+

NCMCs issued

38,418

Cash management services
to ATMs through SVIL

625 Million

Switching transactions

Our expansive geographic presence

AGS Transact Technologies Limited has an expansive geographical presence across India, covering over 2,200 cities and towns. With 35 strategically located branch offices, we are well-positioned to support our growing client base. Our robust infrastructure ensures seamless delivery of our integrated omnichannel payment solutions nationwide. Beyond India, we are strategically expanding our network, offering end-to-end cash and digital payment solutions and technology for the banking, retail, petroleum, e-commerce, and fintech sectors in international locations like Sri Lanka, Singapore, Cambodia, the Philippines, and Indonesia.



35

Office Locations



47

Vaults



400+

Spoke Locations



2,200+

Towns & Cities

Key Business Highlights

Completion of the Deployment of
~270 Dedicated cash vans by SVIL

1,350 ATMs

Deployment order received from the State Bank of India (SBI) under Banking Automation

14,000 sq. ft.

New cash vault facility established in Bengaluru

Order win of

₹ 1,100 Crores over 7 years

for deploying 2,500+ ATMs under Outsourced/Managed Services portfolio from the State Bank of India

Brand highlights

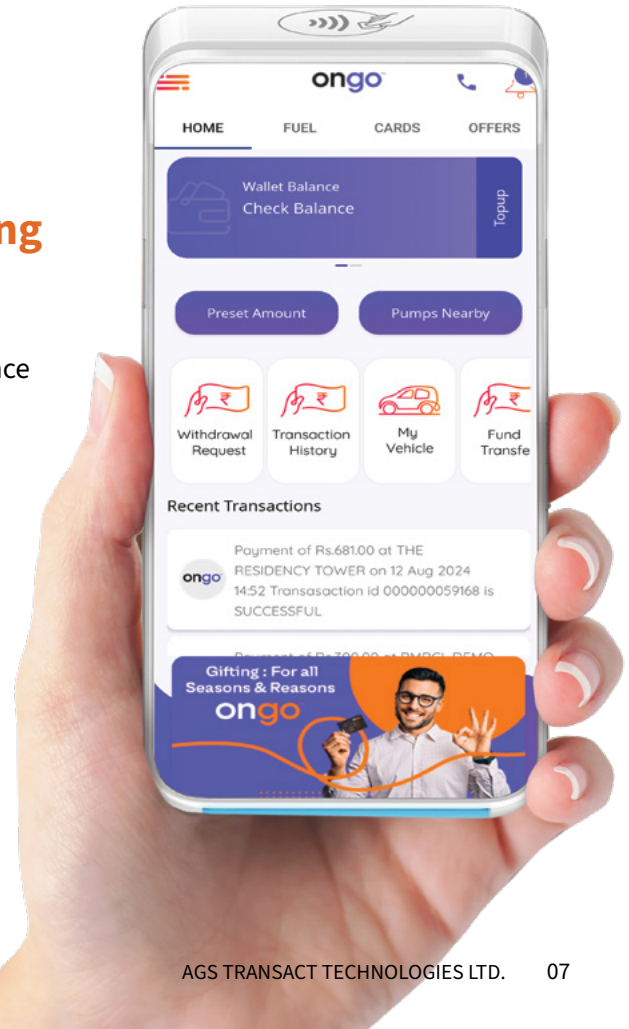


Voice-Controlled Fuelling with AI Assistant

Commenced pilot testing on its app to provide an enhanced fuelling experience

ATM cash withdrawal

Facility on Ongo PPI



Our businesses

Excellence ingrained

➤ Our business encompasses ATM/CRM Outsourcing, Cash Management and Digital Payment Solutions alongside banking and other automation solutions. This includes overseeing a range of technologies such as ATMs, CRMs, and Point of Sale (POS) terminals, and Prepaid solutions, catering to diverse sectors including retail, and petroleum outlets. Through our integrated offerings, we streamline transactions and enhance operational efficiency for our clients. With a focus on innovation and customer satisfaction, we continuously evolve to meet the dynamic needs of the modern marketplace.

Revenue visibility from three major business segments

Payment Solutions

- Cash Payment Solutions
- Digital Payment Solutions



87%

Revenue generated from Payment solutions

Banking Automation Solutions



10%

Revenue generated from Banking Automation services

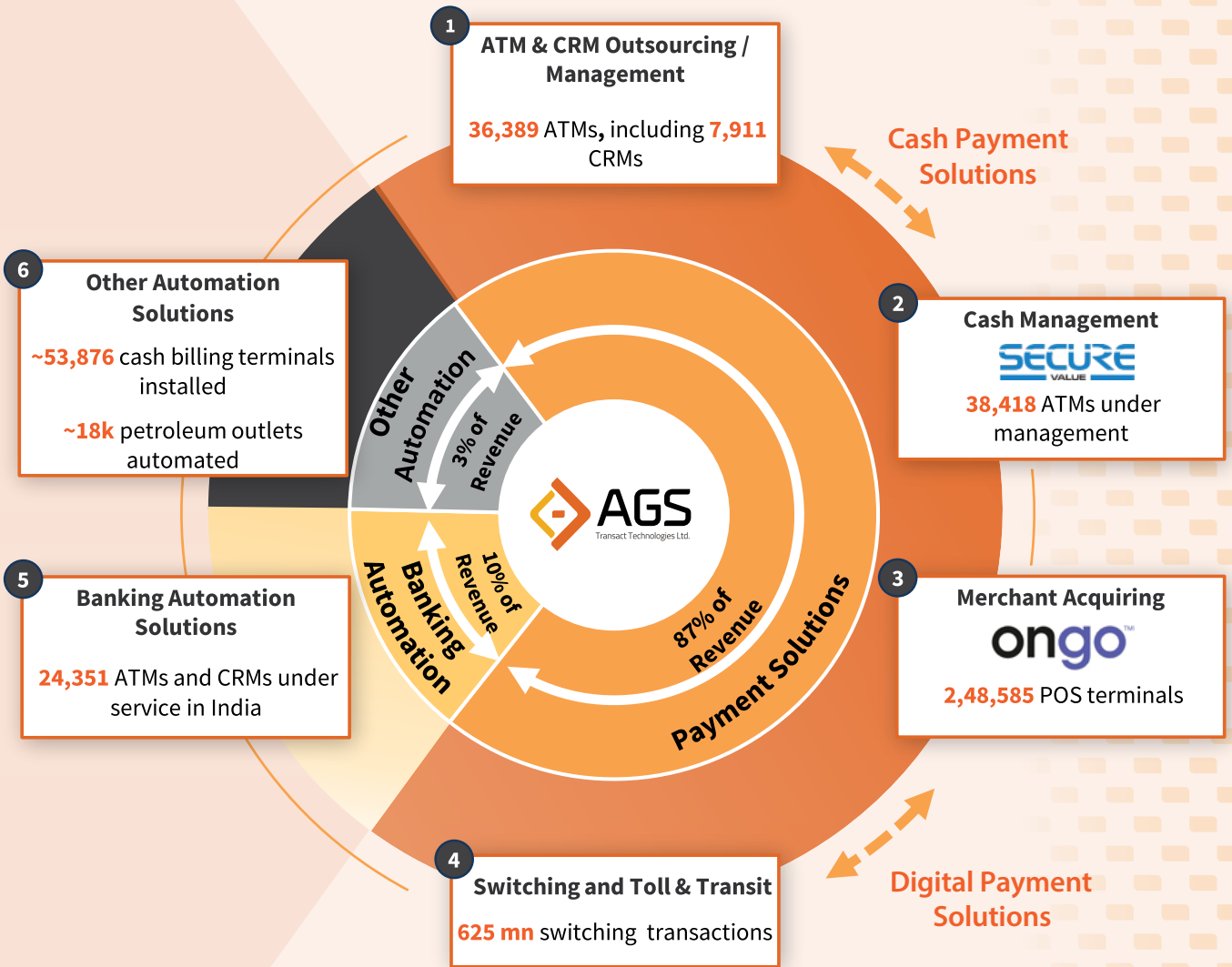
Other Automation Solutions



3%

Revenue generated from Other Automation services

As of 31 March 2024



As of 31 March 2024

Our journey

Growing multifold



- ◆ Incorporated AGS Transact Technologies Limited

2002

2004

- ◆ Started manufacturing of paint dispensers at Daman
- ◆ Established relationship with Wincor Nixdorf (Now Diebold Nixdorf)
- ◆ Commenced operations of our banking automation solutions segment

2009

- ◆ Entered into a cooperation agreement with Diebold Nixdorf for banking and retail products
- ◆ Began ATM outsourcing and managed services business (as a part of our banking payments solutions segment)

2011

- ◆ Introduced currency technology solution under the brand 'Genuine'
- ◆ Investment in our Company by TPG



2012

- ◆ Investment in our Company by Oriole (Actis)
- ◆ Launched cash management business through our wholly-owned subsidiary, Securevalue India Limited

2013

- ◆ Ventured into international operations

2014

- ◆ Received authorisation from the RBI to set up and operate a payment system for semi-closed pre-paid payment instruments services in India under our wholly-owned subsidiary, ITSL





- ◆ Launched Fastlane, the first RFID payment for fuelling in India
- ◆ Became among the first companies to launch QR code-based payments for various card schemes



- ◆ Listed on the Indian Stock Exchanges (NSE & BSE)



- ◆ Issuance of open-loop co-branded cards for Patanjali Ayurved
- ◆ Issuance of industry-first Instant NCMC 'Ongo Ride' at Chennai Metro (No-KYC NCMC)
- ◆ Initiated contactless Ongo fuelling solution on open-loop platform

2016

- ◆ Started ATM manufacturing at Daman under the AGS Transact brand 'AGS'
- ◆ Entered a hosting and management services alliance with ACI Worldwide
- ◆ Entered the Sri Lankan market through Novus Transact Lanka (Private) Limited
- ◆ Forayed into the transit business to offer automatic fare and electronic toll collection systems

2018

2019

- ◆ Initiated AGS QR Cash, India's first QR-based cash withdrawal feature on ATMs
- ◆ Pioneered Integrated Payments Solution (IPS) for OMCs
- ◆ Introduced an Asia-Pacific payment innovations forum 'Paynnovate' along with Novus Technologies

2022

2023

- ◆ Received authorisation from the RBI to issue co-branded open-loop prepaid cards
- ◆ Powered National Common Mobility Card or NCMC for Bengaluru Metro Railway Corporation Limited

2024

Chairman and Managing Director's Message



> The global economy, rebounding from multiple headwinds, maintained its momentum from CY 2023, aided by worldwide synchronised monetary policies and downward inflationary trends. In CY 2024, the global economy showed remarkable resilience, promising further progress.

Dear shareholders,

I am delighted to present the FY 2023-24 Annual Report of AGS Transact Technologies Limited. This document encapsulates our vision for shaping the future of India's payment landscape where AGS Transact Technologies Limited stands at the forefront. The reporting period highlights our strategic efforts in capitalising on the transformation of the country's payment ecosystem. Our core focus remains on enhancing customer value through a robust business model, driving sustained growth for our shareholders. Looking ahead, we are committed to reinventing customer interactions, transactional procedures, and business continuity to broaden our impact and strengthen our brand value.

The macroeconomic overview

Macroeconomic vulnerabilities significantly impact our business, requiring strategic adaptations to sustain growth. During the reporting period, both the global and Indian economies performed robustly. The global economy, rebounding from multiple headwinds, maintained its momentum from CY 2023, aided by worldwide synchronised monetary policies and downward inflationary trends. In CY 2024, the global economy showed remarkable resilience, promising further progress.

Meanwhile, the Indian economy solidified its position as the 5th largest in the world¹. According to NSO data, GDP grew at 8.2% in FY 2023-24, up from 7.0% the previous year, driven by strong domestic demand, increased investment, moderate inflation, and a stable interest rate environment. Despite concerns over volatile food prices, the Reserve Bank of India maintained the repo rate at 6.50%.

With an optimistic forecast of 7.2% GDP growth for FY 2024-25, strong public investment, private capex, and rising private consumption are set to drive India's economic ascent.

Industry Overview

The Indian Payment Industry is undergoing rapid transformation driven by digitalisation. Government-led initiatives have significantly boosted digital payment infrastructure, shifting from traditional cash transactions to mobile wallets and Unified Payments Interface (UPI). The introduction of new use cases and products by payment service providers has increased digital payment adoption. UPI, in particular, has driven this growth, with transactions accounting for ₹ 200 Lakh Crores and 131 Billion transactions in the reporting period¹. The volume of digital payments transactions increased by 44% in a year from 113.9 billion transactions in FY 2022-23 to 164.4 billion in FY 2023-24². National Electronic Toll Collection (NETC) and credit card usage also continue to grow significantly³.

While digital payments surge, cash transactions have also seen steady progress. According to an industry report, average cash withdrawals have increased from ₹ 1.35 Crores in FY 2022-23 to ₹ 1.43 Crores in FY 2023-24. This underscores the ongoing demand for ATMs and Cash Recycling Machines (CRMs), with cash remaining a primary transaction tool¹.

Delivering transactional convenience is key to the payment industry's growth. Digital disruption is reshaping organisational operations and consumer interactions, with financial institutions aligning their strategies to robust

~ ₹ 35 Lakh Crores

Cash in circulation

164.4 Billion

Total digital transactions

digital transformation. This includes large-scale integration of digital banking infrastructure, such as mobile and internet banking, shifting transactions from a service to a convenience.

Aligned with the Government's commitment to enhancing the payment ecosystem, the Reserve Bank of India's initiatives will bolster security and convenience. Initiatives like enhancing UPI's versatility through linking Prepaid Payment Instruments (PPIs) with third-party UPI applications will increase flexibility for PPI users. Also, UPI platform's growing popularity among the overseas markets underscores its robustness. The "Digital Payments Intelligence Platform" will leverage advanced technologies to mitigate fraud risks, fostering a safer environment for digital transactions. Expanding the e-mandate framework to include automatic replenishment for FASTag, NCMC, and UPI Lite wallets ensures seamless, hassle-free recurring payments¹. The RBI Hackathon HARBINGER 2024, focussing on zero financial frauds and inclusivity, highlights their dedication to innovative solutions that prioritise safety, security, and accessibility. These measures collectively enhance public confidence and trust in digital payments¹.

¹ Media Reports² RBI Annual Report³ PWC The Indian Payments Handbook 2023-2028

➤ Further, to enhance the performance of our digital payment solutions, we have aligned ourselves to capitalise on the Government’s initiatives like National Common Mobility Cards (NCMCs). In collaboration with RBL Bank, we have issued so far 50,000+ NCMCs for Bangalore Metro Rail Corporation.

Business overviews and strategies

Our payment solutions viz. digital and cash payments are the biggest revenue contributor to our business. During the reporting period, we have generated almost 87% of our revenue from these two segments only. As we look ahead, we are very optimistic about our business model and are committed to building on this momentum to drive sustained growth.

A key driver of our growth outlook is the digital payments business which generated 20% to the revenue of the payment solutions business segment. We anticipate a promising FY 2024-25 with several exciting new launches in the pipeline. Our portfolio includes a unique digital payment ecosystem, ‘Ongo’, designed to shift payments from a service to a convenience for customers along with providing merchant acquiring and issuance services. Ongo is a non-bank prepaid payment instrument, offering open-loop prepaid solutions for consumers.

Further to enhance the performance of our digital payment solutions, we have aligned ourselves to capitalise on the Government’s initiatives like National Common Mobility Cards (NCMCs). In collaboration with RBL Bank, we have issued 50,000+ NCMCs for Bangalore Metro Rail Corporation. Similarly, we have launched instant NCMC ‘Ongo Ride’ at Chennai Metro for a seamless commuting

experience. This is an industry-first initiative where ready to use NCMC cards can be purchased through Card dispensers installed across select metro stations. No KYC is required for these Ongo Ride cards for using at NCMC enabled transit services like Metro, buses, water ferries and also toll booth & parking. With more such opportunities being explored, we are looking at a collective target of issuing 25 Lakh NCMC over the next two years. For our open-loop co-branded prepaid cards, rolled out recently for a leading Indian FMCG conglomerate, we are looking to explore similar collaboration opportunities with leading brands. Additionally, we are pilot-testing open-loop contactless fuelling solution on our Ongo platform and set for a nationwide rollout. The seamless integration of voice commands into the Ongo app represents our significant step forward in the evolution of AI-driven solutions. During early 2024, we have onboarded 1,000+ fleet vehicles for this programme and further looking forward to penetrate ₹ 1.6 Lakh Crores market potential fleet fuelling market. Our asset-light digital business model, strategic collaborations, and PPI infrastructure expansion aim for substantial profit contributions in the coming future.

For our cash payment solutions, we have undertaken route optimisation and cost reduction efforts to improving our overall efficiencies. The cash payment solution business is our core business which entails ATM/CRM outsourcing model and cash

management services. Rapid expansion of the bank branch network and the widespread adoption of cash recycler machines (CRMs) are expected to further drive growth of our core cash payments business. We are also actively working to further strengthen this segment through multiple contract renegotiations at improved rates. This segment particularly runs on the fixed and transaction fees-based model and contributes to our recurring revenues. The cash management business is being delivered by Securevalue India Limited (SVIL), our wholly-owned subsidiary and the second-largest cash management company in India. The ATM outsourcing and Cash management business contributes to nearly 67% of our consolidated revenue. Recently, SVIL has set up a new cash vault facility in Bengaluru which will offer best-in-class cash-in-transit services with higher operational efficiency and security. Its strategic location will enhance our cash management operations across Karnataka and further add up to our competitive advantage.

One of the notable milestones we have achieved, leveraging our leadership position in the integrated omnichannel payment solutions business, is securing significant contracts from leading public and private sector banks in India through various RFPs. We are on track to complete the execution of the State Bank of India order for 1,350 ATMs under banking automation by second quarter of FY 2024-25 and of the 2,500 ATMs under

the outsourcing portfolio, worth ₹ 1,100 Crores over seven years, by the end of FY 2024-25. This accomplishment is a testament to our market reputation and adds significant brand value to AGS Transact. Furthermore, our digital payment solution subsidiary India Transact Services Limited (ITSL) has strengthened its leadership team through appointment of Mr. Vinayak R Goyal as the Managing Director who brings a unique viewpoint and innovative approach to our digital payment strategy. We are confident that his leadership will be pivotal as we continue to expand our digital payment solutions and enhance our offerings to better serve our customers.

Performance overview

Delving into our financial performance, FY 2023-24 saw our total income stand at ₹ 15,088 Million, reflecting a 12% decrease. Loss after tax for the period was ₹ 801 Million as compared to profit after tax of ₹ 370 Million in FY 2022-23.

During the reporting period, we strategically scaled down low-margin and capital-intensive businesses, focussing on maximising revenue and reducing costs, resulting in an approximate revenue impact of ₹ 200 Crores. Notably, the share of revenue from services increased to over 90%. Our operating cash flow remained robust, with net cash flows from operating activities rising to ₹ 3,492 Million compared to ₹ 2,493 Million in FY 2022-23. We also successfully reduced our debt, improving our cash position and lowering net debt from ₹ 6,769 Million to ₹ 5,707 Million.

Turning to our subsidiaries, Securevalue India Limited reported a total income of ₹ 4,457 Million (including AGS) with an EBITDA margin of 16.5%. Non-AGS business accounted for approximately 48% of its total revenue. India Transact Services Limited (ITSL), our digital payment subsidiary, recorded revenue of ₹ 1,763 Million with an EBITDA margin of 5.6%. GTSL, our foreign subsidiary, generated revenue of ₹ 755 Million, achieving an

impressive EBITDA margin of 25.3%. These results underscore our strategic focus on profitability and operational efficiency across our diversified portfolio.

Business outlook

India's payment ecosystem has witnessed remarkable synergy, driven by the government's push towards digitalisation. Key initiatives such as enabling UPI for cash deposits, UPI access for PPIs, offline UPI payments, expanding e-RUPI vouchers, linking RuPay credit cards to UPI, and interoperable card-less cash withdrawals at ATMs are boosting the digital payments industry. In line with these initiatives and industry growth, we are strategically focussing on increasing revenue from the digital payment solutions segment by utilising our core expertise, leveraging our PPI licence, and strengthening our foothold with the large customer base we have built over the years. Further to enhance our operational capabilities, we are going to raise ₹ 1,600 Million as preferential warrants out of which ₹ 1,200 Million will be raised by the promoter's group and the rest by the non-promoters. The strategic method will strengthen our capital position and utilise the same to boost our operational efficiency.

CSR focus

Beyond our corporate responsibilities, we acknowledge our commitments to the communities that grant us the privilege to operate. Recognising them as integral stakeholders, we have developed initiatives to foster positive impacts on their lives. Through the AGS Community Foundation, we support efforts like AGS Shiksha, which provides education to underprivileged and special children in underserved areas of Mumbai. By partnering with NGOs and local authorities, we strive to maximise our social impact, driving meaningful change and upliftment in the communities we serve.

Closing remarks

As we move ahead with our vision, we remain mindful of potential challenges. However, with our dedicated team, sound business model & partnerships, resilient work culture, and commitment to excellence, we can thrive against the odds. Our success is also due to the exceptional guidance of our Board of Directors, whose visionary leadership has steered us through both prosperous and challenging times.

Our success is measured not just by financial figures but by the value we create for our customers while assisting in building an organised payment landscape for the future of the country's finance. I extend heartfelt gratitude to our shareholders for their support. Together, we will redefine transactions, transforming from a service to a convenience.

With best wishes,

Ravi B. Goyal
Chairman & Managing Director

The opportunity matrix

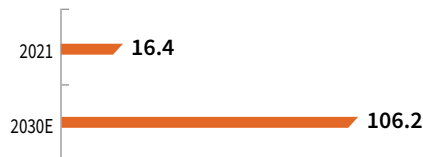
Routes to success

➤ The dynamism of Indian payment industry has propelled us with ample opportunities to thrive. The primary growth has been driven by the digital payments whereas the cash payments have also gained momentum, with pace in expansion of branches by leading private & public sector banks. Notably, the Government-led economic digitisation has routed us with multi-fold opportunities including UPI integration on PPI through third party apps & cash deposit through UPI on cash recyclers, National Common Mobility Card (NCMC), and enabling transactions at POS and micro-ATM using Aadhaar. Assessing the industrial movement trends and customer’ transaction handling preferences, we have strategised to scale our digital and cash payment management services while sustaining our momentum on the back of industrial growth.

Indian payment industry growth outlook

Considering the greater impact of financial infrastructure on the nation’s vision to be a developed country, an organised financial ecosystem is imperative. The broader scale ongoing economic digitalisation along with lucid cash transaction to support ground level economy is complementing the overall industrial growth. This momentum is expected to drive payment industry’s growth to US\$ 106.2 Trillion in terms of inflows and US\$ 50 Billion in terms of revenues in 2030.

Payment industry growth (US\$ Tn)



Megatrends shaping the digital payments industry

The convenience of digital payment modes has accelerated the growth of digital payment industry in the country by multi folds. During FY 2023-24, the digital payment transactions has grown to 164.4 Billion from 113.9 Billion in FY 2022-23, marking a 44% growth on y-o-y basis.



Unified Payment Interface (UPI)

- ◆ Enabling payments through virtual payment address (VPA)
- ◆ Enabling P2P, B2B, and P2M transactions
- ◆ To increase the speed of small value transactions offline payments on UPI has been introduced
- ◆ Linking RuPay Credit Cards to UPI for customer transaction convenience
- ◆ Enabling UPI for Cash Deposit Facility
- ◆ Enabling UPI on Prepaid Payment Instruments (PPIs) through third party apps

Aadhaar enabled payment system (AePS)

- ◆ Enabling transactions at POS and micro-ATM using Aadhaar
- ◆ 135 banks live with AePS enhancing customer transaction convenience
- ◆ 371.9 Million approved transactions with 24.2 Million eKYC fortifying the rapid adoption across diverse customer base

Over 75%

Revenue generated from Digital retail payments made in India are through UPI

₹ 200 Trillion

UPI transactions value in FY 2023-24

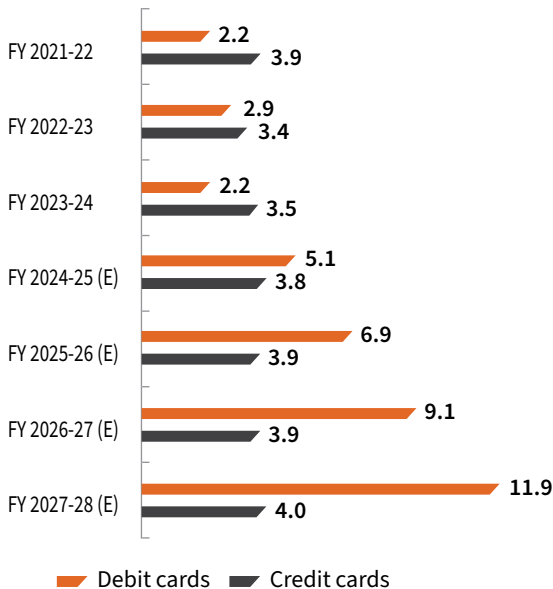
131.12 Billion

UPI transactions volume

Other initiatives by the Government

- ◆ Distribution of Central Bank Digital Currency (CBDC) through Non-bank Payment System Operators
- ◆ Focussing on increasing the penetration of the Digital Banking Units (DBUs) in the country
- ◆ Expanding the scope and reach of e-RUPI vouchers
- ◆ Interoperable Card-less Cash Withdrawal (ICCW) at ATMs

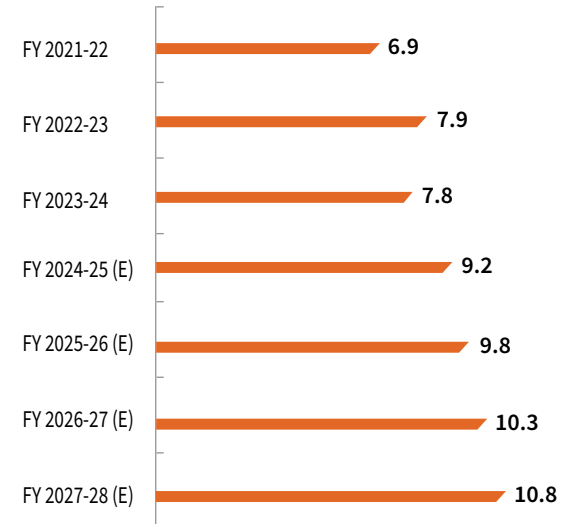
Transaction volume of cards (in Billion)



(E) - Estimated

Source: The Indian Payments Handbook 2023-2028 – PwC; NPCI Research; Chiratae-EY Analysis

Transaction volume of PPIs (in Billion)

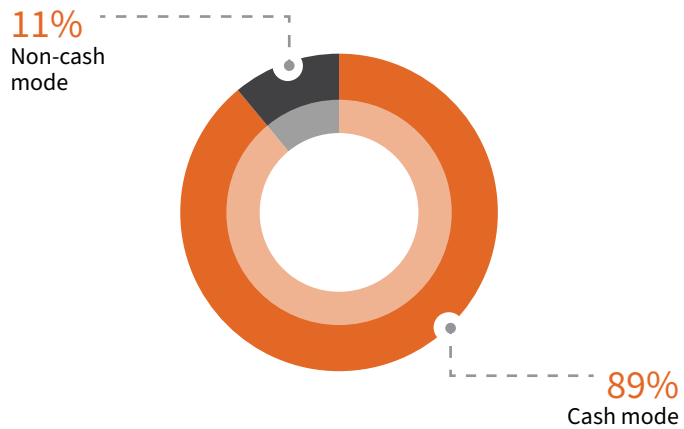


Megatrends shaping the cash payments industry

Cash remains a widely used form of payment and with an increased economic activity often leads to higher demand for cash as people engage in more transactions.

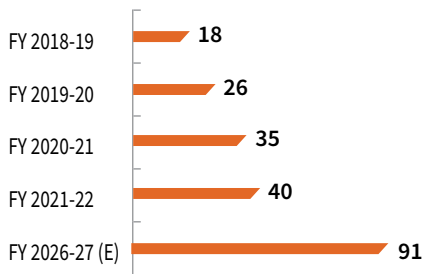
- ◆ Cash deposit interoperability is set to boost CRMs, which are projected to grow at a 23% CAGR during the next five years
- ◆ RBI's increase in interchange fee from ₹15 to ₹17 per financial transaction boosts margins
- ◆ Enhanced services and guidelines (RBI, MHA, and cassette swap) raise monthly ATM revenue
- ◆ The currency in circulation has more than doubled from ₹ 13.35 Lakh Crores in March 2017 to ₹ 35.15 Lakh Crores in end March 2024

Ratio of cash and non-cash transaction (%) (FY 2021-22)



Source: Ken Research Report

Number of ATMs are expected to grow driven by CRMs (in '000)

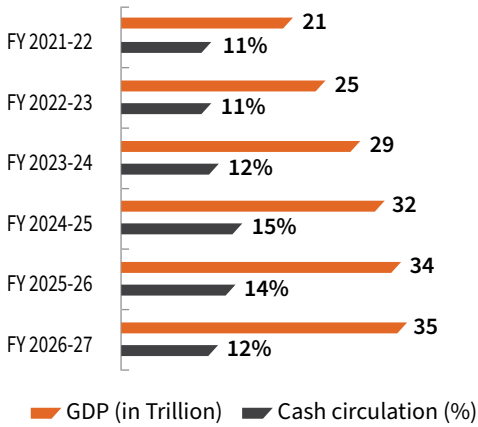


(E) - Estimated

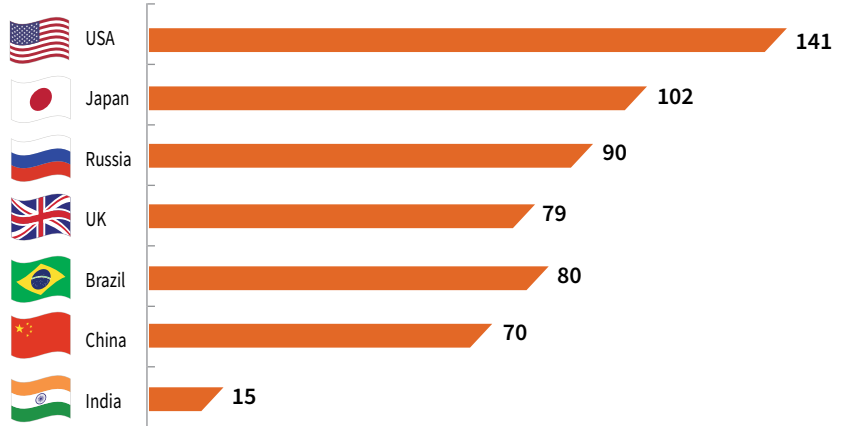
Source: Ken Research Report



Cash in circulation as a % of GDP*



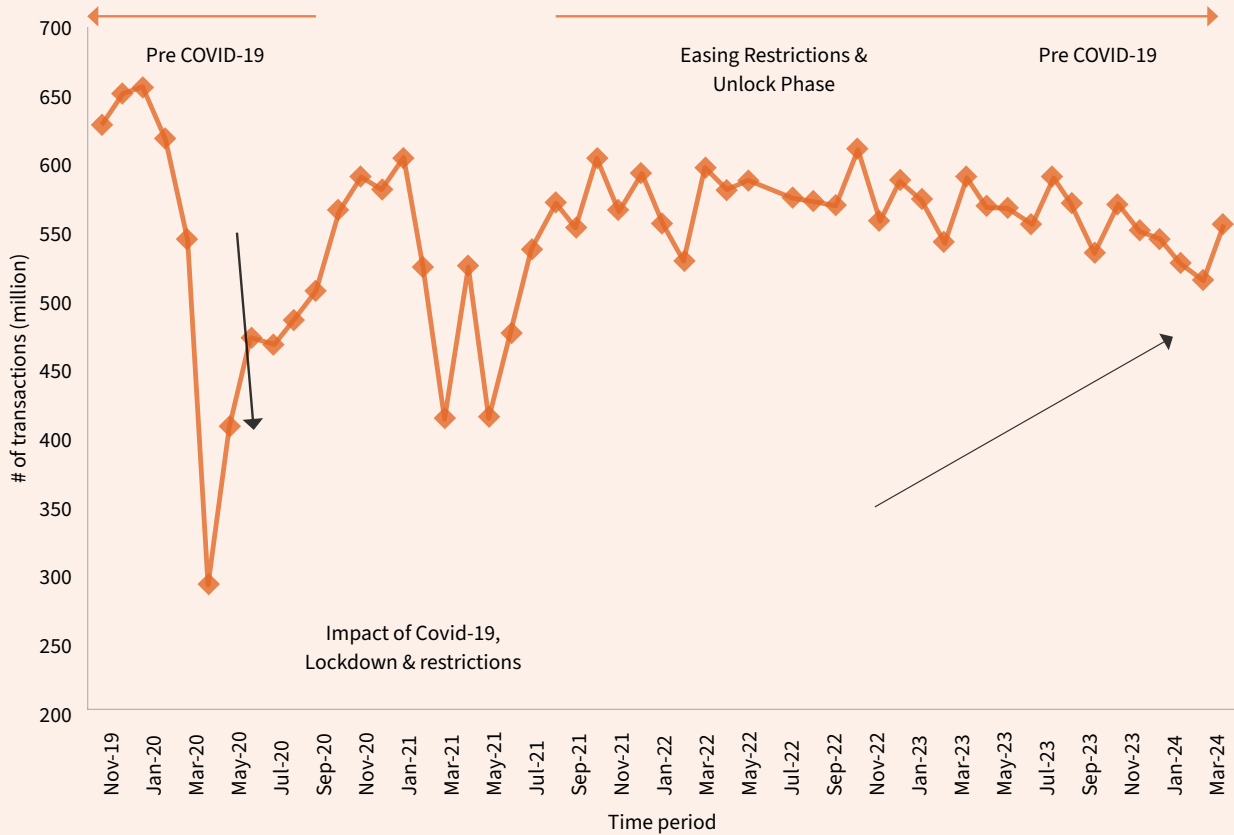
ATMs per 100k people



ATM penetration

Lower ATM penetration in the country compared to other developed economies providing greater opportunities to scale in future.

Cash withdrawal trend



Source: Ken Research Report, *RBI Report

Strengths and strategy

Leveraging the prospects efficiently

➤ Our distinctive strengths and strategic initiatives serve as the cornerstone of our growth in the ever-evolving domestic payment industry landscape. With robust technological capabilities and an integrated omnichannel platform, coupled with a diversified customer base and experienced leadership, we maintain a competitive edge. Our comprehensive in-house infrastructure empowers us to innovate and deliver value-added services, while our strategic initiatives pivot towards delivering convenience beyond traditional offerings. These efforts ensure our continued pursuit of scalability and excellence in meeting the evolving needs of our customers.

Strengthening Digital Payment Solutions and Infrastructure

Capitalising on the Government’s focus to digitalise the economy, we are strategically expanding our Digital Payment Solutions portfolio by integrating POS, Integrated Payment Solutions (IPS), and value-added services on the acquiring side. In parallel, we are actively advancing the issuance side of our digital business by architecting an innovative open-loop Prepaid Payment Instrument (PPI) infrastructure, encompassing prepaid payment cards and digital wallets. This holistic approach is further augmented through strategic collaborations with key Oil Marketing Companies (OMCs) in India, cobranded initiatives with leading banks & retail giants aimed at fortifying our network reach and accelerating widespread adoption of our advanced payment technologies.

Key Highlights*

- ♦ Creating large user/transaction base by leveraging our core expertise and PPI license

₹ 2,968 Million

Revenue generated through Digital Payment Solutions including Ongo

*As of 31 March 2024

Enhancing ATM Outsourcing and Cash Management Services

Our core business in ATM outsourcing and cash management operates on a fixed and transaction fee-based model, ensuring consistent recurring revenue generation. This is supported by our strategic focus on increasing the penetration of Cash Recycler Machines (CRMs) and enhancing outsourced managed services for ATMs and CRMs. Under our wholly-owned subsidiary, Securevalue India, we provide robust security infrastructure and services such as cassette swapping that comply with MHA and RBI guidelines for cash management. Additionally, our commitment to route optimisation reduces costs and improves overall efficiency, boosting our revenue generation efforts.

Prioritising user experience with convenient payment solutions

Prioritising and delivering utmost user convenience, we are pivoting payment models from Payments-as-a-Service to Payments-as-a-Convenience through the Ongo Card & Ecosystem. The Ongo ecosystem allows consumers to utilise a unified payment system for transactions at POS terminals, offering versatility through debit and credit cards, RFID, Bharat QR, and UPI online acceptance. This strategy aligns with our commitment to catering evolving customers’ needs.

Key Highlights*

- ♦ 2,500 ATMs worth ~₹ 1,100 Crores order received from State Bank of India
- ♦ 90%+ revenue contribution from service businesses in FY 2023-24

₹ 7,737 Million

Revenue generated through ATM Outsourcing Solutions

₹ 4,325 Million

Revenue generated by Securevalue India from cash management services

Key Highlights

Voice-controlled fuelling with AI assistant

Pilot testing through Ongo app to provide an enhanced fuelling experience

1,500+

fleet vehicles onboarded on the Ongo platform

₹ 1.6 Lakh Crores

Potential annual market of fleet fuelling

Distinctive strengths that help accentuating our strategies

Integration

We are a leading provider of integrated omnichannel payment solutions in India, offering digital and cash-based services to banks and corporate clients. Our extensive network across 2,200 cities and towns enhances operational efficiencies and synergy benefits, positioning us as the preferred partner for our customers.

Diversification

We serve a diverse customer base across Banking, Petroleum, Retail, and Fintech sectors, enabling a broad product range and cross-selling opportunities. Our esteemed clientele includes over 50 leading banks, major OMCs, and large retail brands. Long-standing relationships with global technology providers, network partners, and major financial institutions enhance our market credibility and trust.

Customisation

We provide bespoke solutions across all sectors we serve. Our payment technology infrastructure adheres to global standards while addressing current industry gaps. Our app-based Ongo fuelling solution enhances transparency, mobility, and convenience in fuel payments. Additionally, we pioneered the Integrated Payment Solution (IPS) on Ongo POS terminals across OMCs, eliminating manual intervention. Our prepaid card solutions offer a seamless commuting experience via NCMC and ensure secure, hassle-free corporate reimbursements through Ongo cobranded cards.

Infrastructure

Our state-of-the-art in-house infrastructure and technological capabilities drive productivity, efficiency, and economies of scale, directly benefiting our customers. Key differentiators include our advanced back-end switching platform, enabling comprehensive ATM outsourcing, transaction processing, POS network management, and prepaid instrument issuance. These robust capabilities empower continuous innovation and enhanced productivity.

Leadership

Our success and growth at AGS Transact are attributed to our team of highly experienced professionals. Led by a strong management and leadership team, they establish a solid foundation for excellence. Their pivotal role in driving daily operations and decision-making processes ensures prudent service delivery to our clients.



Business segment review

Digital payment solutions

➤ The exponential rise in digital payments across channels highlights the growing importance of an omni-channel payment system in India. Recognising this opportunity, we have developed our digital payment solutions business, leveraging our world-class payments tech infrastructure. Our primary goal is to provide seamless, secure, and scalable end-to-end digital payment experiences. These services are offered under our in-house brand “Ongo” to a diverse customer base, including corporates, merchants, and consumers.

Ongo delivers merchant acquiring and issuance services, transforming payment experiences from a service to a convenience. As a non-bank, prepaid payment instrument, the platform also provides dedicated open-loop prepaid solutions such as NCMC. Ongo has pioneered Integrated Payment Solutions (IPS) with OMCs to streamline payments at fuel retail outlets. As of FY 2023-24, 2,48,580+ Ongo PoS terminals have been deployed PAN India, including 41,750+ at OMCs.

Our key growth areas

Assessing the current operating landscape, we have identified **three key growth areas** for our digital payment solutions business, especially for the Ongo platform. By capitalising on these opportunities, we aim to sustain growth and profitability while establishing strong brand recall among our wide customer base.

- 1 Capitalising the NCMC opportunities
- 2 Collaboration for co-branded openloop prepaid cards
- 3 Exploring the new frontiers with Ongo Contactless Fuelling Solution

1 Capitalising the NCMC opportunities

In collaboration with RBL Bank, we have issued NCMC cards for Bangalore Metro Rail Corporation (BMRCL). Also, we have launched instant NCMC ‘Ongo Ride’ at Chennai Metro for a seamless commuting experience. These open-loop prepaid cards, supported by the RuPay platform, enable online and offline payments, including for bus fares, retail purchases, fuel, tolls, and parking. Aligned with the Government’s “One Nation One Card” vision, we are actively exploring similar opportunities with other metro railways across the country. Additionally, we are steadfastly focussed on issuing no-KYC NCMC in line with the RBI’s new guidelines. The company has issued more than 50,000 NCMCs for BMRCL and is targeting issuance of around 3 Lakh NCMCs over next one year.

2 Collaboration for co-branded openloop prepaid cards

We are actively seeking collaboration opportunities with leading retail and Bank partners to issue open-loop co-branded prepaid cards. These cards are compatible with all RuPay acceptance points nationwide, enhancing cybersecurity by mitigating fraud risks. Additionally, we are enhancing the Ongo PPI platform with more features to offer greater convenience to users, potentially transforming corporate expense management. Collaborating with our partners will allow us to leverage their customer base to expand the reach and penetration of our cards. Furthermore, strategic partnerships across FMCG, mobility, and fuelling sectors will drive innovation and foster growth.

3 Exploring the new frontier with Ongo contactless fuelling Solution

Through our Ongo platform, we are pioneering an open-loop voice-controlled fuelling feature in our mobile application powered by AI. This seamless integration of voice commands marks a significant advancement in AI-driven solutions. Currently, we have onboarded 1,500+ fleet vehicles onto our platform. Assessing the market potential, fleet fuelling alone represents an annual opportunity of ₹ 1.6 Lakh Crores.

Key highlights

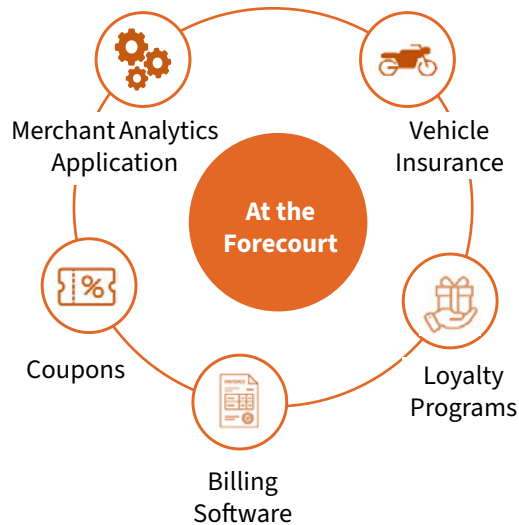
2,48,585

POS terminals

625 Million

Switching transactions

End-to-end Digital Payments Platform



1. Vast network of POS to cross-sell VAS to merchants, with focus on OMC.

2. Expansive Ongo ecosystem providing a larger suite of VAS that relies on mobile payments & other digital-based services.



3. National Common Mobility Card (NCMC)

- > Rupay-enabled prepaid card allows seamless commuting across NCMC enabled metro stations, buses, water metro etc. in the country
- > Can be used across retail, fuel, toll & parking as well as offline contactless transactions

4. Ongo Open-loop PPI platform

- > Commenced Pilot-testing of open-loop. Contactless Fuel Payment Solution on Ongo app
- > Issued cobranded PPI cards with a leading FMCG conglomerate

Business segment review

ATM/CRM Outsourcing

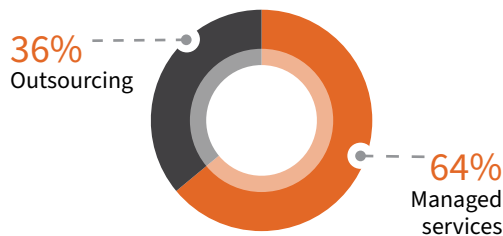
➤ Our cash payment solutions business marks as the biggest revenue contributor among the other business. Together with cash management business, the consolidated revenue generation stood at 67% during the reporting period. This two are our core business areas which runs through ATM/CRM outsourcing and management services. Notably, we are among the market leaders of ATM-managed services in India. We operate this segment of business on fixed or transaction fee basis model which adds to our recurring revenues. Our portfolio encompasses a comprehensive range of solutions that entails key aspects of ATM management, ensuring industry-best peak performance and overall efficiency.

Key highlights

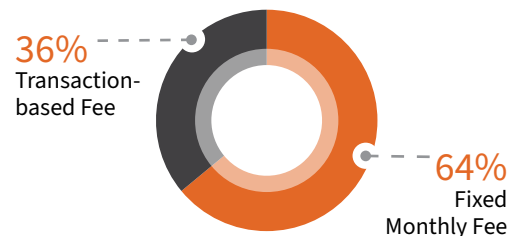
36,389

ATMs & CRMs under outsourcing/managed portfolio

Breakdown of ATMs & CRMs



By Service Offering

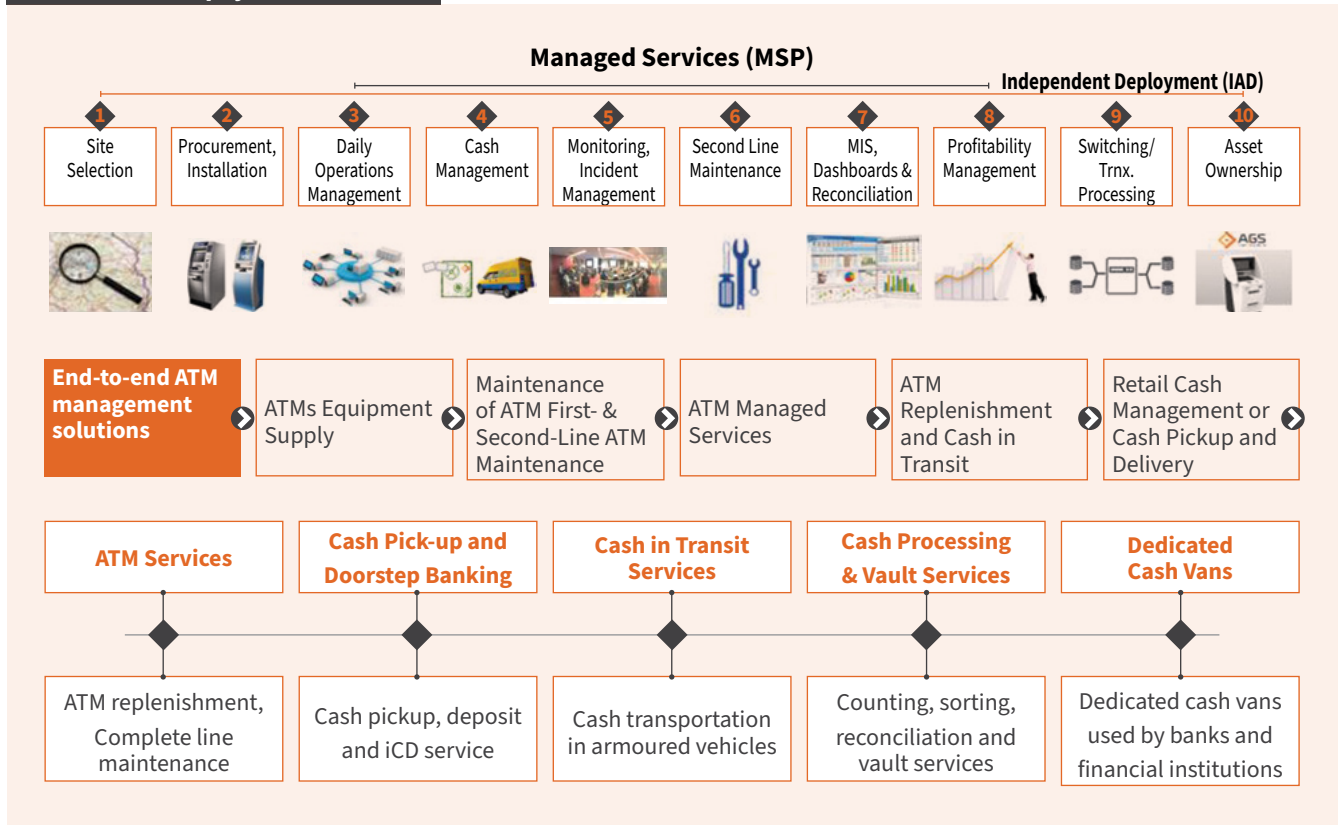


By Fee Structure

As of 31 March 2024



End-to-end cash payments solutions



Cash management

Our comprehensive cash management solutions include ATM cash replenishment, cash-in-transit (CIT), dedicated cash vans or DCV services, retail cash management, cash pick-up/doorstep banking, maintenance, and cash processing and vaulting. The solutions are delivered through our wholly-owned subsidiary Securevalue India Limited. Securevalue is the second largest cash management company in India. The Company is currently working towards route optimisation to reduce costs and improve overall efficiency and exploring cash pick business up in the retail channel.

As of 31 March 2024
Source: Ken Research Report

Key highlights

38,418

ATMs cash replenished

940

Cash pick-up & doorstep banking points

₹ 25.00 Billion

Daily average amount replenished

Deployment of
~270 Dedicated Cash Vans (DCV)

1,800+

Cities and Towns in India

463

Vaults and spoke locations

2,370+

Secured cash vans

Business segment review (Contd..)

Banking automation services

➤ Our Banking Automation Solutions segment involves the sale of ATMs and CRMs, currency technology products, self-service terminals, and related services and upgrades. We collaborate with over 50 prominent public, private, and co-operative banks and have long-standing partnerships with global technology leaders such as Diebold Nixdorf and ACI Worldwide. We assemble ATMs in Daman, India, offering a range of hardware and software solutions with diverse designs, cash management and dispensing configurations, security features like fingerprint sensors, and site development and construction services.

Our Banking Transaction Terminals include various automated self-service banking platforms, such as automated cheque deposit terminals and multifunction self-service kiosks, facilitating various non-cash financial transactions. These comprehensive solutions ensure secure and efficient banking operations, supporting the evolving needs of our extensive network of banking customers.



Key highlights

24,351

ATMs and CRMs under service in India

As of 31 March 2024

Business segment review (Contd..)

Other automation services

Retail automation

Our retail offerings include cash and card billing hardware and software, store automation peripherals, solutions, and kiosks. We provide products and services to automate cash and card billing terminals, offering integration with various payment systems for greater payment flexibility. Our range also includes digital signage management products and annual maintenance services.

Key highlights

53,870+

Cash billing terminals installed

Fuel retail automation

Our fuel retail automation streamlines downstream supply chain processes, including outlet automation. We support oil companies with quality and quantity assurance initiatives and provide the necessary infrastructure to meet customer demands. Our RFID-based wireless fuel management and payment system ensures accurate fuel dispensing, enhances profitability, and prevents pilferage and fraud. We offer operational support, implementation, maintenance, helpdesk, remote support, software upgrades, and customisation.



As of 31 March 2024

Performance metrics

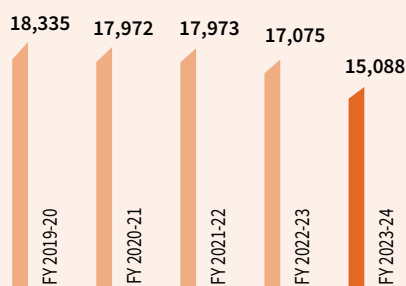
Visible growth throughout the timeline

➤ Comprehensive adherence to time-tested long-term strategies has been translated to our growth so far. Our well managed executional capabilities have been successfully capitalising the market opportunities to ensure progress while early identification to newer opportunities has given us the extra edge to mobilise our resources efficiently.

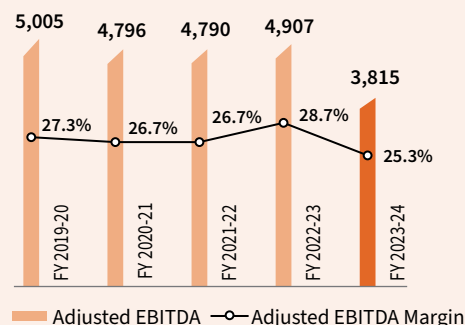
FY 2023-24 has witnessed a slight decrease in revenue and profitability which has impacted our books of accounts for a short-term period. This is primarily due to the cost optimisation efforts where we have scaled down the other automation business to focus on increasing the revenue share from Services business and certain delays in payment receivables. We are driving efforts to boost our financial performance while sustaining the momentum. Our enhanced cost optimisation and debt reduction measures along with a healthy order pipeline, we are getting fair visibility to profitability and a healthy book of accounts.

Financial performance trends

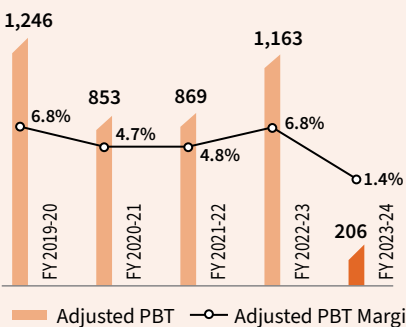
Total income (₹ in Million)



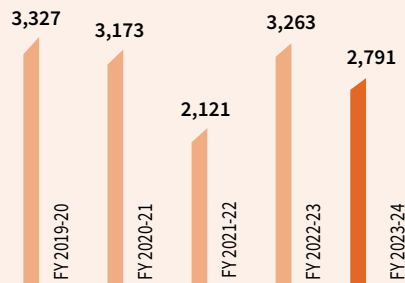
Adjusted EBITDA and EBITDA Margin (₹ in Million)



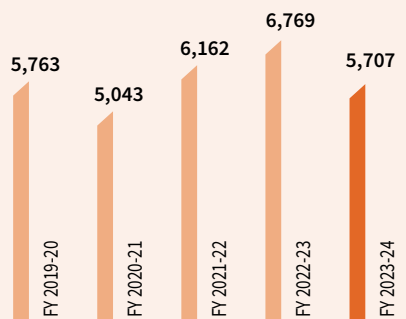
Adjusted PBT and Adjusted PBT Margin (₹ in Million)



Cash PAT (₹ in Million)



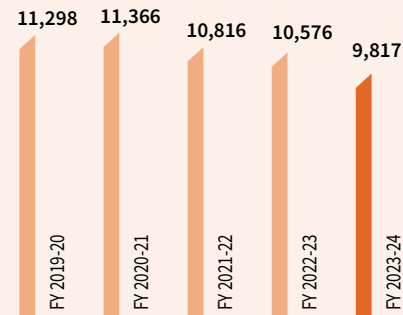
Net debt levels (₹ in Million)



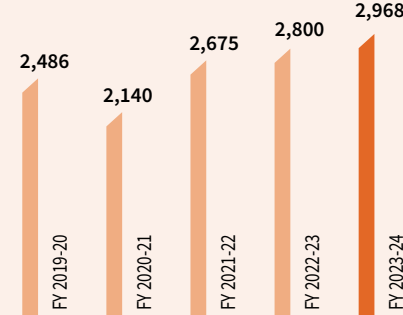
As of 31 March 2024

Business segment revenue trends

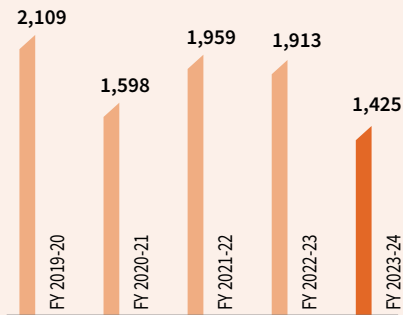
Cash payment solution — (₹ in Million)



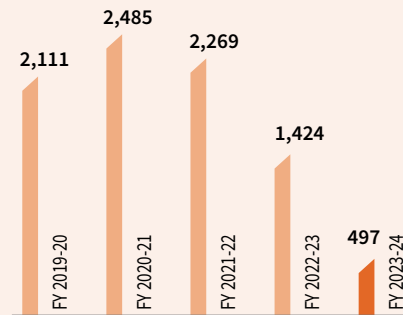
Digital payment solution (₹ in Million)



Banking automation solution (₹ in Million)

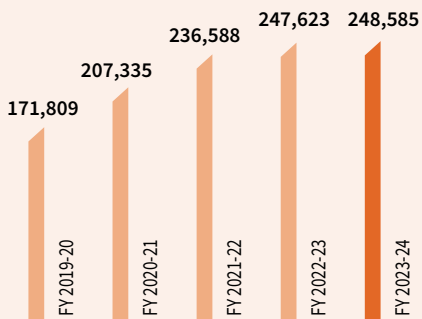


Other automation solutions (₹ in Million)

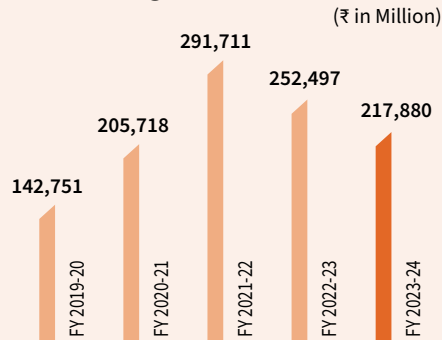


Operational performance

Number of PoS terminals



GTV through POS (₹ in Million)



As of 31 March 2024

Corporate social responsibility

Inclusive growth beyond business

➤ At AGS Transact Technologies Group, we have established the AGS Community Foundation to drive various initiatives aimed at the social upliftment of underprivileged communities. Through this foundation, we promote inclusive growth and create impactful changes that make a tangible difference. By fostering direct and indirect relationships with community members, including partnerships with NGOs, we maximise our reach and value addition in our efforts to support and empower society.



AGS Shiksha

AGS Shiksha is an initiative of AGS Community Foundation which aims to provide the underprivileged and special children an access to quality education by offering necessary financial, educational, and infrastructural assistance. Financial assistance has been provided to various medical institutes in state of Maharashtra, including Dr. Ulhas Patil Medical College, Jalgaon and MGM Institute of Health Science, Navi Mumbai. These funds were utilised to develop essential infrastructural facilities such as laboratories and medical equipment, alongside investments in IT assets and necessary training for skill development for a larger benefit of the underprivileged society. Further, we provided multiple SMART boards to Oxford School for boosting interactive classroom sessions, which is said to have a positive impact on overall learning and development of students.



ongoride™

Instant RuPay NCMC Transit Card*

Skip the Queue with Ongo Ride



- No KYC
- Instant Issuance

Add/Transfer Funds easily

- At Metro Counter
- Using Ongo App

Simply Tap & Travel

- Metro
- Buses
- Water Ferries
- Tolls
- Parking

Download Ongo App to manage your Card



Scan to Download



Meet the Board

Guiding the growth



Mr. Ravi B. Goyal

Chairman & Managing Director

Mr. Ravi B. Goyal serves as the Chairman & Managing Director of our Company. He joined the Board of Directors on 11 December 2002, and took on the role of Managing Director from 1 October 2008. He was re-appointed as the Managing Director of our Company, effective from 1 August 2021. Mr. Goyal is responsible for overseeing the overall operations of our Company and its subsidiaries. Additionally, he holds positions on the Boards of our subsidiaries, namely ITSL, SVIL, and GTSL.

Mr. Goyal has a Bachelor of Engineering degree from Mumbai University and has 28 years of experience in the technology sector. He has previously worked with DCM Limited and Byte Systems Private Limited. Before establishing our Company, he founded Advanced Graphic Systems, a proprietorship business focussed on marketing computer-aided textile designing software. His achievements have earned him various awards and recognitions. Some of these include the 'Innovative Leader Award' (2017) at the MODI Awards, the 'Best Payments Entrepreneur of the year (2018)' at the Payments and Cards Summit organised by Kamikaze, and the 'Promising Entrepreneur of India (2019)' Award presented by the Economic Times (ET Edge).



Mr. Sudip Bandyopadhyay

Non-Executive, Non-Independent Director

Mr. Sudip Bandyopadhyay is a gold medalist from University of Calcutta and is also a qualified Chartered Accountant and a Cost Accountant with over 36 years of rich and diverse experience in various areas of finance and financial services. His area of expertise includes lending, capital markets, commodity and currency markets, wealth management, asset management, insurance, investment banking, remittance, forex and distribution of financial products. Mr. Bandyopadhyay is currently the Group Chairman of Inditrade Group of Companies. He acquired control of Inditrade Group from Barings India Private Equity Fund in 2015. Inditrade has significant presence in Agri Commodity Financing, MSME Lending and Micro Finance business. He sits on the Boards of a number of listed and unlisted companies.

During his 16 years stint with ITC as Head of Treasury and Strategic Investments, he managed investments in excess of US\$ 1.5 Billion. Post ITC, he was the Managing Director of Reliance Securities (Reliance Money) and also on the Board of several Reliance ADA Group companies. Mr. Sudip Bandyopadhyay has significant presence in business media through his regular interaction on leading business channels, business newspapers and magazines. He is also a Non-Independent Director on the Boards of our Subsidiaries, SVIL and ITSL.

**Mr. Stanley Johnson Panacherry**

Executive Director

Mr. Stanley Johnson P is an Executive Director on the Board and Head – Banking of our Company. He has been appointed as an Executive Director with effect from 9 June 2021. He holds a Bachelor of Science degree from Mumbai University. He also holds a master's degree in Computer Applications from The International University, U.S.A. Mr. Stanley has been associated with our Company since 16 August 2010. He has been instrumental in strengthening and expanding our banking operations across India. He is also a Director on the Board of our overseas step-down subsidiary, Novus Technologies (Cambodia) Company Limited. Mr. Johnson has over 28 years of experience in the field of payment industry.

Prior to joining our Company, he was associated with FIS Payments Solutions and Services India Private Limited. He is a recipient of the 'Chairman's Award' from the eFunds Corporation in 2006. Further, he is a Director at Confederation of ATM industry (CATMi), a registered non-profit trade association.

**Mr. Vinayak R. Goyal**

Executive Director

Mr. Vinayak R. Goyal is an Executive Director on the Board our Company. He is also the Managing Director on the Board of our Subsidiary, ITSL. He works closely with the management to drive strategic and business initiatives at our Company. He holds a Bachelor of Science degree in Computer Engineering from Purdue University.

Mr. Vinayak R. Goyal brings a total work experience of over 9 years out of which he has over 3 years of experience in the fields of Investment Banking, Business Strategy and Fund Raising. He has been an integral part of the Company since 2021. Over the course of three years, he has demonstrated strategic leadership in spearheading/driving significant projects under digital business segment. Presently, he is actively driving digital issuance business, focussing on initiatives such as Ongo open-loop prepaid cards and the development of a contactless open-loop fuel payment solution within the Ongo app. currently in pilot testing phase. Mr. Goyal has previously worked with Avendus Capital Private Limited as an Analyst.

**Mr. Subrata Kumar Mitra**

Non-Executive, Independent Director

Mr. Subrata Kumar Mitra holds a Master of Science degree from the University of Calcutta and a master's degree in Management Science from the Texas Christian University, USA. Mr. Mitra is a well known veteran with hands-on experience in a wide range of financial services businesses in India. In his early years, Mr. Mitra worked with reputed organisations such as American Express Bank as Head of Corporate Banking and Investment Banking in India, Standard Chartered Bank - Merchant Banking Division, GIC Mutual Fund - where he brought one of the earliest foreign investors in the industry. Thereafter, from 1994 to 2007, he served as the Group Director, Financial Services in the Aditya Birla Group and set up the highly successful financial services business. He has dealt with several global entities for entry into India and as joint venture partners.

He has served on the Board of Directors and Committees of several reputed companies in different industries as an Independent Director and Advisor. He is also an advisor to a large international bank for over 12 years. He is associated with several international and domestic NGOs, Committees and Chambers in India and is a contributor of articles in various publications. He has been the India Correspondent for Asia Asset Management, Hong Kong for more than 10 years.



Mr. D. Sivanandhan

Non-Executive, Independent Director

Mr. D. Sivanandhan is a postgraduate in economics and holds a master’s degree in arts from university of Madras. Mr. D. Sivanandhan is one of the most highly regarded IPS officers in India, with an illustrious career spanning several postings during his 35 years of service. Mr. D. Sivanandhan has dedicated his life to the eradication of corruption and organised crime and is renowned for his use of strategy and intelligence to uphold the rule of law. Mr. Sivanandhan retired as a DGP of Maharashtra State Police in 2011. Mr. D. Sivanandhan has held several senior positions in Intelligence Bureau, Central Bureau of Investigation and Mumbai Crime Branch and has also served as Commissioner of Police of Nagpur, Thane city and Mumbai. Mr. D. Sivanandhan has worked with RBI as Security Advisor for three years from 2014.

Mr. Sivanandhan has been awarded the Meritorious Service Medal (1993), the President’s Distinguished Service Medal (2000) and also the Internal Security Medal (1998). In 2017, Mr. D. Sivanandhan was a member of the special task force in the National Security Council Secretariat (Prime Minister’s Office) for revamping India’s internal and external national security measures. Mr. Sivanandhan was a security advisor to the Reserve Bank of India for three years and is on the Board of several prestigious companies. Mr. Sivanandhan is now the Chairman of Securus First India Private Limited; a security consultancy company started by him and is also on the Board of other companies. He is also the founder of Roti Bank Mumbai, an NGO feeding the poor and has served 12 Million free meals in about four years. Mr. Sivanandhan has also co-authored a National best seller titled “Chanakya’s seven secrets of leadership”.



Mrs. Jhuma Guha

Non-Executive, Independent Director

Mrs. Jhuma Guha is a qualified Chartered Accountant and a qualified Company Secretary having a rich experience of over three decades in the field of financial services. She is currently the Vice-Chairperson of Inditrade Group of Companies and has earlier worked in the Corporate Investments of ITC Limited, Reliance Securities Limited, Destimoney Securities Private Limited, etc. She brings along with her varied experience and expertise in the fields of Corporate and Legal Affairs, Compliance, Financial Management, Mergers and Acquisitions, Strategic Management and Planning. She is also an Independent Director on the Boards of our Subsidiaries, SVIL and ITSL.



Ms. Preeti Malhotra

Non-Executive, Independent Director

Ms. Preeti Malhotra is an accomplished global professional with over 30 years of work experience in top leadership positions. Ms. Malhotra has been the Chairman of Smart Bharat Group, a diversified global business conglomerate. She has also served as Director on multiple Corporate Boards in India and overseas and as Governing Body Member / Trustee in the Health infra and education space. Ms. Malhotra has been spearheading as Chairperson of some of the key committees of ASSOCHAM.

Ms. Malhotra holds the distinction of being the former President of the Institute of Company Secretaries of India (ICSI) and was the first woman to be elected as President amongst the premier National Professional Bodies in India. She is an active contributor to various policy initiatives of the Government of India and has been a member on various expert Committees to advise the Ministry of Corporate Affairs, GOI on the framing of the New Company Law. She is also a member of the Industry Standard Forum to set standards for SEBI Compliances. She has been a member of the Board of Governance of IICA, GOI and member of the Appellate Authority. She is also an Independent Director on the Boards of our Subsidiaries, SVIL and ITSL.

Ms. Malhotra is a fellow member of the ICSI, a law graduate and Commerce (Hons.) graduate from Delhi University. She has also completed an executive programme on Exponential Technologies from Singularity University, Silicon Valley, USA.

Our Senior Leadership Team

Guiding the growth



Mr. Saurabh Lal

CFO of AGS Transact and Securevalue India Limited

Mr. Saurabh Lal, with over 17 years of experience in the financial services industry, is the Chief Financial Officer for our Company and our subsidiary SVIL. He holds a Bachelor of Commerce degree from the University of Delhi and is a certified Chartered Accountant from the ICAI. Before joining us, Mr. Lal honed his skills at ICICI Bank Limited, Reliance Money Limited, and Green Invest Limited, gaining invaluable insights into financial management. His extensive experience and expertise are crucial in steering the financial strategies and operations of our company and its subsidiaries, ensuring their continued growth and success.



Mr. Satish Zope

Advisor – Petroleum Business

Mr. Satish Zope holds the role as Advisor - Petroleum at our Company. Holding a Master of Commerce degree from the University of Poona, Mr. Zope's expertise is rooted in a solid academic foundation. Before joining us, he contributed to Mountain Technologies Pty Limited and Teledirect Informatics India Limited, enriching his professional background and industry knowledge. Mr. Zope's extensive experience of 27 years in sales and business development along his insights significantly contribute to the success and growth of our Company's petroleum division.



Mr. Ricardos El Khoury

Chief Executive Officer & Director, Novus SGP

Mr. Ricardos El Khoury, with approximately 30 years of experience in the information technology sector, is the Chief Executive Officer and a director of our subsidiary, Novus SGP. He has been with Novus SGP since 2013, and also serves on the boards of Novus Cambodia, Novus Lanka, and Novus Philippines. Mr. El Khoury holds a Bachelor of Science in Computer Science from Notre Dame University - Louaize. Before joining Novus SGP, he was a regional vice president at Wincor Nixdorf Pte Ltd, a sales manager at Tamer Freres s.a.l., an account manager at International Computer & Communications Systems S.A.R.L., and a technico-commercial engineer at Integro Middle East S.A.L. - Lebanon.



Mr. Shailesh S Shetty

Managing Director, Securevalue India Limited

Mr. Shailesh S Shetty is the Managing Director of our subsidiary, SVIL, appointed on 2019. He holds a Diploma in Industrial Electronics Service from the Indian Technical Education Society, Mumbai, and a Bachelor of Commerce degree from Madurai Kamaraj University. With over 27 years of experience in supply chain and after-sales service, Mr. Shetty has previously served as Head of Purchase and Logistics at our Company and Advance Graphic Systems. Before joining us, he was India Head for Head Fillon Technologies India Private Limited.



Mr. Ashish Mehta

Head - IT and Infrastructure

Mr. Ashish Mehta is the Head of IT and Infrastructure at our Company, a role he has held since 2016. He holds a diploma in computer technology from Bombay Institute of Technology, Mumbai, and is certified in Strategic IT Management from the Indian Institute of Management - Ahmedabad. With over 23 years of management and technical experience in the banking and payment industry, Mr. Mehta previously served as Executive Director at Euronet Services India Private Limited, overseeing IT for the Asia Pacific and Middle East regions. He has also worked with Citigroup, GE Countrywide Consumer Financial Services Limited, ABN AMRO, and HDFC Bank. His accolades include the 'HERO' Award from Euronet (2009), Transformers Award from Dell EMC, Datacenter and Infrastructure ICON (2017), and Digital ICON (2018) from CORE Media.



Mr. Sudheer Parappurath

Chief Operating Officer -
India Transact Services Limited

Mr. Sudheer Parappurath serves as the Head of Risk and Operations for our subsidiary, ITSL, a position he has held since 2016. He brings over 28 years of experience in the payment industry to his role. Mr. Parappurath holds a Bachelor of Science degree from the University of Calicut, a Bachelor of Laws degree from the University of Mysore, and a Post-Graduate diploma in Industrial Relations & Personnel Management from Bharatiya Vidya Bhavan. His extensive career includes roles at Axis Bank Limited, Reliance Jio Infocomm Limited, BOBCARDS Limited, Binani Metals Limited, and IVP Limited. Additionally, he is a Certified Forensic Accounting Professional from India Forensic and a Certified Fraud Examiner from the ACFE. Mr. Parappurath also serves as a director on the board of the India Payment Risk Council.



Mr. Nikesh Samaiya

Executive Vice President - Technology

Mr. Nikesh Samaiya holds a Bachelor of Engineering degree from Rajiv Gandhi Pradyogiki Vishwavidyalaya (University of Technology of Madhya Pradesh) and a postgraduate diploma in business management (manufacturing and operations) from Bharatiya Vidya Bhavan's S.P. Jain Institute of Management & Research, Mumbai. With over 20 years of experience in IT and software development, Mr. Samaiya brings extensive expertise to our team. Before joining our Company, he was appointed as the Chief Executive Officer of Carinov Systems Private Limited, a manager at Birlasoft (India) Limited, an executive engineer at Fibcom India Limited, and a design engineer at Taran Electronics.



Mr. Alok Singh

Executive Vice President - Digital Business (Ongo)

Mr. Alok Singh currently serves as the Executive Vice President - Digital Business (Ongo) at our subsidiary, ITSL. He holds Master in Business Administration from Banaras Hindu University. Additionally, he has a Bachelor's degree in Electronics and Communications Engineering from the coveted National Institute of Technology. Mr. Singh drives the product development and banking alliances for Ongo, the digital payments brand of our Company. With two and half decades of experience in the card payments space, he brings extensive expertise and a deep understanding of the latest payment technologies to his role.

Before joining ITSL, Alok was affiliated with prominent payment processing companies, where his portfolio included business development, operations, and technology. He has a rich background of working extensively with leading banks worldwide, contributing to the development and implementation of various digital payment solutions for them.

Corporate Information

Board of Directors

Mr. Ravi B. Goyal

Chairman and Managing Director

Mr. Sudip Bandyopadhyay

Non-Executive, Non-Independent Director

Mr. Subrata Kumar Mitra

Non-Executive, Independent Director

Ms. Preeti Malhotra

Non-Executive, Independent Director

Mrs. Jhuma Guha

Non-Executive, Independent Director

Mr. Sivanandhan Dhanushkodi

Non-Executive, Independent Director

Mr. Stanley Johnson P.

Executive Director

Mr. Vinayak R. Goyal

Executive Director

Chief Financial Officer

Mr. Saurabh Lal

Company Secretary and Compliance Officer

Ms. Sneha Kadam

Registered Office

601-602, Trade World, B-Wing,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400013,
Maharashtra, India

Tel: +91-22-6781-2000

Corporate Office

14th Floor, Tower 3,
One International Centre,
Senapati Bapat Marg,
Prabhadevi (West),
Mumbai - 400013,
Maharashtra, India

Tel: +91-22-7181-8181

Website: www.agsindia.com

CIN: L72200MH2002PLC138213

Registrar & Transfer Agent

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
L.B.S. Marg,
Vikhroli (West),
Mumbai - 400083,
Maharashtra, India

Tel: +91-22-4918-6200

Statutory Auditors

B S R & Co. LLP,
Chartered Accountants
14th Floor, Central B Wing,
and North C Wing,
Nesco IT Park 4, Nesco Centre,
Western Express Highway,
Goregaon (East),
Mumbai - 400063,
Maharashtra, India

Tel: +91-22-6257-1000

Banks/Financial Institutions

IDFC First Bank Ltd

State Bank of India

Investec Bank Plc

IndusInd Bank Ltd

SBM Bank (India) Ltd

HDFC Bank Ltd

Bandhan Bank Ltd

Dhanlaxmi Bank Ltd

Aditya Birla Finance Ltd

Bajaj Finance Ltd

Directors' Report

To,
The Members,
AGS Transact Technologies Limited.

Your Directors are pleased to present the 21st Annual Report along with the Audited Financial Statements of your Company for the financial year ended on 31 March 2024.

1. FINANCIAL HIGHLIGHTS:

(₹ in Million, except per equity share data)

Particulars	FY 2023-24		FY 2022-23	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	10,433.82	14,706.34	12,102.43	16,712.73
Total Income	10,937.04	15,087.67	12,387.83	17,075.12
Total expenses before interest, depreciation and amortisation and tax	9,321.83	12,731.83	9,266.15	12,756.37
Earnings before interest, tax, depreciation and amortization (EBITDA)	1,615.21	2,355.84	3,121.68	4,318.75
Less: Finance Costs	1,260.37	1,477.04	1,215.57	1,436.96
Less: Depreciation and amortization expense	1,580.62	2,132.27	1,724.60	2,306.49
(Loss) Profit/ for the year before share of profit/(loss) of associate	(1,225.78)	(1,253.47)	181.51	575.30
Share of net loss of associate (net of income tax)	-	-	-	-
(Loss)/ Profit before tax	(1,225.78)	(1,253.47)	181.51	575.30
Less: Tax Expenses				
Current Tax	(45.47)	81.65	3.33	164.61
Adjustment of tax relating to previous years	-	-	-	(3.26)
Deferred tax (credit)/charge	(510.46)	(534.24)	29.41	44.33
(Loss)/ Profit for the year	(669.85)	(800.88)	148.77	369.62
Basic Earnings per Equity share (in ₹)	(5.55)	(6.64)	1.24	3.07
Diluted Earnings per Equity share (in ₹)	(5.55)	(6.64)	1.21	3.01

OVERVIEW OF COMPANY'S BUSINESS AND FINANCIAL PERFORMANCE

During the year under review, the revenue from operations on a standalone basis was ₹ 10,433.82 Million as compared to ₹ 12,102.43 Million in the previous year. The revenue from operations on a consolidated basis was ₹ 14,706.34 Million as compared to ₹ 16,712.73 Million in the previous year. The same was on account of decrease in revenue of other automation solutions to ₹ 497.25 in current year from ₹ 1,918.74 Million in the previous year. On a standalone basis, the loss for the year was ₹ 669.85 Million whereas on a consolidated basis the loss for the year was ₹ 800.88 Million. The loss was primarily on account of loss allowance of trade receivable and certain commitment payments. FY 2023-24 was the year of consolidation, as we are in the process of shifting gears towards high growth areas particularly on the digital payment side, which is a key focus area for the Company. As a result, we saw subdued performance with total income of

₹ 15,088 Million and Adjusted EBITDA of ₹ 3,815 Million. During the year under review, our operating cash flows improved to ₹ 3,492 Million and net debt reduced to ₹ 5,707 Million. The Company intends to retire the entire debt over the next 5 years.

Your Company is one of the largest integrated omni-channel payment solutions providers in India in terms of providing digital and cash-based solutions to banks and corporate clients. We provide customised products and services comprising ATM and CRM outsourcing, cash management and digital payment solutions including merchant solutions, transaction processing services and mobile wallets. The company operates in three broad business segments, namely, Payment Solutions; Banking Automation Solutions; and Other Automation Solutions. The Company serves diverse industries such as banking, retail, petroleum, toll and transit, cash management and fintech in India and other select countries in Asia.

During the year under review, the Company has won order for 1,350 ATMs from India's largest PSU Bank under its Banking Automation Solutions portfolio. The PSU Bank will strategically deploy these 'AGS' branded ATMs on a PAN-India basis during FY 2023-24. This order will contribute towards strengthening our topline for the Banking Automation Solutions segment. Further, the Company won an order of ₹ 1,100 Crores over 7 years for deploying 2,500+ ATMs under Outsourced/Managed Services portfolio from India's largest PSU bank. The Company will deploy these ATMs on a Transaction fee basis under the Total Outsourcing Model. The Company has begun the deployment of these new ATMs in calendar year 2024. The addition of these ATMs will further strengthen our leadership position in the industry. These include manufacturing and deployment of ATMs alongwith managed services which include ATM management, maintenance, cash management, etc. on a PAN India basis. As a result, it will strengthen our performance in terms of topline as well as bottomline. It will also contribute to the overall revenue stream of our cash management subsidiary i.e. Securevalue India Limited (SVIL).

During the year under review, SVIL completed deployment of approximately 270 Dedicated Cash Vans (DCV) for PSU Banks. SVIL's DCV service provides secured dedicated cash vans along with a dedicated team of trained personnels to Banks and Financial Institutions for ensuring safe and seamless transport of cash and other valuables.

The Company has commenced pilot testing of a contactless fuel payment solution on the Ongo app at select fuel retail outlets of one of the leading OMCs (Oil Marketing Companies) in Mumbai. Offered on an open-loop platform, this cardless & contactless solution aims to provide consumers an enhanced digital experience at any fuel retail outlet in India. Ongo app users will be able to pre-set the desired fuel amount and enjoy a more-convenient fuel-filling and fuel payment experience via the Ongo open-loop wallet or virtual prepaid card. Additionally, consumers can use the Ongo app for making non-fueling purchases at any RuPay acceptance point. The aim of the pilot testing is to evaluate the operational performance of the Ongo open-loop solution for fuel payments while analysing any deployment challenges. The Company onboarded 580+ fleet vehicles in the pilot phase in Mumbai.

The Company has also launched Ongo Open-loop Cobranded Prepaid Cards with a leading Indian FMCG conglomerate.

As of 31 March 2024, it deployed 248,585 payment terminals and was one of the largest deployers of PoS terminals at petroleum outlets in India, having rolled out 41,756 terminals at various petroleum outlets.

At AGS Transact, we are anticipating a promising FY 2024-25 for our digital payments business with several exciting new launches in the pipeline. We are in the process of developing an asset-light digital business model focused on expanding our PPI infrastructure and leveraging our digital payment ecosystem, Ongo, through collaborations across the FMCG, Mobility, and Fuelling sectors, among others. This is expected to result in a high-growth segment, substantially improving the revenue and profitability over the next few years. Furthermore, the rapid expansion of bank branches network and the widespread adoption of cash recycler machines (CRMs) are expected to further drive growth in AGS Transact's core cash payments business. We are also actively working to further strengthen this segment through multiple contract renegotiations currently in the pipeline to improve profitability.

An analysis of the financials and business performance of the Company during the year under review is included in the Management Discussion and Analysis which forms a separate section of the Annual Report.

LISTING

The Equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Requisite annual listing fees for FY 2023-24 has been duly paid to both the Stock Exchanges within stipulated time.

DIVIDEND

On account of loss during the financial year under review, the Board of Directors have not recommended any dividend for FY 2023-24.

RESERVES

During the year under review, your Company has not transferred any amount to the Reserves.

CHANGE(S) IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of the business or any activity of business of the Company.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Companies Act 2013 ("the Act") and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"], with an appropriate combination of Executive, Non-Executive, Women and Independent Directors.

As on 31 March 2024, the Board of the Company has 8 (Eight) Directors comprising of 1 (One) Managing Director, 2 (Two)

Executive Directors, 1 (One) Non-Executive Director and 4 (Four) Independent Directors.

During the financial year under review, there were below changes in the Board constitution of the Company:

- Cessation of Mr. Rahul Bhagat (DIN: 02473708) as Non-Executive, Independent Director w.e.f end of day from 6 June 2023 on account of completion of his term.
- Appointment of Ms. Preeti Malhotra (DIN: 00189958) as an Additional Director (Non-Executive, Independent Director) w.e.f 28 June 2023.
- Regularisation of appointment of Ms. Preeti Malhotra (DIN: 00189958) as a Non-Executive, Independent Director for a period of 5 years at the 20th AGM of the Company held on 25 September 2023.
- Mr. Vinayak R. Goyal (DIN: 09199173), Executive Director, retired by rotation and was re-appointed at the 20th Annual General Meeting of the Company held on 25 September 2023.
- Re-appointment of Mr. Stanley Johnson Panacherry (DIN: 08914900) and Mr. Vinayak R. Goyal (DIN: 09199173) as Executive Directors w.e.f. 9 June 2024 for a period of 3 years approved by members through postal ballot dated 29 March 2024.

Post 31 March 2024 till the date of signing this report, there has been no change in the Board constitution.

In accordance with the Articles of Association of the Company and the provisions of the Section 152 of the Companies Act 2013, Mr. Sudip Bandyopadhyay (DIN: 00007382) will retire by rotation at the ensuing 21st Annual General Meeting (“AGM”) and being eligible, has offered himself for re-appointment which has been recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and the notice for the ensuing 21st Annual General Meeting contains the details of the said re-appointment.

Mr. Ravi B. Goyal (DIN: 01374288) – Chairman and Managing Director, Mr. Saurabh Lal – Chief Financial Officer and Ms. Sneha Kadam – Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company as at the date of this Report.

None of the Directors of the Company are disqualified for being appointed as directors, as specified in Section 164 (1)/ Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

Information on the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders’ Relationship Committee, Risk Management Committee and Corporate Social

Responsibility Committee and meetings of those Committees held during the year is given in the Report on Corporate Governance annexed as “Annexure 1”.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors of your Company have submitted their declarations of independence, as required, pursuant to the provisions of Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence, as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations and are not disqualified from continuing as Independent Directors of your Company.

Further, all the Independent Directors of your Company have confirmed their registration/renewal of registration, as applicable, on the Independent Directors’ Databank. All the Independent Directors of the Company have complied with the requirements laid down under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Except, Mrs. Jhuma Guha (DIN:00007454), Non-Executive, Independent Director, who holds 185 equity shares in your Company, none of the Independent Non-Executive Directors held any equity shares of your Company during the financial year ended 31 March 2024 and as on the date of this report.

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS

The Independent Directors of the Company possess requisite qualifications, experience and expertise. In compliance with the rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have registered themselves with the Indian Institute of Corporate Affairs (“IICA”). Pursuant to amendments in section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within a period of two (2) years from the date of inclusion of their names in the data bank.

All our Independent Directors i.e. Mr. Subrata Kumar Mitra, Mrs. Jhuma Guha, Mr. Sivanandhan Dhanushkodi, and Ms. Preeti Malhotra are exempted from the requirement to undertake online proficiency self-assessment test conducted by IICA.

SHARE CAPITAL

During the financial year under review, the Company has not issued any shares or made any allotments.

The Authorised Share Capital of your Company as on 31 March 2024 was ₹ 1,600,000,000 divided into 160,000,000 Equity Shares of ₹ 10 each.

The issued, subscribed and paid-up equity share capital of the Company as on 31 March 2024 was ₹ 1,214,030,760 divided into 121,403,076 equity shares of face value of ₹ 10 each.

There was no change in the Share Capital Structure of the Company during the financial year under review.

ISSUE OF SWEAT EQUITY SHARES

The Company has not issued Sweat Equity Shares during the financial year under review and hence the disclosure as required under Section 54 read with rule 8(13) of Companies (Share Capital and Debentures) Rules, 2014 is not required to be made.

EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS

The Company has not issued Equity Shares with differential voting rights during the financial year under review and hence

CREDIT RATING

During the financial year under review, the details of credit rating obtained/renewed by the Company are as under:

Sr No.	Instrument	Rating	Rating Action	Type of rating	Name of the rating agency	Date
1	Long-term and short-term borrowings (₹ 9,000.00 Million)	CRISIL A+/ Negative	Reaffirmed	Long Term Rating	CRISIL Ratings Limited	24 November 2023
2	Long-term and short-term borrowings (₹ 9,000.00 Million)	CRISIL A+/ Stable	Reaffirmed	Long Term Rating	CRISIL Ratings Limited	26 April 2023
3	Working Capital Loan (₹ 2,170.00 Million)	IND A+/ Negative/ Ind A1	Long-term rating affirmed; Outlook revised to Negative from Positive; Short-term rating downgraded	Long-Term Rating / Short-Term Rating	India Ratings and Research Private Limited	10 April 2023
4	Term Loans (₹6,274.00 Million)	Ind A+ / Negative	Affirmed; Outlook revised to Negative from Positive	Long-Term Rating	India Ratings and Research Private Limited	10 April 2023
5	Commercial paper (₹ 300.00 Million)	WD	*Withdrawn	Short-Term Rating	India Ratings and Research Private Limited	10 April 2023

*Since no such debt has been availed by the Company, India Ratings and Research Private Limited has withdrawn the rating assigned to the captioned debt instrument basis the request made by the Company.

AWARDS AND RECOGNITIONS

The Company received below awards and recognitions during the year:

- Received recognition at the esteemed ET NOW Best BFSI Brands Conclave 2024 for excellence in providing outstanding digital customer experiences, minimising cybersecurity threats, accelerating technology innovation, minimizing their risk profile, among others;
- Received Bronze award under 'Best Project – Corporate' and 'Cafeteria Management' at iNFHRA's Workplace Excellence Conference & Awards 2023-2024;
- Received the recognition 'Economic Times Excellence in Innovation' at The Global Innovation Network 2023.

the disclosure as required under Section 43 read with rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014 is not required to be made.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for FY 2023-24 are prepared in accordance with the provisions of the Companies Act, 2013, applicable accounting standards and as prescribed under the SEBI Listing Regulations.

Your Directors have pleasure in attaching the audited consolidated financial statements pursuant to Section 129(3) of the Act and Regulation 34 of SEBI Listing Regulations. The Audited Consolidated Financial Statements forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As stipulated under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis, is presented in a separate section forming part of the Annual Report.

AUDITORS AND AUDITORS REPORT

At the 19th Annual General Meeting (AGM) of the Company held on 30 August 2022, M/s. B S R & Co. LLP, Chartered Accountants were re-appointed as the Statutory Auditors of the Company for a second term of four (4) years i.e. to hold office from the conclusion of the 19th AGM until the conclusion of the 23rd AGM.

The observations and comments given in the Auditors Report read together with the notes to the accounts are self-explanatory and do not call for any further information and explanation. The Report given by M/s. B S R & Co. LLP, Chartered Accountants on the financial statements of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

The Audit Committee composition and details with respect to the number of meetings and attendance at the meetings are provided in the Report on Corporate Governance forming part of the Annual Report FY 2023-24. During the year under review, there have been no instances whereby the Board of Directors of the Company has not accepted the recommendations made by the Audit Committee on any matter which is mandatorily required.

COST AUDITORS

M/s. Kishore Bhatia & Associates, Cost Accountants, will be carrying out the cost audit of the Company for the financial year 2023-24. The Company has duly maintained cost records as required under the provisions of the Companies Act 2013. The Board of Directors have re-appointed them to conduct the audit of the cost records of the Company for FY 2024-25 in compliance with section 148 of the Companies Act, 2013.

INTERNAL AUDITORS

The Board of Directors have appointed M/s. Mahajan & Aibara Chartered Accountants LLP, (Firm Registration No: 105742W), as Internal Auditors for the FY 2023-24 to conduct the internal audit of the various areas of operations and records of the Company.

SECRETARIAL AUDIT REPORT

M/s. Bhandari & Associates, Practising Company Secretaries, (Unique Identification No.: P1981MH043700) were appointed to conduct the Secretarial Audit of the Company for the financial year 2023-24 as required under Section 204 of the Companies Act, 2013 and the rules made thereunder. The report of the Secretarial Auditor, in the prescribed Form MR-3 is annexed to this report as “Annexure 2”.

The Secretarial Auditors’ Report for FY 2023-24 does not contain any qualification, reservation or adverse remark, except as mentioned in the form MR-3 which is annexed to this report as “Annexure 2”.

The Board has taken note of the remarks of the Secretarial Auditor and commented as below:

Sr. No.	Particulars	Comments
1.	The Company has disbursed/ transferred the CSR funds under the statutory obligation laid down in Section 135 of the Act to the implementing agency (AGS Community Foundation, a Section 8 company and subsidiary of the Company). However, the amount transferred in the current year (₹ 6.50 Million) remain unutilized by the implementing agency as of 31 March 2024. Additionally, out of the CSR funds disbursed in the previous financial year 2022-23 amounting to ₹ 11.1 Million, ₹ 3.01 Million remain unutilized as of 31 March 2024. Furthermore, the amounts disbursed for the financial years 2020-21 and 2021-22 were fully utilized by implementing agency in FY 2023-24.	The Company had disbursed CSR contribution to the implementing agency (AGS Community Foundation, a Section 8 company and subsidiary of the Company) and has identified Project AGS Shiksha to utilise the said contribution. The CSR contribution shall thus be utilised towards Project AGS Shiksha by the implementing agency in a judicious and beneficial manner.

Securevalue India Limited and India Transact Services Limited, wholly owned subsidiaries of the Company falls within the ambit of “Material Subsidiary” as per the SEBI Listing Regulations for the financial year 2023-24. The Secretarial Audit Report of Securevalue India Limited and India Transact Services Limited for the Financial Year 2023-24 is enclosed as “Annexure 2A” and “Annexure 2B” respectively to this report.

SUBSIDIARIES

As on 31 March 2024, the Company has 8 subsidiaries which include 3 Direct wholly owned subsidiaries, 1 subsidiary (section 8 company) and 4 overseas step down subsidiaries as under:

- i. Securevalue India Limited (Wholly owned subsidiary);
- ii. India Transact Services Limited (Wholly owned subsidiary);
- iii. Global Transact Services Pte. Ltd. (Wholly owned subsidiary);
- iv. Novus Technologies Pte. Ltd. (First level step down subsidiary through Global Transact Services Pte. Ltd.);
- v. Novus Technologies (Cambodia) Company Limited (Second level step down subsidiary through Novus Technologies Pte. Ltd.);
- vi. Novus Transact Philippines Corporation (Second level step down subsidiary through Novus Technologies Pte. Ltd.);
- vii. Novustech Transact Lanka (Private) Limited (Second level step down subsidiary through Novus Technologies Pte. Ltd.); and
- viii. AGS Community Foundation (Section 8 Company).

Further, as on 31 March 2024, the Company has an associate entity (45% stake) in Indonesia i.e. P.T. Nova Digital Perkasa through its first level step down subsidiary (Novus Technologies Pte. Ltd.).

During the year under review, none of the entities have ceased to be the Company's subsidiaries, joint ventures or associate companies.

The Board of Directors (including Audit Committee) have reviewed the affairs of the subsidiaries and associate entity. A Report on the performance and financial position of each of the subsidiaries and associate entity included in the Consolidated Financial Statements and their contribution to the overall performance of the Company, is provided in Form AOC-1 and forms part of this report as "**Annexure 3**".

The Annual Audited Accounts of the Subsidiary Companies and the related detailed information will be made available to the Shareholders of the Company at the corporate office of the Company.

The Company has framed a Policy for determining Material Subsidiary which is available on the website of the Company at <https://www.agsindia.com/corporate-policies.aspx>

CODE OF CONDUCT

Your Company has in place, a Code of Conduct for the Board of Directors and Senior Management Personnel, which reflects the legal and ethical values to which your Company is strongly committed.

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, for the financial year ended 31 March 2024. The said Code is available on the website of your Company at <https://www.agsindia.com/corporate-policies.aspx>. In accordance with Regulation 26 of the SEBI Listing Regulations, this is to confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended 31 March 2024. The declaration to this effect signed by Mr. Ravi B. Goyal, Chairman and Managing Director of the Company forms part of this Report as "**Annexure 4**".

RISK MANAGEMENT

The Company has devised and adopted a Risk Management Policy and implemented a mechanism for risk assessment and management. Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment and incorporates risk treatment plans in its strategy, business and operational plans.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

In Board's view, there are no material risks which might threaten the existence of the Company.

As on 31 March 2024, the Risk Management Committee comprises of the below:

1.	Mr. Ravi B. Goyal	Chairman of the Committee
2.	Mr. Sivanandhan Dhanushkodi	Member
3.	Mr. Saurabh Lal	Member
4.	Mr. Stanley Johnson Panacherry	Member
5.	Mr. Vinayak R. Goyal	Member
6.	Mr. Sudheer Parappurath	Member

EMPLOYEES STOCK OPTION SCHEMES

With a view to attract and retain key employees and talent working with the Company and its subsidiaries and to motivate them to contribute to the overall corporate growth and profitability of the Company, to augment shareholders' value and align the interests of employees with those of the shareholders of the Company, the Company had implemented the following:

- Employee Stock Option Scheme – ESOS 2012 ("ESOS 2012") instituted vide Board and shareholders resolutions dated 29 February 2012 respectively and amended thereafter from time to time;
- AGS Employee Stock Option Scheme 2015 ("ESOS 2015") instituted vide Board and shareholders resolutions dated 30 January 2015 and 3 February 2015 respectively and amended thereafter from time to time.

ESOS 2012 and ESOS 2015 are in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI SBEB Regulations"].

The Nomination & Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors Stock Option Plans of the Company in accordance with the SEBI SBEB Regulations.

During the year under review, the shareholders through postal ballot on 29 March 2024 have increased the option pool available to be granted ESOS 2015 by additional 3,000,000 options and also changed the manner of determination of exercise price for options to be granted under ESOS 2015.

During the year under review, the Company has not granted any stock options.

The particulars required to be disclosed pursuant to the SEBI SBEB Regulations shall be disclosed on Company website at <https://www.agsindia.com/corporate-governance/others.aspx#others>.

SCHEME OF ARRANGEMENT

The Board of Directors of the Company have approved a Scheme of Arrangement (“Scheme”) between the Company (“Resulting Company”) and its wholly owned subsidiary i.e. India Transact Services Limited (“Demerged Company”) and their respective shareholders and creditors at their meeting held on 19 March 2024 involving the demerger of the Merchant Acquisition Business Undertaking of the Demerged Company (the “Demerged Undertaking”) and transfer of such Demerged Undertaking to the Resulting Company.

The Scheme has been filed with the National Company Law Tribunal (“NCLT”) in furtherance of the objective of consolidating the payment services activities of the Group relating to merchant acquisition business at the Resulting Company. The rationale of the Scheme is as under:

- The Resulting Company is engaged in the business of providing customized products and services comprising ATM and Cash Recycler Machines (“CRM”) outsourcing, cash management and digital payment solutions. The Demerged Company is engaged in the business of Merchant Acquisition Business and also holds a valid PPI license, issued by the Reserve Bank of India. The Demerged Company is a wholly owned subsidiary of the Resulting Company.
- Currently, many large Merchant Acquisition Business contracts are secured by the Resulting Company which are further subcontracted and serviced by the Demerged Company.
- The Scheme aims to consolidate the Merchant Acquisition Business activities under the Resulting Company, fostering better, more efficient, and economical resource management. This consolidation is expected to create synergies, particularly in the development of the Merchant Acquisition Business, offering improved opportunities for growth and scalability.
- The Scheme, inter-alia, also leads to vertical integration of the Merchant Acquisition Business into the Resulting Company, thereby enabling it to position itself in a better manner in the market. The Resulting Company will be capable of providing a comprehensive range of services, from software solutions development to seamless transaction platforms, enhancing its competitiveness and market presence allowing the Resulting Company to offer the entire range of services to its customers starting from development and designing of software solutions to providing payment platforms for carrying out transactions.
- The Scheme shall facilitate the Demerged Company to entirely focus on the PPI business, which includes contracts from

prominent entities like Patanjali Ayurved Limited, Bharuwa Solution Pvt. Limited and Bangalore Metro Rail Corporation Limited (BMRCL). The Demerged Company has also initiated pilot in automated fuelling based solution through the PPI business. This focused approach is expected to enable the Demerged Company to capitalize on the existing contracts and explore prospective business opportunities, thus aligning with and attracting potential clients interested in the PPI business. PPI license enables us to provide consumer centric solutions and open loop PPI card shall create better opportunities providing better consumer experience in making payments.

- The Scheme will reduce management overlap and integrate the business functions, thereby streamlining the business structure of the group. The Scheme will ultimately result in better, efficient, and economical management, cost savings, pooling of resources, creating better synergies across the group, optimum utilization of resources, rationalization of administrative expenses/ services, and further development and growth of the respective businesses.
- The Scheme is between a holding company and its wholly owned subsidiary and shall not in any manner be prejudicial to the interests of concerned shareholders/ creditors of the Companies and the general public at large.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the SEBI Listing Regulations, top 1,000 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company had formulated and adopted its Dividend Distribution Policy, which is available on the Company’s Website at <https://www.agsindia.com/corporate-policies.aspx>.

BOARD CONSTITUTION

As on 31 March 2024, your Board comprises 8 (Eight) Directors comprising of 1 (One) Managing Director, 2 (Two) Executive Directors, 1 (One) Non-Executive Director and 4 (Four) Independent Directors.

The Board met 8 times during the FY 2023-24, the details of which are given in the Report on Corporate Governance forming part of the Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and the SEBI Listing Regulations.

On the basis of the written representations received from the Directors, none of the above Directors is disqualified under Section 164 (2) of the Act.

Post 31 March 2024 till the date of signing this report, there have been no changes in the Board constitution.

COMPANY'S POLICY RELATING TO PAYMENT OF REMUNERATION TO DIRECTORS AND KMPS:

The Company's policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel includes criteria for determining qualifications, positive attributes, independence of a Director and other matters as prescribed under Section 178(3) of the Companies Act, 2013. The compensation structure is merit-based, market-led and benchmarked against industry standards. The policy includes provisions w.r.t. criteria for appointment and payment of remuneration to Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

The Company's Nomination and Remuneration Policy is available on the website of the Company at <https://www.agsindia.com/corporate-policies.aspx>.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

The Nomination & Remuneration Committee carried out annual performance evaluation of the Board, its Committees and Individual Directors for the financial year 2023-24 at their meeting held on 29 May 2024. During the financial year under review, the Independent Directors of your Company in separate meeting held on 19 March 2024 without presence of other Directors and management evaluated performance of the Chairman, Managing Director and other Non-Independent Directors including Executive Directors, along with performance of the Board/Board Committees and other senior management members. The evaluation of the performance of the Directors was done through discussions, the criteria of which included, inter alia, board structure, contributions made at the Board meeting, attendance, instances of sharing best and next practices, domain knowledge, vision, strategy, engagement with senior management.

The Board of Directors (excluding the director being evaluated) have also evaluated the performance of Independent and Non-Independent Directors, fulfilment of their independence criteria and their independence from the management, performance of the Board as a whole and that of the Chairman of the Meetings/Committees.

VIGIL MECHANISM

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Accordingly, the Board of Directors have formulated a "Whistle Blower Policy/Vigil Mechanism" which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations. The policy is a

channel to the Directors, Employees and Stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code or the Terms of reference or the Policy without fear of punishment or unfair treatment. The Policy ensures to protect the whistle blower from unfair adverse personal action and no individual has been denied access to the audit committee under the policy. The policy is available on the website of the Company and can be viewed on: <https://www.agsindia.com/corporate-policies.aspx>.

DEPOSITS

During the financial year 2023-24, your Company has not invited, accepted or renewed any fixed deposits from the Public within the meaning of Section 73 and 76 of the Companies Act, 2013 ("the Act") read with Companies (Acceptance of Deposits) Rules, 2014. Accordingly, as on 31 March 2024, there was no principal or interest outstanding in respect thereof.

ANNUAL RETURN

Pursuant to the requirement under Section 92(3) of the Companies Act, 2013, copy of the annual return for the financial year ended 31 March 2024 in Form MGT-7 can be accessed on our website at <https://www.agsindia.com/corporate-governance.aspx>.

STATEMENT ON MATERIAL CHANGES & COMMITMENTS

Except as stated below, there are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2023-24 and the date of this Report:

- The Company has approved issuance of upto 25,236,500 Convertible Warrants ("Warrants") carrying an entitlement to subscribe to an equivalent number of equity shares of face value of ₹ 10/- each to Promoter/Promoter Group and Non-Promoters on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended.
- Further, pursuant to the special resolution passed on 18 July 2024 by the members of the Company through Postal Ballot and in-principal approvals granted by National Stock Exchange of India Limited and BSE Limited on 31 July 2024 and 1 August 2024 respectively, the Board of Directors of AGS Transact Technologies Limited (the "Company") at their meeting held on Wednesday, 14 August 2024 approved the allotment of 20,109,100 Warrants convertible into equal number of equity shares of face value of ₹ 10/- each at an Issue Price of ₹ 79.25/- per warrant on preferential basis to Promoter/Promoter Group and Non-Promoters allottees.

STATEMENT ON MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS

No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has an effective internal control and risk mitigation system, which is reviewed and constantly updated. The internal controls including the internal financial control of the Company are managed and reviewed by the Audit Committee and apart from the staff employed by the Company, the Company has also appointed independent Internal Auditors to review and monitor the internal financial controls and their adequacy. The Internal Financial Controls of the Company are adequate and commensurate with the size and nature of business of the Company.

REPORTING OF FRAUDS

There were no instances of fraud as required to be reported by the Statutory Auditors of the Company to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

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

The Company has in place the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed of during the year 2023-24:

- No. of complaints at the beginning of the year 2023-24 : NIL
- No. of complaints received during the year 2023-24: NIL
- No. of complaints disposed of during the year 2023-24 : NIL
- No. of complaints at the end of the year 2023-24: NIL

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOING

Information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in "Annexure 5" forming part of this Report.

PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES

The Company has complied with the provisions of Section 185 & 186 of the Act w.r.t. granting loans, making investments and providing guarantees & securities to its subsidiaries. Further, The Company has availed guarantee from one of its subsidiary during the period under review. Details of the same are referred at Note 46 (Notes to the financial statements) of the standalone financial statements as on 31 March 2024.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year under review were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations. During the year under review, there are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interests of the Company at large.

All Related Party Transactions were placed before the Audit Committee and also before the Board for their approval. Prior in-principle approval of the Audit Committee was obtained for the transactions which were of a repetitive nature. The transactions entered into pursuant to the in-principle approval so granted were reviewed and statements giving details of all related party transactions were placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The disclosures pertaining to related party transactions as per the applicable Accounting Standards form part of the notes to the financial statements provided in this Annual Report.

The Company has framed a Related Party Transactions Policy which is available at the below link:

<https://www.agsindia.com/corporate-policies.aspx>

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length

basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

MD AND CFO CERTIFICATION:

As required under Regulation 17(8) of the SEBI Listing Regulations, the Managing Director and CFO of your Company have certified the accuracy of the Financial Statements, the Cash Flow Statement and adequacy of Internal Control Systems for financial reporting for the financial year ended 31 March 2024. Their Certificate is annexed as “**Annexure 6**” to this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE - TERMS OF REFERENCE

The terms of reference of the CSR Committee are as follows:

TERMS OF REFERENCE OF CSR COMMITTEE:

- Review and recommend the CSR Policy to the Board of Directors;
- Recommend the amount of annual expenditure to be incurred on the CSR activities;
- Formulate the annual action plan for each financial year and recommend the same to the Board;
- Review and recommend to the Board, certain CSR projects/ programmes as ongoing projects in accordance with the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- Review the impact assessment reports of CSR projects, whenever applicable as per the Act and CSR Rules;
- Annually report to the Board, the status of the CSR activities and contributions made by the Company.
- To discharge any other function as may be delegated to it by the Board and falling under the purview of the Company's CSR Policy.

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year as detailed in CSR Report are set out in “**Annexure 7**” in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3)(c) & 134(5) of the Companies Act, 2013, with respect to Directors'

Responsibility Statement, it is hereby confirmed that for the concerned FY 2023-24:

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

REPORT ON CORPORATE GOVERNANCE

As required by Regulation 34 of the SEBI Listing Regulations, a detailed Report on Corporate Governance is included in the Annual Report as “**Annexure 1**”.

M/s. Bhandari & Associates, Practising Company Secretaries, Mumbai, have certified your Company's compliance requirements in respect of Corporate Governance, in terms of Regulation 34 of the SEBI Listing Regulations; and their Compliance Certificate is annexed to the Report on Corporate Governance. (“**Annexure 8**”).

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report for the financial year ended 31 March 2024 as stipulated under Regulation 34(2) of SEBI Listing Regulations is attached as a part of this Annual Report as “**Annexure 9**”.

PARTICULARS OF EMPLOYEES

The information under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as follows:

- Ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director in the financial year:

Sr No.	Name of the Director	Designation	Ratio of Remuneration of each Director/KMP to median remuneration of employees	Percentage increase/ decrease in Remuneration in the financial year 2023-24 over financial year 2023-23
1	Mr. Ravi B Goyal	Chairman & Managing Director	48.98	NIL
2	Mr. Sudip Bandyopadhyay	Non-Executive, Non-Independent Director	11.33	8%
3	Mr. Rahul N. Bhagat	Non-Executive, Independent Director	2.03	-83%
4	Mr. Subrata Kumar Mitra	Non-Executive, Independent Director	9.18	-9%
5	Mrs. Jhuma Guha	Non-Executive, Independent Director	10.31	63%
6	Mr. Sivanandhan Dhanushkodi	Non-Executive, Independent Director	10.51	770%
7	Ms. Preeti Malhotra	Non-Executive, Independent Director	6.64	NA
9	Mr. Stanley Johnson P.	Executive Director	48.21	-2%
10	Mr. Vinayak R. Goyal	Executive Director	15.67	NIL

Notes:

- The Non-Executive, Independent Directors of the Company are paid remuneration in the form of commission and sitting fees for meetings attended by them during FY 2023-24.
- Mr. Sudip Bandyopadhyay, Non-Executive, Non-Independent Director of the Company is paid remuneration in the form of commission and sitting fees.
- Mr. Sivanandhan Dhanushkodi was appointed w.e.f. 11 March 2023.
- Mr. Rahul Narain Bhagat ceased to be an Independent Director w.e.f. 6 June 2023.
- The median remuneration of employees of the Company during FY 2023-24 was ₹ 490,014.
- Except sitting fees which is disclosed in financial statements, no director of the Company is in receipt of any remuneration or commission from the Company's subsidiary company.
- Percentage increase in remuneration of Chief Financial Officer and Company Secretary in the financial year:

Name of the KMP	Designation	Percentage increase/ decrease in Remuneration in the financial year 2023-24 over financial year 2022-23
Mr. Saurabh Lal	Chief Financial Officer	NIL
Ms. Sneha Kadam	Company Secretary	NIL

- Percentage increase in the median remuneration of employees in the financial year: 4.79%
- Number of permanent employees on the rolls of the Company as on 31 March 2024: 1,106
- 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: NIL
- It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company: Yes
- Receipt of any remuneration or commission by MD or WTD of the company from any subsidiary company is required to be disclosed pursuant to Section 197(14) – Not applicable

Any Member desirous of obtaining the statement containing particulars of remuneration of employees as required under Section 197(12) of the Act, read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 may write to the Company Secretary at the e-mail ID companysecretary@agsindia.com. In terms of Section 136(1) of the Act, the Annual Report is being sent to the Members excluding the aforesaid annexure.

HUMAN CAPITAL

The Directors acknowledge and appreciate the contribution of all employees towards the performance of the Company and believe that the employees are the most valuable assets of the Company. The Company has a scalable recruitment and human resources management process.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company is in compliance with the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India.

OTHER DISCLOSURES

- No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.
- The requirement to disclose the 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, is not applicable.

ACKNOWLEDGEMENTS

The Board wishes to place on record their sincere appreciation and gratitude to the various government authorities, bankers, customers, vendors, shareholders and all other stakeholders

for their continued co-operation and generous support. Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion and Analysis describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include: global and domestic demand and supply conditions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the Company.

For and on behalf of the Board of Directors

AGS Transact Technologies Limited

Ravi B. Goyal

Chairman & Managing Director

(DIN: 01374288)

Address: C-3101, 31st Floor, Beau Monde,

Appasaheb Marathe Marg, Prabhadevi, Mumbai- 400025

Place: Mumbai

Date: 4 September 2024

“ANNEXURE 1”

Report on Corporate Governance

1. Company’s philosophy on code of corporate governance:

The Company’s philosophy on Corporate Governance is based on the principles of full disclosure, fairness, equity, transparency, and accountability in various aspects of its functioning, leading to the protection of stakeholders interest and an enduring relationship with them.

Your Company is committed to follow the best Corporate Governance practices not only to ensure success in business, but also for maximizing value for all the stakeholders, be it Members, investors, clients or employees. The trust of the stakeholders is built by maintaining the highest ethical standards, transparency and accountability. The Directors and Management of your Company continue to be committed to adhering to the best governance standards and to comply with the regulatory requirements in the true spirit and beyond the letter of law.

2. Board of directors

a. Board Composition and category of directors

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Companies Act 2013 (“the Act”) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], with an appropriate combination of Executive, Non-Executive, Women and Independent Directors. The number of Independent Directors comprises of 50% of the total strength of the Board.

As on 31 March 2024, the Board comprises of 8 (Eight) Directors - 1 (One) Managing Director, 2 (Two) Executive Directors, 1 (One) Non-Executive, Non-Independent Director and 4 (Four) Independent Directors including 2 (Two) Woman Independent Directors.

The management of the Company is entrusted in the hands of its Senior Management Personnel and is headed by the Executive Chairman and Managing Director who functions under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholders’ value are met.

Mr. Ravi B. Goyal, Chairman and Managing Director of the Company is the Promoter. Mr. Vinayak R. Goyal (Executive Director and son of Mr. Ravi B. Goyal) belongs to the Promoter Group. None of the other Directors are related to Promoter group, or related to each other than as stated above.

None of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, Directors, or Senior Management which, in their judgement, would affect their independence. It is hereby confirmed that in the opinion of the Board of Directors, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and the Companies Act, 2013 and are independent of the management. Further, the Independent Directors have also registered their names in the Data bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended.

The Board of Directors comprises of professionals drawn from diverse fields who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board decision making process. All the Directors of the Company are experienced professionals having knowledge covering wide range of subjects including those of Information technology, Banking solutions, Consumer Banking, Financial Services, Banking outsourcing operations, Governance and the related regulatory issues of the business.

At the time of appointment, Independent Directors are made aware of their roles, rights and responsibilities through a formal letter of appointment which also stipulates the various terms and conditions of their engagement. The terms and conditions of the appointment of Independent Directors are posted pursuant to Regulation 46(2)(b) of the SEBI Listing Regulations, on the Company’s website and can be accessed at <https://www.agsindia.com/corporate-policies.aspx>. Further, at Board and Committee Meetings, the Independent Directors are on a regular basis familiarized with the business model, regulatory environment in which the Company operates, strategy, operations, functions, policies and procedures of the Company and its subsidiaries so that they are able to play a meaningful role in the overall governance processes of the Company. The details of the same are on the website at <https://www.agsindia.com/corporate-policies.aspx>.

Details of the Directors seeking re-appointment i.e. Mr. Sudip Bandyopadhyay at the 21st Annual General Meeting (AGM) shall be included in the Notice of the AGM.

Matrix setting out the skills/ expertise/ competence of the Board of Directors:

The following is the list of core skills/ expertise/ competencies possessed by the Board of Directors of the Company, which are essential for the functioning of the Company in an effective manner:

Sr. No.	Name of the Director	Skills/expertise/competences
1	Mr. Ravi B. Goyal	Over 28 years of experience in the field of technology
2	Mr. Sudip Bandyopadhyay	Over three decades of rich and diverse experience in various areas of finance and financial service
3	Mr. Subrata Kumar Mitra	Over 42 years of experience in the financial industry
4	Mrs. Jhuma Guha	Experience of over 3 decades in the field of financial services
5	Mr. Stanley Johnson	Over 28 years of experience in the field of payment industry
6	Mr. Vinayak R. Goyal	Over 9 years of experience in the fields of investment banking and business strategy
7	Mr. Sivanandhan Dhanushkodi	Highly regarded IPS officer with an illustrious career spanning 36 years. He has held several senior positions in the Intelligence Bureau, Central Bureau of Investigation and Mumbai crime branch.
8	Ms. Preeti Malhotra	Over 31 years of global experience in top leadership positions. Expertise in Business Strategy & development, Corporate Affairs, Fund Raising, Project management, etc

b. Board meetings held and Directors' attendance record

Sr. No.	Name of the Director	Category	Number of Board meetings held during the year ended 31 March 2024		#No. of Directorship in Other Public Companies as on 31 March 2024	*No. of Board Committee Membership held in Public Companies as on 31 March 2024		Attendance at last AGM held on 25 September 2023	Shareholding as on 31 March 2024
			Held	Attended		Member	Chairman		
1.	Mr. Ravi B. Goyal	Chairman & Managing Director	8	8	2	1	0	Yes	27,741,455
2.	Mr. Sudip Bandyopadhyay	Non-Executive, Non-Independent Director	8	8	8	5	1	Yes	NIL
3.	Mr. Subrata Kumar Mitra	Non-Executive, Independent Director	8	7	7	8	4	Yes	NIL
4.	Mr. Rahul N. Bhagat	Non-Executive, Independent Director	2	2	3	2	NA	Yes	NIL
5.	Mr. Sivanandhan Dhanushkodi	Non-Executive, Independent Director	8	8	9	9	2	Yes	NIL
6.	Mrs. Jhuma Guha	Non-Executive, Independent Director	8	8	7	7	4	Yes	185
7.	Mr. Stanley Johnson P.	Executive Director	8	8	0	0	0	Yes	132,000
8.	Mr. Vinayak R. Goyal	Executive Director	8	8	1	0	0	Yes	NIL
9.	Ms. Preeti Malhotra	Non-Executive, Independent Director	6	6	2	2	0	Yes	NIL

Notes:

#Does not include Directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.

*In accordance with Regulation 26 of the SEBI Listing Regulations, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in public limited companies (including AGS Transact Technologies Limited) have been considered.

Mr. Rahul N. Bhagat ceased to be an Independent Director w.e.f. 6 June 2023

Ms. Preeti Malhotra has been appointed w.e.f. 28 June 2023

The Board of Directors of the Company meets regularly to discuss the operational and financial performance of the Company and that of its subsidiaries. During the year under review, 8 meetings of the Board were held on the following dates:

26 May 2023, 6 June 2023, 28 June 2023, 4 August 2023, 29 August 2023, 3 November 2023, 7 February 2024 and 19 March 2024

c. Other directorship positions held in listed entities (Equity Listed only) by Directors as on date of this report and the category (excluding AGS Transact Technologies Limited):

Sr. No.	Name of the Director	Names of listed entities in which Directorship held	Category of Directorship
1	Mr. Ravi B. Goyal	None	None
2	Mr. Sudip Bandyopadhyay	1. Inditrade Capital Limited 2. VST Industries Limited	Non- Executive Director/Promoter Non- Executive – Independent Director
3	Mr. Subrata Kumar Mitra	1. IL&FS Engineering & Construction Company Limited 2. Centrum Capital Limited 3. IF&FS Transportation Networks Limited 4. Asirvad Microfinance Limited (Debt Listed)	Non- Executive – Independent Director Non- Executive – Independent Director Non- Executive – Independent Director Non- Executive – Independent Director
4	Mrs. Jhuma Guha	1. Inditrade Capital Limited	Non- Executive – Independent Director
5	Mr. Sivanandhan Dhanushkodi	1. Inditrade Capital Limited 2. Kirloskar Industries Limited 3. Forbes Precision Tools and Machine Parts Limited	Non- Executive – Independent Director
6	Mr. Stanley Johnson P.	None	None
7	Mr. Vinayak R. Goyal	None	None
8	Ms. Preeti Malhotra	None	None

d. Board Committees

AUDIT COMMITTEE

As on 31 March 2024, the Company's Audit Committee comprises of 3 Members and is compliant with the provisions of section 177 of Companies Act, 2013 and SEBI Listing Regulations. The constitution of Audit Committee is as follows:

- Mrs. Jhuma Guha Chairperson of the Committee
- Mr. Sudip Bandyopadhyay Member
- Mr. Sivanandhan Dhanushkodi Member

During the financial year under review, the Audit Committee met 5 (Five) times i.e. as on 26 May 2023, 4 August 2023, 3 November 2023, 7 February 2024 and 19 March 2024.

During the financial year under review, the Audit Committee was re-constituted as under:

Constitution upto 6 June 2023	Re-constitution w.e.f 6 June 2023
<ul style="list-style-type: none"> • Mrs. Jhuma Guha – Chairperson • Mr. Sudip Bandyopadhyay - Member • Mr. Rahul N. Bhagat - Member • Mr. Sivanandhan Dhanushkodi - Member 	<ul style="list-style-type: none"> • Mrs. Jhuma Guha – Chairperson • Mr. Sudip Bandyopadhyay - Member • Mr. Sivanandhan Dhanushkodi - Member

The Audit Committee meetings held during the year were duly attended by all eligible Committee Members as on respective dates of the meetings. The terms of reference of the Audit Committee are in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations (as amended). The same are enlisted as follows:

- a. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- b. Recommending to the Board, the appointment, re-appointment, and replacement, remuneration and terms of appointment of the auditors of the Company;
- c. Reviewing and monitor the statutory auditors' independence and performance and the effectiveness of audit process;
- d. Approval of payments to the statutory auditors for any other services rendered by 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 stated in the Directors' responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, as amended;

- 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. Scrutiny of inter-corporate loans and investments;
 - h. Valuation of undertakings or assets of the Company, wherever it is necessary;
 - i. Evaluation of internal financial controls and risk management systems;
 - j. Approval or any subsequent modification of transactions of the Company with related parties;
 - k. 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;
 - l. Approving or subsequently modifying transactions of the Company with related parties;
 - m. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 - n. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
- o. 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;
 - p. Discussion with internal auditors on any significant findings and follow up thereon;
 - q. 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;
 - r. Discussion 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;
 - s. 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;
 - t. Approval of 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;
 - u. Reviewing the functioning of the whistle blower mechanism;
 - v. 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;
 - w. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiaries exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
 - x. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
 - y. Formulating a policy on related party transactions, which shall include materiality of related party transactions; and

The Nomination and Remuneration Committee meetings held during the year were duly attended by all eligible Committee Members as on respective dates of the meetings.

The terms of reference of the Nomination and Remuneration Committee are in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations (as amended). The same are enlisted as follows

- a. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (“Board”) a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- b. formulation of criteria for evaluation of the performance of independent directors and the Board;
- c. devising a policy on diversity of the Board;
- d. 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;
- e. 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;
- f. recommend remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;
- g. 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;
- h. recommend to the Board, all remuneration, in whatever form, payable to senior management;
- i. performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (“SEBI Employee Benefits Regulations”);
- j. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- k. analysing, monitoring and reviewing various human resource and compensation matters;
- l. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- m. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (i) The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- n. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the SEBI Employee Benefits Regulations, the Companies Act, each as amended or other applicable law.”

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As on 31 March 2024, the Company’s Corporate Social Responsibility (CSR) Committee comprises of 3 Members and is compliant with the provisions of section 135 of Companies Act, 2013. The constitution of CSR Committee is as follows:

- | | |
|---------------------------|------------------------------|
| • Mrs. Jhuma Guha | Chairperson of the Committee |
| • Mr. Ravi B. Goyal | Member |
| • Mr. Sudip Bandyopadhyay | Member |

During the financial year under review, 2 (Two) meetings of the CSR Committee were held on 29 August 2023 and 3 November 2023.

During the financial year under review, the CSR Committee was re-constituted as under:

Constitution upto 6 June 2023	Re-constitution w.e.f 6 June 2023
<ul style="list-style-type: none"> Mrs. Jhuma Guha- Chairperson Mr. Ravi B. Goyal - Member Mr. Rahul N. Bhagat - Member 	<ul style="list-style-type: none"> Mrs. Jhuma Guha - Chairperson Mr. Ravi B. Goyal - Member Mr. Sudip Bandyopadhyay - Member

The CSR Committee meetings held during the year were duly attended by all eligible Committee Members as on respective dates of the meetings.

The terms of reference of CSR Committee are as follows:

- a. formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto, in accordance with Schedule VII of the Companies Act;
- b. recommending the amount of expenditure to be incurred on the corporate social responsibility activities;
- c. reviewing and monitoring the implementation of corporate social responsibility policy of the Company and programs undertaken by the Company; and
- d. performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.”

RISK MANAGEMENT COMMITTEE

The Company’s Risk Management Committee comprises of 7 (seven) Members. The constitution of the Committee as on 31 March 2024 is as follows:

• Mr. Ravi B. Goyal	Chairperson of the Committee
• Mr. Sivanandhan Dhanushkodi	Member
• Mr. Saurabh Lal	Member
• Mr. Stanley Johnson Panacherry	Member
• Mr. Vinayak R. Goyal	Member
• Mr. Sudheer Parappurath	Member

The terms of reference of Risk Management Committee are as follows:

- 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 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, including evaluating the adequacy of risk management systems;
- d. to periodically review the risk management policy, 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. the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and
- g. performing such other functions as may be delegated by the Board or prescribed under the SEBI Listing Regulations and other applicable law.

During the financial year under review, 4 (four) meetings of the Risk Management Committee were held on 4 August 2023, 3 November 2023, 7 February 2024 and 19 March 2024. The same were attended by all eligible Committee Members as on respective dates of the meetings.

During the financial year under review, the Risk Management Committee was re-constituted as under:

Constitution upto 6 June 2023	Re-constitution w.e.f. 6 June 2023
<ul style="list-style-type: none"> Mr. Rahul N. Bhagat – Chairman Mr. Sivanandhan Dhanushkodi - Member Mr. Ravi B. Goyal - Member Mr. Saurabh Lal - Member Mr. Stanley Johnson Panacherry - Member Mr. Vinayak R. Goyal - Member Mr. Sudheer Parappurath - Member 	<ul style="list-style-type: none"> Mr. Ravi B. Goyal – Chairman Mr. Sivanandhan Dhanushkodi - Member Mr. Saurabh Lal - Member Mr. Stanley Johnson Panacherry - Member Mr. Vinayak R. Goyal - Member Mr. Sudheer Parappurath - Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company's Stakeholders' Relationship Committee comprises of 3 Members. The constitution of the Committee as on 31 March 2024 is as follows:

• Mrs. Jhuma Guha	Chairperson of the Committee
• Mr. Sivanandhan Dhanushkodi	Member
• Mr. Ravi B. Goyal	Member

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- | | |
|---|--|
| a. redressal of grievances of the 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; | f. to approve, register, refuse to register transfer or transmission of shares and other securities; |
| b. review measures taken for effective exercise of voting rights by shareholders; | g. to sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company; |
| c. review adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent; | h. to issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company; |
| d. review 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; and | i. to dematerialize or rematerialize the issued shares; |
| e. formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time; | j. to further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agents(s); and |
| | k. 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.” |

During the financial year under review, 1 (one) meeting of the Stakeholders' Relationship Committee was held on 3 November 2023. The same was attended by all eligible Committee Members as on respective dates of the meetings.

During the financial year under review, the Stakeholders' Relationship Committee was re-constituted as under:

Constitution upto 6 June 2023	Re-constitution w.e.f 6 June 2023
<ul style="list-style-type: none"> Mr. Rahul N. Bhagat – Chairman Mr. Sivanandhan Dhanushkodi - Member Mrs. Jhuma Guha - Member 	<ul style="list-style-type: none"> Mrs. Jhuma Guha- Chairperson Mr. Sivanandhan Dhanushkodi - Member Mr. Ravi B. Goyal- Member

Ms. Sneha Kadam, Company Secretary is the Compliance Officer of the Company, as required under the SEBI Listing Regulations.

Details of investor queries and grievances received and attended by the Company during the FY 2023-24 are given herein below:

- Pending as on 1 April 2023 - NIL
- Received during the year - 1
- Disposed-off during the year - 1
- Pending as on 31 March 2024 – NIL
- Number of complaints not resolved to the satisfaction of shareholders – NIL

your Company in separate meeting held on 19 March 2024 without presence of other Directors and management evaluated performance of the Chairman, Managing Director and other Non-Independent Directors including Executive Directors along with performance of the Board/Board Committees and other senior management members. The evaluation of the performance of the Directors was done through discussions, the criteria of which included, inter alia, board structure, contributions made at the Board meeting, attendance, instances of sharing best and next practices, domain knowledge, vision, strategy, engagement with senior management.

e. ANNUAL EVALUATION OF BOARD'S PERFORMANCE

The Nomination & Remuneration Committee carried out annual performance evaluation of the Board, its Committees and Individual Directors for the financial year 2023-24 at their meeting held on 29 May 2024. During the financial year under review, the Independent Directors of

The Board of Directors (excluding the director being evaluated) have also evaluated the performance of Independent and Non-Independent Directors, fulfilment of their independence criteria and their independence from the management, performance of the Board as a whole and that of the Chairman of the Meetings/Committees.

f. REMUNERATION OF DIRECTORS

Remuneration to Executive Directors for the FY 2023-24:

Sr No.	Name of the Director	Designation	Salary, Allowances and Bonus (in ₹ Million)	Perquisites	Pension	Total Remuneration
1	Mr. Ravi B. Goyal	Chairman & Managing Director	24.00	NIL	NIL	24.00
2	Mr. Stanley Johnson P.	Director	23.33	NIL	NIL	23.33
3	Mr. Vinayak R. Goyal	Director	7.68	NIL	NIL	7.68

Details of Employee Stock options held by Executive Directors:

Sr No.	Name of the Director	Options held as on 1 April 2023	Options granted during the year	Options exercised during the year	Options held as on 31 March 2024
1	Mr. Stanley Johnson P.	200,800	NIL	NIL	200,800

Notes:

- The service contracts of the Chairman and Managing Director & Executive Directors of your Company are for a period of three years, with a notice period of six months and three months respectively.
- The notice period for Independent Directors is 30 days as per the appointment letter issued to them.

Remuneration to Non-Executive, Independent Directors and Non-Executive, Non-Independent Directors for the FY2023-24

The Non-Executive Independent Directors (NEDs) of the Company are paid remuneration by way of Sitting Fees for their participation in various committee and board meetings. Further, the NEDs are also entitled to receive profit related commission in accordance with the terms of their respective appointment letters, within the limits specified under the Companies Act, 2013. Mr. Sudip Bandyopadhyay, Non-Executive, Non-Independent Director was paid remuneration by way of sitting fees for participation in various committee and board meetings and profit related commission. The remuneration paid to NEDs during the year is as follows:

Sr No.	Name of the Non-Executive Director	Sitting fees (in ₹ Million)	*Commission (in ₹ Million)
1	Mrs. Jhuma Guha	1.55	3.50
2	Mr. Sivanandhan Dhanushkodi	1.65	3.50
3	Mr. Subrata Kumar Mitra	1.00	3.50
4	Ms. Preeti Malhotra	0.60	2.65
5	Mr. Rahul N. Bhagat	0.35	0.64
6	Mr. Sudip Bandyopadhyay	1.40	3.50

*Subject to approval of shareholders at the ensuing 21st AGM.

Mr. Rahul N. Bhagat ceased to be a Director w.e.f. closure of business hours on 6 June 2023.

There is no pecuniary or business relationship between the NEDs and the Company, except for the sitting fees for attending meetings of the Board/Committees thereof and commission payable to them annually. The Independent Directors are not entitled to any stock options and except Mrs. Jhuma Guha none of the Non-Executive Directors hold any Equity Shares in the Company.

g. GENERAL BODY MEETINGS:

The venue and timings of the last three Annual General Meetings are given below:

Financial year	Date	Location	Time
2020-21	21 September 2021	14TH Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai-400013, Maharashtra, India	11 a.m.
2021-22	30 August 2022	14TH Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai-400013, Maharashtra, India	11 a.m.
2022-23	25 September 2023	14TH Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai-400013, Maharashtra, India	11 a.m.

The number and particulars of Special Resolutions which were passed in the last three Annual General Meetings are as follows:

Date of AGM	Special resolutions passed
21 September 2021	None
30 August 2022	<ul style="list-style-type: none"> Ratification of AGS Employee Stock Option Scheme 2012; Extension of benefits to the employees of subsidiary companies of the Company for grant of employee stock option under AGS Employee Stock Option Scheme - ESOS 2012 ("ESOS 2012"); Ratification of the 'AGS Employee Stock Option Scheme 2015; Extension of benefits to the employees of subsidiary company(ies) of the Company for grant of employee stock options under AGS Employee Stock Option Scheme - ESOS 2015 ("ESOS 2015"); and Appointment of Mrs. Jhuma Guha (DIN: 00007454) as a Non-Executive Woman Independent Director of the Company").
25 September 2023	<ol style="list-style-type: none"> Approval for payment of Commission to the Non-Executive Directors for the Financial Year 2022-23; and Appointment of Ms. Preeti Malhotra (DIN: 00189958) as a Non-Executive, Independent Director of the Company.

Postal Ballot resolutions:

Procedure as given in Rule 22 of the Companies (Management and Administration) Rules, 2014 was followed. The results of the postal ballot were declared by hosting it, along with the Scrutinizer's report, on the website of the Company.

The Company had appointed Ms. Manisha Maheshwari (Membership No.: A30224), failing her, Mr. S.N. Bhandari (Membership No.: F761), Partner of M/s Bhandari and Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot process (which includes e-Voting) in fair and transparent manner.

During the FY 2023-24, the approval of the shareholders was sought for following purposes by way of postal ballot:

Postal Ballot Notice dated	Date of approval	Resolution	No of Votes polled	No of Votes in favour	% of votes in favour on votes polled	No of votes against	% of votes against on votes polled
29 March 2023	20 May 2023	Appointment of Mr. Sivanandhan Dhanushkodi (DIN: 03607203) as a Non-Executive, Independent Director of the Company	84181525	84156349	99.97	25176	0.03
29 March 2023	20 May 2023	Appointment of Mr. Sudip Bandyopadhyay (DIN: 00007382) as a Non-Executive, Non-Independent Director of the Company	84181440	84156309	99.97	25131	0.03
7 February 2024	29 March 2024	Revision in remuneration of Mr. Stanley Johnson Panacherry (DIN: 08914900), Executive Director of the Company w.e.f. 1 April 2023	84473520	84457707	99.98	15813	0.02
7 February 2024	29 March 2024	Revision in remuneration of Mr. Vinayak R. Goyal (DIN: 09199173), Executive Director of the Company w.e.f. 1 April 2023	84605521	84589712	99.98	15759	0.02
7 February 2024	29 March 2024	Re-appointment of Mr. Stanley Johnson Panacherry (DIN: 08914900) as an Executive Director of the Company for a period of 3 years with effect from 9 June 2024 and payment of remuneration	84473522	84457807	99.98	15715	0.02
7 February 2024	29 March 2024	Re-appointment of Mr. Vinayak R. Goyal (DIN: 09199173) as an Executive Director of the Company for a period of 3 years with effect from 9 June 2024 and payment of remuneration	84605523	84589857	99.98	15666	0.02
7 February 2024	29 March 2024	Re-appointment of Mr. Kiran B. Goyal (Related Party) as a Consultant (Software and Technology), holding office or place of profit for a period of 3 years with effect from 7 July 2024	84605524	84589612	99.98	15912	0.02
7 February 2024	29 March 2024	Amendments to 'AGS Employee Stock Option Scheme 2015' ("ESOS 2015") to (i) Increase the number of stock options ("options") allocated towards ESOS 2015 by 3,000,000 options from 3,416,000 options to 6,416,000 options and (ii) Modify the manner of determination of the exercise price for options to be granted under ESOS 2015.	84605525	84590342	99.98	15183	0.02
7 February 2024	29 March 2024	To approve partial modification to grant loan to AGSTTL Employee Welfare Trust under the Employee Stock Option Scheme 2012 ("ESOS 2012") and Employee Stock Option Scheme 2015 ("ESOS 2015") to fund the subscription of equity shares.	84605526	84590317	99.98	15209	0.02

Further, post 31 March 2024, below resolutions by way of postal ballot have been circulated and passed:

Postal Ballot Notice dated	Date of approval	Resolution	No of Votes polled	No of Votes in favour	% of votes in favour on votes polled	No of votes against	% of votes against on votes polled
17 June 2024	18 July 2024	Issue of Convertible Warrants on Preferential Basis	84450012	79757213	94.44	4692799	5.56
17 June 2024	18 July 2024	Re-appointment of Mr. Ravi B. Goyal as the Managing Director of the Company	84449928	79755544	94.44	4694384	5.56

h. MEANS OF COMMUNICATION

The Board takes on record the audited/ unaudited annual/ quarterly financial results prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS Rules) in the format prescribed under Regulation 33 of the SEBI Listing Regulations within prescribed time limit from the closure of the quarter/year and announces the results to all the Stock Exchanges (BSE and NSE) where the shares of the Company are listed. The Company has been publishing the results in the format as prescribed by SEBI in Free Press Journal and Navshakti within 48 hours of the conclusion of the meeting of the Board in which they are approved. The same are also published on the website of the Company i.e. www.agsindia.com.

Official news releases, if any, and Investor/Analysts presentations/transcripts are also uploaded on the Company website.

i. GENERAL SHAREHOLDER INFORMATION

- Annual General Meeting – **27 September 2024**
- Financial Year of the Company: **April to March**
- Dividend Payment Date: **No Dividend declared for FY 2023-24**
- Listing of Equity Shares on Stock Exchanges and Stock Code:

The Company's equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

Name and Address of the Stock Exchange	Type of Security/ Scrip Code	International Securities Identification Number (ISIN)
BSE Limited Address: Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001	Equity Shares BSE Scrip Code: 543451	INE583L01014
National Stock Exchange of India Limited Address: Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051	Equity Shares NSE Scrip Symbol: AGSTRA	INE583L01014

- Requisite Annual listing fees has been duly paid to both BSE and NSE within stipulated timelines.
- Corporate Identity Number (CIN) of the Company: L72200MH2002PLC138213
- Market Price data:

The monthly high/low price quotes of equity shares traded on BSE Ltd (“BSE”) and the National Stock Exchange of India Limited (“NSE”) is as follows:

Month	NSE		BSE	
	High	Low	High	Low
April-23	53.45	46.90	53.16	46.41
May-23	62.95	51.50	62.90	51.11
June-23	63.25	56.30	63.00	56.31
July-23	60.40	54.15	60.30	54.56
Aug-23	67.70	55.85	67.35	55.90
Sept-23	68.80	59.50	68.80	59.60
Oct-23	69.70	57.90	69.30	57.90
Nov-23	98.00	60.05	98.00	60.00
Dec-23	101.50	80.00	101.60	80.40
Jan-24	126.75	90.25	126.70	89.77
Feb-24	118.50	85.25	117.00	86.00
Mar-24	93.00	63.45	90.05	63.95

- Details of Registrar and Share Transfer Agents (RTA) are as follows:

Link Intime India Pvt. Ltd,

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

E-mail: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

- Share Transfer System

Share transfers and related operations for the Company are processed by the Company's RTA viz., Link Intime India Private Limited, Share transfer is normally affected within the maximum period of 15 days from the date of receipt, if all the required documentation is submitted.

Securities and Exchange Board of India (SEBI) vide its notification dated 8 June 2018 has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations 2018 (RTA Regulations) and amendment to Regulation 40 of the SEBI Listing Regulations and Clause 5(c) of Schedule III of the RTA Regulations. These amendments have mandated that the transfer of securities would be carried out only in dematerialized form.

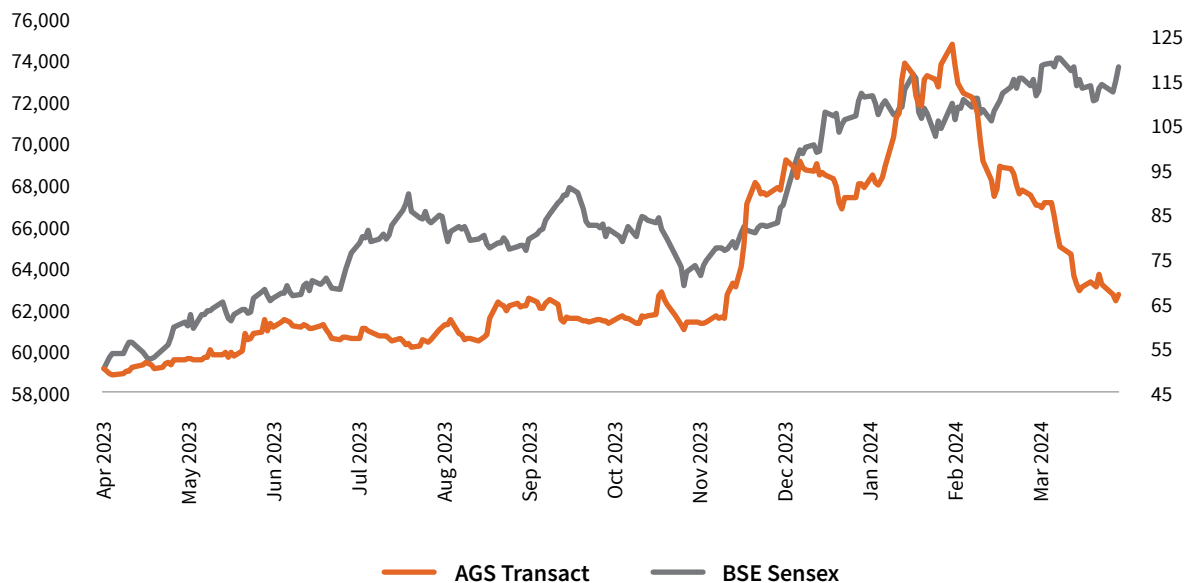
• **Plant Location:**

We have a 6,987.84 square metres facility at Daman, where we assemble, stage and conduct the testing of ATMs and other products. Our Daman facility has the capacity to manufacture up to 1,000 ATMs every month. The facility also acts as a warehousing facility for our ATMs.

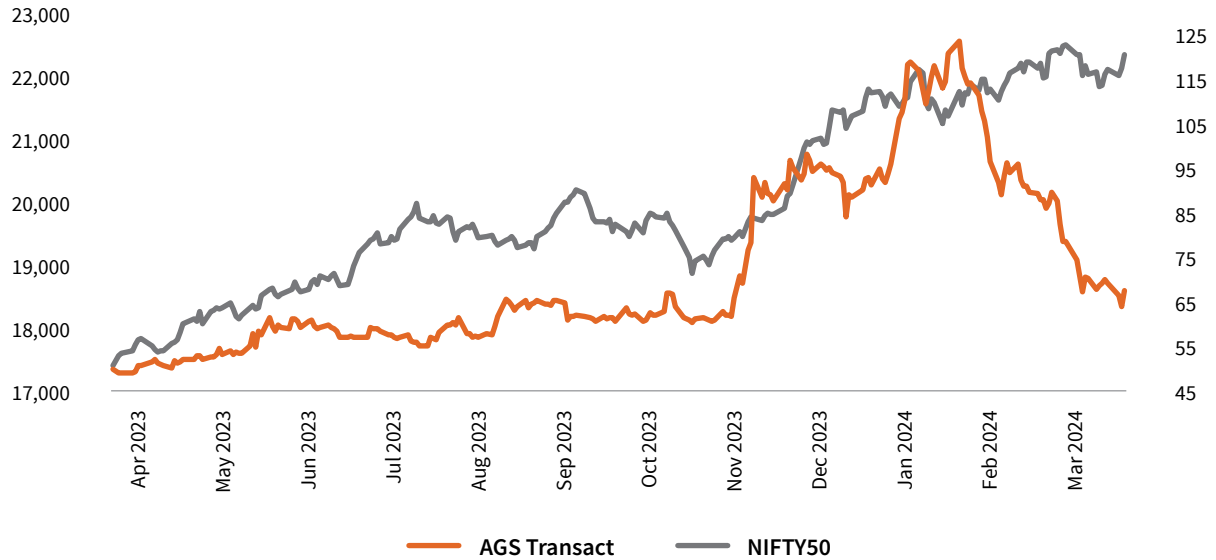
We have set up a 3,409 square feet innovation centre in Mumbai, Maharashtra where we demonstrate our end-to-end capabilities of designing, installing and integrating the hardware and software solutions that we provide. We have also set up an in-house testing and repair centre in Navi Mumbai, Maharashtra to support all our business sectors and a technology support which is operational round-the-clock to assist our customers. We also have a central warehouse facility at Kalamboli, Maharashtra totalling 19,785 square feet.

Our office premises, 'AGS House', in Mahape, Navi Mumbai, Maharashtra, has six floors and covers a total built-up area of approximately 8,000 square metres. These premises house our technical support and operational teams, monitoring centres, software lab, and the related infrastructure. In addition, we have a 24x7 call centre located in Airoli with an area of 26,938 square feet that provides support to our customers.

• **Stock Performance in comparison to BSE sensx:**



- **Stock Performance in comparison to Nifty:**



- **Commodity price risk and Commodity hedging activities:** Not Applicable

- **Distribution of Shareholding as on 31 March 2024:**

Shareholding Of Shares			Number of shareholders	Percentage of Total Share Capital	Total Shares
1	to	500	88,661	7.3548	8,928,975
501	to	1000	2,774	1.7991	2,184,171
1001	to	2000	1,302	1.6349	1,984,796
2001	to	3000	449	0.9432	1,145,111
3001	to	4000	202	0.602	730,827
4001	to	5000	229	0.8985	1,090,837
5001	to	10000	361	2.2454	2,725,947
10001	&	above	344	84.5221	102,612,412

- **Convertible instruments issued as on 31 March 2024:**

The Company has not issued any ADRs/ GDRs/ Warrants or any Convertible instruments. As on 31 March 2024, no convertible instruments are outstanding.

- **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:**

Particulars	AGS Transact (₹ in Million)	SVIL (₹ in Million)	ITSL (₹ in Million)	GTSL (₹ in Million)	Total
Audit fees	9.84	2.46	2.25	1.56	16.11
Certification fees and other services	1.69	-	0.64	-	2.33
Out of pocket expenses	0.63	0.21	0.20	-	1.04
Total	12.16	2.67	3.09	1.56	19.48

- **Details of Utilisation of Funds:**

During the financial year under review, the Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A).

- **Credit Ratings obtained during the FY 2023-24** – These details are included in Directors Report

- **Name, designation, and address of the Compliance Officer**

Ms. Sneha Kadam,
 Company Secretary and Compliance Officer
 Email: companysecretary@agsindia.com
 Address for correspondence: 14th Floor, Tower 3,
 One International Center, Senapati Bapat Marg,
 Prabhadevi (West), Mumbai 400013

- **Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Company has in place the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed of during the year 2023-24:

- No. of complaints at the beginning of the year 2023-24: NIL
- No. of complaints received during the year 2023-24: NIL
- No. of complaints disposed off during the year 2023-24 : NIL
- No. of complaints at the end of the year 2023-24: NIL

DETAILS OF MATERIAL SUBSIDIARIES:

Securevalue India Limited and India Transact Services Limited, wholly owned subsidiaries of the Company falls within the ambit of “Material Subsidiary” as per the SEBI Listing Regulations for the financial year 2023-24.

Sr No.	Name of the Company	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of appointment of Statutory Auditors
1	Securevalue India Limited	24 April 2012	Mumbai, Maharashtra	M/s. B S R & Co. LLP, Chartered Accountants	2 August 2022
2	India Transact Services Limited	11 July 2007	Mumbai, Maharashtra	M/s. B S R & Co. LLP, Chartered Accountants	2 August 2022

VIGIL MECHANISM

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Accordingly, the Board of Directors have formulated a “Whistle Blower Policy/Vigil Mechanism” which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulations 22 of the SEBI Listing Regulations. The policy is a channel to the Directors, Employees and Stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code or the Terms of reference or the Policy without fear of punishment or unfair treatment. The Policy ensures to protect the whistle blower from unfair adverse personal action and no individual has been denied access to the audit committee under the policy. The policy is available on the website of the Company and can be viewed on: <https://www.agsindia.com/corporate-policies.aspx>

DEMAT HOLDING

As on 31 March 2024 121,402,895 shares of the Company are in demat form. The Company has executed agreements with both NSDL and CDSL for dematerialisation of its shares.

ISIN of the Company: **INE583L01014**

CERTIFICATE FROM A PRACTICING COMPANY SECRETARY ON NON-DISQUALIFICATION OF DIRECTORS

A certificate from a company secretary in practice M/s. Bhandari & Associates, Company Secretaries that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached as “**Appendix A**”.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets, during the last three years

- Financial results for the quarter ended 30 September 2021 were not submitted to NSE within forty-five days from the end of the said quarter as required under Regulation 52(1), 52(4) and 54 (2) of SEBI Listing Regulations and were submitted on 21 December 2021. NSE imposed a fine of ₹ 252,000 on the Company for such delayed submission, the payment of which was made by the Company on 21 December 2021.
- NSE imposed a fine ₹ 22,000 on the Company under regulation 57(1) of SEBI Listing Regulations for delayed intimation w.r.t. payment of interest made by the Company in respect of the non-convertible debentures issued by the Company.
- NSE imposed a fine ₹ 2,000 on the Company under regulation 50(1) of SEBI Listing Regulations for delayed intimation w.r.t. prior intimation for payment of interest on the non-convertible debentures issued by the Company.

POLICIES AS PER SEBI LISTING REGULATIONS

The below policies adopted in accordance with SEBI Listing Regulations are available on the website of the Company at <https://www.agsindia.com/corporate-policies.aspx>

- Policy on Board Diversity
- Policy on determining material subsidiary
- Policy on materiality of related party transactions

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS

All the mandatory requirements of Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations have been complied with by the Company.

ADOPTION OF DISCRETIONARY REQUIREMENTS OF SEBI LISTING REGULATIONS

The Company has adopted the following non-mandatory requirements in terms of Part E of Schedule II of SEBI Listing Regulations:

- Modified opinion(s) in audit report: During the period under review, there was no audit qualification in the Financial

Statements. The Company continues to adopt the best accounting practices and has complied with the relevant applicable Accounting Standards.

- Reporting of internal auditor: The internal auditor of the Company reports directly to the Audit Committee.

DISCLOSURE FOR LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

Except granting of loan to its wholly owned subsidiary i.e. India Transact Services Limited during the year, the Company has not made any Loans and advances in the nature of loans to firms/companies in which directors are interested during the FY 2023-24.

RECOMMENDATIONS OF THE COMMITTEES

During the year under review, there have been no instances whereby the Board of Directors of the Company has not accepted the recommendations made by the Audit Committee/Nominations and Remuneration Committee/Corporate Social Responsibility Committee on any matter which is mandatorily required.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There are no shares in the demat suspense account/ unclaimed suspense account at the beginning and at the end of the FY 2023-24.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT /ETHICS

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for its designated employees. The code lays down Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

In accordance with Regulation 26 of the SEBI Listing Regulations, 2015, this is to confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance to the Code of Conduct for the financial year ended 31 March 2024.

“Appendix A”
Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
AGS Transact Technologies Limited
601-602, B-Wing, Trade World,
Kamala City, Senapati Bapat Marg,
Lower Parel (W), Mumbai – 400013

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **AGS Transact Technologies Limited**, having **CIN: L72200MH2002PLC138213** and having its registered office at 601-602, B-Wing, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400013 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended **31 March 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 the Company
1.	Mr. Ravi Badrinarain Goyal	01374288	11 December 2002
2.	Mr. Subrata Kumar Atindra Mitra	00029961	20 July 2021
3.	Mrs. Jhuma Guha	00007454	5 August 2022
4.	Mr. Sivanandhan Dhanushkodi	03607203	11 March 2023
5.	Ms. Preeti Malhotra	00189958	28 June 2023
6.	Mr. Sudip Bandyopadhyay	00007382	29 March 2023
7.	Mr. Stanley Johnson Panacherry	08914900	9 June 2021
8.	Mr. Vinayak Ravi Goyal	09199173	9 June 2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion 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 **Bhandari & Associates**

Company Secretaries

Unique Identification No.: P1981MH043700

Peer Review Certificate No.: 611/2019

Manisha Maheshwari

Partner

ACS No.: 30224; C P No.: 11031

Mumbai, 29 May 2024

ICSI UDIN: A030224F000473920

"ANNEXURE 2"

Form No. MR-3 SECRETARIAL AUDIT REPORT

For the Financial Year ended 31 March 2024

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

To,
The Members,
AGS Transact Technologies Limited
CIN: L72200MH2002PLC138213

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AGS Transact Technologies 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 authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31 March 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31 March 2024** according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings. The Company does not have any Foreign Direct Investment during the financial year;

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018#;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021#;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021#;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018#; and
 - i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

The Regulations or Guidelines, as the case may be were not applicable to the Company for the period under review.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India; and

- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable except in respect of the matters listed below:

- a. The Company has disbursed/transferred the CSR funds under the statutory obligation laid down in Section 135 of the Act to the implementing agency (AGS Community Foundation, a Section 8 company and subsidiary of the Company). However, the amount transferred in the current year (₹ 6.50 Million) remain unutilized by the implementing agency as of 31 March 2024. Additionally, out of the CSR funds disbursed in the previous financial year 2022-23 amounting to ₹ 11.1 Million, ₹ 3.01 Million remain unutilized as of 31 March 2024. Furthermore, the amounts disbursed for the financial years 2020-21 and 2021-22 were fully utilized by implementing agency in FY 2023-24.

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, half of the Board of Directors of the Company was not independent as required under Regulation 17(1)(b) of the Listing Regulations for the period from 7 June 2023, to 27 June 2023. Further the changes in the composition of the Board of Directors, that took place during the period under review, were carried out in compliance with the provision of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings other than those held at shorter notice. Agenda and detailed notes on agenda were sent in advance for the meetings, 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.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has inter alia undertaken the following events/actions -

- a. The Board of directors of the Company at their meeting held on 19 March 2024 has, subject to the required approvals and consents, approved the scheme of arrangement involving the demerger of the Merchant Acquisition Business undertaking of the Company's wholly owned subsidiary viz. India Transact Services Limited and their respective shareholders and creditors and further transfer of such Demerged undertaking to the Company. Company Scheme application in this regard was filed with the Hon'ble National Company Law Tribunal (NCLT), Mumbai bench under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 on 27 March 2024.
- b. Member's approval was obtained through postal ballot by way of special resolution passed on 29 March 2024 for:
 - i. modification of the AGS Employee Stock Option Scheme 2015 ('ESOS 2015') by increasing the number of stock options allocated to the scheme by 3,000,000, raising the total from 3,416,000 to 6,416,000 options. Additionally, the Company has revised the method for determining the exercise price for options granted under ESOS 2015.
 - ii. partial modification to grant of loan to AGSTTL Employee Welfare Trust under the Employee Stock Option Scheme 2012 and ESOS 2015 to fund the subscription of equity shares to be issued by the Company for the purpose and in connection with the implementation of the ESOS Schemes.

For **Bhandari & Associates**

Company Secretaries

Unique Identification No.: P1981MH043700

Peer Review Certificate No.: 611/2019

Manisha Maheshwari

Partner

ACS No.: 30224; C P No.: 11031

Mumbai, 29 May 2024

ICSI UDIN: A030224F000473876

This report is to be read with our letter of even date which is annexed as **Annexure 'A'** and forms an integral part of this report.

'Annexure A'

To,
The Members,
AGS Transact Technologies Limited
CIN: L72200MH2002PLC138213

Our Secretarial Audit Report for the financial year ended 31 March 2024 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Bhandari & Associates**

Company Secretaries

Unique Identification No.: P1981MH043700
Peer Review Certificate No.: 611/2019

sd/-

Manisha Maheshwari

Partner

ACS No.: 30224; C P No.: 11031
Mumbai, 29 May 2024
ICSI UDIN: A030224F000473876

“ANNEXURE 2A”

SECRETARIAL AUDIT REPORT

for the financial year ended 31 March 2024

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

To,
The Members,
Securevalue India Limited
CIN: U74120MH2012PLC230193

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ‘**Securevalue India 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 audit period covering the financial year ended **31 March 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31 March 2024 according to the provisions of:

- i. The Companies Act, 2013 (“the Act”) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the Rules made thereunder#;
- iii. The Depositories Act, 1996 And the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment 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”):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011#;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015#;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018#;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021#;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021#;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, to the extent of provisions dealing with client and referring to the Companies Act, 2013;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021#; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018#.

The Regulations or Guidelines, as the case may be were not applicable to the Company for the period under review.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015#.

The Regulations or Guidelines, as the case may be were not applicable for the period under review.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable except in respect of the matters listed below:

1. The Company has disbursed/transferred the CSR funds under the statutory obligation laid down in Section 135 of the Act to the implementing agency (AGS Community Foundation, a Section 8 company which is also a related party of the Company.). However, the amount transferred in the current year (₹ 53 Lakh) remain unutilized by the implementing agency as of 31 March 2024. Additionally, out of the CSR funds disbursed in the previous financial year 2022-23 amounting to ₹ 1,541,200, the implementing agency has utilized ₹ 1,541,200 in the current year i.e., FY 2023-24.
2. The Company had declared dividend at the rate of ₹ 10/- per equity share for the financial year ended 31 March 2023 in the Annual General Meeting held on 29 September 2023. The amount of dividend was not deposited in a separate bank account within the timeline as specified under Section 123(4) of the Act. However, payment of the same was made to the shareholders on 30 September 2023 i.e., within a day of declaration of dividend in compliance with Section 123 and 124 of the Act.

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors at least seven days in advance to schedule the Board Meetings other than those held at

a shorter notice. Agenda and detailed notes on agenda were sent at in advance for the meetings 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.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has no specific events/actions, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Bhandari & Associates**
Company Secretaries

Unique Identification No: P1981MH043700
Peer Review Certificate No.: 611/2019

Manisha Maheshwari
Partner

ACS No.: 30224; C P No.: 11031
Mumbai, 29 May 2024
ICSI UDIN: A030224F000484491

This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

'Annexure A'

To
The Members,
Securevalue India Limited
CIN: U74120MH2012PLC230193

Our Secretarial Audit Report for the financial year ended 31 March 2024 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. 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 the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Bhandari & Associates**

Company Secretaries

Unique Identification No.: P1981MH043700
Peer Review Certificate No.: 611/2019

sd/-

Manisha Maheshwari

Partner

ACS No.: 30224; C P No.: 11031
Mumbai, 29 May 2024
ICSI UDIN: A030224F000484491

"ANNEXURE 2B"

SECRETARIAL AUDIT REPORT

For the financial year ended 31 March 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
India Transact Services Limited
CIN: U72900MH2007PLC172249

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by '**India Transact 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 audit period covering the financial year ended **31 March 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31 March 2024 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder#;
- iii. The Depositories Act, 1996 And the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings#;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011#;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015#;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018#;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2021#;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021#;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, to the extent of provisions dealing with client and referring to the Companies Act, 2013;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021#; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018#;

The Regulations or Guidelines, as the case may be, were not applicable for the period under review.

The other laws, as informed and identified by the Company which are specifically applicable to the Company are given below:

- i. Payment and Settlement Systems Act, 2007;
- ii. Master Directions on Prepaid Payment Instruments (PPIs)

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable#.

Not applicable for the period under review.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable.

We further report that, with regard to laws specifically applicable to the Company as mentioned above, we have relied on the written representation made by the management in this regard.

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors at least seven days in advance to schedule the Board Meetings other than those held at shorter notice. Agenda and detailed notes on agenda were sent in advance for the meetings, 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.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the

Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has undertaken following events/actions:

- a) Allotted 10,000,000 Equity Shares of ₹ 10/- each aggregating ₹ 10 Crores to existing shareholders on right issue basis.
- b) Board of Directors of the Company at their meeting held on 19 March 2024 has, subject to the required approvals and consent, approved a scheme of arrangement between the Company, a wholly-owned subsidiary of the AGS Transact Technologies Limited (“AGSTTL”) and their respective shareholders and creditors (“Demerger Scheme”) under Sections 230 to 232 of the Act for demerger of the Merchant Acquisition Business Undertaking of the Company (the “Demerged Undertaking”) and the transfer of such Demerged Undertaking to AGSTTL.

For **Bhandari & Associates**

Company Secretaries

Unique Identification No.: P1981MH043700

Peer Review Certificate No.: 611/2019

Manisha Maheshwari

Partner

ACS No.: 30224; C P No.: 11031

Mumbai, 29 May 2024

ICSI UDIN: A030224F000485096

This report is to be read with our letter of even date which is annexed as Annexure ‘A’ and forms an integral part of this report.

'Annexure A'

To
The Members,
India Transact Services Limited
CIN: U72900MH2007PLC172249

Our Secretarial Audit Report for the financial year ended 31 March 2024 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 contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Bhandari & Associates**

Company Secretaries

Unique Identification No.: P1981MH043700
Peer Review Certificate No.: 611/2019

sd/-

Manisha Maheshwari

Partner

ACS No.: 30224; C P No.: 11031
Mumbai, 29 May 2024
ICSI UDIN: A030224F000485096

“ANNEXURE 3”

Form AOC-1

Statement Containing Salient Features of the Financial Statement Of Subsidiaries/ Associate Companies/ Joint Ventures

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

Part “A”: Subsidiaries

(₹ in Million, except exchange rate and % shareholding)

Name of the Subsidiary	India Transact Services Limited (ITSL)	Securevalue India Limited (SVIL)	§AGS Community Foundation	Global Transact Services Pte. Ltd. (GTSL)	*Novus Technologies Pte. Ltd. (NTPL) (step-down subsidiary)	**Novus Technologies (Cambodia) Company Limited (Novus Cambodian)	**Novus Transact Philippines Corporation (Novus Philippines)	**Novustech Transact Lanka (Private) Limited
Reporting period	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024
Date of acquisition	1 April 2010	24 April 2012	24 September 2019	6 March 2009	28 November 2013	29 August 2014	15 September 2014	23 September 2016
Country	India	India	India	Singapore	Singapore	Cambodia	Philippines	Sri Lanka
Reporting Currency	Indian Rupee (₹)	Indian Rupee (₹)	Indian Rupee (₹)	Singapore Dollar (SGD)	Singapore Dollar (SGD)	US Dollar (USD)	Philippine Peso (PHP)	Lankan Rupee (LKR)
Exchange rate	N.A.	N.A.	N.A.	As mentioned in the notes below the table				
Share capital	1,450.00	260.49	0.10	876.66	68.61	157.09	16.69	114.48
Reserves & surplus	-1,207.82	1,331.87	14.44	-7.97	-724.14	215.92	5.81	164.78
Total Assets	1,238.94	4,234.55	14.80	870.52	634.55	375.06	228.43	549.06
##Total Liabilities	996.76	2,642.19	0.26	1.83	1,290.08	2.05	205.93	269.81
Investments	0.01	0.01	-	-	-	-	-	-
Turnover	1,729.38	4,325.45	11.80	-	168.25	2.08	126.08	452.34
Profit/(Loss) before taxation	-98.74	267.88	(24.10)	-0.71	1.38	8.10	54.38	0.72
#Provision for taxation	-0.08	71.99	-	-	16.35	2.24	14.46	1.77
Profit/(Loss) after taxation	-98.66	195.89	(24.10)	-0.71	-14.97	5.86	39.92	-1.05
Proposed Dividend	NIL	100%	N.A.	NIL	NIL	NIL	NIL	NIL
% of shareholding held by the Company	100	100	60	100	NIL	NIL	NIL	NIL

##Total liabilities does not include equity.

#Provision for tax includes total tax expenses.

*Novus Technologies Pte. Ltd. is a step down subsidiary of the Company through Global Transact Services Pte. Ltd.;

**Novus Technologies (Cambodia) Company Limited, Novus Transact Philippines Corporation & Novustech Transact Lanka (Private) Limited are second generation step down subsidiaries of the Company through Novus Technologies Pte. Ltd.

AGS Community Foundation is a section 8 company i.e. non-profit organisation. Turnover in its case implies contribution received by AGS Community Foundation and loss after tax implies Deficit.

§ Not considered for the purpose of consolidation.

Notes:

- None of subsidiaries are yet to commence operations. GTSL is a holding overseas wholly owned subsidiary company;
- None of the subsidiaries have been liquidated or sold during the year;
- Investment refers to investments made in subsidiaries;
- Exchange rate as on 31 March 2024 are considered as follows:
Closing Rate: 1 SGD = ₹ 61.7150; 1 USD = ₹ 83.3459; 1 PHP = ₹ 1.4837 ; 1 IDR = ₹ 257.1424 & 1 LKR = ₹ 0.2774
Average Rate: 1 SGD = ₹ 61.5651; 1 USD = ₹ 82.7933; 1 PHP = ₹ 1.4811; 1 IDR = ₹ 249.2662 & 1 LKR = ₹ 0.2602

Part “B”:

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

Name of Associates or Joint Ventures	P.T. Nova Digital Perkasa
1. *Latest audited Balance Sheet Date	31 December 2023
2. Date on which the Associate or Joint Venture was associated or acquired	31 January 2020
3. Shares of Associate or Joint Ventures held by the company on the year end:	
Number of shares	450,000 Shares
Amount of Investment in Associates or Joint Venture	USD 450,000/-
Extent of Holding (in percentage)	45% (Indirectly)
4. Description of how there is significant influence	Associate (Indirectly holding of 45% stake through first level overseas step down subsidiary)
5. Reason why the associate/joint venture is not consolidated	N.A.
6. Net worth attributable to shareholding as per latest audited Balance Sheet	IDR (Indonesian Rupee) 19,270 Million [As per audited Balance sheet as on 31 December 2023]
7. Profit or (Loss) for the year	
i. Considered in Consolidation	N.A.
ii. Not Considered in Consolidation	N.A.

*The financial year followed by the Associate entity is calendar year. Consolidation is done basis provisional numbers as on 31 March 2024.

- Names of associates or joint ventures which are yet to commence operations: N.A.
- Names of associates or joint ventures which have been liquidated or sold during the year: N.A.

For and on behalf of the Board of Directors

AGS Transact Technologies Limited

Ravi B. Goyal
Chairman & Managing Director
(DIN: 01374288)

Stanley Johnson P.
Executive Director
(DIN: 08914900)

Saurabh Lal
Chief Financial Officer
(Mem No: 504653)

Sneha Kadam
Company Secretary
(Mem No: ACS 31215)

Place: Mumbai

Date: 4 September 2024

"ANNEXURE 4"

DECLARATION

In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Ravi B. Goyal, Chairman and Managing Director of the Company, hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended 31 March 2024.

For and on behalf of the Board of Directors

AGS Transact Technologies Limited

Ravi B. Goyal

Chairman & Managing Director

(DIN: 01374288)

Date: 4 September 2024

Place: Mumbai



“ANNEXURE 5”

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

I Conservation of Energy:

In our continuous endeavour to promote the well-being of our environment and ecosystem, we uphold stringent proactive initiatives and best industry practices across all major Company work units in India. Since June 2016, the manufacturing unit in Daman has been ISO 14001 certified, adhering to rigorous industry standards to minimise the environmental impact of production throughout the product lifecycle. We have made significant strides in responsible waste management by partnering with Ecyclear to collect and dispose of our e-waste nationwide. We actively encourage our clients to adopt sustainable waste management practices, offering education and support to drop off e-waste at designated points or take advantage of our doorstep collection service through our logistics and E-waste Solutions teams. This e-waste is then channelled to our partner plant for final processing.

To ensure a safer and standardised quality of work at every site, we mandate the use of gloves, goggles, facemasks, and face shields. We maintain extensive and regular reports to ensure compliance with industry standards. Additionally, we have implemented initiatives such as installation of VRF AC units at AGS House in Navi Mumbai to reduce CO2 emissions, green DG units to maintain air and sound quality, and a DGU glass façade to control internal temperature. Further, we are incorporating solar energy into our operations at the Daman plant, reflecting our commitment to environmental conservation. By integrating solar energy, we aim to offset the greenhouse gas emissions (GHG) associated with non-renewable energy sources, contributing to a more sustainable approach to energy consumption.

Our flagship AGS House building in Navi Mumbai, which also serves as our command centre, is evolving towards a “Green Building”. Several sustainable practices have become integral to our daily operations, including the optimised use of resources like water, electricity, and paper. For example, we use recycled water for urinals, toilets, and garden irrigation, as well as for green plantations on the ground and fourth floors of the building. AGS House has received ‘Orange’ clearance from the Pollution Control Board, underscoring our commitment to environmental responsibility.

II Technology absorption, Research and Development, adoptions and innovation:

At AGS Group, we remain focused on driving technological innovation through our Research and Development (R&D) initiatives. By implementing processes and methods to track the emerging industry trends, we ensure to stay ahead of the curve. On this line, we are developing new upgrades for our ATMs to enable seamless card-less transactions, which may set a new standard in banking convenience. By adopting emerging technologies and focusing on sustainable innovation, we aim to lead in delivering high-quality, cutting-edge solutions.

III Foreign Exchange earnings and outgo:

The earnings in Foreign Exchange during the year under review were ₹ 1.39 Million as compared to ₹ 11.52 Million in the previous year. The expenditure incurred in Foreign Currency during the year under review is ₹ 4.44 Million (previous year ₹ 1.44 Million).

For and on behalf of the Board of Directors

AGS Transact Technologies Limited

Ravi B. Goyal

Chairman & Managing Director

Address: C-3101, 31st Floor, Beau Monde,
Appasaheb Marathe Marg, Prabhadevi, Mumbai- 400025

Place: Mumbai

Date: 4 September 2024

“ANNEXURE 6”

MD & CFO Certificate

To,
The Board of Directors,
AGS Transact Technologies Limited

We the undersigned, in our respective capacities as the Managing Director and Chief Financial Officer of **AGS Transact Technologies Limited** (“the Company”) to the best of our knowledge and belief certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31 March 2024 and that to the best of their knowledge and belief we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (2) these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the period, which are fraudulent, illegal or violative of the Company’s code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
- i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

For and on behalf of the Board of Directors
AGS Transact Technologies Limited

Ravi B. Goyal
Chairman & Managing Director
(DIN: 01374288)

Saurabh Lal
Chief Financial Officer
(Mem No: 504653)

Place: Mumbai
Date: 29 May 2024

“ANNEXURE 7”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The Board of Directors at its meeting held on 11 March 2023 have approved the amended CSR Policy of your Company upon recommendation of the CSR Committee pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The objective of the CSR Policy is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company.

The CSR 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 practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

AGS Transact Technologies Group under Section 8 has set up AGS Community Foundation through which it undertakes various CSR initiatives for social upliftment of under-privileged society and community. Below CSR Project has been undertaken by the Company:

PROJECT AGS SHIKSHA

AGS Shiksha is a project/initiative by AGS Community Foundation which aims to provide the underprivileged and special children an access to quality education by offering necessary financial, educational, and infrastructural assistance. Financial assistance has been provided to various medical institutes in state of Maharashtra, including Dr. Ulhas Patil Medical College, Jalgaon and MGM Institute of Health Science, Navi Mumbai. These funds were utilised to develop essential infrastructural facilities such as laboratories and medical equipment, alongside investments in IT assets and necessary training for skill development for a larger benefit of the underprivileged society. Further, we provided multiple SMART boards to Oxford School for boosting interactive classroom sessions, which is said to have a positive impact on overall learning and development of students.

2. The composition of the CSR Committee as on 31 March 2024:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Jhuma Guha	Chairperson of the Committee (Independent Director)	2	2
2.	Mr. Ravi B. Goyal	Member	2	2
3.	*Mr. Rahul N. Bhagat	Member (Independent Director)	NA	NA
4.	*Mr. Sudip Bandyopadhyay	Member (Independent Director)	2	2

Notes:

Mr. Sudip Bandyopadhyay was appointed as the Member of the Committee and Mr. Rahul N. Bhagat ceased to Member of the Committee w.e.f. 6 June 2023.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The CSR Policy may be accessed on the Company's website at the link: <https://www.agsindia.com/corporate-social-responsibility-csr.aspx>

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): ₹ **321.67 Million**
- b. Two percent of average net profit of the company as per section 135(5): ₹ **6.50 Million**
- c. Surplus arising out of the CSR projects or programmed 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 (5b+5c- 5d): ₹ **6.50 Million**
- 6. a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ **6.50 Million**
- b. Amount spent in Administrative Overheads: **NIL**
- c. Amount spent on Impact Assessment, if applicable: **NIL**
- d. Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ **6.50 Million**
- 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 section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
6.50 Million (Through AGS Community Foundation)	None	NA	None	NIL	NA

*The CSR contribution made to AGS Community Foundation (implementing agency) remains unutilized with the implementing agency as at 31 March 2024.

- f. Excess amount for set off, if any: Not Applicable

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

Sr No.	Preceding Financial year(s)	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135	Amount* spent in the Financial Year (in ₹ Million)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub section (5) of Section 135, if any	Amount remaining to be spent in succeeding financial years	Deficiency, if any
1	FY 2022-23	NA	NA	11.10	NA	NA	NA
2	FY 2021-22	NA	NA	21.40	NA	NA	NA
3	FY 2020-21	NA	NA	16.80	NA	NA	NA

*The CSR contribution made to AGS Community Foundation (implementing agency) remains unutilized with the implementing agency as at 31 March 2024.

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No
9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable

For and on behalf of the Board of Directors
AGS Transact Technologies Limited

Ravi B. Goyal
Chairman & Managing Director
(DIN: 01374288)

Jhuma Guha
Chairperson of the CSR Committee
(Mem No: 504653)

Place: Mumbai
Date: 4 September 2024

“ANNEXURE 8”

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
AGS Transact Technologies Limited
CIN: L72200MH2002PLC138213

We have examined the compliance of conditions of Corporate Governance by **AGS Transact Technologies Limited** ('the Company') for the year ended 31 March 2024, as stipulated in Chapter IV of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'].

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the 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, we certify that the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Listing Regulations. However, the half of the board of directors of the Company was not independent as required under Regulation 17(1)(b) of the Listing Regulations for the period from 7 June 2023, to 27 June 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Bhandari & Associates**

Company Secretaries

Unique Identification No.: P1981MH043700

Peer Review Certificate No.: 611/2019

Manisha Maheshwari

Partner

ACS No: 30224; C P No: 11031

Mumbai, 29 May 2024

UDIN: A030224F000473953

“ANNEXURE 9”

Business Responsibility Sustainability Report

Section A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L72200MH2002PLC138213
2.	Name of the Listed Entity	AGS Transact Technologies Limited
3.	Year of incorporation	11 December 2002
4.	Registered office address	601-602, Trade World, B-Wing, Kamala Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India
5.	Corporate address	14 th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai – 400013, Maharashtra, India
6.	E-mail	companysecretary@agsindia.com
7.	Telephone	Registered Office: +91-22-6781-2000 Corporate Office: +91-22-7181-8181
8.	Website	www.agsindia.com
9.	Financial year for which reporting is being done	31 March 2024
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange of India Limited
11.	Paid-up Capital	121,403,076 equity shares of 10/- each
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. Sneha Kadam Company Secretary & Compliance Officer Contact No: +91-22-7181-8181 Email ID: companysecretary@agsindia.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures under this Report are made on a Standalone basis.
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	-

II. Product/Services

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

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	ATM and Management services, AMC Services and upgrades, Digital payment services	The Company is a leading provider of integrated payment solutions, offering technology-based systems, automation products, and comprehensive management services. We deliver a full suite of payment offerings, encompassing ATM outsourcing, managed services, digital payment solutions (including toll & transit, POS integration, PPI platform), and transaction switching & processing.	96.55%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	ATM and Management services	82990	69.18%
2.	AMC Services and upgrades	82990	15.10%
3.	Digital payment services	82990	12.27%

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	1	33	34
International	0	0	0

19. Markets served by the entity

a. Number of locations

Location	Number
National (No. of States)	25
International (No. of Countries)	0

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

0.013%

c. A brief on types of customers

AGS Transact stands as a leading integrated omnichannel payment solutions provider in India. We offer a comprehensive range of customized digital and cash-based solutions for banks, financial institutions, and corporates across diverse sectors like OMCs, Fintech/e-commerce, and Retail. Our solutions comprise ATM and CRM outsourcing, cash management, merchant services, and transaction processing.

IV. Employees

20. Details as at the end of the 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)	1106	1033	93.40%	73	6.60%
2.	Other than Permanent (E)	1384	1221	88.22%	163	11.78%
3.	Total employees (D+E)	2490	2254	90.52%	236	9.48%
WORKERS						
4.	Permanent(F)	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total workers (F+G)	0	0	0	0	0

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)	1	1	100%	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D+E)	1	1	100%	0	0
DIFFERENTLY ABLED WORKERS						
4.	Permanent(F)	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total workers (F+G)	0	0	0	0	0

21. Participation/Inclusion/Representation of women:

	Total (A)	Number and percentage of Females	
		No.(B)	%(B/A)
Board of Directors	8	2	25%
Key Management Personnel*	3	1	33.33%

*Key Management Personnel are Managing Director (Chairman & MD), Chief Financial Officer (CFO) and Company Secretary (CS). Data as on 31 March 2024.

22. Turnover rate for permanent employees and workers:

(Disclose trends for the past 3 years)

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	26.27%	35.66%	26.88%	23.15%	30.58%	23.68%	20.66%	32.64%	21.61%
Permanent Workers	0	0	0	0	0	0	0	0	0

V. Holding, Subsidiary and Associate companies (including joint ventures)

23. a. Names of holding/subsidiary/associate companies/joint ventures

S. No.	Name of the holding/subsidiary/ associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Securevalue India Limited	Wholly owned subsidiary	100%	No
2	India Transact Services Limited	Wholly owned subsidiary	100%	No
3	Global Transact Services Pte. Limited (GTSL)	Wholly owned subsidiary	100%	No
4	Novus Technologies Pte. Limited (NTPL)	First level step down subsidiary through GTSL	90%	No
5	Novus Technologies (Cambodia) Company Limited	Second level step down subsidiary through NTPL	90%	No
6	Novus Transact Philippines Corporation	Second level step down subsidiary through NTPL	90%	No
7	Novustech Transact Lanka (Private) Limited	Second level step down subsidiary through NTPL	90%	No
8	AGS Community Foundation	Subsidiary	60%	No
9	P.T. Nova Digital Perkasa	Associate Company through its First level step down subsidiary (NTPL)	45%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes
(ii) Turnover (in ₹) – 10,433.82 Million
(iii) Net worth (in ₹) – 5,140.19 Million

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No	NA	NA	NA	NA	NA	NA
Investors (other than shareholders)	Yes Web-link	NA	NA	NA	Nil	Nil	NA
Shareholders	Yes Web-link	1	Nil	NA	8	Nil	NA
Employees and workers	Yes Web-link	Nil	Nil	NA	Nil	Nil	NA
Customers	Yes Web-link	Nil	Nil	NA	Nil	Nil	NA
Value Chain Partners	Yes Web-link	Nil	Nil	NA	Nil	Nil	NA
Other (please specify)	-	-	-	-	-	-	-

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, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. 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	GHG emissions and energy management	Risk	The Company is focused on reducing its environmental footprint through GHG reduction and energy efficiency, aiming to lower operational costs, boost its reputation, and align with global sustainability goals. Recognizing the high energy demands of manufacturing, the Company is adopting efficient technologies, integrating renewable energy, and optimizing resource use. These efforts will not only cut GHG emissions but also result in long-term cost savings. By embracing GHG and energy management, the Company is driving innovation, minimizing environmental impact, and promoting a sustainable future for its operations and the wider community.	The company recognizes the importance of monitoring and reducing emissions. To offset our carbon footprint, we have implemented solar energy solutions. We are committed to promoting eco-friendly alternatives to minimize environmental impact and ensure the sustainability of our operations.	Negative
2.	Waste Management	Risk	Effective waste management is imperative to prevent soil, water, and air pollution that could lead to legal challenges, regulatory violations, and reputational harm, as well as potential fines. Mismanagement of waste also squanders valuable resources by discarding recyclable or reusable electronic components, missing critical opportunities for cost savings and resource conservation. By prioritizing waste reduction and recycling, the Company can mitigate environmental risks, ensure compliance, protect public health, and enhance its corporate image while reaping economic and environmental benefits.	At AGS Transact, we prioritize effective waste management by carefully storing, managing, and disposing of waste through reputable, authorized vendors. Our commitment to environmental sustainability ensures that all waste generated in our operations is handled responsibly and in full compliance with applicable regulations.	Negative



S. 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	Human capital development	Opportunity	Developing human capital offers a major advantage for our company. By investing in our employees' skills and knowledge, we boost their productivity, creativity, and adaptability. This not only strengthens our competitive edge but also cultivates a culture of continuous improvement, innovation, and employee retention, all essential for long-term success.	-	Positive
4	Customer Satisfaction	Risk	In today's competitive market, where consumers have numerous alternatives, a dissatisfied customer can easily switch to a competitor, leading to customer churn and reduced market share. Failing to prioritize and achieve high customer satisfaction levels can introduce significant risks. Poor satisfaction not only hinders the company's ability to secure repeat business and build long-term client relationships but also limits opportunities for cross-selling, upselling, and revenue growth.	At AGS Transact customer satisfaction is prioritised. Customer feedback is received through various platforms like helpline nos. and email, as well as social media platforms. The first response is provided within 1-2 working days.	Negative
5	Community development	Opportunity	Participating in community development initiatives enables the company to forge strong, positive relationships with the local communities in which it operates. This involvement enhances its reputation as a responsible corporate citizen, generating goodwill and support from community members and stakeholders. By investing in community development, the company also contributes to creating a skilled and educated workforce.	-	Positive
6	Health and safety	Opportunity	Prioritizing health and safety presents a valuable opportunity for our company to focus on employee well-being. By reducing workplace accidents, absenteeism, and insurance costs, we create a safer environment that boosts morale and productivity. This commitment not only enhances our reputation but also attracts talent and clients who value safety, ultimately driving sustainable growth.	-	Positive
7	Supply Chain Management	Risk	Disruptions in the supply chain can stem from various factors like natural disasters, trade disputes, or unexpected events such as the COVID-19 pandemic. These disruptions may result in delays in obtaining raw materials, components, or finished goods, which can negatively impact production schedules, customer satisfaction, and overall business operations. Without contingency plans or alternative suppliers, the effects of these disruptions can be even more severe.	AGS Transact maintains a strong network of vendors/partners for business across sectors we operate in.	Negative

S. 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)
8	Privacy and Data Security	Risk	Customer data, including personal information, payment details, and usage patterns, may be collected and stored by the company. If data protection measures are inadequate or a breach occurs, this information could be exposed to unauthorized access, resulting in reputational harm, loss of customer trust, and potential legal and regulatory consequences. Such breaches can also jeopardize competitive advantage, compromise intellectual property, and lead to possible litigation.	At AGS Transact, we prioritize privacy by implementing robust, commercially reasonable security measures to protect your information. We consistently upgrade our technology to ensure customer data remains secure. Access to personal information is restricted to employees with legitimate business needs, and we train our staff on confidentiality and privacy through standard procedures, training programs, and internal policies. Personal and financial information on our website is securely transmitted using Secure Sockets Layer (SSL) technology, preventing potential misuse during transmission between your computer and AGS Transact.	Negative
9	Digital Inclusion	Opportunity	By actively championing digital inclusion, the company can play a pivotal role in narrowing the digital divide and ensuring fair access to technology and digital resources. This effort fosters a more inclusive society, empowering marginalized communities, individuals with disabilities, and underserved populations with the tools and skills they need to engage in the digital economy. Developing affordable and accessible products and services not only supports these communities but also opens up new, previously untapped markets, expanding the company's reach and impact.	-	Positive
10	Diversity, Equity and Inclusion	Risk	If Diversity, Equity, and Inclusion are not prioritized, the company risks lacking diversity within its workforce. A uniform team may find it challenging to innovate, respond to shifting market needs, and understand the varied perspectives of customers. Moreover, this can negatively affect the company's reputation and brand image, particularly as stakeholders place greater importance on diversity and inclusion.	Our company is committed to fostering a fair and inclusive workplace, free from any form of discrimination. We promote a safe and healthy work environment where everyone is treated with equality and respect.	Negative
11	Employee engagement and wellbeing	Opportunity	Maximizing employee engagement and well-being presents a key opportunity for our company, as they directly influence productivity, innovation, and retention. When employees feel valued and supported, they deliver their best performance, driving the company's success. Additionally, a positive work environment not only attracts top talent but also enhances our reputation, supporting long-term growth.	-	Positive



S. 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)
12	Business Ethics	Risk	Unethical behavior, including fraud, corruption, or environmental irresponsibility, can damage the company's brand image, resulting in customer boycotts, negative media coverage, and a loss of market share. Failure to adhere to ethical standards and legal regulations poses significant risks, including legal penalties, fines, and litigation. Violations of anti-corruption laws, labor rights, data privacy, or environmental regulations can lead to substantial legal and financial consequences, harming the company's financial health and legal reputation.	The company is committed to a robust approach to business ethics, focusing on cultivating a culture of integrity. This includes promoting ethical awareness through training and communication, establishing clear codes of conduct, implementing strong internal controls, and conducting regular ethics audits. We also provide channels for anonymous reporting and take prompt action against unethical behavior. By emphasizing ethical values and accountability, we build a solid ethical foundation, protecting our reputation and ensuring long-term success.	Negative

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.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available.	https://www.agsindia.com/corporate-policies.aspx								
2. Whether the entity has translated the policy into procedures. (Yes/No)	The Company strives to diligently implement and translate all policies into effective procedures and practices.								
3. Do the enlisted policies extend to your value chain partners?	The Company encourages its value chain partners to uphold standards of ethics, fairness and transparency in all their dealings with the Company.								
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 9001: 2015	-	-	-	ISO 14001: 2015	-	-	ISO/IEC 27001: 2013, PCI-DSS, PA-DSS
	BIS Certification for ATM								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	AGS Transact is committed to environmental responsibility and is actively developing sustainability goals and targets specifically for its technology. By using technology for sustainable practices, the company shows its commitment to creating positive change and supporting a greener future.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) AGS Transact is one of the leading providers of Cash & digital payment solutions and automation technology in India offering online payment services for banks, OMCs, merchants, and fintech. At AGS Transact, we believe in adopting sustainable practices and have taken various measures to promote them. Our commitment to sustainability remains unwavering, despite the numerous challenges encompassing ESG. We actively address and manage environmental impact, prioritise data privacy and security, uphold ethical business conduct, and implement responsible supply chain practices. We have taken significant steps to promote responsible waste management by partnering with Ecyclear to collect and dispose of our e-waste nationwide. We actively encourage our clients to join us in adopting sustainable waste management practices. Additionally, we have implemented VRF AC units to reduce CO2 emissions at AGS House, Navi Mumbai and have incorporated solar energy into our operations at Daman plant, reflecting our commitment to environmental conservation. Notably, our marquee AGS House building in Navi Mumbai strives towards becoming a "Green building." At AGS Transact, we prioritise governance principles of full disclosure, fairness, equity, transparency, and accountability across all aspects of our operations to protect the interests of our stakeholders. We adhere to best industry practices and maintain comprehensive compliance reports to ensure the highest standards of safety and regulatory compliance. Our employees' safety and security are of utmost importance, and we implement right measures to maintain health and safety standards in all workplaces. AGS Transact is deeply committed to making a positive impact on society through various CSR initiatives defined by our CSR policy. Moving forward, we will continue to strengthen our efforts in ESG practices, contributing to a brighter and more sustainable future for all stakeholders.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors are responsible for oversight and implementation.								
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.	We are in the process of identifying an appropriate committee to oversee sustainability-related matters, which we plan to establish in the near future. In the meantime, our Corporate Social Responsibility (CSR) Policy ensures that CSR projects are approved and monitored in alignment with our strategy to positively impact communities through various initiatives.								

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/Any other-please specify)									
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against above policies and follow up action																			Annually
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances																			Quarterly

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No) If yes provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
No	Yes We have a robust functional review mechanism complemented with a strong independent internal audit process that covers the working of all key policies. Indian Register Quality	No	No	No	Yes Indian Register Quality Systems (IRQS)	No	No	Yes Sisainfosec Technologies

12. If 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)									
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)	Not Applicable								

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE****PRINCIPLE 1: Business should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.****Essential Indicators**

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	4	During the financial year 2023-24, the Company provided various updates in the Board and Committee meetings. Directors (including Independent Directors) as members of the various Committees were informed and kept abreast on the regulatory and statutory developments including but not limited to business, operations, governance, technology and challenges faced by the industry. The Board and various Committees are updated on compliance, risk and audit observations. The Company has conducted familiarization programmes for its independent directors with emphasis on Roles, Duties & Responsibilities of the Directors & Nature of Industry and Business Operations of the Company. As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team by way of presentation on Company's business operations, financial performance and other important aspects of the Company's business.	100
Employees other than BoD and KMPs	2	AGS Transact Technologies recognises the significance of continuous training and ensures its provision. Our ongoing training and awareness initiatives cover technical skills, company policy awareness, and workplace ethics, equipping employees with the knowledge and tools necessary for professional growth and ethical conduct. Following trainings/awareness programmes were conducted: <ul style="list-style-type: none"> • Health & Safety • Code of Conduct • Prevention of Sexual Harassment at the Workplace 	100
Workers	NA	NA	NA

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

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	NIL	-	-	-	-
Settlement	NIL	-	-	-	-
Compounding fee	NIL	-	-	-	-
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	NA	-	-	-	

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

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
NA	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, AGS Transact Technologies Limited is dedicated to maintaining the highest ethical standards. Our comprehensive Anti-Bribery and Corruption Policy ensures that all employees, representatives, and business partners uphold the company's integrity and protect its reputation. This policy enforces a strict "zero-tolerance" approach to any misconduct, with violations resulting in disciplinary action. The policy is readily accessible on the company's internal intranet, underscoring our commitment to transparency and ethical conduct.

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	FY 2022-23
Directors	None	None
KMPs	None	None
Employees	None	None
Workers	NA	NA

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

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

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

PRINCIPLE 2: Business should provide goods and services in a manner that is sustainable and safe

Essential Indicators

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

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	Nil	Nil	-
Capex	Nil	Nil	-

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, AGS Transact prioritizes responsible sourcing through a robust system aligned with ISO 9001:2015 and ISO 14001:2015 certifications. The company's Responsible Supply Chain Management policy governs all interactions with Business Associates, who are evaluated based on their commitment to these standards during selection. Business Associates are expected to uphold the principles outlined in the company's Quality and Environment policies. Supplier performance is monitored

through AGS-IQA's Supplier Quality Ratings and audits. Standardized terms and conditions ensure consistent governance across divisions. Beyond economic considerations, the company prioritizes environmental, safety, human rights, and ethical practices within its supply chain. Strict adherence to labour laws is mandatory for all suppliers, with work methods, standards, and performance forming a critical part of the evaluation process. Safety assessments are incorporated into vendor visits, audits, and registration within the company's systems. This comprehensive approach ensures sustainable and ethical sourcing practices.

- b. If yes, what percentage of inputs were sourced sustainably?

The percentage of inputs procured sustainably is deemed immaterial and negligible in its quantitative significance.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for
- Plastics (including packaging)
 - E-waste
 - Hazardous waste and
 - other waste.

AGS Transact is committed to responsible e-waste management, in line with our ISO 9001:2015 and ISO 14001:2015 certifications. We educate customers on proper disposal methods through our "GUIDELINES FOR DISPOSAL OF WASTES," distributed via email and included with our finished products. Taking full responsibility for the product lifecycle, we retrieve used items for reuse or ensure their responsible disposal through certified e-waste recyclers, strictly adhering to environmental regulations.

4. 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.

Yes, EPR is applicable, and the company's waste collection plan aligns with the submitted EPR plan.

PRINCIPLE 3: Business 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	1033	1033	100%	1033	100%	0	0	0	0	0	0
Female	73	73	100%	73	100%	73	100%	0	0	0	0
Total	1106	1106	100%	1106	100%	73	100%	0	0	0	0
Other than Permanent employees											
Male	1221	1221	100%	1221	100%	0	0	0	0	0	0
Female	163	163	100%	163	100%	163	100%	0	0	0	0
Total	1384	1384	100%	1384	100%	163	100%	0	0	0	0

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	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0
Other than Permanent workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

Not Applicable as the entire workforce is categorized as 'Employees' and none as 'Workers'.

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the 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 the authority (Y/N/N.A.)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	Y	100%	NA	Y
ESI	100%	NA	Y	100%	NA	Y
Others – NPS	3.44%	NA	Y	-	-	-

*Note - The above represents benefits provided to all the employees who are eligible/have opted for the said retirement benefit.

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, AGS House prioritizes accessibility by providing wheelchair-friendly ramps and dedicated restrooms for individuals with disabilities. This commitment creates an inclusive environment where everyone can navigate company's facilities comfortably and effortlessly.

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.

No, however AGS Transact is committed to fostering a diverse and inclusive workplace environment where employees are valued for their unique skills, talents, and perspectives.

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	0	0	0	0
Female	100%	65.22%	0	0
Total	100%	65.22%	0	0

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

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	NA
Other than Permanent Workers	NA
Permanent Employees	Yes. A grievance reporting mechanism is in place to address employee concerns effectively.
Other than Permanent Employees	Employees have the option to raise grievances with their reporting managers and/or HR, ensuring a transparent and accessible process for resolving issues within the organisation

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

Category	FY 2023-24			FY 2022-23		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees						
Male	1033	0	-	1215	0	-
Female	73	0	-	84	0	-
Total Permanent Worker						
Male	NA	NA	-	NA	NA	-
Female	NA	NA	-	NA	NA	-

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	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	1033	1033	100%	1033	100%	2559	2559	100%	202	7.89%
Female	73	73	100%	73	100%	225	225	100%	23	10.22%
Total	1106	1106	100%	1106	100%	2784	2784	100%	225	8.08%
Workers										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	1033	801	77.54%	2559	2100	82.06%
Female	73	46	63.01%	225	172	76.44%
Total	1106	847	76.58%	2784	2272	81.61%
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

10. Health and safety management system:

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

Yes. AGS Transact is proud to be an ISO 14001:2015 certified company, reflecting our commitment to environmental management. We also prioritise employee health and safety and regularly monitor these aspects through internal process audits. Additionally, we undergo external audits conducted by various agencies, such as Indian Register Quality Systems (IRQS), across different time zones annually, ensuring comprehensive assessments of our practices

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

AGS Transact prioritizes a safe work environment through annual risk assessments documented in the Risk Register and complemented by rigorous weekly internal audits to ensure ongoing compliance with safety protocols.

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

Yes

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

Yes

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

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

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

AGS Transact prioritizes employee safety at its Daman plant by mandating Personal Protective Equipment (PPE) like safety shoes, gloves, earplugs, masks, goggles, and helmets, with daily checks by team managers as part of the Total Productive Maintenance (TPM) program.

In addition, the company emphasizes on lean practices including 5S, TPM, Gemba, Poke Yoke, Kaizens, and Kanban, creating a safe and healthy workplace environment. Regular trainings and daily morning meetings contribute to an agile work environment, fostering continuous improvement and employee engagement.

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

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessment 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.

Not Applicable

PRINCIPLE 4: Business should respect the interests of and be responsive to all its stakeholders**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity.

AGS Transact Technologies has identified its stakeholders based on factors such as regular engagement, their importance to business sustainability, and their direct impact on the company. Shareholders are engaged to promote transparency and receive updates on business performance. Employees are prioritized to foster a positive work environment and provide growth opportunities. The company engages with government and regulators to ensure compliance, maintains strong relationships with suppliers for efficient supply chains, engages customers to deliver quality products and services, and initiates community engagement through social development initiatives.

List of identified stakeholders:

1. Shareholders
2. Employees
3. Customers
4. Suppliers
5. Community
6. Government and regulators

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
Shareholders	No	Investor relations report like Annual report, Annual General meeting, Analyst calls, Stock exchange intimations, Newspaper, Emails, Website	On a regular basis	Share essential information about business operations, ensure transparency regarding statutory approvals, update on Company's performance, strategic decisions, and compliance with regulatory requirements. Foster collaborative relationship, promote trust, and ensure accountability.
Employees	No	Email, Intranet, Website, CXO address, Team meetings	On a regular basis	Share crucial business information, company policies, training and development initiatives, performance management updates. Ensure transparency regarding statutory approvals and compliance with regulatory requirements.
Customers	No	Telephone, Emails, Business meetings, Website, Social media engagement	On a regular basis	Facilitate seamless onboarding, gather feedback, provide updates on new products/services, offer technical assistance. Ensure customer satisfaction, effective communication, and address customer needs throughout their journey.

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
Suppliers	No	Telephone, Emails, Business meetings, Website, Social media engagement	On a regular basis	Convey requirements for materials and services, provide technical assistance, establish collaborative relationships, ensure clear communication, and support effective procurement.
Community	No	Community building through CSR initiatives	On a regular basis	Actively contribute to community betterment through educational programs, healthcare initiatives, and infrastructure projects.
Government and Regulators	No	Representations, Emails, Letters, Government platforms and meetings	On a regular basis	Obtain statutory approvals, ensure compliance, make timely payments to the exchequer. Maintain transparent and collaborative relationships with government bodies and regulatory authorities to fulfill obligations and contribute to the economic framework.

PRINCIPLE 5: Businesses should respect and promote human rights

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			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	1106	1106	100%	1299	1299	100%
Other than permanent	1384	1384	100%	1485	1485	100%
Total Employees	2490	2490	100%	2784	2784	100%
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total Workers	-	-	-	-	-	-

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

Category	FY 2023-24					FY 2022-23				
	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	1106	0	0	1106	100%	1299	0	0	1299	100%
Male	1033	0	0	1033	100%	1215	0	0	1215	100%
Female	73	0	0	73	100%	84	0	0	84	100%
Other than Permanent	1384	107	7.73%	1277	92.77%	1485	129	8.69%	1356	91.31%
Male	1221	99	8.11%	1122	91.89%	1344	121	9%	1223	91%
Female	163	8	4.91%	155	95.09%	141	8	5.67%	133	94.33%
Workers										
Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

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

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	7	5.55	2	4.15
Key Managerial Personnel	1*	16.9	1	2.33
Employees other than BoD and KMP	1,029	0.49	72	0.48
Workers	NA	NA	NA	NA

Notes:

1. Excluding Managing Director, as he is considered in the calculation of the median for the Board of Directors.
2. Mr. Rahul N. Bhagat ceased to be a Director effective 6 June 2023.

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.

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

AGS Transact is committed to maintaining a workplace environment that upholds human rights and encourages open communication. We have implemented a whistle-blower policy to facilitate the secure reporting of any violations, ensuring a safe space for employees to raise concerns. Additionally, employees are encouraged to address issues directly with the HR team via email or private discussions, reinforcing our commitment to appropriately addressing all matters. To further promote a respectful and inclusive workplace culture, AGS Transact has established a POSH (Prevention of Sexual Harassment) policy. This policy is designed to create an environment free from harassment and discrimination, ensuring the well-being and dignity of all employees.

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

	FY 2023-24			FY 2022-23		
	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	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour/Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	21	20	-	31	18	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

7. Mechanisms to prevent adverse consequences to the complaint in discrimination and harassment cases.

AGS Transact prioritizes a fair and just complaint resolution process. Mechanisms are in place to protect complainants from retaliation and ensure their well-being. The company fosters open communication while upholding the rights and dignity of all involved, guaranteeing a process that's impartial and addresses concerns accordingly.

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

No.

9. Assessment for the year:

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

10. Provide details of any corrective actions taken or underway to address significant risks/concerning arising from the assessments at Question 10 above –
Not applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

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

Parameter	Unit	FY 2023-24	FY 2022-23
From renewable sources			
Total electricity consumption (A)	GJ	93.49	92.10
Total fuel consumption (B)	GJ	-	-
Energy consumption through other sources (C)	GJ	-	-
Total energy consumed from renewable sources (A+B+C)	GJ	93.49	92.10
From non-renewable sources			
Total electricity consumption (D)	GJ	121,815.56	136,123.11
Total fuel consumption (E)	GJ	53.58	172.86
Energy consumption through other sources (F)	GJ	-	-
Total energy consumed from non-renewable sources (D+E+F)	GJ	121,869.14	136,295.97
Total energy consumed (A+B+C+D+E+F)	GJ	121,962.63	136,388.07
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	GJ/Mn INR	11.7	11.2
Energy intensity (optional) - the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

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.

No

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

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface Water	-	-
(ii) Ground Water	-	1,583.00
(iii) Third Party Water	4,281.29	4,181.82**
(iv) Seawater/desalinated water	-	-

Parameter	FY 2023-24	FY 2022-23
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	4,281.29	5,764.82**
Total volume of water consumption (in kilolitres)	4,281.29	5,764.82**
Water intensity per rupee of turnover (Total Water consumption/Revenue from operations)	0.41	0.48**
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

*Due to growing presence of factories in vicinity, company has taken conscious decision to not use ground water.

**Figures for FY 2023 have been restated

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

*Figure of FY 2023 for third party water has been restated as the revised approach has been taken to calculate amount of water consumption in offices.

4. Provide the following details related to water discharged:

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
i) To surface water		
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
ii) To Groundwater		
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
iii) To Seawater		
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
iv) Sent to third-parties		
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
v) Others		
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
Total water discharge (in kilolitres)	-	-

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.

Not applicable. At our plant, we do not use water for any industrial processes.

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	FY 2022-23
NOx	kgs	0.83	0.84*
Sox	kgs	1.09	1.01*
Particulate matter (PM)	kgs	2.80	2.10*
Persistent organic compounds (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others-please specify	-	-	-

*Figures for FY 2023 have been restated as revised approach of calculation is taken to maintain the uniformity and comparability in reporting

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

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

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	3.54	10.98
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	20,563.14	30,627.70
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	MT CO2/Mn INR	1.97	2.53
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

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

Yes, AGS Transact is committed to reducing its environmental footprint through a hybrid energy strategy. This includes utilizing solar power generation to offset greenhouse gas (GHG) emissions associated with traditional energy sources. By integrating renewables into our process, we strive for a more sustainable and environmentally conscious approach to energy consumption.

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

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	0.35
E-waste (B)	106.77	90.08*
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)	345.56	106.22*
Total (A+B + C + D + E + F + G + H)	452.33	196.65*
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)	0.04	0.01
Waste intensity (optional) – the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
i) Recycled	452.33	196.65
ii) Re-used	-	-
iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
i) Incineration	-	-
ii) Landfilling	-	-
iii) Other disposal operations	-	-
Total	-	-

*Figures of FY 2023 have been restated as there was a revised approach taken for the categorisation of waste.

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

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 wastes.

AGS Transact is committed to environmental responsibility, as demonstrated by our ISO 9001:2015 and ISO 14001:2015 certifications. We inform customers about proper disposal practices through our detailed "GUIDELINES FOR DISPOSAL OF WASTES GENERATED DURING PRODUCT LIFECYCLE" (Doc.DD-OPR-SOP-039 Rev.00), distributed via email and with finished goods.

Our approach to waste management includes responsible product lifecycle management. Once a product reaches the end of its life, AGS Transact retrieves it for reuse, or if the product is defective, ensures its disposal through approved e-waste vendors in full compliance with regulations. This commitment ensures that harmful waste is not generated, reflecting our dedication to sustainable practices and environmental stewardship.

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:

Not Applicable

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

No EIA was carried out in the current reporting year

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:

Yes.

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.

5

- 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	Confederation Of ATM Industry (CATMI)	National
2	Currency Cycle Association (CCA)	National
3	Internet And Mobile Association Of India (IAMAI)	National
4	Indian Paint Association (IPA)	National
5	International Market Assessment (IMA) India	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.

Not Applicable as there were no instances of issues related to anti-competitive conduct by the entity.

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 –
Not applicable
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format: –
Not applicable
3. Describe the mechanisms to receive and redress grievances of the community.
We currently do not have a formal process for handling community grievances, but we are willing to engage with and address any concerns or issues that may arise.
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/small producers	68.05%	36.97%
Directly from within India	31.95%	63.03%

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.
AGS Transact prioritizes exceptional customer support through dedicated toll-free numbers, email addresses for first-level inquiries, and a commitment to resolving social media grievances within 2-3 business days. This multi-channel approach ensures prompt issue escalation and efficient resolution, demonstrating our dedication to valued customer feedback.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NIL
Safe and responsible usage	NIL
Recycling and/or safe disposal	NIL

3. Number of consumer complaints in respect of the following:

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	-	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

AGS Transact prioritizes customer privacy and information security. We demonstrate this commitment by:

- 1) Maintaining the confidentiality of personal information.
- 2) Employing robust security measures to prevent unauthorized access.
- 3) Utilizing industry-standard protocols to safeguard online information exchange. These practices ensure a secure and trustworthy experience for our valued customers.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

None

Management Discussion and Analysis

Global Economy

The global economy remains remarkably resilient, with growth holding steady as inflation returns to target. The journey has been eventful, starting with supply-chain disruptions in the aftermath of the pandemic, the Russian- Ukraine war that triggered a global energy and food crisis, and a considerable surge in inflation, followed by a globally synchronized monetary policy tightening. Despite many gloomy predictions, the world avoided a recession, the banking system proved largely resilient, and major emerging market economies did not suffer sudden stops. Moreover, the inflation surge—despite its severity and the associated cost-of living crisis—did not trigger uncontrolled wage-price spirals. Instead, almost as quickly as global inflation went up, it has been coming down. On a year-over-year basis, global growth bottomed out at the end of 2022, at 2.3 percent, shortly after median headline inflation peaked at 9.4 percent. According to the latest projections, growth for 2024 and 2025 will hold steady around 3.2 percent, with median headline inflation declining from 2.8 percent at the end of 2024 to 2.4 percent at the end of 2025. Most indicators point to a soft landing.

Faster disinflation and resilient growth indicate positive supply dynamics, such as the abatement of previous energy price shocks and the remarkable labor supply rebound fuelled by robust immigrant flows in many developed economies. Inflation expectations have been stabilized in part by decisive monetary policy actions and enhanced monetary policy frameworks, particularly in developing market nations. In nations like the United States, where a higher percentage of fixed-rate mortgages and lower levels of family debt since the global financial crisis may have lessened the drag on aggregate demand up to this point, the transmission of monetary policy may have been more muted this time around.

The immediate goal of central banks as the world economy gets closer to a soft landing is to make sure that inflation rises gradually, without going too far in the other direction and hitting target undershoots. In addition, as central banks become less interventionist, there needs to be a renewed emphasis on medium-term fiscal consolidation in order to restore flexibility in the budget and prioritize investments while still maintaining debt sustainability.

Indian Economy

India's economy surprised observers in the fourth quarter of 2023, growing 8.4% over the previous year thanks to increased government spending and investment. In February 2024,

India's composite purchasing managers index (PMI) was 60.6, significantly higher than the world average of 52.1, suggesting growth. The Reserve Bank of India's (RBI) goal range for inflation has been maintained, and the financial environment has remained supportive.

December 2023 saw a 14% year-over-year (YoY) increase in domestic credit issuance to the commercial sector, and financial soundness metrics continued to improve. The yearly rise in foreign reserves up to January 2024 was 8%.

Recent years have seen a sharp rise in digital payments, thanks to efforts by the Government of India that have been coordinated with all stakeholders. The Ministry of Finance stated that the Government in coordination with RBI continuously aims to make digital payments user friendly while ensuring payment security. The efforts taken include, inter alia,

- i. conversational payments in UPI which enables users to engage in a conversation with an AI-powered system to initiate and complete transactions in a safe and secure environment,
- ii. offline payments in UPI to increase the speed of small value transactions on UPI,
- iii. expanding the scope and reach of e-RUPI vouchers,
- iv. Linking RuPay Credit Cards to UPI, and
- v. Interoperable Card-less Cash Withdrawal (ICCW) at ATMs.

Indian Economy Outlook

High-frequency indicators (HFIs) showed strong performance in July and August of 2023, and the growing momentum from the first quarter was maintained in the second quarter of FY 2023-24. India's favourable forecast for economic growth and rising employment rates is reflected in the country's relatively good position in the external sector.

India's economic story in the first half of the current fiscal year demonstrated the government's unwavering support for capital investment, which increased by 37.4% in 2023-24 over the same period the previous year. Capital expenditures took the lead in the 2023-24 budget, with a sharp increase of 37.4% in BE 2023-24 to ₹ 10 Lakh Crores (US\$ 120.12 Billion) compared to ₹ 7.28 Lakh Crores (US\$ 87.45 Billion) in RE 2022-23. The current year had a 1.2% increase in the revenue expenditure to capital outlay ratio, indicating a clear shift in favour of higher-quality spending.

Enhanced tax compliance, more business profitability, and a rise in economic activity all led to stronger revenue generation and higher levels of capital spending. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at ₹ 47,65,768 Crores (US\$ 571.64 Billion) of which total capital expenditure is ₹ 11,11,111 Crores (US\$ 133.27 Billion).

India's exports increased at the second-highest rate since its strong rise in spite of the global pandemic, with a year-over-year (YoY) gain in merchandise exports of 8.39% and a growth in service exports of 29.82% through April 2023. Supply networks are being restored as port congestion decreases. The impact is already seen in the June 2022 CPI-C inflation drop. CPI-C inflation decreased to 5.02% in September 2023 (Provisional) from 7.01% in June 2022. Overall, inflationary pressures in India appear to be decreasing due to a proactive set of administrative measures taken by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks.

Indian Banking and Payments Industry Overview

The past few years has been instrumental for India in the banking sector due to a period of low non-performing assets and sufficient capital and liquidity cushion. The Reserve Bank of India (RBI) believes that the banking industry in India is adequately capitalized and subject to strict regulations. The nation has significantly better financial and economic circumstances than any other nation on the planet. Studies on credit, market, and liquidity risk indicate that Indian banks have fared well during the global financial crisis and are generally robust. Through the initiatives undertaken by the RBI to promote and boost digital infrastructure in India the India banking system has undergone a revolution with the introduction of different payment instruments and the changes in consumer preferences and the shift to digital modes for various transaction types.

New banking concepts such as payments and small financing banks have recently been introduced to the Indian banking sector. Through various initiatives such as the Pradhan Mantri Jan Dhan Yojana and India Post Payment Banks, the country has also concentrated on expanding the reach of the banking system in recent years. These programs when paired with significant banking sector reforms like neo-banking, digital payments, the growth of Indian NBFCs, and fintech, have greatly improved India's financial inclusion and fuelled the nation's credit cycle.

Given the ongoing efforts of the Reserve Bank of India (RBI) and National Payments Corporation of India (NPCI) to introduce

innovative features, such as the rise of UPI payments, have been a major contributor to the overall success story of digital payments in India. This growth trajectory is anticipated to continue in future. The success of UPI is evident from its widespread adoption, not only in India but also internationally, as new partnerships are formed.

In the past few years, digital payment methods have expanded rapidly. Consequently, traditional paper-based instruments like demand drafts and checks now make up a very small portion of both the volume and value of payments.

Over a ten-year period, the digital lending market in India grew at a CAGR of 39.5%. By 2030, it is expected that the digital consumer lending market in India will have grown to over US\$ 720 Billion, or around 55% of the US\$ 1.3 Trillion total digital lending market opportunity in the nation.

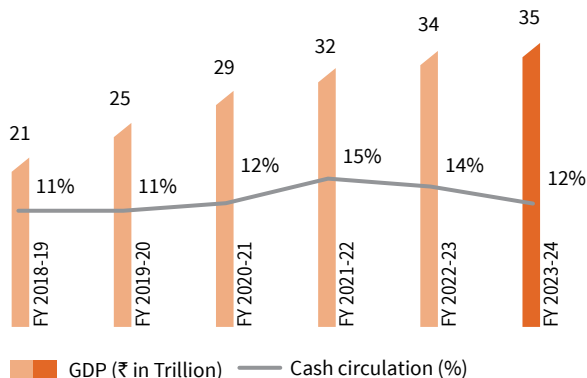
India has become a leader in digital payments in recent years because of the creation of an environment that makes it easier to embrace and use digital payment modes. The volume of digital payments transactions increased by 44% in a year from 113.9 billion transactions in FY 2022-23 to 164.4 billion in FY 2023-24.

Cash in Circulation

Cash in circulation refers to the total amount of physical currency in the form of banknotes and coins that is actively used and available within an economy. It is a key indicator to determine the overall liquidity within a country's financial system. Cash remains an indispensable part of the economy as evident with the increase in cash in circulation, more than doubled from ₹ 13.35 Lakh Crores in March 2017 to ₹ 35.15 Lakh Crores in the end of March 2024. Cash remains a widely used form of payment and with an increased economic activity often leads to higher demand for cash as people engage in more transactions. Also, the Reserve Bank's assessments on currency in circulation shows that currency demand often tends to be higher during festivals and prior to big elections underscoring the importance of cash in the system. Thus, cash in circulation reflects the ongoing for physical currency within an economy and remains an essential component of the financial system, alongside digital payment methods.

Bank accounts opened under Government of India Pradhan Mantri Jan Dhan Yojana have deposits of over~US\$25.13 Billion in beneficiary accounts. About 51.11 Crores beneficiaries have banked till 15 December 2023.

Cash in circulation as a % of GDP



Source: RBI

CRMs / ATMs

Automated Teller Machine (ATM) is a self-service banking outlet. Customers can withdraw money, check balances, or even transfer funds at ATM. Different banks provide their ATM services by installing cash machines in different parts of the country. They can withdraw money from any of these machines whether or not they are an account holder in the same bank.

The Cash Recycler machine (CRM) is a self-service terminal that lets customers make deposit and withdrawal transactions of cash. All successful transactions are immediately credited or debited in real time and they will be issued an acknowledgment slip confirming the transaction. CRMs in India have RBI supported note identification protocols and mechanisms.

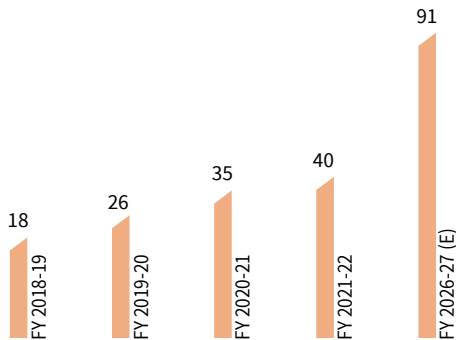
The Indian Managed Services and Outsourcing industry has been playing a key role in faster expansion of ATM network to achieve the last mile financial inclusion.

There are about 126,116 on-site ATMs and Cash Recycling Machines (CRMs) and 92,699 off-site ATMs and CRMs as of March 2024.

The need for cash for most payment transactions complemented with the withdrawal through ATMs indicates a significant usage of ATMs. The need to address under penetration in Semi, rural and urban areas as well as the shift from capex to opex models for banks acts as growth drivers for the ATMs in India.

The ATM sector is experiencing a positive revival with an increase in the deployment of Cash Recycler Machines (CRMs), fresh pipelines for request for proposal (RFP) by both public and private sector banks, and the introduction of e-lobbies or digital banking units (DBUs). These developments are set to revolutionise the banking experience for the average Indian, offering transformative changes in the near future.

Number of ATMs are expected to grow driven by CRMs (in '000)



Source: Ken research Report (E) - Estimated

Overview of Digital Payments in India:

India is fast becoming a financially inclusive nation through successful adoption of digital payments, by Indian consumers across urban and emerging cities. Lowering transaction times and improving the consumer experience overall have been made possible by actions taken by the RBI, the government, and financial institutions. Over the past ten years, digital payments have grown at an unprecedented rate in India. By removing the difficulties associated with cash transactions, the use of digital payments is promoting the expansion of other industry sectors. Everybody benefits from digital payments, from a big corporation to a little neighbourhood kirana business. At the forefront of this growth story, UPI continues to represent more than 75% of digital retail payments made in India.

To support future expansion, other payment methods like Central Banking Digital Currency (CBDC) are also being developed. Adoption of CBDC has the power to transform business transactions and open the door for the development of digital payments for particular use cases in retail and wholesale.

UPI

UPI (Unified Payments Interface) payment system eliminates the requirement for account numbers or IFSC codes, ensuring transactions occur in real time, with payments being credited into bank accounts instantly.

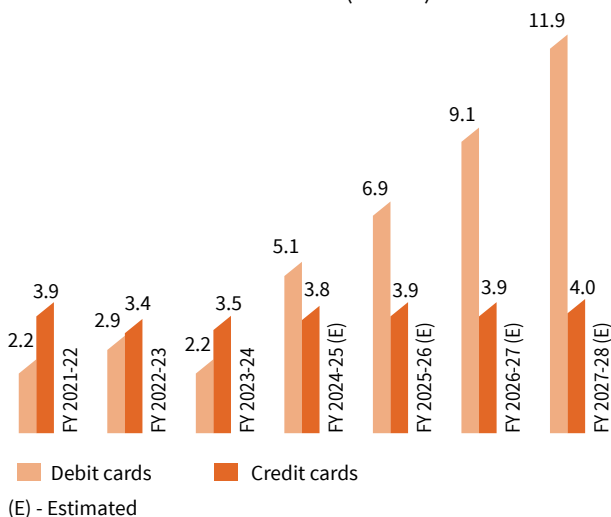
UPI started in FY 2016-17 as a payment method for small ticket-size person-to-person (P2P) and person-to-merchant (P2M) transactions. It has now expanded to a mode for real-time cross-border payments, as well as cash withdrawals from ATMs. Further, PPIs can also be integrated with UPI for seamless payments on third-party apps. In India, UPI constituted more than 78% of all retail digital payments and it is expected to contribute 90% of total retail digital payments in India by FY 2026-27. In FY 2023-24, transaction value of UPI payments reached ₹ 200 Trillion and transaction volume stood at 131.12 Billion

Cards - Debit Cards and Credit Cards

The card industry continues to grow at a rapid pace. Debit and credit cards continue to be among the most widely used forms of payment for online retail transactions. The number and value of credit card transactions reached 3.5 Billion and ₹ 18.3 Trillion, respectively, in FY 2023-24, demonstrating the continued growth of credit cards. In FY 2022-23 debit card transactions fell 13% in terms of volume and 1% in terms of value YoY. The trend is expected to continue in FY 2023-24, as the transaction value of ₹ 5.9 Trillion and transaction volume of 2.2 Billion both reflect this. The recent history of digital payments in India demonstrates credit cards' increasing popularity. Monthly data reveals that in January and throughout FY 2023-24, credit card transaction volumes exceeded debit card transaction volumes.

This change is mostly due to the availability of an interest-free credit period ranging from 30 to 45 days, as well as additional features like reward points and cashback, in addition to numerous other savings options. The widespread use of credit cards, together with technological advancements like contactless cards and UPI on credit cards, have contributed to the expansion of both the customer base and transaction volume.

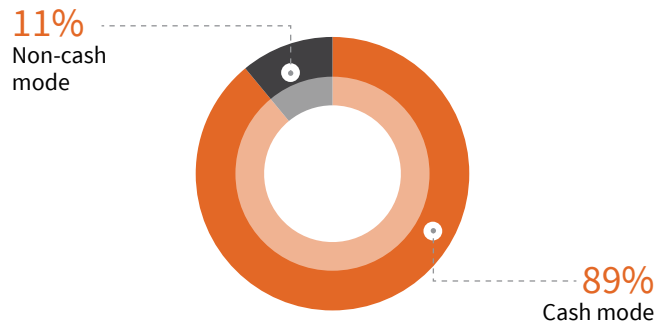
Transaction volume of cards (Billion)



UPI on credit cards

The usage of credit cards and UPI payments has increased, and the merger of the two payment methods is generating excitement in the industry. Currently, this facility is available on RuPay Credit cards only. Customers now have greater freedom as they can now utilize UPI in rural areas where merchants were previously unable to accept credit cards due to unavailability of point of sale (PoS) machines and merchant discount rate (MDR) rates. Paying using a UPI card earns reward points and cashback. Furthermore, initiatives such as zero fuel surcharge for UPI transactions will further encourage consumers to spend more and save more.

Ratio of cash and non-cash transaction (%) (FY 2021-22)

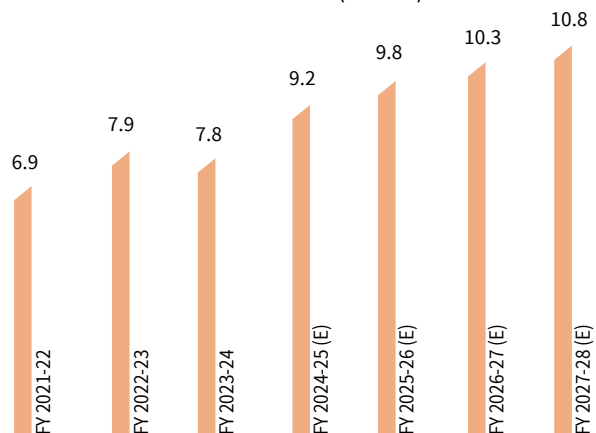


Source: Ken Research Report

Prepaid instruments (PPIs)

Paying with prepaid cards is emerging as an alternate payment option. Prepaid cards are frequently used for online transactions in India as a result of the country's remarkable advancements in the e-commerce sector over the past ten years, which is mostly due to the country's growing usage of smartphones and the internet. An additional advantage is that these instruments can be opened with ease and restrict direct exposure to user's bank account. PPIs processed 7.8 Billion transactions totalling ₹ 2.8 Trillion in FY 2023-24. In the future, it is anticipated that the number of transactions would rise at a CAGR of 7%. The number of wallets and digital gift cards issued by FinTechs has increased significantly, which is the main driver of the expansion in transaction volume. With new initiatives from the Government of India such as openloop prepaid cards like the NCMC, and integration of UPI on PPIs through third party apps, prepaid card adoption is expected to increase. Expense Management through PPI is also expected to increase use of prepaid cards as it provides better control with minimum risk.

Transaction volume of PPIs (Billion)



Source: IBEF
(E) - Estimated

Innovation and Developments:

Digitalization of Agri-finance was conceptualized jointly by the Reserve Bank and the Reserve Bank Innovation Hub (RBIH). This will enable delivery of Kisan Credit Card (KCC) loans in a fully digital and hassle-free manner.

In Union Budget 2023, the KYC process has been proposed to be streamlined by using a ‘risk-based’ strategy rather than a ‘one size fits all’ approach.

According to data released by the National Payments Corporation of India (NPCI), UPI transactions reached 10.241 Billion until 30 August 2023.

Policy Support:

The RBI has launched a pilot to digitalize Kisan Credit Card (KCC) lending in a bid for efficiency, higher cost savings, and reduction of TAT. This is expected to transform the flow of credit in the rural.

In November 2022, RBI launched a pilot project on central bank digital currency (CBDC).

In Union Budget 2023, a national financial information registry would be constructed to serve as the central repository for financial and ancillary data.

In March 2023, India Post Payments Bank (IPPB), in collaboration with Airtel, announced the launch of WhatsApp Banking Services for IPPB customers in Delhi.

National Payments Corporation India (NPCI) launched UPI lite which provides offline UPI services for digital payments. Payments of up to ₹ 200 (US\$ 2.67) can be made using this.

In September 2023, IREDA partners with banks to boost renewable energy projects in India.

Regulatory Framework

The Reserve Bank of India (RBI) plays a critical role in regulating and ensuring the stability, security, and efficiency of the digital payments industry in India. It is essential for all the parties involved in the digital payments, including banks, payment service providers, fintech companies and other financial institution to be compliant with the RBI guidelines. It aims to balance innovation with security and consumer protection, fostering a robust and inclusive digital payment environment. It is mandatory to report various operational, financial, and compliance-related information to the RBI on a periodic basis. This includes transaction volumes, security incidents, and compliance audits.

Source:

1. IMF World Economic Outlook, 2. Ministry of Finance, 3. Livemint, 4. IBEF, 5. RBI, 6. PWC: India Payments Handbook

A growing number of counterfeit websites and merchants attract clients by providing goods and services at deeply discounted prices. Various platforms, including social media, information and media-sharing services, and goods platforms, are susceptible to fraudulent access.

As the number of options for digital payments has increased parallelly has also increased in the number of fraudulent transactions. UPI has witnessed a higher share of fraudulent transactions in terms of volume but is substantially lower in terms of the ticket size as compared to other modes of payments.

The government in collaboration with RBI has launched various initiatives such as:

Consumer Education and Protection Department (CEPD):

The department will run various awareness programmes throughout the year to educate end consumers.

RBI’s fourth cohort on ‘Prevention and Mitigation of Financial Frauds’:

The RBI shortlisted six entities that will test their products in the sandbox environment. These entities use AI and ML technologies to build solutions that aim to prevent and mitigate traditional and new types of frauds.

Amendment to Know Your Customer (KYC) master direction:

The RBI released an amendment to its KYC master direction circular to guide registered entities on enhancing their KYC process.

Fraud reporting and sensitisation of NBFCs:

This reporting system has been introduced by the RBI for NBFCs to report fraud cases.

Apart from these initiatives, the RBI has also launched various technology frameworks to curtail financial fraud such as Utkarsh 2.0, DAKSH and Centralised Information Management System (CIMS).

Indian Banking and Payments Industry Outlook:

The banking industry is anticipated to grow further as a result of increased infrastructure spending, swift project delivery, and ongoing reforms. As fast expanding enterprises will need loans from banks, it appears that India’s banking industry is well-positioned for strong development. Technology progress has made online and mobile banking services more popular. The banking industry is placing more focus on offering their customers better services and modernizing their technological

infrastructure in order to improve customers' overall experiences and provide banks a competitive edge.

By 2025, the Indian fintech market is projected to be worth \$150 Billion USD. The world's third-largest FinTech ecosystem is located in India. Over a ten-year period, the digital lending market in India grew at a CAGR of 39.5%. By 2030, it is expected that the digital consumer lending market in India will have grown to over US\$ 720 Billion, or around 55% of the US\$ 1.3 Trillion total digital lending market opportunity in the nation.

Company Overview

AGS Transact Limited is one of the largest integrated omnichannel payment solutions providers in India, catering to banks & corporate clients across retail, petroleum, ecommerce and fintech sectors.

With approx 486,400+ customer touch points across 2,200 cities and towns, it has established leadership position in the Indian ATM Industry: being the second largest ATM managed service & cash management company in India.

Also, it is one of the largest deployers of PoS terminals at petroleum fuel retail outlets in India. In addition to the physical presence, the Company has built digital payment platforms such as Ongo. To leverage these offerings and to stay ahead of the curve the Company has built a dedicated in-house infrastructure & technology capabilities with the ability to innovate and offer customised payment solutions.

Our payment solutions segment includes cash and digital solutions, wherein, the cash segment includes ATM/CRM Outsourcing Business and Cash Management Solutions.

BUSINESS SEGMENT OVERVIEW

Payment Solutions – Cash:

Under this segment we deploy ATMs / CRMs on behalf of the banks on a transaction or a monthly fee based model. This is the lucrative option for the banks as it allows them to focus on the core operations and outsource this function to the third party. The revenue contribution under this segment is ₹ 9,817 Million for FY 2023-24 and will continue to grow. The growth is driven by the expansion of the banks as more branches are added it provides significant opportunity for the company to cater to the increasing demand.

Under the Cash Management Services through our wholly owned subsidiary Securevalue India Limited (SVIL) we offer cash management services like vaulting services, bullion management and cash processing through a fleet of 2,370+ secured Cash Vans (DCVs) across 38,418 ATMs in 1,800+ locations. This is a cost-effective option for the banks and this operation is mainly outsourced to the third parties. The revenue contribution under this segment is ₹ 4,325 Million (gross) in FY 2023-24. The growth

is mainly driven by the expansion of the vaults, ATMs / CRMs in the banking network.

Implementation of Cassette Swapping in ATMs/CRMs:

There are consistent efforts by the RBI as an initiative to implement the use of cassette swaps as it will security and reduce accounting discrepancies and will eliminate the current practice of open cash replenishment. The implementation of the cassette-swap mode has been delayed multiple times due to disagreements among banks, CITs, and managed service providers over the execution and cost of the system.

Payment Solutions – Digital:

Under the digital payment segment our brand Ongo offers state-of-the-art and creative omni-channel merchant digital payment solutions. A payments platform, customized solutions, and associated services for end users, merchants, banks, bank agents, and other ecosystem partners make up our digital payments solutions.

The merchant services which are available on our Ongo digital payment platform, consist of device-based and device-less payment solutions, co-branded prepaid card issuance, prepaid and loans against card receivables loyalty programs, Cash@ PoS, and other value-added services. We powered the National Common Mobility Card or NCMC, an open-loop Prepaid Rupay Card issued by RBL Bank for Bangalore Metro Rail Corporation, country's second largest metro line. We have also recently launched instant ready-to-use NCMC cards namely 'Ongo Ride' at Chennai metro which can be purchased via unique card dispensers installed across select metro stations. Additionally, we launched an open-loop co-branded prepaid cards on our PPI license for a Patanjali Ayurved Limited. Further, we will soon launch an open loop program in collaboration with one of the leading OMC on a PAN India basis after successful pilot testing on the Ongo app and in discussion with the Indian Oil Corporation Limited for the commencement of on demand delivery of fuel. This solution is powered through the digital app created by the AGS.

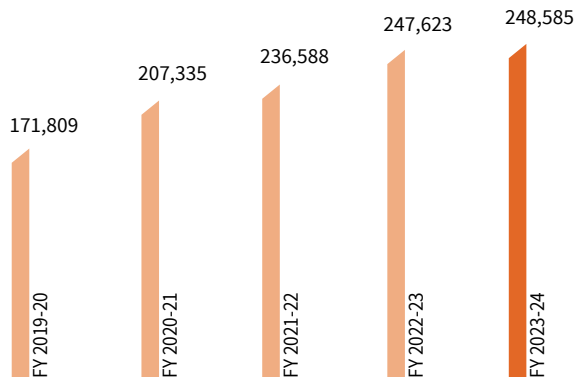
On the acquiring side, we offer a payment platform that takes payments via a variety of methods, such as contactless, chip and pin, magnetic stripe, Bharat QR, and Unified Payment Interface ("UPI"), which we believe sets us apart as a merchant's preferred partner.

In addition we provide a secure transaction switching platform for providing integrated payments processing, card management and merchant solutions.

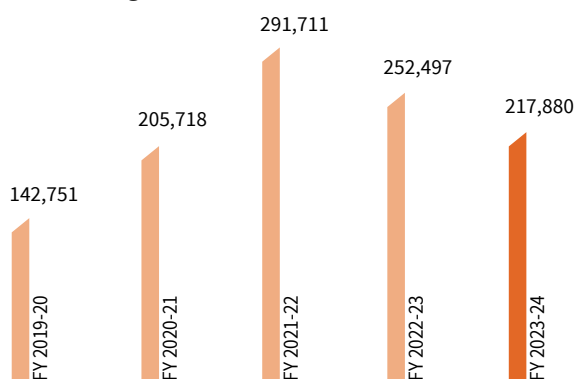
The revenue contribution is ₹ 2,968 Million in FY 2023-24. This growth is driven by leveraging our existing presence in the consumer-oriented sectors and the acquisition of new merchants through the focused efforts of our sales and marketing team.

As of 31 March 2024

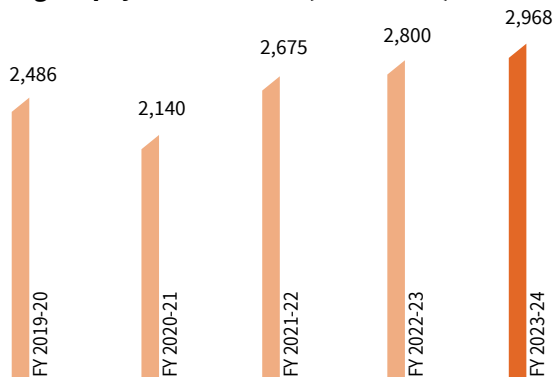
Number of PoS terminals



GTV through POS (₹ in Million)



Digital payment solution (₹ in Million)



Key Initiatives:

The Reserve Bank of India has taken steps to regulate and enhance the Indian Financial system and includes measures to promote financial inclusion, enhance digital payments and strengthen regulatory frameworks. There are certain initiatives that the RBI is encouraging to promote and give further push to

boost digital infrastructure in the country like RBI has proposed to permit the linking of prepaid payment instruments (PPIs) with third-party unified payments interface (UPI) applications to make the digital wallet market more compatible, enabling UPI for cash deposit facility distribution of Central Bank Digital Currency (CBDC) through Non-Bank Payment System Operators.

Enabling UPI for Cash Deposit Facility:

Deposit of cash through Cash Deposit Machines (CDMs) is primarily being done through the use of debit cards. To make it easier to deposit cash Given the experience gained from card-less cash withdrawal using UPI at the ATMs, it is now proposed to also facilitate deposit of cash in CDMs using UPI. This measure will further enhance customer convenience and make the currency handling process at banks more efficient.

UPI Access for Prepaid Payment Instruments (PPIs) through Third Party Apps:

At present, UPI payments from Prepaid Payment Instruments (PPIs) can be made only by using the web or mobile app provided by the PPI issuer. It is now proposed to permit the use of third-party UPI apps for making UPI payments from PPI wallets. This will further enhance customer convenience and boost adoption of digital payments for small value transactions.

Distribution of Central Bank Digital Currency (CBDC) through Non-bank Payment System Operators:

The CBDC pilots are currently in operation with increasing number of use-cases and participating banks. It is proposed to make CBDC-Retail accessible to a broader segment of users by enabling non-bank payment system operators to offer CBDC wallets. This will also facilitate testing of the resiliency of CBDC platform to handle multi-channel transactions.

The RBI has also encouraged the banks to actively participate in its FinTech initiatives and focus on increasing the penetration of the Digital Banking Units (DBUs) in the country.

Banking Automation Solutions:

Banking Automation Solutions segment covers sale of ATMs and Cash Recycling Machines or CRMs, currency technology products and self-service terminals and related services and upgrades.

We provide complete life-cycle management of ATMs & CRMs after their respective warranty periods have expired and Upgrades & Software for a fixed, one-time fee. Additionally, we stock spare parts for the repair of ATMs, CRMs and other automated banking hardware products.

Source: RBI press release 5 April 2024

KEY FINANCIAL RATIOS

Particulars	31 March 2024	31 March 2023	Variance
Current ratio	1.3	1.5	-11%
Debt / Equity ratio	1.2	1.2	-1%
Debt Service Coverage ratio	1.2	1.4	-11%
Return on Equity (ROE)	-12.3%	2.6%	566%
Inventory turnover ratio	13.1	17.7	-26%
Trade receivables turnover ratio	1.6	1.6	-1%
Trade payables turnover ratio	2.0	1.9	6%
Net capital turnover ratio	5.3	4.0	32%
Net profit ratio	-6.1%	1.2%	610%
Return on capital employed (ROCE)	-2.5%	9.6%	-126%
Return on investment (ROI)	7.5%	0.0%	NA

Independent Auditor’s Report

**To the Members of AGS Transact Technologies Limited
Report on the Audit of the Standalone Financial Statements**

Opinion

We have audited the standalone financial statements of AGS Transact Technologies Limited (the “Company”)(in which are included financial information from an Employee Stock Option Plan (ESOP) Trust) which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Going Concern assessment

See Note 52 to standalone financial statements

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

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 of the current period. 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.

The key audit matter	How the matter was addressed in our audit
<p>The Company has incurred loss after tax for the year ended 31 March 2024 of ₹ 669.85 million (profit after tax for the year ended 31 March 2023: ₹ 148.77 million). There is a decline in revenue during the period and delays in collections from customers resulting into delays in payments and increased working capital requirement.</p>	<p>Our audit procedures to assess the going concern assumption, and 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, included the following audit procedures to obtain sufficient and appropriate audit evidence:</p>
<p>Note 52 to the standalone financial statements explains that the management has concluded that the going concern basis is appropriate in preparing the standalone financial statements of the Company. The Company evaluated its ability to continue as a going concern based on estimated future cash flows, forecasted results and margins from operations. The estimates are based on assumptions, including expectations regarding future developments in the economy and the market. This required the exercise of significant judgement, particularly in forecasting the Company’s future revenues, profitability and cash flows.</p>	<ul style="list-style-type: none"> • Gaining an understanding of the Company’s business planning process and assessing the design, implementation and operating effectiveness of management’s key internal controls over preparation of cash flow forecasts to assess its liquidity; • Evaluating the key assumptions in cash flow forecasts (including future revenue, profitability and cash flows) with reference to historical information, current performance, future plans, market and other external available information; • Performing sensitivity analysis on the forecasted statement of profit and loss and cash flows by considering plausible changes to the key assumptions adopted by the Company;



Independent Auditor's Report (Contd.)

The key audit matter

Considering the significance of the area to the overall financial statements, this was significant to our audit.

How the matter was addressed in our audit

- Performing a retrospective analysis to assess the reasonableness of Company's past projections by comparing historical forecast to actual results; and
- Assessing the availability of undrawn banking and other financing facilities and history of actual rollover of facilities by inspecting underlying documentation; and

We also considered the adequacy of the required disclosure in the standalone financial statements.

Impairment of Investments

See Note 5 to standalone financial statements

The key audit matter

The Company has investments in subsidiaries and associate (collectively "the investments") aggregating to ₹ 3,006.42 million as at 31 March 2024. The Company records the investments at cost less any provision for impairment loss. Changes in business environment could have a significant impact on the valuation of these investments. As such, the investments are tested for any triggers for impairment. If triggers are identified, the recoverable amounts of the investments are determined and if the amount is lower than the carrying value of the investments, impairment loss is recognised in the statement of profit and loss.

The impairment assessment involves the use of estimates and judgements. The identification of impairment event and the determination of an impairment charge also require the application of significant judgement by the Company. The judgement, in particular, is with respect to the timing, quantity and estimation of projected cash flows.

This annual impairment test is considered to be a key audit matter due to the significant judgement required in determining the key assumptions, including estimates of future revenues from contracts, operating costs, terminal value growth rates, capital expenditure and the weighted-average cost of capital (discount rate), to be used to estimate the recoverable amount.

How the matter was addressed in our audit

In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:

- Evaluated design, implementation and operating effectiveness of key controls in respect of the Company's impairment assessment process, including the approval of forecasts and valuation models;
- Evaluated the key assumptions used in estimating future cash flows such as sales volumes and prices, operating costs, inflation and growth rates by comparing these inputs with externally derived data, past performances, consistency with the Board approved investment plans and knowledge of the industry;
- Involved our internal valuation specialists where necessary to evaluate the assumptions including the discount rates used in the calculations, through external market data;
- Evaluated past performances and assessed historical accuracy of the forecast used in the calculations;
- Performed sensitivity analysis to evaluate the impact of change in key assumptions individually or collectively on the recoverable value; and
- Assessed the adequacy of the Company's disclosures in the financial statements.

Independent Auditor’s Report (Contd.)

Revenue Recognition

See Note 27 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue from rendering of services, net of service level agreement adjustments/ credits, is recognised when the Company satisfies performance obligation by transferring the services to the customers.</p>	<p>In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p>
<p>The revenue from ATM management services is disclosed net of service level agreement adjustments/ credits, one-time upfront fees and premium on purchase of property, plant and equipment. Revenue from maintenance contracts is recognised pro-rata over the period of the contract as and when the services are rendered.</p>	<ul style="list-style-type: none"> • Obtained an understanding of the systems, processes and controls implemented by the Company for recording and computing revenue and the associated contract assets, unearned and deferred revenue balances.
<p>Revenue from sale of goods is measured at transaction price allocated to that performance obligation of the consideration received or receivable, net of returns, service level adjustment/credits, where applicable.</p>	<ul style="list-style-type: none"> • Performed walkthrough, testing the design, implementation and operating effectiveness of Company’s general IT controls, key manual and application controls over the Company’s IT systems;
<p>Revenue is recognised when the Company satisfies performance obligations by transferring the goods to the customers. The Company ‘transfers’ goods to the customers when the customer obtains control of that goods, which may be transferred either at a point in time or over time.</p>	<ul style="list-style-type: none"> • Assessed the appropriateness of the policies in respect of revenue recognition by comparing with the applicable accounting standards and their consistent application to the significant sales contracts;
<p>We identified revenue recognition as a Key Audit Matter since there is an element of inherent risk and presumed fraud risk around the existence of revenues recognised. Further, overstatement of revenue is considered to be a significant audit risk as it is the key driver of returns to investors and incentives linked to performance for a reporting period.</p>	<ul style="list-style-type: none"> • Inspected on a sample basis, key customer contracts. Based on the terms and conditions defined in the contracts, we assessed the Company’s revenue recognition policies with reference to the requirements of the applicable accounting standards;
	<ul style="list-style-type: none"> • Tested timeliness of revenue recognition by comparing individual sample sales transactions to underlying contracts;
	<ul style="list-style-type: none"> • Performed substantive testing by selecting samples of revenue transactions recorded during the year and matching the parameters used in the computation with the relevant source documents;
	<ul style="list-style-type: none"> • Scrutinised the revenue journal entries raised throughout the reporting period and comparing details of sample of these journals, which met certain risk-based criteria, with relevant underlying documentation;
	<ul style="list-style-type: none"> • Checked completeness and accuracy of the data used by the Company for revenue recognition by performing specific cut off procedures on revenue. On a sample basis, we evaluated the revenue being recognised in the correct accounting period.
	<p>We also evaluated the adequacy of the disclosures in the standalone financial statements in accordance with Ind AS 115- Revenue from Contracts with Customers.</p>

Independent Auditor's Report (Contd.)

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report 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 annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

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

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company/ Board of Trustees of the ESOP Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company/ Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

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

In preparing the standalone financial statements, the respective Management and Board of Directors/ Board of Trustees are responsible for assessing the ability of the Company/ Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/ Board of Trustees either intends to liquidate the Company/ Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/ Board of Trustees are responsible for overseeing the financial reporting process of the Company/ Trust.

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 decisions of users taken on the basis of these 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)

Independent Auditor's Report (Contd.)

(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 of the Company 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 of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

- a. The financial statements/financial information of the ESOP Trust, whose financial statements/financial information reflect total assets (before consolidation adjustments) of ₹ 29.04 million as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ 0.00 million and net cash outflows (before consolidation adjustments) amounting to ₹ 0.24 million for the year ended on that date, as considered in the standalone financial statements, have not been audited either by us or by other auditors. These unaudited financial statements/financial information have been furnished to us by the Management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of this ESOP Trust, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid ESOP Trust, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/financial information are not material to the Company.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except

Independent Auditor's Report (Contd.)

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

- c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 1 April 2024 to 7 April 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.
- a. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its standalone financial statements - Refer Note 40 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d.
 - (i) The management of the Company represented to us that, to the best of its knowledge and belief, as disclosed in the Note 55 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management of the Company represented to us that, to the best of its knowledge and belief, as disclosed in the Note 55 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The Company has neither declared nor paid any dividend during the year.

Independent Auditor's Report (Contd.)

- f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
- i. In the absence of reporting on compliance with the audit trail requirements in the independent auditor's report of a service organisation for an accounting software used for maintaining books of accounts relating to payroll, which is operated by a third party software service provider, we are unable to comment whether audit trail feature for the said software was enabled and operated throughout the year for all the relevant transactions recorded in the software.

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

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

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Rajesh Mehra

Partner

Membership No.: 103145

ICAI UDIN:24103145BKFWLG8531

Place: Mumbai

Date: 29 May 2024

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee) disclosed in the standalone financial statements are held in the name of the Company. In respect of immovable properties where the Company is the lessee, the leases agreements are duly executed in the favour of the lessee (including cases where the lease agreements are in the process of being renewed).
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained; and for goods-in-transit, subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

Quarter	Name of bank	Particulars	Amount as per books of account (₹ in million)	Amount as reported in the quarterly return/ statement (₹ in million)	Amount of difference (₹ in million)	Whether return/s tatement subsequently rectified
March 2024	Bandhan Bank, HDFC Bank, Bajaj Finance Ltd, Federal Bank, Dhanlaxmi Bank, IDFC First Bank Ltd, IndusInd Bank	Inventory, Trade Payables, Trade receivables	5,850.43	Not filed as on date	NA	NA

Annexure A to the Independent Auditor’s Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in companies and other parties, in respect of which the requisite information is as below. The Company has not made any investments in firms or limited liability partnership. The Company has provided guarantee or security to companies, granted loans, during the year, in respect of which the requisite information is as below. The Company has not provided guarantee or or security, granted any loans or advances in the nature of loans, secured or unsecured, to firms or limited liability partnership or other parties during the year.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity as below:

Particulars	Guarantees (₹ in million)	Security (₹ in million)	Loans (₹ in million)	Advances in nature of loans (₹ in million)
Aggregate amount during the year				
Subsidiaries*	200.00	-	587.30	-
Joint ventures*	-	-	-	-
Associates*	-	-	-	-
Others	-	-	-	-
Balance outstanding as at balance sheet date				
Subsidiaries*	451.08	-	191.94	-
Joint ventures*	-	-	-	-
Associates*	-	-	-	-
Others*	-	-	26.33	-

*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, guarantees provided, security given during the year and the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of unsecured loans given, in our opinion the repayment of principal and payment of interest has been stipulated (repayable on demand). As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular as per demand made during the year. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to its related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

	All Parties (₹ in million)	Promoters (₹ in million)	Related Parties (₹ in million)
Aggregate of loans during the year:			
- Repayable on demand (A)	587.30	-	587.30
- Agreement does not specify any terms or period of Repayment (B)	-	-	-
Total (A+B)	587.30	-	587.30
Percentage of loans to the total loans	100%	-	100%

- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

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

- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods (and/or services provided by it) and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

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

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident

Fund, Employees State Insurance, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Income-Tax have been regularly deposited by the Company with the appropriate authorities, though there have been delays in few months.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and service tax (GST) have not been regularly deposited by the Company with the appropriate authorities and there have been serious delays in large number of cases.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became, except as mentioned below:

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due date	Date of payment	Remarks, if any
Income Tax Act, 1961	Tax Deducted at Source Interest	26.90	F.Y. 2021-22 and F.Y. 2022-23	7th of next month	Not paid	
Income Tax Act, 1961	Tax Deducted at Source Interest	0.07	F.Y. 2023-24	7th of next month	Not paid	
The Employees' Provident Funds And Miscellaneous Provisions Act, 1952	Provident Fund	0.10	F.Y. 2023-24	15th of next month	Not paid	Delay due to non-availability of Universal Account Number / Aadhar Number in respect of certain employees
The Employees' Provident Funds And Miscellaneous Provisions Act, 1952	Interest on Provident Fund	4.60	F.Y. 2020-23	15th of next month	Not paid	

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

Name of the statute	Nature of the dues	Amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
The Customs Act, 1962	Customs Duty	311.20	9.00	F.Y. 2005-06 to 2008-09	Customs, Excise and Service Tax Appellate Tribunal	
The Odisha VAT Act, 2004	Value Added Tax and penalty	18.11	0.50	F.Y. 2011-13	Orissa High Court	
Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	2.54	0.63	F.Y. 2007-08	Tribunal	
The Madhya Pradesh VAT Act, 2002	Value Added Tax	0.66	0.19	F.Y. 2010-11	Tribunal	
The Haryana VAT Act, 2003	Value Added Tax and penalty	0.69	-	F.Y. 2012-13	High Court of Punjab and Haryana	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	0.78	0.78	F.Y. 2018-19	Commissioner Appeals	

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

Name of the statute	Nature of the dues	Amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Finance Act, 1994	Service Tax	5.82	-	F.Y. 2017-18	Commissioner Appeals	
The Andhra Pradesh VAT Act, 2005	Value Added Tax	43.23	-	F.Y. 2016-17	Andhra Pradesh High Court	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	1.95	-	F. Y. 2018-19	Appellate Authority	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	548.33	-	F.Y. 2017-18 and 2019-20	Directorate General of Goods & Services Tax Intelligence, Surat	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	2.57	0.20	F.Y. 2019-20	Commissioner Appeals	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	1.02	0.10	F.Y. 2021-22	Commissioner Appeals	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	5.26	0.12	F.Y. 2022- 23	Commissioner Appeals	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	2.16	0.21	F.Y. 2021-22	Commissioner Appeals	
The Customs Act, 1962	Customs Duty	2.71	-	F.Y. 2022-23	Commissioner Appeals	
The Jharkhand Value Added Tax Act, 2005	Value Added Tax	1.47	-	FY 2017-18	Commissioner of appeal	
The Jharkhand Value Added Tax Act, 2005	Value Added Tax	0.80	-	FY 2016-17	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	2.62	0.18	FY 2021-22	Commissioner of appeal	

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

Name of the statute	Nature of the dues	Amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	3.44	0.12	FY 2019- 20	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	0.71	-	FY 2018-19	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	0.21	-	FY 2019-20	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	0.70	-	FY 2021- 22	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	0.80	-	FY 2020- 21	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	0.90	-	FY 2017- 18	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	3.28	-	FY 2020- 21	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	3.20	-	FY 2019- 20	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	15.07	0.75	FY 2017- 18	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	1.69	0.04	FY 2017- 18	Commissioner of appeal	

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

Name of the statute	Nature of the dues	Amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	3.33	0.17	FY 2018- 19	Commissioner of appeal	
The Central Goods and Services Tax Act, 2017	Goods and Service Tax	18.30	0.76	FY 2017- 18	Commissioner of appeal	
Income Tax Act, 1961	Income Tax, Tax deducted at source	71.66	-	FY 2015- 16	CIT (Appeals)	
Income Tax Act, 1961	Income Tax, Tax deducted at source	66.43	1.35	FY 2016- 17	CIT (Appeals)	

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained. In respect of External Commercial Borrowings amounting to ₹ 42 million which were unutilised as at 31 March 2023 were utilised for the purpose it was obtained during the year.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit except that we have been informed that there have been 7 instances of cash loss/ embezzlements on account of theft/ burglary in

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

ATMs managed by the Company amounting to ₹ 11.27 million during the year under audit by the employees and others. The Company has filed complaints with the police and has also filed insurance claims for the recovery of amounts involved. Of the above, the Company has recovered ₹ 9.17 million and balance ₹ 2.10 million debited to the statement of profit and loss during the year.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) We draw attention to Note 52 to the standalone financial statements which explains that the Company has incurred loss after tax for the year ended 31 March 2024 of ₹ 669.85 million (profit after tax for the year ended 31 March 2023 of ₹ 148.77 million). There is a decline in revenue during the period and delays in collections from customers resulting into delays in payments and increased working capital requirement. Management has assessed its business forecasts and cash forecasts and expects an increase in revenue, both from existing and new customers, new contracts in hand and from contracts in pipeline. The Company expects it will generate sufficient cashflows from operating activities including through reduction in receivables outstanding days and through other source of borrowings (including undrawn commitments on existing borrowing facilities) to meet its liabilities and provide additional support to its subsidiaries as required in the foreseeable future. The Company also expects to finance its acquisition of property, plant and equipment through internal accruals / debt financing as has been the case in past years. Based on the aforesaid assessment, management believes the Company will continue to operate as a going concern i.e., continue its operations and will be able to discharge its liabilities and realise the carrying amount of its assets.
- On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in the Annual Report is expected to be made available to us after the date of this auditor's report.

- (xx) (a) In our opinion and according to the information and explanations given to us, the Company has transferred amounts as required under section 135 of the Act to the implementing agency. However, the amounts so transferred in the previous year of ₹ 3.01

million remain unutilised by the implementing agency as 31 March 2024. There is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any other than ongoing project.

- (b) In our opinion and according to the information and explanations given to us, the Company has transferred amounts as required under section 135 the Act to the implementing agency. However, the amounts so transferred in the current year of ₹ 6.50 million remain unutilised by the implementing agency as 31 March 2024. There is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any other than ongoing project.

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

Rajesh Mehra
Partner
Membership No.: 103145
ICAI UDIN:24103145BKFWLG8531

Place: Mumbai
Date: 29 May 2024

Annexure B to the Independent Auditor’s Report on the standalone financial statements of AGS Transact Technologies Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act (Referred to in paragraph 2(A)(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of AGS Transact Technologies Limited (“the Company”) as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

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

The Company’s Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the

audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Annexure B to the Independent Auditor's Report on the standalone financial statements of AGS Transact Technologies Limited for the year ended 31 March 2024

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

Rajesh Mehra
Partner
Membership No.: 103145
ICAI UDIN: 24103145BKFWLG8531

Place: Mumbai
Date: 29 May 2024

Standalone Balance sheet

as at March 31, 2024

Particulars	Note	(₹ in million)	
		31 March 2024	31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	3,105.79	3,268.11
Capital work-in-progress	3 (c)	211.62	298.12
Right-of-use assets	3 (b)	1,971.08	2,397.07
Intangible assets	4 (a)	277.64	318.94
Intangible assets under development	4 (b)	60.81	47.28
Financial assets			
Investments	5	3,006.42	2,904.01
Other financial assets	7	467.24	535.24
Deferred tax assets (net)	8 (d)	652.00	144.59
Other non-current assets	9	333.45	318.64
Other tax assets (net)	8 (e)	334.05	682.06
Total non-current assets		10,420.10	10,914.06
CURRENT ASSETS			
Inventories	10	866.14	726.05
Financial assets			
Investments	6	8.99	-
Trade receivables	11		
Billed receivables		4,488.00	6,014.70
Unbilled receivables		1,240.82	1,165.80
Cash and cash equivalents	12 (a)	243.91	65.52
Bank balances other than 12(a) above	12 (b)	570.14	536.14
Loans	13	191.94	306.86
Other financial assets	14	187.18	251.31
Other current assets	15	505.04	582.97
Other current tax assets (net)	8 (f)	315.19	-
Total current assets		8,617.35	9,649.35
Total assets		19,037.45	20,563.41
Equity and liabilities			
Equity			
Equity share capital	16	1,210.26	1,204.91
Other equity	17	3,929.93	4,552.20
Total equity		5,140.19	5,757.11
Non-current liabilities			
Financial liabilities			
Borrowings	18	3,783.22	4,863.10
Lease liabilities	19	1,624.22	2,002.78
Provisions	20	123.20	133.73
Other non-current liabilities	21	17.69	17.87
Total non-current liabilities		5,548.33	7,017.48
Current liabilities			
Financial liabilities			
Borrowings			
- Borrowings from banks and others	22 (a)	2,172.26	1,849.34
- Reverse factoring	22 (b)	753.26	651.78
Lease liabilities	22 (c)	1,115.83	1,225.27
Trade payables due to:	23		
- Micro enterprises and small enterprises		257.23	274.35
- Other than micro enterprises and small enterprises		3,287.76	2,993.92
Other financial liabilities	24	549.15	572.59
Other current liabilities	25	119.54	118.46
Provisions	26	93.90	103.11
Total current liabilities		8,348.93	7,788.82
Total equity and liabilities		19,037.45	20,563.41
Material accounting policies			

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

1-55

For B S R & Co. LLP

Chartered Accountants
Firm's Registration No: 101248W/W-100022

Rajesh Mehra

Partner
Membership No. 103145

For and on behalf of the Board of Directors of
AGS Transact Technologies Limited
CIN : L72200MH2002PLC138213

Ravi Goyal

Managing Director
DIN: 01374288

Saurabh Lal

Chief Financial Officer
Membership No.: 504653

Vinayak Goyal

Executive Director
DIN: 09199173

Sneha Kadam

Company Secretary
Membership No.: 31215

Place: Mumbai
Date : 29 May 2024

Place: Mumbai
Date : 29 May 2024

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in million)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Revenue			
Revenue from operations	27	10,433.82	12,102.43
Other income	28	503.22	285.40
Total income		10,937.04	12,387.83
Expenses			
Cost of raw materials and components consumed	29	1,066.63	1,620.98
Purchase of stock-in-trade	30	10.30	155.44
Changes in inventories of finished goods and stock-in-trade	31	77.91	(3.72)
Employee benefit expenses	32	1,121.56	1,290.74
Other expenses	33	7,045.43	6,202.71
Total expenses before interest, depreciation and amortisation and tax		9,321.83	9,266.15
Earnings before interest, tax, depreciation and amortisation (EBITDA)		1,615.21	3,121.68
Finance costs	34	1,260.37	1,215.57
Depreciation and amortisation expense	3&4	1,580.62	1,724.60
(Loss) / profit before tax		(1,225.78)	181.51
Tax expense			
Current tax	8 (a)	(45.47)	3.33
Deferred tax (credit) / charge	8 (d)	(510.46)	29.41
Total tax expense		(555.93)	32.74
(Loss) / profit for the year		(669.85)	148.77
Other comprehensive income			
Items that will not be reclassified to Profit and Loss in subsequent years (net of tax)			
Remeasurements of defined benefit plans	36	12.00	3.58
Income tax relating to the above	8 (b)	(3.02)	(0.90)
Other comprehensive income (net of tax) for the year		8.98	2.68
Total comprehensive (loss) / income for the year		(660.87)	151.45
Earnings per equity share (Nominal value of equity shares of ₹ 10 each, fully paid up)			
Basic earnings per share (₹)	35	(5.55)	1.24
Diluted earnings per share (₹)	35	(5.55)	1.21
Material accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements. 1-55

As per our report of even date attached.

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

Rajesh Mehra
Partner
Membership No. 103145

Place: Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors of
AGS Transact Technologies Limited
CIN : L72200MH2002PLC138213

Ravi Goyal
Managing Director
DIN: 01374288

Saurabh Lal
Chief Financial Officer
Membership No.: 504653

Place: Mumbai
Date : 29 May 2024

Vinayak Goyal
Executive Director
DIN: 09199173

Sneha Kadam
Company Secretary
Membership No.: 31215

Standalone Statement of Changes in Equity

for the year ended March 31, 2024

Equity share capital

Particulars	(₹ in million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Balance at the beginning of the year	1,214.03	1,214.03
Add: Shares issued during the year	-	-
Less: Treasury shares*	(3.77)	(9.12)
Balance at the end of the year	1,210.26	1,204.91
* Movement of treasury shares		
Balance at the beginning of the year	(9.12)	(12.32)
Add: Treasury shares issued during the year	-	-
Share options exercised during the year	5.35	3.20
Balance at the end of the year	(3.77)	(9.12)

Other equity

Description	Reserves and surplus				Total other equity
	Securities premium	Employee stock options reserve	General reserve	Retained earnings	
Balance as at 1 April 2022	2,410.54	186.31	560.00	1,160.19	4,317.04
Profit for the year	-	-	-	148.77	148.77
Other comprehensive income for the year	-	-	-	2.68	2.68
Employee compensation expenses recognised during the year	-	74.39	-	-	74.39
ESOP cost on share options exercised during the year	14.02	(14.02)	-	-	-
Premium on share options exercised during the year	9.32	-	-	-	9.32
Balance as at 1 April 2023	2,433.88	246.68	560.00	1,311.64	4,552.20
Loss for the year	-	-	-	(669.85)	(669.85)
Other comprehensive income for the year	-	-	-	8.98	8.98
Employee compensation expenses recognised during the year	-	23.02	-	-	23.02
ESOP cost on share options exercised during the year	61.33	(61.33)	-	-	-
Premium on share options exercised during the year	15.58	-	-	-	15.58
Balance as at 31 March 2024	2,510.79	208.37	560.00	650.77	3,929.93

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

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants
Firm's Registration No: 101248W/W-100022

Rajesh Mehra

Partner
Membership No. 103145

Place: Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors of
AGS Transact Technologies Limited
CIN : L72200MH2002PLC138213

Ravi Goyal

Managing Director
DIN: 01374288

Saurabh Lal

Chief Financial Officer
Membership No.: 504653

Place: Mumbai
Date : 29 May 2024

Vinayak Goyal

Executive Director
DIN: 09199173

Sneha Kadam

Company Secretary
Membership No.: 31215

Standalone Statement of Cash Flows

for the year ended March 31, 2024

(₹ in million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Cash flows from operating activities		
Net (loss) / profit before tax	(1,225.78)	181.51
Adjustments for:		
Finance costs	1,260.37	1,215.57
Interest income	(111.38)	(115.97)
Dividend income	(260.49)	-
Write back of lease liabilities (net) (refer note 38)	(50.61)	(61.66)
Corporate guarantee income	(2.41)	(2.50)
Depreciation and amortisation expense	1,580.62	1,724.60
(Gain) / loss on sale / retirement of Property, plant and equipment (net)	(19.05)	14.46
Fair value gain on financial assets measured at Fair Value through Profit or Loss (net)	(0.37)	-
Provision for warranty (net)	(6.42)	(12.05)
Inventories written off	39.61	5.11
Employee stock option scheme expense	18.17	60.13
Loss allowance on trade receivables	1,156.61	387.43
Other Income - balance written back	(12.84)	(44.32)
Unrealised foreign exchange (gain)	(6.02)	(1.94)
	2,360.01	3,350.37
Changes in working capital :		
(Increase) in inventories	(179.69)	(90.70)
Decrease in trade receivables	304.64	130.77
Decrease in loans and other financial assets	112.07	52.40
Decrease in other current assets	79.34	202.39
(Increase) / decrease in other non-current assets	(38.64)	5.97
Increase / (decrease) in trade payables	387.49	(637.73)
(Decrease) in other current liabilities	(76.78)	(707.23)
(Decrease) in other non-current liabilities	(0.18)	(3.80)
(Decrease) in provisions	(1.31)	(17.16)
Cash generated from operations	2,946.95	2,285.28
Direct taxes paid (net)	78.29	(326.34)
Net cash flows from operating activities (A)	3,025.24	1,958.94
B. Cash flows from investing activities		
Purchase of property, plant and equipment including capital advances and work-in-progress	(436.56)	(691.38)
Proceeds from sale of property, plant and equipment	28.02	11.55
Repayment of loan given	306.03	-
Investment in subsidiaries	(100.00)	(239.59)
Purchase of current investments	(8.61)	-
Interest received	75.90	80.32
Dividend received	260.49	-
Loan given to subsidiary company	(587.30)	-
Repayment of loan by subsidiary company	407.95	-
Fixed deposits placed during the year	(175.39)	(385.27)
Proceeds from maturity of fixed deposits	177.08	130.48
Net cash used in investing activities (B)	(52.39)	(1,093.89)
C. Cash flows from financing activities		
Proceeds from issuance of equity share capital	5.35	3.20
Proceeds from issuance of equity share - securities premium	15.58	9.32
Proceeds from long-term borrowings	702.91	2,254.00
Repayment of long-term borrowings	(1,318.19)	(929.39)
Repayment of short-term borrowings - secured (net)	(211.28)	(509.11)
Payment of lease liabilities	(1,256.86)	(1,284.17)
Proceeds from leasing transaction	155.75	352.85

Standalone Statement of Cash Flows

for the year ended March 31, 2024

Particulars	(₹ in million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Interest paid	(705.98)	(684.57)
Other finance charges paid	(181.74)	(220.38)
Net cash used in financing activities (C)	(2,794.46)	(1,008.25)
Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)	178.39	(143.20)
Cash and cash equivalents at the beginning of the year	65.52	208.72
Cash and cash equivalents at the end of the year (refer note 12a)	243.91	65.52

Notes:

1. The above Standalone Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7 - "Statement of Cash flows".

2. The movement of borrowings as per Ind AS 7 is as follows:

	(₹ in million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Opening borrowings	6,712.44	5,927.13
Redemption of Non Convertible Debentures	-	-
Proceeds from long-term borrowings	702.91	2,254.00
Repayment of long-term borrowings	(1,318.19)	(929.39)
Repayment of short-term borrowings - secured (net)	(211.28)	(509.11)
Non-cash adjustments	69.60	(30.19)
Closing borrowings	5,955.48	6,712.44

3. Reconciliation of cash and cash equivalents

	(₹ in million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Cash on hand	25.71	25.67
Balance with banks		
Current accounts	218.20	39.85
Less: Current account balances held in trust for customers	-	-
Total current account balances	218.20	39.85
Cash and cash equivalents as per statement of cash flows (refer note 12a)	243.91	65.52

4. Cash credit is treated as a borrowings and hence not included as a part of cash and cash equivalents for the purpose of the Statement of Cash Flows.

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

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants
Firm's Registration No: 101248W/W-100022

Rajesh Mehra

Partner
Membership No. 103145

Place: Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors of

AGS Transact Technologies Limited
CIN : L72200MH2002PLC138213

Ravi Goyal

Managing Director
DIN: 01374288

Saurabh Lal

Chief Financial Officer
Membership No.: 504653

Place: Mumbai
Date : 29 May 2024

Vinayak Goyal

Executive Director
DIN: 09199173

Sneha Kadam

Company Secretary
Membership No.: 31215

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

1. Reporting entity

AGS Transact Technologies Limited (the 'Company') is a company domiciled in India with its registered office situated at Lower Parel, Mumbai. The Company is in the business of supplying, installing and managing technology-based payment solutions, automation products and providing related services to its customers in Banking, Petroleum, Colour and Retail sectors. The Company also provides complete ATM Outsourcing, Intelligent Cash Deposit (ICD), ATM Managed Services, Digital payment services which includes toll and transit solutions, services through point of sale (POS) machine, transaction switching and processing services to various banks, financial institutions and other companies.

The Non-Convertible Debentures ('NCD') of the Company were listed on National Stock Exchange ('NSE') from 26 March 2021 and were delisted on 5 February 2022.

The Equity Shares of the Company were listed on National Stock Exchange ('NSE') and Bombay Stock Exchange ('BSE') on 31 January 2022.

2. Basis of preparation and Material Accounting Policies

A. Basis of preparation of Financial Statements

The standalone financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention (except for certain financial instruments, ESOP and employee benefit obligation that are measured at fair values at the end of each reporting period) on accrual basis to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter and relevant provisions of the Act.

The standalone financial statements have been prepared on accrual and going concern basis.

The Company has prepared these standalone financial statements which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss for the year ended 31 March 2024, the Statement of Cash Flows for the year ended 31 March 2024 and the Statement of Changes in Equity for the year ended as on that date, and accounting

policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements').

The standalone financial statements of the Company for year ended 31 March 2024 were approved by the Board of Directors of the Company on 29 May 2024.

B. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the entity's functional currency.

All amounts have been rounded off to the nearest million with two decimals, unless otherwise indicated.

C. Basis of measurement

The Standalone Financial Statements have been prepared on historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments),
- ESOP
- Net defined benefit (asset) / liability – fair value of plan assets less present value of defined benefit obligations.

D. Key estimates and assumptions

While preparing the standalone financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the Balance Sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgement, estimates and assumptions are required in particular for:

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Judgements:

Determining whether an arrangement contains a lease

At inception of an arrangement, the Company determines whether the arrangement is or contains a lease.

At inception or on reassessment of an arrangement that contains a lease, the Company separates payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate.

Estimates and assumptions:

Revenue recognition

The Company's contracts with customers include promises to transfer multiple products and services to a customer. The transaction price could be variable consideration with elements such as net of returns, service level agreement adjustments / credits, non-current warranties, trade discounts, volume rebates, where applicable.

Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. All useful lives are reviewed at each reporting period and revised if required.

Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds.

The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore vary from the amount included in other provisions.

Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

Fair value of financial instruments

Derivatives are carried at fair value. Derivatives include foreign currency forward contracts. Fair value of foreign currency forward contracts is determined using the fair value reports provided by respective bankers. The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with foreign currency borrowings arising from changes in foreign exchange rates and interest rates.

Further information about the assumptions made in measuring fair values is included in the following note:

- Impairment test of financial assets: key assumptions underlying recoverable amounts.

Taxes

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 and the period over which deferred income tax assets will be recovered.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to

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the extent that it is probable that future taxable profits will be available against which they can be used.

E. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

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).

When measuring the fair value of an asset or a liability, the Company 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 categorised 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 Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The entity has recognised certain assets at fair value and further information is included in the relevant notes.

F. Investments in subsidiaries and associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

G. Financial assets

(i) Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the Statement of Profit and Loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

(ii) Classification and subsequent measurement

The Company classifies its financial assets into a) financial assets measured at amortised cost, b) financial assets measured at fair value through other comprehensive income (FVOCI), and c) financial assets measured at fair value through profit or loss (FVTPL). Management determines the classification of its financial assets at the time of initial recognition or, where applicable, at the time of reclassification.

(a) Financial assets measured at amortised cost

A financial asset is classified as measured at amortised cost if it is held within a business model whose objective is to

- hold financial asset in order to collect contractual cash flows
- the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost

Notes to the Standalone Financial Statements

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using effective interest rate method (EIR). Amortised cost is arrived at after taking into consideration any discount on fees or costs that are an integral part of the EIR. The amortisation of such interests forms part of finance income in the Statement of Profit and Loss. Any impairment loss arising from these assets is recognised in the Statement of Profit and Loss.

- (b) Financial assets measured at fair value through other comprehensive income (FVOCI)

Debt investments at FVOCI: These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Other net gains and losses are recognised in other comprehensive income. On de-recognition, gains and losses accumulated in OCI are reclassified to Statement of Profit and Loss.

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognised as income in Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in other comprehensive income and are not reclassified to Statement of Profit and Loss. On de-recognition, gains and losses accumulated in OCI are reclassified to Statement of Profit and Loss.

- (c) Financial assets measured at fair value through profit and loss (FVTPL)

This is a residual category for classification. Any asset which does not meet the criteria for classification as at amortized cost or FVOCI, is classified as FVTPL. Financial assets at fair value through profit and loss are measured at fair value, and changes therein are recognised in the Statement of Profit and Loss.

(iii) Trade receivables

Trade receivables are recognised on origination at transaction price as they do not have a significant

financing component. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, prior experience, customer profile and expectations about future cash flows.

(iv) De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

(v) Impairment of Financial Assets

Expected credit losses are recognised for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

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.

For trade receivables, the Company applies a simplified approach. It recognises impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits and expectations about future cash flows.

The impairment losses and reversals are recognised in the Statement of Profit and Loss.

H. Financial liabilities

(i) Initial recognition and measurement

A financial liability is recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified as measured at fair value less any directly attributable transaction cost or FVTPL. A financial liability is classified as at FVTPL if it is held for trading, or it is a derivative or it is designated as such on initial recognition.

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for the year ended 31 March 2024

(ii) Subsequent measurement

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the EIR method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss.

(iii) De-recognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

I. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

J. Derivative financial instruments

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in Statement of Profit and Loss. The gain or loss on such derivative is presented in the Statement of Profit and Loss in the same line item as the corresponding foreign exchange loss or gain arising from the hedged transaction.

K. Share capital

(i) Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares, are recognised as a deduction from equity

(ii) Treasury shares

The Company has created an AGSTTL Employees Welfare Trust (Trust) for providing share-based payment to its employees and those of its subsidiaries. The Trust is used as a vehicle for distributing shares to employees under the employee remuneration schemes. The Trust buys shares of the Company for giving shares to employees. The Company treats Trust as its extension and shares held by Trust are treated as treasury shares. Treasury shares are recognised at cost and deducted from equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Any difference between the carrying amount and the consideration, if reissued, is recognised in Capital Reserve. Share options exercised during the reporting period are deducted from treasury shares.

L. Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, and there are future economic benefits associated with the items and cost can be measured reliably. On transition to Ind AS, the WDV of assets was considered as the deemed cost of the assets.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, 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, after deducting trade discounts and rebates if any.

Pre-operative expenses such as salaries, brokerage, legal and professional fees, etc. incurred during installation period are capitalised under the respective asset head as part of the indirect installation cost, to the extent to which the expenditure is allocable / apportioned to the asset-head. In case of composite contract involving acquisition of property, plant and equipment and providing services, the property, plant and equipment are capitalised at the respective fair value of the asset acquired.

Stores and spares include tangible items used as rotables in supply of goods or services and are expected to be used for a period more than 1 year.

Demo assets includes assets which are given for training, testing and demonstration to various current and prospective customers for supply of goods or services and are expected to be used for a period more than 1 year.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

Notes to the Standalone Financial Statements

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Plant and equipment which are not ready for intended use as on the reporting date are disclosed as “Capital work-in-progress”.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are classified as Capital advances.

Freehold land is carried at historical cost less any accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the entity and cost can be measure reliably

(iii) Depreciation

Depreciation on property, plant and equipment

Depreciation is provided on the cost of the assets less residual value using Written Down Value (‘WDV’) method, except in the case of Building, ATM, ATM sites, Demo assets and Stores and spares where the Straight-Line Method (‘SLM’) is used, over the estimated useful life of each asset as determined by the management. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for intended use/ till the date the asset is disposed off.

Freehold land is not depreciated.

The estimated useful lives and method of depreciation of items of property, plant and equipment are as follows:

Asset	Method of Depreciation	Useful life (years)
Buildings	SLM	30 / 60
ATM/CRM machines*#	SLM	5 - 10
Others assets at ATM Sites*#	SLM	7
Demo assets#	SLM	2 - 5
Stores and spares#	SLM	5
Plant and machinery	WDV	15
Furniture and fixtures	WDV	10
Office equipment, electrical installation and air conditioners	WDV	5 - 10
Computers	WDV	3 - 6
Vehicles	WDV	8

* ATM/CRM machines and others assets at ATM sites are depreciated over the estimated useful lives of 10 years and 7 years respectively, whereas life as per Schedule II is 15 years.

The Management has estimated, supported by independent assessment by professionals, the useful lives of these classes of assets.

Leasehold improvements are amortised over the primary period of lease i.e. lease period which ranges from 3 to 8 years as per the agreement or the life of respective assets, whichever is lower.

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

M. Asset held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at lower of their carrying amount or fair value less cost to sell.

N. Intangible assets

(i) Recognition and measurement

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

Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the Statement of Profit and Loss in the year in which the expenditure is incurred

Intangibles which are not ready for intended use as on the reporting date are disclosed as “Intangible under development”.

(ii) Subsequent expenditure

After initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit and loss as incurred.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(iii) Service concession arrangements

The Company recognises an intangible asset arising from a service concession arrangement to the extent it has a right to charge for use of the concession infrastructure. The fair value, at the time of initial recognition of such an intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement, is regarded to be its cost. Subsequent to initial recognition, the intangible asset is measured at cost, less any accumulated amortisation and accumulated impairment losses, if any.

(iv) Amortisation

Intangible assets are amortised on a straight line basis over the estimated useful economic life. The estimated useful lives are as follows:

Asset	Useful life (years)
Technical know-how	7
Software	4

The estimated useful life of an intangible asset in a service concession arrangement is the period of the contract.

The amortisation period and the amortisation method are reviewed at each reporting date. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

(v) Expenditure on research and development

Expenditure on research activities is recognised in the Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in Statement of Profit and Loss as incurred.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised on a straight line basis over the period of expected future benefit from the related project. Amortisation is recognised in the Statement of Profit and Loss.

During the period of development, the asset is tested for impairment annually.

O. Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss as other income on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

P. Inventories

Raw materials, finished goods, stores, spares (other than those capitalised in property, plant and equipment), traded items and consumables are carried at the lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are sold at or above cost. The comparison of cost and net realisable value is made on an item-by-item basis.

In determining cost of raw materials, finished goods, traded items, stores, spares and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

costs of completion and the estimated costs necessary to make the sale.

Cost of finished goods includes the cost of raw materials, an appropriate share of fixed and variable production overheads and other costs incurred in bringing the inventories to their present location and condition.

Q. Impairment of non-financial assets

The Company's 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).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated to the carrying amounts of the other assets of the CGU on a pro rata basis.

In respect of assets for which impairment loss has been recognised 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 had been recognised.

R. Revenue

(i) Sale of goods

Revenue from sale of goods is measured at transaction price allocated to that performance obligation of the consideration received or receivable, net of returns, service level adjustment/credits, non-current warranties, trade discounts, goods and service tax and volume rebates, where applicable.

Revenue is recognised when the Company satisfies performance obligation by transferring the goods to the customers. The Company 'transfers' goods to the customers when the customer obtains control of that goods which generally coincides with the delivery of the goods (i.e. at a point in time).

(ii) Rendering of services

Revenue from contracts with customers net of service level adjustment/credits is recognised when the Company satisfies performance obligation by transferring the services to the customers.

The revenue from ATM and management services is disclosed net of service level adjustment/credits, one-time upfront fees and premium on purchase of property, plant and equipment. One time upfront fees and premium on purchase of property, plant and equipment is amortised over the respective contract period.

Revenue from maintenance contracts is recognised pro-rata over the period of the contract as and when services are rendered. Revenue from upgrades and digital payment services is recognised as and when services are rendered.

The Company collects goods and service tax on behalf of the government and therefore, these are not economic benefits flowing to the Company.

(iii) Service concession arrangements

Revenue related to construction or upgrade services provided under a service concession arrangement is recognised based on the stage of completion of the work performed. Operation or service revenue is recognised in the period in which the services are provided by the Company.

Notes to the Standalone Financial Statements

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(iv) Multiple deliverable arrangements

At contract inception, the Company assesses the goods or services explicitly or implicitly promised in a contract and identify as a performance obligation each promise to transfer a distinct good or service. A good or service that is promised in a contract is 'distinct' if both of the following criteria are met:

- a) The customer can benefit from the good or service either on its own or together with other resources that are 'readily available' to the customer.
- b) The entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

The Company, at contract inception, allocates the transaction price to each performance obligation on the basis of relative stand-alone selling price.

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

Deferred revenue ("contract liability") is recognised when there are billings in excess of revenues.

With effect from 1 April 2018, the Company has adopted Ind AS 115 Revenue from contracts with customers.

S. Recognition of insurance claim, dividend income, interest income or expense

Insurance claims are accounted for on the basis of claims admitted and to the extent that there is no uncertainty in receiving the claims.

Dividend income is recognised in Statement of Profit and Loss on the date on which the Company's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

For all financial instruments measured at amortised cost, interest income or expense is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest income is included in Other income in the Statement of Profit and Loss.

Lease interest expense is recognised upon commencement of the lease agreement using constant periodic rate of return over the period of the agreement

T. Foreign currency transactions

(i) Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

(ii) Subsequent measurement

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Statement of Profit and Loss in the period in which they arise.

(iii) Fair value gains / (loss) of derivative contracts

Foreign exchange difference on foreign currency borrowings, settlement gain / (loss) and fair value gain / (loss) on derivative contracts relating to borrowings are accounted and disclosed under Finance cost.

U. Employee benefits

(i) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified short-term employee benefits and they are recognised in the year in which the employee renders the related services.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

For the amount expected to be paid, the Company recognises undiscounted liability if they have a present legal or constructive obligation to pay the amount as a result of past service provided by employees, and the obligation can be estimated reliably.

(ii) Defined contribution plan

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 Employee State Insurance Corporations. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by employees.

(iii) Gratuity - Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's eligible salary and the tenure of employment with the Company.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling').

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability

(asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognised as a liability at the present value of the estimated liability for leave as a result of services rendered by employees, which is determined at each reporting date based on an actuarial valuation by an independent actuary using the projected unit credit method. The discount rates used for determining the present value of the obligation under other long term employee benefits, are based on the market yields on Government of India securities as at the reporting date. Re-measurement gains and losses are recognised immediately in the Statement of Profit and Loss.

The Company presents the above liability as current in the Balance Sheet.

(v) Employee stock compensation cost

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

V. Provisions (other than for employee benefits)

A provision is recognised 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 reporting 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 recognised as finance cost.

Provision for warranties:

Provision for current warranty-related costs is recognised when the related product is sold. Provision is based on technical estimates which are based on historical experience. The estimates of such warranty-related costs are reviewed and revised annually.

W. Contingent liabilities and contingent assets

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognised in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

A contingent asset is not recognised but disclosed in the Financial Statements where an inflow of economic benefit is probable.

Contingent liabilities and contingent assets are reviewed at each reporting date.

X. Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the

economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

As a lessee

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments.

The lease liability is measured at amortised cost using the effective interest method.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. Right-of-use assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Under Ind AS 116, the Company recognised a right-of-use asset and a lease liability for the sale and leaseback transaction, measured in the same way as other right-of-use assets and lease liabilities at that date and adjusted the

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leaseback right-of-use of asset for proportionate gains and losses recognised in statement of profit and loss.

The Company has used number of practical expedients when applying Ind AS 116: - Short-term leases, leases of low-value assets and single discount rate

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date. The Company has used hindsight when determining the lease term and did not recognise right of use asset for leases to which the lease term end within 12 months of date of initial application.

Lease liability and ROU assets have been separately presented in Balance Sheet and lease payments have been classified as financing cash flows.

Y. Income tax

Income tax comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes

and tax base of assets and liabilities. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be utilised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Z. Finance Cost

Finance costs include interest and other borrowing costs incurred in connection with the borrowing of funds. Interest cost on financial liabilities is measured at amortized cost such as borrowings from banks and others or bonds or similar instruments etc. calculated as per the effective interest method. Interest and other dues on statutory liabilities that are compensatory in nature are measured at the interest rates as applicable under the Statute. Other borrowing cost includes processing fees, bill discounting charges, commission or charges paid for letter of credit and bank guarantees, exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs etc.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

AA. Operating segments

(i) Basis for segmentation

An operating segment is a component of the entity that engages in business activities from which it may earn and incur expenses, including revenues and expenses that relate to transactions with any of the company's other components and for which discrete financial information is available. Such decision is taken by chief operating decision maker (CODM).

(ii) Business segment

The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products or services and serves different markets. Accordingly, the Company has identified 'Payment Solutions', 'Banking Automation Solutions' and 'Other Automation Solutions' segments as the primary reportable segments.

(iii) Geographical segment

The Company's business is primarily within India. Hence no separate geographical disclosure is considered necessary.

(iv) Segment information

- Inter-segment transfers: The Company generally accounts for inter-segment sales and transfers at cost plus appropriate margins.
- Allocation of common costs: Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.
- Unallocated items: Unallocated items include general corporate income and expense items which are not allocated to any business segment.
- Segment accounting policies: The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

AB. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), if any, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

AC. Dividend

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. A corresponding amount is recognised directly in equity.

AD. Measurement of earnings before interest, tax, depreciation and amortisation (EBITDA)

The Company has opted to present earnings before interest (Finance Cost), tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the Statement of Profit and Loss. The Company measures EBITDA on the basis of profit/loss from continuing operations including other income.

AE. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, unrestricted bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

AF. Current and non-current classification

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within twelve months after the reporting date; or
- (d) it is cash or a 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.

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the reporting date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

AG. Recent amendments/ 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 to the Standalone Financial Statements

for the year ended 31 March 2024

Note 3 (a) Property, plant and equipment

Description	(₹ in million)											
	Freehold Land	Building	Leasehold improvements	Plant and machinery	ATM Sites	Vehicles	Furniture and fixtures	Electrical installations and equipment	Stores and spares	Demo assets	Computers	Total
Gross carrying amount as at 1 April 2022	53.75	499.74	31.97	227.20	5,076.62	1.28	103.57	144.23	864.67	87.96	206.52	7,297.51
Additions	-	-	0.90	83.00	526.91	-	10.70	7.05	42.78	11.58	14.30	697.22
Disposals	-	-	12.32	91.40	362.70	-	8.49	13.34	-	-	11.02	499.27
Gross carrying amount as at 31 March 2023	53.75	499.74	20.55	218.80	5,240.83	1.28	105.78	137.94	907.45	99.54	209.80	7,495.46
Accumulated depreciation as at 1 April 2022	-	57.48	22.11	86.19	2,524.85	0.60	81.46	117.69	674.23	82.92	161.42	3,808.95
Depreciation for the year	-	9.53	3.72	19.94	561.21	0.26	6.68	7.99	86.95	5.10	23.67	725.05
On disposals	-	-	7.19	35.54	238.94	-	5.53	8.48	-	-	10.97	306.65
Accumulated depreciation as at 31 March 2023	-	67.01	18.64	70.59	2,847.12	0.86	82.61	117.20	761.18	88.02	174.12	4,227.35
Net carrying amount as at 31 March 2023	53.75	432.73	1.91	148.21	2,393.71	0.42	23.17	20.74	146.27	11.52	35.68	3,268.11
Gross carrying amount as at 1 April 2023	53.75	499.74	20.55	218.80	5,240.83	1.28	105.78	137.94	907.45	99.54	209.80	7,495.46
Additions	-	-	-	51.34	331.33	-	0.23	1.25	176.91	44.63	16.30	621.99
Disposals	-	-	-	26.65	316.43	-	1.15	0.79	-	-	8.83	353.85
Gross carrying amount as at 31 March 2024	53.75	499.74	20.55	243.49	5,255.73	1.28	104.86	138.40	1,084.36	144.17	217.27	7,763.60
Accumulated depreciation as at 1 April 2023	-	67.01	18.64	70.59	2,847.12	0.86	82.61	117.20	761.18	88.02	174.12	4,227.35
Depreciation for the year	-	9.14	0.95	25.43	524.27	0.08	6.90	8.32	81.63	8.04	20.06	684.82
On disposals	-	-	-	4.18	239.68	-	0.93	0.74	-	-	8.83	254.36
Accumulated depreciation as at 31 March 2024	-	76.15	19.59	91.84	3,131.71	0.94	88.58	124.78	842.81	96.06	185.35	4,657.81
Net carrying amount as at 31 March 2024	53.75	423.59	0.96	151.65	2,124.02	0.34	16.28	13.62	241.55	48.11	31.92	3,105.79

- (i) Refer note 41 for expenses capitalised as part of the cost of property, plant and equipment.
- (ii) During the year ended 31 March 2024, assets of ATM sites and Plant and machinery having written down value of ₹ 90.52 million (31 March 2023: ₹ 166.61 million) and included in disposals were subsequently added to inventory for future use/sale. These are generally modified per customer requirements prior to such use/sale.
- (iii) Certain property, plant and equipment are hypothecated against borrowings, the details relating to which have been described in Note 18.
- (iv) The Company has followed the cost model for accounting for its property, plant and equipment and accordingly no revaluation of the assets has been carried out.
- (v) No impairment loss or reversal of impairment loss in respect of any property, plant and equipment was recognised in the standalone financial statements during the year.
- (vi) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 3 (b)

Right-of-use asset

(₹ in million)

Particulars	Building	Plant and Machinery	Total
Balance as at 1 April 2022	2,958.11	72.55	3,030.66
Additions	490.14	4.43	494.57
Depreciation for the year	(849.96)	(26.52)	(876.48)
De-recognition of right-of-use asset	(251.68)	-	(251.68)
Balance as at 31 March 2023	2,346.61	50.46	2,397.07

(₹ in million)

Particulars	Building	Plant and Machinery	Total
Balance as at 1 April 2023	2,346.61	50.46	2,397.07
Additions	557.29	-	557.29
Depreciation for the year	(774.06)	(15.81)	(789.87)
De-recognition of right-of-use asset (refer note 38)	(193.41)	-	(193.41)
Balance as at 31 March 2024	1,936.43	34.65	1,971.08

The aggregate depreciation expense on right-of-use asset is included under depreciation and amortisation expense in the Statement of Profit and Loss.

Note 3 (c)

Capital work-in-progress ("CWIP")

i. CWIP Schedule

(₹ in million)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress					
31 March 2023	269.04	29.08	-	-	298.12
31 March 2024	202.93	8.69	-	-	211.62
Project temporary suspended					
31 March 2023	-	-	-	-	-
31 March 2024	-	-	-	-	-

ii. There are no material capital-work-in-progress for the which the completion is overdue or has exceeded its cost compared to its original budget.

iii. Capital work-in-progress movement during the years.

Particulars	31 March 2024	31 March 2023
Opening CWIP as at	298.12	373.41
Additions during the year	313.95	538.97
Capitalised during the year	(400.45)	(614.26)
Closing CWIP as at	211.62	298.12

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 4 (a)

Intangible assets

(₹ in million)

Description	Licenses and technical knowhow fees	Software	Other intangible assets*	Total
Gross carrying amount as at 1 April 2022	90.30	696.52	279.91	1,066.73
Additions	-	12.29	13.51	25.80
Disposals	-	-	-	-
Gross carrying amount as at 31 March 2023	90.30	708.81	293.42	1,092.53
Accumulated amortisation as at 1 April 2022	82.17	464.05	104.30	650.52
Amortisation for the year	8.13	86.16	28.78	123.07
On disposals	-	-	-	-
Accumulated amortisation as at 31 March 2023	90.30	550.21	133.08	773.59
Net carrying amount as at 31 March 2023	(0.00)	158.60	160.34	318.94
Gross carrying amount as at 1 April 2023	90.30	708.81	293.42	1,092.53
Additions	-	35.09	29.54	64.63
Disposals	-	-	-	-
Gross carrying amount as at 31 March 2024	90.30	743.90	322.96	1,157.16
Accumulated amortisation as at 1 April 2023	90.30	550.21	133.08	773.59
Amortisation for the year	-	76.38	29.55	105.93
On disposals	-	-	-	-
Accumulated amortisation as at 31 March 2024	90.30	626.59	162.63	879.52
Net carrying amount as at 31 March 2024	(0.00)	117.31	160.33	277.64

* The Company had entered into a public private arrangement which meets the definition of a Service Concession Arrangement (SCA) as per Appendix C to Ind AS 115 -Revenue from Contracts with Customers (Ind AS 115). Based on the requirements of Appendix C to Ind AS 115, the consideration in relation to such arrangement has been recognised as other intangible assets - refer note 39.

- (i) The Company has followed the cost model for accounting for its intangible assets and accordingly no revaluation of the assets has been carried out.
- (ii) No impairment loss or reversal of impairment loss in respect of items of intangible assets was recognised in the financial statements during the year.

Note:

Refer note 41 for expenses capitalised as part of the cost of intangible assets.

Note 4 (b)

i. Intangible assets under development (IAUD) ageing schedule

(₹ in million)

Particulars	Particulars	Amount in IAUD for a period of				Total
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress						
31 March 2023	47.28	-	-	-	-	47.28
31 March 2024	24.34	30.47	6.00	-	-	60.81
Project temporary suspended						
31 March 2023	-	-	-	-	-	-
31 March 2024	-	-	-	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

ii. There are no material intangible assets under development for which the completion is overdue or has exceeded its cost compared to its original budget.

iii. **Intangible assets under development movement during the years.**

Particulars	31 March 2024	31 March 2023
Opening IAUD as at	47.28	-
Additions during the year	78.16	73.08
Capitalised during the year	(64.63)	(25.80)
Closing IAUD as at	60.81	47.28

Note 5 Non Current Investments

Particulars	31 March 2024	31 March 2023
(₹ in million)		
Investments in subsidiaries		
(At cost or deemed cost)		
Investment in equity instruments (Fully paid up unless stated otherwise)		
Unquoted		
14,196,630 equity shares (31 March 2023: 14,196,630 equity shares) of SGD 1 each of Global Transact Services Pte Ltd	698.27	698.27
145,000,000 equity shares (31 March 2023: 135,000,000 equity shares) of ₹ 10 each of India Transact Services Limited (refer note (i) below)	1,453.94	1,353.79
26,049,000 equity shares (31 March 2023: 26,049,000 equity shares) of ₹ 10 each of Securevalue India Limited (refer note (ii) below)	854.15	851.89
6,000 equity shares (31 March 2023: 6,000 equity shares) ₹ 10 each of AGS Community Foundation	0.06	0.06
	3,006.42	2,904.01
Notes:		
(i) It includes aggregate corporate guarantee commission amounting to ₹ 3.94 million (31 March 2023: ₹ 3.79 million).		
(ii) It includes aggregate corporate guarantee commission amounting to ₹ 19.69 million (31 March 2023: ₹ 17.43 million).		
Aggregate value of impairment of investment	Nil	Nil
Aggregate market value of investment	NA	NA

Note 6 Current investments

Particulars	31 March 2024	31 March 2023
Quoted Mutual Funds carried at Fair Value through Profit or Loss		
23,061.269 units (31 March 2023: Nil units) of Aditya Birla Sun Life Liquid Fund - Growth Direct Plan)	8.99	-
	8.99	-
Aggregate book value of quoted investments	8.62	-
Market value of quoted investments	8.99	-

Note 7 Other non-current financial assets

Particulars	31 March 2024	31 March 2023
Unsecured, considered good		
Security deposits	240.05	224.48
Margin money with maturity of more than twelve months (refer notes (i) and (ii) below)	92.59	121.35
Deposit given for acquisition of ATMs and ATM sites (refer note 44)	134.60	189.41
	467.24	535.24

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note:

- (i). Includes interest accrued amounting to ₹ 5.04 million (31 March 2023: ₹ 16.74 million) on margin money with maturity more than twelve months.
- (ii). Includes fixed deposits placed as lien towards term loans.

Note 8

Taxes

(a) Amounts recognised in the Standalone Statement of Profit and Loss

Particulars	(₹ in million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Current tax		
Current year	(45.47)	3.33
Deferred tax (credit) / charge		
Origination and reversal of temporary differences	(510.46)	29.41
	(510.46)	29.41
Tax expense for the year	(555.93)	32.74

(b) Amounts recognised in other comprehensive income

Particulars	(₹ in million)					
	Year ended 31 March 2024			Year ended 31 March 2023		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to the Statement of Profit and Loss						
Remeasurements of the defined benefit plans	12.00	(3.02)	8.98	3.58	(0.90)	2.68
	12.00	(3.02)	8.98	3.58	(0.90)	2.68

(c) Reconciliation of effective tax rate

Particulars	(₹ in million)	
	Year ended 31 March 2024	Year ended 31 March 2023
(Loss) / profit before tax	(1,225.78)	181.51
Company's domestic tax rate	25.17%	25.17%
Tax using the Company's statutory tax rate	(308.51)	45.68
Tax effect of:		
Expenses not allowed under tax	4.98	19.82
Change in estimates related to prior years	(252.24)	(13.07)
Others	(0.17)	(19.69)
Total tax expense	(555.94)	32.74

Note: There are no uncertain tax position that may impact financial statements.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(d) Movement in deferred tax balances for the year ended 31 March 2024

Particulars	(₹ in million)			
	Net asset / (liability) 1 April 2023	Recognised in profit or loss - credit/(charge)	Recognised in OCI - credit/ (charge)	Net asset / (liability) 31 March 2024
Property, plant and equipment	(96.82)	(5.98)	-	(102.80)
Impact of Ind AS 116 (refer note 38)	166.37	(19.49)	-	146.86
Intangible assets	59.40	13.05	-	72.45
Provision for employee benefits	54.17	(0.33)	(3.02)	50.82
Trade receivables	9.14	51.09	-	60.23
Unrealised gain/Loss on investment in quoted mutual fund at Fair Value through Profit or Loss	-	(0.10)	-	(0.10)
Borrowings	8.64	4.92	-	13.56
Provision for warranties	9.94	(1.66)	-	8.28
Loans	(57.36)	(4.23)	-	(61.59)
Others	(8.89)	(34.31)	-	(43.21)
Carried forward loss	-	507.50	-	507.50
Deferred tax asset/(liabilities)	144.59	510.46	(3.02)	652.00

Movement in deferred tax balances for the year ended 31 March 2023

Particulars	(₹ in million)			
	Net asset / (liability) 1 April 2022	Recognised in profit or loss - credit/(charge)	Recognised in OCI - credit/ (charge)	Net asset / (liability) 31 March 2023
Property, plant and equipment	(93.08)	(3.74)	-	(96.82)
Impact of Ind AS 116 (refer note 38)	188.28	(21.91)	-	166.37
Intangible assets	54.40	5.00	-	59.40
Provision for employee benefits	59.39	(4.32)	(0.90)	54.17
Trade receivables	0.77	8.37	-	9.14
Borrowings	3.72	4.92	-	8.64
Provision for warranties	12.66	(2.72)	-	9.94
Loans	(50.75)	(6.61)	-	(57.36)
Others	(0.50)	(8.41)	-	(8.89)
Deferred tax asset/(liabilities)	174.89	(29.41)	(0.90)	144.59

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 the jurisdiction in which the entity operates and the period over which deferred income tax assets will be recovered. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

Note: As the Company does not have any intention to dispose investments in unlisted subsidiaries and associates in the foreseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Carried Forward Losses

Assessment Year	(₹ in million)	
	Business Loss	Unabsorbed Depreciation
2023-24	639.89	-
2024-25	1,194.89	-
Total	1,834.78	-

Note: Business loss can be utilised for the period of 8 years from the relevant assessment year.

Note 8

(e) Other non current tax assets (net)

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Advance tax paid (net of provision for tax)*	334.05	682.06
* Net of provision for tax 31 March 2024 ₹ Nil (31 March 2023: ₹ 3.33 million)		

(f) Other current tax assets (net)

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
	315.19	-
Advance tax paid (net of provision for tax)	315.19	-

Note 9

Other non-current assets

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Balances with government authorities	71.21	79.45
Capital advances	163.43	206.27
Premium on purchase of property, plant and equipment (refer note 44)	13.54	18.74
Other prepaid and deferred expenses	85.27	14.18
	333.45	318.64

Note 10

Inventories

(valued at lower of cost and net realisable value)

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Raw materials and components (refer note (i) below)	715.93	497.93
Finished goods	107.70	195.91
Stock-in-trade	42.51	32.21
	866.14	726.05

Notes:

(i) Inventories includes goods in transit ₹ 11.13 million (31 March 2023: ₹ 77.63 million)

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(ii) All inventories are hypothecated against borrowings, the details relating to which have been described in Note 22 (a).

(iii) Inventories are net of net realisable value adjustment ₹ 4.62 million. (31 March 2023: ₹ 1.75 million).

Note 11

Current financial assets - Trade receivables

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Trade receivables - Unsecured, considered good (refer note 18, 42 and 47 (B))	4,488.00	6,014.70
Unbilled receivables - Unsecured, considered good (refer note 47 (B))	1,240.82	1,165.80
	5,728.82	7,180.50

Note: For dues from related parties (unsecured consider good) refer note 49.

Billed receivables ageing schedule

As at 31 March 2024

Particulars	(₹ in million)					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	2,728.19	658.03	706.18	140.84	254.76	4,488.00
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Unbilled receivables ageing analysis

As at 31 March 2024

Particulars	(₹ in million)
	Unbilled receivables (not due)
(i) Undisputed Unbilled receivables – considered good	1,240.82
(ii) Undisputed Unbilled receivables – which have significant increase in credit risk	-
(iii) Undisputed Unbilled receivables – credit impaired	-
(iv) Disputed Unbilled receivables–considered good	-
(v) Disputed Unbilled receivables – which have significant increase in credit risk	-
(vi) Disputed Unbilled receivables– credit impaired	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Billed receivables ageing schedule

As at 31 March 2023

(₹ in million)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	3,987.10	1,015.95	715.66	173.82	105.27	5,997.80
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						-
(iii) Undisputed Trade Receivables – credit impaired						-
(iv) Disputed Trade Receivables–considered good	-	-	16.90	-	-	16.90
(v) Disputed Trade Receivables – which have significant increase in credit risk						-
(vi) Disputed Trade Receivables – credit impaired						-

Unbilled receivables ageing analysis

As at 31 March 2023

(₹ in million)

Particulars	Unbilled receivables (not due)
(i) Undisputed Unbilled receivables – considered good	1,165.80
(ii) Undisputed Unbilled receivables – which have significant increase in credit risk	-
(iii) Undisputed Unbilled receivables – credit impaired	-
(iv) Disputed Unbilled receivables–considered good	-
(v) Disputed Unbilled receivables – which have significant increase in credit risk	-
(vi) Disputed Unbilled receivables– credit impaired	-

* Movement of unbilled revenue:

(₹ in million)

Particulars	31 March 2024	31 March 2023
Opening unbilled revenue	1,165.80	1,257.90
Add: Addition during the year	1,158.63	1,103.64
Less: Invoiced during the year	(1,083.61)	(1,195.74)
Closing unbilled revenue	1,240.82	1,165.80

Note 12 (a)

Current financial assets - Cash and cash equivalents

(₹ in million)

Particulars	31 March 2024	31 March 2023
Cash on hand (refer note (i) below)	25.71	25.67
Balance with banks in current accounts	218.20	39.85
	243.91	65.52

Notes:

- (i) Cash on hand as at 31 March 2024 includes ₹ 13.08 million (31 March 2023: ₹ 13.08 million) held by the Company at locations and ₹ 11.99 million (31 March 2023: ₹ 11.99 million) lying in vaults for cash burial business.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 12 (b)

Current financial assets - Bank balances other than 12a above

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Margin money with maturity of less than three months (refer note (i) below)	115.36	130.24
Margin money with maturity more than three months but less than twelve months (refer note (ii) below)	454.78	405.90
	570.14	536.14

Notes:

- (i) Includes interest accrued amounting to ₹ 5.44 million (31 March 2023: ₹ 4.83 million) on margin money with maturity of less than three months.
- (ii) Includes interest accrued amounting to ₹ 28.42 million (31 March 2023: ₹ 10.41 million) on margin money with maturity more than three months but less than twelve months.

Note 13

Current financial assets - Loans

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Unsecured		
Loans and advances to related parties (refer note below)	191.94	0.83
Loans and advances to other than related parties	-	306.03
	191.94	306.86

Note:

The loans given to subsidiaries are for business purposes and are repayable on demand. Interest on loan given during the year to one subsidiary is at the rate of 7.11% p.a to 7.27% p.a.. Loan given in earlier years to another subsidiary is interest free.

Note 14

Other current financial assets

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Deposit given for acquisition of ATMs and ATM sites (refer note 44)	60.68	61.11
Security deposits	126.46	184.21
Other receivables	0.04	5.99
	187.18	251.31

Note 15

Other current assets

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Premium on purchase of property, plant and equipment (refer note 44)	5.20	31.80
Other prepaid and deferred expenses	154.83	175.35
One time upfront fees	-	9.37
Balances with government authorities	49.19	39.10
Advance to employees	6.13	6.32
Other advances	289.69	321.03
	505.04	582.97

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 16

Equity share capital

a. Details of authorised, issued and subscribed and fully paid up share capital are as follows

(₹ in million)

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Authorised capital				
Equity shares of ₹ 10/- each	160,000,000	1,600.00	160,000,000	1,600.00
Issued, subscribed and fully paid up				
Equity shares of ₹ 10/- each fully paid up	121,403,076	1,214.03	121,403,076	1,214.03
Less: Treasury shares*	(376,908)	(3.77)	(911,880)	(9.12)
	121,026,168	1,210.26	120,491,196	1,204.91

b. Reconciliation of number of shares at the beginning and at the end of the year

(₹ in million)

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	121,403,076	1,214.03	121,403,076	1,214.03
Add: Treasury shares issued during the year	-	-	-	-
Less: Treasury shares* (refer note (g) below)	(376,908)	(3.77)	(911,880)	(9.12)
Shares outstanding at the end of the year	121,026,168	1,210.26	120,491,196	1,204.91

* The treasury shares of the Company includes the shares held by the AGSTTL Employees Welfare Trust ("Trust", considered as a branch of the Company). As at 31 March 2024, the Trust held 376,908 shares of the Company. For movement in Treasury shares refer Standalone Statement of Changes in Equity.

c. Particulars of shareholders holding more than 5% of equity shares

Name of Shareholder	31 March 2024		31 March 2023	
	No. of shares	Percentage	No. of shares	Percentage
Ravi B. Goyal #	27,741,455	22.85%	27,741,455	22.85%
Vineha Enterprises Private Limited	51,054,264	42.05%	51,054,264	42.05%

During the year ended 31 March 2024, 7,155,000 Equity Shares held by Ravi B. Goyal were pledged as security in respect of his personal borrowing.

d. Terms / rights attached to equity shares

The Company has equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend, if proposed by the Board of Directors, will be subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend.

The holders of equity shares will be entitled to receive remaining assets of the Company in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

e. Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Scheme (ESOS) of the Company, refer note 37.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

f. Shareholding of Promoters

Name of Shareholder	31 March 2024			31 March 2023		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Ravi B. Goyal	27,741,455	22.85%	Nil	27,741,455	22.85%	Nil
Vineha Enterprises Private Limited	51,054,264	42.05%	Nil	51,054,264	42.05%	Nil
	78,795,719			78,795,719		

Note:

- (i) Promoter means promoter as defined in Section 2 (69) of the Companies Act, 2013
- (ii) Percentage change shall be computed with respect to the number at the beginning of the year.
- g. On 29 March 2022, the Company had issued 1,010,500 equity shares to AGSTTL Employees Welfare Trust under the approved ESOP schemes and the same were disclosed as treasury shares. The Company was required to obtain prior in-principle approval from Stock Exchanges, which was not complied with and the shares were allotted. The Company has made an application seeking condonation from SEBI in this regard and were granted the condonation on November 22, 2022. Thereafter, pursuant to receipt of in-principle approvals from the Stock Exchanges, these 1,010,500 equity shares were listed and admitted for trading on the Stock Exchanges with effect from December 27, 2022.
- h. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: Nil

Note 17

Other equity

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Securities premium		
Gross balance at the beginning of the year	2,471.97	2,457.95
Less: Securities premium on treasury shares* (refer note below)	(22.51)	(38.09)
Net balance at the beginning of the year	2,449.46	2,419.86
Add : Issue of equity shares for cash	-	-
Add : Premium on share options exercised during the year	61.33	14.02
Balance at the end of the year	2,510.79	2,433.88
* Movement of securities premium on treasury shares		
Balance at the beginning of the year	(38.09)	(47.41)
Add : Issue of equity shares for cash	-	-
Less: Share options exercised during the year	15.58	9.32
Balance at the end of the year	(22.51)	(38.09)
Employee stock options reserve		
Balance at the beginning of the year	246.68	186.31
Add : ESOP cost for the year	23.02	74.39
Less : Transferred to Securities Premium on share options exercised during the year	(61.33)	(14.02)
Balance at the end of the year	208.37	246.68
General reserve		
Balance at the beginning of the year	560.00	560.00
Balance at the end of the year	560.00	560.00

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(₹ in million)

Particulars	31 March 2024	31 March 2023
Retained earnings		
Balance at the beginning of the year	1,311.64	1,160.19
(Loss) / profit for the year	(669.85)	148.77
Remeasurements of defined benefit plans for the year (net of tax)	8.98	2.68
Balance at the end of the year	650.77	1,311.64
Total Other equity	3,929.93	4,552.20

Note:

The treasury shares of the Company includes the shares held by the AGSTTL Employee Welfare Trust ("Trust", considered as a branch of the Company). As at 31 March 2024, the Trust held 376,908 shares (31 March 2023: 911,880) of the Company. The amount equivalent to the face value of the treasury shares has been reduced from share capital and the excess of cost over such face value has been reduced from securities premium.

Nature and purpose of reserves

Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Employee stock options reserve

The Company has established various equity-settled share-based payment plans for certain categories of employees of the Company and its subsidiaries refer note 37 for further details on these plans.

General reserve

General reserve is a free reserve which is used for time to time to transfer profits from / to retained earnings for appropriation purposes. The Company had transferred a portion of the net profit of the Company before declaring dividend to General reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to General reserve is not required under the Companies Act, 2013.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, debenture redemption reserve, dividends or other distributions paid to shareholders.

Dividend

The Company has not declared any dividend during the year (31 March 2023: ₹ Nil).

Note 18

Non-current financial liabilities - Borrowings

(₹ in million)

Particulars	31 March 2024	31 March 2023
Term loans - Secured		
Borrowings in India		
Indian rupee term loan from banks (refer note (i) below)	2,201.38	2,602.30
Indian rupee term loan from others (refer note (ii) below)	241.99	-
	2,443.37	2,602.30
Borrowings outside India		
Term loan- ECB (refer note (iii) and (v) below)	1,339.85	2,260.80
	1,339.85	2,260.80
	3,783.22	4,863.10

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Notes:

- (i) Indian rupee term loan from banks carry an interest rate in the range of 9.57% p.a. to 12.50% p.a. The loans are repayable as per the balance amortisation schedule spread over from 31 months to 57 months. Loans are secured by charge on specific assets comprising of ATMs, specific receivables and other related equipments of assigned contract. Out of this, two of the loans are also secured by charge on specific assets comprising of land and building,
- (ii) Indian rupee term loan from others carry an interest rate in the range of 10.70% p.a. to 12.52% p.a. The loans are repayable as per the balance amortisation schedule spread over from 09 months to 42 months. Loans are secured by charge on specific receivables.
- (iii) Loan in the form of External Commercial Borrowings (ECB) outside India carry an interest rate in the range of 1 month Term SOFR plus 300 bps to 360 bps. The loans are repayable as per the balance amortization schedule spread over from 06 months to 39 months. Loans are secured by charge on specific assets comprising of ATMs and specific receivables.
- (iv) There are no material breaches of the covenants associated with the borrowings (refer to above (i) to (iii)) and none of the borrowings were called back during the year.
- (v) The borrowings have been utilised for the purpose for which it was taken including towards lease obligations relating to Right-of-use assets and hence considered capital in nature.
- (vi) Refer note 22(a) for current maturities of long term borrowings.

Note 19

Non-current financial liabilities - Lease liabilities

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Unsecured		
Lease liabilities (refer note 38)	1,624.22	2,002.78
	1,624.22	2,002.78

Note 20

Non-current - Provisions

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Provision for employee benefits		
Gratuity (refer note 36)	123.20	133.73
	123.20	133.73

Note 21

Other non-current liabilities

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Deferred revenue (refer note 26)	17.69	17.87
	17.69	17.87

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 22 (a)

Current financial liabilities - Borrowings

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Secured		
From banks (refer note (ii) and (v) below)		
Working capital loans (refer note (i) below)	234.43	108.94
Cash credit and other facilities	56.95	29.24
From others		
Working capital loans (refer note (iii) and (iv) below)	171.77	536.06
	463.15	674.24
Current maturities of long term borrowings (refer note (v) below)	1,709.11	1,175.10
	2,172.26	1,849.34

Note:

- (i) Includes interest accrued amounting to ₹ 1.08 million (31 March 2023: ₹ 0.90 million).
- (ii) Working capital loans from Banks are secured by hypothecation of current assets and are repayable on demand. These loans carry an interest rate as mentioned below:
- Working capital loans 10.00% p.a. to 11.00% p.a.
- Cash credit and other facilities 10.00% p.a. to 11.50% p.a.
- (iii) The working capital loans from others are secured by hypothecation of current assets and are repayable on demand. These loans carry an interest rate ranging from 10.80% p.a. to 12.00% p.a.
- (iv) Working capital loans from others includes factored receivables which is secured by factored invoices and second charge on current assets (refer note 47 (B)).
- (v) Includes interest accrued amounting to ₹ 28.08 million (31 March 2023: ₹ 24.85 million).
- (vi) The Company has availed short term borrowings from banks or financial institutions on the basis of security of current assets. The Company is required to file periodic returns with banks, including those related to current assets. The returns are extracted from audited / unaudited financial information provided by the Company, summary of which are tabulated below:

(₹ in million)						
Quarter	Name of bank	Particulars	Amounts as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Whether return/ statement subsequently rectified
Q 1 – June 2023	IDFC First Bank Ltd Standard Chartered Bank HDFC Bank Ltd. Dhanlaxmi Bank Federal Bank Ltd. Bajaj Finance Ltd. Indusind Bank Ltd	Inventories, Trade receivables and payables	7,370.92	7,370.92	-	Not required

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(₹ in million)

Quarter	Name of bank	Particulars	Amounts as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Whether return/ statement subsequently rectified
Q 2 – September 2023	IDFC First Bank Ltd Standard Chartered Bank HDFC Bank Ltd. Dhanlaxmi Bank Federal Bank Ltd. Bajaj Finance Ltd. IndusInd Bank Ltd Bandhan Bank	Inventories, Trade receivables and payables	6,858.72	6,858.72	-	Not required
Q 3 – December 2023	IDFC First Bank Ltd HDFC Bank Ltd. Dhanlaxmi Bank Ltd Federal Bank Ltd. Bajaj Finance Ltd. IndusInd Bank Ltd Bandhan Bank	Inventories, Trade receivables and payables	6,045.37	6,045.37	-	Not required
Q 4 – March 2024	IDFC First Bank Ltd HDFC Bank Ltd. Dhanlaxmi Bank Federal Bank Ltd. Bajaj Finance Ltd. IndusInd Bank Ltd Bandhan Bank	Inventories, Trade receivables and payables	5,850.43	NA	NA	Not yet filed
Q 1 – June 2022	ICICI Bank Ltd. Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd. Qatar National Bank	Inventories, Trade receivables and payables	6,516.14	6,557.66	(41.52)	Refer note below
Q 2 – September 2022	ICICI Bank Ltd. Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd. Qatar National Bank	Inventories, Trade receivables and payables	7,174.74	7,174.74	-	Not required

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(₹ in million)

Quarter	Name of bank	Particulars	Amounts as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Whether return/ statement subsequently rectified
Q 3 – December 2022	Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd. Qatar National Bank	Inventories, Trade receivables and payables	7,678.70	7,678.70	-	Not required
Q 4 – March 2023	Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd.	Inventories, Trade receivables and payables	7,389.44	NA	NA	Not required

Note: Primarily due to year/ period end closing adjustment.

Note 22 (b)

(₹ in million)

Particulars	31 March 2024	31 March 2023
Unsecured		
Reverse factoring	753.26	651.78
	753.26	651.78

Note: Average period upto 120 days, rate of interest 7.70% to 9.75%.

Note 22 (c)

Current financial liabilities - Lease liabilities

(₹ in million)

Particulars	31 March 2024	31 March 2023
Unsecured		
Lease liabilities (refer note 38)	1,115.83	1,225.27
	1,115.83	1,225.27

Note 23

Current financial liabilities - Trade payables due to:

(₹ in million)

Particulars	31 March 2024	31 March 2023
- Micro enterprises and small enterprises	257.23	274.35
- Other than micro enterprises and small enterprises	3,287.76	2,993.92
	3,544.99	3,268.27

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note: For dues to related parties refer note 49.

The following disclosures are made for the amounts due to micro enterprises and small enterprises:-

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
The principal amount remaining unpaid to any supplier as at the end of each accounting year	233.26	274.35
Interest due thereon	23.97	16.49
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

Trade payables ageing schedule

As at 31 March 2024

Particulars	(₹ in million)					Total
	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	23.96	220.79	9.06	1.48	1.94	257.23
(ii) Others	1,658.08	1,229.19	104.22	138.81	115.45	3,245.75
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	1.16	2.87	37.98	42.01

As at 31 March 2023

Particulars	(₹ in million)					Total
	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	-	262.93	10.52	0.32	0.58	274.35
(ii) Others	1,332.55	1,169.53	288.83	37.14	94.30	2,922.35
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	1.16	3.14	-	67.27	71.57

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 24 Other current financial liabilities

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Accrued employee cost	437.61	498.73
Payable for capital goods	86.50	42.76
Security deposit from vendors	25.04	25.53
Payables related to Service Concession Arrangement projects (refer note 39)	-	5.57
	549.15	572.59

Note 25 Other current liabilities

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Deferred revenue	1.14	2.24
Balances due to government authorities (refer note below)	112.15	113.68
Others	6.25	2.54
	119.54	118.46

Notes:

Includes dues towards Tax deducted at source, Good and service tax, Provident fund, Employee state insurance contribution and others and interest thereon.

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Movement of deferred revenue		
Opening deferred revenue	2.24	1.70
Add: Addition during the year	1.14	2.24
Less: recognised during the year	(2.24)	(1.70)
Closing deferred revenue	1.14	2.24

Note 26 Current - Provisions

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Provision for employee benefits:		
Gratuity (refer note 36)	34.42	34.48
Compensated absences (refer note 36)	44.28	47.01
Other provision for:		
Warranties*	15.20	21.62
	93.90	103.11

Provision for warranties represents management's best estimate of the liability for warranties granted on products. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality. The expected timing of any resulting outflows of economic benefits is 1-3 years.

*Provision for warranty is recognised for machines sold to customers:-
Movement of warranty (Non-current and current classification)

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Opening balance	39.49	50.31
Charge during the year	2.29	10.43
Utilisation during the year	(8.89)	(21.25)
Closing balance	32.89	39.49

Also refer note 21 and note 28

Note 27 Revenue from operations

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Sale of traded goods		
Automation products	-	200.10
Sale of manufactured goods		
Automation products	139.86	560.95
ATM and ATM sites	248.21	286.05
	388.07	1,047.10
Sales of services		
ATM and management services	7,241.38	7,596.37
Less: Amortisation of one time upfront fee and premium on purchase of property, plant and equipment (refer note 44)	(23.20)	(42.29)
	7,218.18	7,554.08
AMC services and upgrades	1,546.87	2,299.83
Digital payment services	1,280.70	1,201.42
	10,045.75	11,055.33
Total revenue from operations (net) (refer note 42)	10,433.82	12,102.43

Note 28 Other income

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Interest income from instruments measured at amortised cost:		
Deposits with banks	43.86	27.81
Security deposits	16.80	26.28
Others	50.72	61.88
Dividend Income	260.49	-
Insurance claim	35.41	44.80
Write back of lease liabilities (net) (refer note 38)	50.61	61.66
Corporate guarantee income	2.41	2.50
Reversal of provision for warranty (net)	6.42	12.05
Unrealised gain on investment in quoted mutual fund measured at Fair Value through Profit or Loss	0.37	-
Gain on sale / retirement of property, plant and equipment (net)	19.05	-
Others	17.08	48.42
	503.22	285.40

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 29 Cost of raw materials and components consumed

(₹ in million)

Particulars	31 March 2024	31 March 2023
Inventories at the beginning of the year	497.93	416.07
Add: Purchases during the year	1,284.63	1,702.84
Less: Inventories at the end of the year	(715.93)	(497.93)
	1,066.63	1,620.98

Note 30 Purchase of stock-in-trade

(₹ in million)

Particulars	31 March 2024	31 March 2023
	10.30	155.44
	10.30	155.44

Note 31 Changes in inventories of finished goods and stock-in-trade

(₹ in million)

Particulars	31 March 2024	31 March 2023
<i>Finished goods</i>		
Inventories at the beginning of the year	195.91	169.34
Inventories at the end of the year	107.70	195.91
	88.21	(26.57)
<i>Stock-in-trade</i>		
Inventories at the beginning of the year	32.21	55.06
Inventories at the end of the year	42.51	32.21
	(10.30)	22.85
Changes in inventories	77.91	(3.72)

Note 32 Employee benefit expenses

(₹ in million)

Particulars	31 March 2024	31 March 2023
Salaries and wages (refer note 41)	1,027.81	1,158.21
Employee Stock Option scheme expense (net) (refer note 37 and 49)	18.17	60.13
Contributions to provident fund and other funds (refer note 36)	34.24	31.41
Gratuity expenses (refer note 36)	28.81	31.44
Staff welfare expenses	12.53	9.55
	1,121.56	1,290.74

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 33 Other expenses

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Cash management expenses	2,476.18	2,431.79
Rent expenses (refer note 38)	81.89	128.55
Caretaker and housekeeping expenses	362.17	396.00
Electricity expenses	271.93	303.53
Subcontracting expenses	641.94	877.58
Repairs and maintenance		
- Plant and machinery	670.03	704.65
- Others	103.99	77.56
Travelling and conveyance expenses	172.09	192.19
Communication expenses	56.33	71.23
Corporate social responsibility expenses (refer note 45)	6.50	11.10
Foreign exchange loss (net)	0.47	1.85
Tools and equipments	144.51	81.46
Postage and courier	88.64	85.12
Loss allowance on trade receivables	1,156.61	387.43
Legal and professional charges	208.04	205.60
Insurance charges	77.87	74.95
Loss on sale / retirement of property, plant and equipment (net)	-	14.46
Rates and taxes	2.45	2.13
Payment to auditors (refer note 43)	10.47	10.17
Directors' sitting fees	6.55	8.45
Commission to directors	17.30	16.10
Miscellaneous expenses	489.47	120.81
	7,045.43	6,202.71

Note 34 Finance costs

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Interest expense on instruments measured at amortised cost on:		
- financial liabilities	776.01	678.46
- lease liabilities (refer note 38)	302.49	348.92
- Others	15.10	80.52
Other borrowing costs	166.77	107.67
	1,260.37	1,215.57

Notes:

(i) Other borrowing costs include bill discounting and reverse factoring charges.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 35 Earnings per share (EPS)

(₹ in million)

Particulars	31 March 2024	31 March 2023
1. (Loss) / profit attributable to equity shareholders		
(Loss) / profit for the year, attributable to equity shareholders (₹ in million)	(669.85)	148.77
2. Calculation of weighted average number of equity shares - Basic		
Number of shares at the end of the year	121,403,076	121,403,076
Less: Weighted average number of treasury shares	(376,908)	(911,880)
Less: Effect of share options exercised	(372,663)	(254,406)
Weighted average number of equity shares for the year	120,653,505	120,236,790
3. Calculation of weighted average number of equity shares - Diluted		
Number of shares at the end of the year	121,403,076	121,403,076
Less: Weighted average number of treasury shares	(376,908)	(911,880)
Less: Effect of share options exercised	(372,663)	(254,406)
Add : Effect of share options dilution	1,885,085	2,523,610
Weighted average number of equity shares for the year	122,538,590	122,760,400
4. Earning per share		
Basic (₹)	(5.55)	1.24
Diluted (₹) *	(5.55)	1.21
* Since the Earnings per share computation based on diluted weighted average number of equity shares is anti-dilutive for the year ended 31 March 2024, the basic and diluted Earnings per share is the same.		
5. Nominal value of shares (₹)	10.00	10.00

Notes:

Weighted average number of shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

Note 36 Employee benefits

A. Defined contribution plans

Contribution to Provident fund, Employee State Insurance and any other funds

Amount of ₹ 34.24 million (31 March 2023: ₹ 31.41 million) is recognised as an expense and included in "Employee benefit expenses" (refer note 32) in the Statement of Profit and Loss.

B. Defined benefit plans

Gratuity

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary.

The Company does not have a fund plan for gratuity liability.

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) / liability and its components:

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

i. Reconciliation of present value of defined benefit obligation

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Defined benefit obligation at the beginning of the year	168.20	184.62
Current service cost	17.79	20.38
Interest cost	11.02	11.06
Actuarial (gains) / losses recognised in Other Comprehensive Income		
arising from changes in financial assumptions	1.14	(7.40)
arising from changes in demographic assumptions	0.20	0.14
arising on account of experience changes	(13.34)	3.68
Benefits paid directly by the Company	(27.39)	(44.28)
Defined benefit obligation at the end of the year	157.62	168.20

ii. Amount recognised in Balance Sheet

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Defined benefit obligation	157.62	168.20
Fair value of plan assets	-	-
Net defined benefit obligation	157.62	168.20

iii. Expense recognised in the Statement of Profit and Loss

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
(i) Expense recognised in the Statement of Profit and Loss		
Current service cost	17.79	20.38
Interest cost	11.02	11.06
	28.81	31.44
(ii) Expense recognised in the Other Comprehensive Income		
Actuarial (gains) losses on defined benefit obligations		
- arising from changes in financial assumptions	1.14	(7.40)
- arising from changes in demographic assumptions	0.20	0.14
- arising on account of experience changes	(13.34)	3.68
	(12.00)	(3.58)

iv. Actuarial assumptions

The principal assumptions used in determining gratuity benefit obligation for the Company's plan is shown below:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Financial assumptions		
Discount rate	7.15%	7.30%
Salary escalation	7%	7%
Attrition rate Employee Age Bracket		
21 - 30 years	30%	26%
31 - 40 years	22%	20%
41 - 50 years	16%	13%
51 - 59 years	13%	14%

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality are based on published Statistics & Mortality tables. The calculation of death benefit obligation is sensitive to the mortality assumptions.

The expected contribution in the next year is ₹ 34.42 million.

v. Sensitivity analysis

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

Particulars	(₹ in million)			
	31 March 2024		31 March 2023	
	Percentage increase	Percentage decrease	Percentage increase	Percentage decrease
Gratuity Plan				
Discount rate 50 bps on defined benefit plans	-2.38%	2.50%	-2.58%	2.71%
Future salary growth 50 bps on defined benefit plans	2.15%	-2.09%	2.35%	-2.29%

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

Expected future cashflows:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Less than one year	34.42	55.04
One to two years	25.82	42.36
Two to five years	60.35	100.43
More than five years	118.43	322.50
Total	239.02	520.33

The weighted average duration to the payment of these cash flows is 4.87 years.

vi. Compensated absences

The liability towards compensated absences at 31 March 2024 based on actuarial valuation amounted to ₹ 44.28 million (31 March 2023 : ₹ 47.01 million).

Amount of ₹ 10.62 million (31 March 2023 : ₹ 15.29 million) is recognised as an expense and included in "Employee benefit expenses" in the Statement of Profit and Loss.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 37 Employee Stock Option Plan (ESOP)

On 29 February 2012, the Board of Directors approved the Equity-Settled Employee Stock Option Scheme (ESOS 2012) for issue of stock options to the key employees of the Company and others as approved by the Board of Directors comprising of 2,319,588 options convertible into one equity share each.

The key terms and conditions related to the grants under the plan are as follows; all options are to be settled by the delivery of shares.

Particulars	ESOS 2012
Grant Date	Tranche 1: 05 March 2012 Tranche 2: 24 July 2012 Tranche 3: 01 February 2015 Tranche 4: 01 February 2015 Tranche 5: 16 August 2018 Tranche 6: 12 August 2021
Fair Value at Grant Date	₹ 39.13 to ₹ 176.10
Exercise Price	₹ 39.13 to ₹ 111.13
Vesting period	1 to 3 years from the respective date of grant
Exercise period*	5 years or 1 year from the date of listing whichever is later (to be reckoned from date of vesting)
Expected Life	1.5 to 3.5 years

* There has been an amendment to the exercise year of the ESOP schemes.

The details of activity under ESOS 2012 are summarised below:-

Particulars	31 March 2024 (No. of options)	31 March 2023 (No. of options)
	ESOS 2012	ESOS 2012
Outstanding at the beginning of the year	543,460	994,760
Granted during the year	-	-
Exercised during the year*	185,242	267,300
Lapsed during the year	44,100	184,000
Outstanding at the end of the year	314,118	543,460
Exercisable at the end of the year	283,334	483,288
Weighted average remaining contractual life (years)	0 to 1.50	0 to 2.50
Weighted average fair value of options granted (₹)	7.77 to 140.66	7.77 to 140.66
Weighted average exercise price (₹)	39.13 to 111.13	39.13 to 111.13

* 75,000 options exercised during the year but shares are not transferred due to operational reasons.

Note: The above options are after considering a bonus issue of 3:1 during the year ended 31 March 2015.

The Black and Scholes Options Pricing model had been used for computing the weighted average fair value considering the following inputs:

Particulars	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.57%
Expected volatility	0.00%	0.00%	0.00%	0.00%	33.39%	11.20%
Risk free interest rate	8.30%	7.93%	9.05%	9.05%	7.87%	5.74%
Weighted average share price (₹)	39.13	50.00	152.46	152.46	93.00	176.10
Exercise price (₹)	39.13	39.13	39.13	111.13	39.13	39.13
Expected life of options granted (in years)	3.04	2.91	2.50	2.31	4.51	3.50

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Of the ESOS 2012 above, 298,808 options are reserved for issue of equity shares of the Company.

On 3 February 2015, the Board of Directors approved the Equity-Settled Employee Stock Option Scheme (ESOS 2015) for issue of stock options to the key employees of the Company and others as approved by the Board of Directors comprising of 1,216,000 options convertible into one equity share each.

On 4th August 2021, the Board of Directors increased the existing ESOP Pool by 2,200,000 options.

The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Particulars	ESOS 2012
Grant Date	Tranche 1: 16 August 2018 Tranche 2: 12 August 2021
Fair Value at Grant Date	₹ 93.00 to ₹ 176.10
Exercise Price	₹ 39.13
Vesting period	1 to 3 years from the respective date of grant
Exercise period*	5 years or 1 year from the date of listing whichever is later (to be reckoned from date of vesting)
Expected Life	3.5 to 5.5 years

The details of activity under ESOS 2015 are summarised below:-

Particulars	31 March 2024 (No. of options)	31 March 2023 (No. of options)
	ESOS 2015	ESOS 2015
Outstanding at the beginning of the year	1,918,800	2,485,660
Granted during the year	-	-
Exercised during the year*	476,720	52,720
Lapsed during the year	208,350	514,140
Outstanding at the end of the year	1,233,730	1,918,800
Exercisable at the end of the year	659,626	772,060
Weighted average remaining contractual life (years)	0.51 to 1.50	0.51 to 2.50
Weighted average fair value of options granted (₹)	93.00 to 176.10	93.00 to 176.10
Weighted average exercise price (₹)	39.13	39.13

* 51,990 options exercised during the year but shares are not transferred due to operational reasons.

The Black and Scholes Options Pricing model had been used for computing the weighted average fair value considering the following inputs:

Particulars	Tranche 1	Tranche 2
Dividend yield	0.00%	0.57%
Expected volatility	33.39%	11.20%
Risk free interest rate	7.87%	5.74%
Weighted average share price (₹)	93.00	176.10
Exercise price (₹)	39.13	39.13
Expected life of options granted in year	4.51	3.50

Of the ESOS 2015 above, 1,000,430 options are reserved for issue of equity shares of the Company.

Effect of employee share based payment plans on the Standalone Statement of Profit and Loss and on its financial position.

The Company has granted options to the employees of its subsidiary companies and the related expense amounting to ₹ 4.84 million (31 March 2023 : ₹ 14.26 million) has been charged to the respective subsidiary companies (refer note 49).

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 38 Leases

Company as a Lessee

Effective April 1, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company’s incremental borrowing rate at the date of initial application.

The following is the break-up of current and non-current lease liabilities:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Current lease liabilities	1,115.83	1,225.27
Non-current lease liabilities	1,624.22	2,002.78
Total	2,740.05	3,228.05

The following is the movement in lease liabilities during the year:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Opening Balance	3,228.05	3,636.88
Additions	777.67	839.76
Finance costs accrued during the year	302.49	348.92
Payment of lease liabilities	(1,256.86)	(1,284.17)
On deletion	(244.02)	(313.34)
On closure of sale and lease back transaction	(67.28)	-
Closing Balance (refer note 19 and 22c)	2,740.05	3,228.05

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2024 on an undiscounted basis:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Less than one year	1,115.83	1,114.24
One to five years	1,948.22	2,183.51
More than five years	187.59	263.32
Total	3,251.64	3,561.07

The following is the movement in Right-of-use assets during the year:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Opening Balance	2,397.07	3,030.66
Additions	557.29	494.57
Depreciation for the year	(789.87)	(876.48)
De-recognition of right-of-use asset	(193.41)	(251.68)
Closing Balance	1,971.08	2,397.07

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

The table below provides details of amounts recognised in the Statement of Profit and Loss:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Depreciation on Right-of-use assets	789.87	876.48
Interest on lease liabilities	302.49	348.92
Expenses related to short term leases and leases not covered under Ind AS 116 (refer note 33)	81.89	128.55
Write back of lease liabilities (net)	(50.61)	(61.66)
	1,123.64	1,292.29

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The weighted average incremental borrowing rate applied to lease liabilities for the year ended 31 March 2024 is 10.56% (31 March 2023: 9.84%).

The average tenure of leases covered under Ind AS 116 is ranging from 1 to 8 years.

The outflow on account of lease liabilities for the year ended 31 March 2024 is ₹ 1,256.86 million (31 March 2023; ₹ 1,284.17 million).

Note 39 Service concession arrangement

During the year ended 31 March 2016, the Company along with a private bank (acting in the capacity of lead bidder) and another third party jointly bid for a public private arrangement to set up an open loop, contactless, smart card based Automatic Fare Collection System (AFCS) in relation to a metro rail project. The roles, responsibilities and obligations of all the parties was agreed as part of a consortium agreement executed between the three parties.

The Company's responsibilities include supply, installation and testing of AFCS equipment and support / maintenance of such equipment for a year of 6 years. The Company is entitled to receive a specified percentage of the value of ticket sales generated by the metro rail project for a period of 10 years.

The arrangement has been identified as a service concession arrangement in accordance with Appendix A to Ind AS 11 Construction Contracts (now in accordance with Appendix C to Ind AS 115) where the Company's responsibilities include supply of the specified equipment and maintenance / support in relation to the same and the consideration linked to the ticket revenue generated by the related metro rail project.

During the year ended 31 March 2017, the Company was in the process of fulfilling its supply / installation / testing obligation and hence the cost incurred in relation to the project was capitalised as Intangible Assets under Development, net of in substance reimbursements received from co-bidders. In addition, amounts payable in relation to such projects have been reflected as Other financial liabilities.

To the extent the installation and consequent deployment of equipment has been completed, related expenditure (net of in substance reimbursements received from co bidders) and corresponding revenue based on the percentage of installation and deployment is recognised in the Statement of Profit and Loss and the consequent Intangible Assets are recognised in the Standalone Balance Sheet. The useful life is assessed based on the go live date.

	(₹ in million)	
	31 March 2024	31 March 2023
Revenue recognised during the year	29.54	13.51
Intangible assets capitalised	29.54	13.51

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 40 Contingent liabilities and commitments

A. Defined contribution plans

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
I Claims against the Company not acknowledged as debts:	19.39	17.26
II Matters in dispute under appeal		
(i) Sales tax	47.12	73.16
(ii) Excise duty*	0.43	0.43
(iii) Custom duty	-	3.03
(iv) Goods and service tax	20.94	5.63
Total	87.87	99.51

* Excludes interest amount which would be finalised during the course of assessment.

Against the above pending tax and other litigation, the Company has paid ₹ 2.31 million under protest (31 March 2023: ₹ 4.52 million).

The Company's pending litigations comprise of claims against the Company and pertaining to proceedings pending with Indirect tax authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed as contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its standalone financial statements.

For the Assessment Year 2017-18, the Company has received demand of ₹ 66.43 million of which ₹ 13.29 million has been adjusted against the refund. The Company has filed an appeal for the same.

For the Assessment Year 2016-17, the Company has received demand of ₹ 71.66 million. The Company has filed an application for rectification for the same and CIT has passed an order u/s 263/264 for de-novo assessment.

The Company has received a notice for the delayed payments of TDS for the financial year 2019-20 & 2021-22 which has been closed during the previous year.

The Company has received a notice for the delayed payments of TDS for the financial year 2018-19 & 2022-23. Matter is pending before CIT-TDS.

There has been a Supreme Court (SC) judgement dated February 28, 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. In view of the management, the liability for the year from date of the SC order to March 31, 2019 is not significant and has been provided in the books of account. Company has incorporated the effect of changes in the books of accounts since 1 April 2019. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any. Further, pending directions from the EPFO, the impact for the past year, if any, was not ascertainable and consequently no effect was given in the accounts.

The Code on Social Security, 2020 (code) relating to employee benefits received presidential assent in September 2020. The code has been published in the Gazette of India. However, the date on which the code will come into effect 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 year the codes become effective.

The Company has received a show cause cum demand notice amounting to ₹ 548.33 million, excluding interest and penalty thereon, with respect to transfer of GST on services provided by the Head office to its branches. The issue is presently contentious and the amount of present obligation cannot be measured with sufficient reliability.

The amount of the contingent liability is based on the best possible estimate which in turn is based on likelihood of possible outcomes of proceedings by the regulators.

B. Capital and other commitments

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Estimated amount of contracts remaining to be executed on capital account and other commitments not provided for	20.69	849.64

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 41 Capitalisation of expenditure

The Company has developed certain software wherein the following development expenses have been capitalised / under development by the Company

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Salaries and wages	22.45	41.18
	22.45	41.18

The Company has capitalised the following expenses of revenue nature to the cost of property, plant and equipment / Capital work-in-progress.

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Salaries and wages	6.75	21.93
	6.75	21.93

Note 42 Employee benefits

A. Disclosure under Ind AS 115, Revenue from Contracts with Customers

(i) Sale of product and manufactured goods

The Company applies practical expedient in paragraph 121 of Ind AS 115 for all contract entered for sales of products and manufactured goods and does not disclose information about remaining performance obligations that have original expected duration of one year or less.

(ii) Revenue from services

The Company applies practical expedient in paragraph 121 of Ind AS 115 for all contracts entered for revenue from services, whereby it has right to receive consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date. Hence, the Company does not disclose information of remaining performance obligation of such contracts.

B. Disaggregation of revenue from contracts with customers

Revenue from contracts with customers is disaggregated by primary business segment. Disaggregated revenue with the Company's reportable segments is given in the note 50.

C. Reconciliation of revenue recognised with contracted price

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Contracted Price	10,625.64	12,433.74
Reduction towards service level credits, trade discounts, etc.	(191.82)	(331.31)
Revenue recognised	10,433.82	12,102.43

Management has made an assessment of recoverability of its certain aged trade receivables and assessed that pendency of certain service level credits discussion (including reconciliations) with the customers being banks, government and large corporates with low credit risk, have recognised a 'loss allowance on trade receivables' of ₹ 1,156.61 million in the statement of profit and loss for the year ended 31 March 2024 (31 March 2023: ₹ 387.43 million) (Refer Note 33). There is no opening and closing balance of loss allowance.

D. The Company has entered into certain contract with a customer amounting to ₹ 1,599.95 million, wherein revenue amounting to ₹ 266.51 million has been recognised for the year ended 31 March 2024 (revenue recognised as at 31 March 2023: ₹ 594.32 million) and balance will be recognised as and when it satisfies a performance obligation by transferring a good or service to a customer over time (Estimated remaining contract period: 4 years).

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 43 Payment to auditors (excluding tax)

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
As Auditor		
Audit fees	9.84	9.20
Certification fees and other services	1.69	0.90
Reimbursement of expenses	0.63	0.07
	12.16	10.17

*Out of above expenditure, ₹ 1.69 million (31 March 2023: Nil) is included in Legal and professional charges.

Note 44

During the year ended 31 March 2014, the Company had entered into an agreement with a customer for providing ATM Management services for 10 years. As a part of the arrangement, the Company acquired existing ATM sites at total consideration of ₹ 926.25 million. Further, an interest free security deposit of ₹ 880.00 million has been advanced towards such acquisition of the ATM network.

The property, plant and equipment acquired were capitalised at the respective fair value of ₹ 649.64 million and the difference of ₹ 276.61 million between the fair value of property, plant and equipment acquired and the total consideration was recognised as Premium on purchase of assets under 'Other assets'. In addition, the difference between the fair value and transaction price of the interest free security deposit referred to above has also been adjusted with premium on purchase of assets under 'Other assets'. The aggregate premium on purchase of equipment is amortised over the life of the contract with an adjustment to revenue. The charge for the current year is ₹ 31.80 million (31 March 2023: ₹.58.40 million).

The Company is depreciating the property, plant and equipment acquired over the remaining useful life.

Note 45 Corporate social responsibility expenses

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
(a) Amount required to be spent by the Company during the year	6.50	11.10
(b) Amount approved by the Board to be spent during the year	6.50	11.10
(c) Amount spent during the year		
(i) Construction/ acquisition of any asset	NIL	NIL
(ii) On purposes other than (i) above	6.50	11.10
(d) Details of related party transactions	6.50	11.10

Details of ongoing project and other than ongoing project

Particulars (Ongoing project)	(₹ in million)	
	31 March 2024	31 March 2023
Opening Balance		
- With Company	-	-
- In separate CSR Unspent account	-	-
Amount required to be spent during the year	6.50	11.10
Amount spent during the year		
- From Company's bank account*	6.50	11.10
- From separate CSR Unspent account	-	-
Closing Balance		
- With Company	-	-
- In separate CSR Unspent account	-	-



Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(₹ in million)

Particulars (Other than ongoing project)	31 March 2024	31 March 2023
Opening Balance	-	-
Amount deposited in specified fund of Schedule VII within 6 months	-	-
Amount required to be spent during the year	-	-
Amount spent during the year*	-	-
Closing Balance	-	-

* Out of total spent ₹ 6.50 million and ₹ 3.01 million remained unutilised by the implementing agency pertaining to current year and previous year respectively. The ongoing projects relate to promotion of education.

Note 46 Investment in subsidiaries

As at 31 March 2024, the Company has investment amounting to ₹ 3,006.42 million (31 March 2023: ₹ 2,904.01 million) in its wholly owned subsidiaries namely “Global Transact Services Pte. Ltd.”, “India Transact Services Limited” and “Securevalue India Limited”. The Company has also provided loans amounting to ₹ 191.94 million (31 March 2023: ₹ 0.83 million) to fund the operations of its subsidiaries and the loans are considered recoverable (refer note 49).

Letters of support are provided in respect of subsidiaries namely Novus Technologies Pte. Limited. and India Transact Services Limited. The Company consider its investments in subsidiaries as strategic and long-term in nature. The Company is committed to operationally, technically and financially support the operations of its subsidiaries.

Note 47 Other current financial liabilities

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

(₹ in million)

As at 31 March 2024 Particulars	Carrying Amount			Fair Value				
	Amortised Cost	FVTPL	FVOCI	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets								
Investments in subsidiaries	3,006.42	-	-	3,006.42	-	-	-	-
Other non-current financial assets	467.24	-	-	467.24	-	-	-	-
Current financial assets								
Investments	-	8.99	-	8.99	8.99	-	-	8.99
Trade receivables	5,728.82	-	-	5,728.82	-	-	-	-
Cash and cash equivalents	243.91	-	-	243.91	-	-	-	-
Bank balances other than above	570.14	-	-	570.14	-	-	-	-
Loans	191.94	-	-	191.94	-	-	-	-
Other financial assets	187.18	-	-	187.18	-	-	-	-
	10,395.65	8.99	-	10,404.64	8.99	-	-	8.99
Non-current financial liabilities								
Borrowings (including current maturities of long term borrowings)	5,492.33	-	-	5,492.33	-	-	-	-
Lease liabilities	1,624.22	-	-	1,624.22	-	-	-	-
Current financial liabilities								
Borrowings								
- Borrowings from banks and others (excluding current maturities of long term borrowings)	463.15	-	-	463.15	-	-	-	-
- Reverse factoring	753.26	-	-	753.26	-	-	-	-
Lease liabilities	1,115.83	-	-	1,115.83	-	-	-	-
Trade payables	3,544.99	-	-	3,544.99	-	-	-	-
Other financial liabilities	549.15	-	-	549.15	-	-	-	-
	13,542.93	-	-	13,542.93	-	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(₹ in million)

As at 31 March 2023 Particulars	Carrying Amount			Fair Value				
	Amortised Cost	FVTPL	FVOCI	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets								
Investments in subsidiaries	2,904.01	-	-	2,904.01	-	-	-	-
Other non-current financial assets	535.24	-	-	535.24	-	-	-	-
Current financial assets								
Trade receivables	7,180.50	-	-	7,180.50	-	-	-	-
Cash and cash equivalents	65.52	-	-	65.52	-	-	-	-
Bank balances other than above	536.14	-	-	536.14	-	-	-	-
Loans	306.86	-	-	306.86	-	-	-	-
Other financial assets	251.31	-	-	251.31	-	-	-	-
	11,779.58	-	-	11,779.58	-	-	-	-
Non-current financial liabilities								
Borrowings (including current maturities of long term borrowings)	6,038.20	-	-	6,038.20	-	-	-	-
Lease liabilities	2,002.78	-	-	2,002.78	-	-	-	-
Current financial liabilities								
Borrowings								
- Borrowings from banks and others (excluding current maturities of long term borrowings)	674.24	-	-	674.24	-	-	-	-
- Reverse factoring	651.78	-	-	651.78	-	-	-	-
Lease liabilities	1,225.27	-	-	1,225.27	-	-	-	-
Trade payables	3,268.27	-	-	3,268.27	-	-	-	-
Other financial liabilities	572.59	-	-	572.59	-	-	-	-
	14,433.13	-	-	14,433.13	-	-	-	-

Notes:

- The fair value of cash and cash equivalents, other bank balances, current trade receivables, trade payables approximated their carrying value largely due to short term maturities of these instruments.
- Measurement of fair values : The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique
 - Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.
 - Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
 - Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following tables show the valuation techniques used for discounting long term financial instruments that are not measured at fair value on recurring basis:

Type	Valuation technique
Long term borrowings	The effective interest rate is arrived at after considering transaction/loan processing fees
Lease liabilities	The valuation model considers the present value of expected payments discounted using appropriate discounting rates.
Long term financial assets	The valuation model considers the present value of expected receipts discounted using appropriate discounting rates.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

i. Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

ii. Credit risk

Credit risk is the risk of financial loss to the Company, if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investments. The carrying amounts of financial assets represent the maximum credit risk exposure. In respect of guarantees, refer note (ii) to liquidity risk below.

a. Trade receivables

The Company has a policy under which each new customer is analysed individually for creditworthiness before offering credit period and delivery / service terms and conditions. The Company makes specific provisions against such trade receivables wherever required and monitors the same at periodical intervals.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. Based on prior experience, the portfolio of customers (largely being banks and public sector undertakings in India) and an assessment of the current economic environment, management believes there is no credit risk provision required. Revenue from two external customers based in India, covered across segments aggregating to ₹ 2,267.75 million (31 March 2023: ₹ 2,357.99 million) and ₹ 1,806.89 million (31 March 2023: ₹ 1,987.71 million) respectively represented more than 10% of the Company's total revenue.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables:

Particulars	(₹ in million)	
	Gross carrying amount	
	31 March 2024	31 March 2023
Not due / Past due 0-180 days	3,969.01	5,152.90
More than 180 days	1,759.81	2,027.60
	5,728.82	7,180.50

The carrying amounts of the trade receivables include receivables which are subject to factoring arrangement aggregating to ₹ 189.12 million (31 March 2023: ₹ 419.35 million). The amount repayable under the factoring arrangement is presented in secured borrowings.

Loss allowance on trade receivables of ₹ 1,156.61 million (31 March 2023: ₹ 387.43 million) has been debited in Standalone Statement of Profit and Loss.

The amounts reflected in the table above are not impaired as at the Balance Sheet date. The allowance for expected credit loss is nil and there are no trade receivables which have significant increase in credit risk.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

b. Cash, cash equivalents and other bank balances

The Company held cash and cash equivalents and other bank balances of ₹ 814.05 million (31 March 2023: ₹ 601.66 million). The cash and cash equivalents are held with bank and financial institution counterparties with good credit ratings.

c. Security deposits

The Company has furnished security deposits to its lessors for obtaining the premises on lease. The Company considers that its deposits have low credit risk or negligible risk of default. Also, where Company expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

iii. 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 Company aims to maintain the level of its cash and bank balances at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next six months. The Company also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments.

(₹ in million)

As at 31 March 2024	Gross carrying amount	Contractual Cashflows			
		Total	Up to 1 year	1 - 5 years	More than 5 years
Non derivative financial liabilities					
Term loans from banks and others (including current maturities of long term borrowings)	5,492.33	6,686.06	2,236.55	4,449.51	-
Short-term loans/working capital loans	463.15	463.15	463.15	-	-
Reverse factoring	753.26	753.26	753.26	-	-
Lease liabilities	2,740.05	3,251.64	1,115.83	1,948.22	187.59
Trade payables	3,544.99	3,544.99	3,544.99	-	-
Other financial liabilities	549.15	549.15	549.15	-	-
Total	13,542.93	15,248.25	8,662.93	6,397.73	187.59

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(₹ in million)

As at 31 March 2023	Contractual Cashflows				
	Gross carrying amount	Total	Up to 1 year	1 - 5 years	More than 5 years
Non derivative financial liabilities					
Term loans from banks and others (including current maturities of long term borrowings)	6,038.20	7,766.50	1,811.80	5,673.52	281.18
Short-term loans/working capital loans	674.24	674.24	674.24	-	-
Reverse factoring	651.78	651.78	651.78	-	-
Lease liabilities	3,228.05	3,561.07	1,114.24	2,183.51	263.32
Trade payables	3,268.27	3,268.27	3,268.27	-	-
Other financial liabilities	572.59	572.59	572.59	-	-
Total	14,433.13	16,494.45	8,092.92	7,857.03	544.50

(i) The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

(ii) Guarantees issued by the Company on behalf of subsidiaries are with respect to borrowings / financial assistance by the respective subsidiaries. These amounts will be payable on default by the concerned parties. As of the reporting date, none of the subsidiaries have defaulted and hence, the Company does not have any present obligation to third parties in relation to such guarantees.

(iii) The carrying amounts of the reverse factoring include payables which are subject to reverse factoring arrangement aggregating to ₹ 753.26 million (31 March 2023: ₹ 651.78). The amount repayable under the reverse factoring arrangement is presented in current borrowings.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates etc.- will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a. Currency risk

The functional currency of the Company is Indian rupees. The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the functional currency. The Company uses forward exchange contracts to hedge its currency risk on borrowings, mostly with a maturity of less than one year from the reporting date. Exposure on trade receivables and trade payables is unhedged. The Company manages itself against currency risk of External Commercial Borrowings by entering into cross-currency swaps.

The summary quantitative data about the Company's exposure to currency risk is as follows (the amounts below have been presented in their respective foreign currencies):

As at 31 March 2024	(Amount in million)		
	USD	EUR	SGD
Financial assets (A)			
Trade and other receivables	0.73	0.05	-
Loan to subsidiaries	-	-	0.01
	0.73	0.05	0.01
Financial liabilities (B)			
Trade and other payables	0.59	0.30	0.02
Term loan ('ECB')	28.95	-	-
Interest and other charges on term loan ('ECB')	0.06	-	-
Less : Hedged through cross currency swaps	(29.01)	-	-
	0.59	0.30	0.02
Net exposure (A - B)	0.14	(0.25)	(0.01)

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

	(Amount in million)		
As at 31 March 2023	USD	EUR	SGD
Financial assets (A)			
Trade and other receivables	1.58	0.06	0.58
Loan to subsidiaries	-	-	0.02
	1.58	0.06	0.60
Financial liabilities (B)			
Trade and other payables	0.36	0.68	-
Term loan ('ECB')	38.30	-	-
Interest and other charges on term loan ('ECB')	0.13	-	-
Less : Hedged through cross currency swaps	(38.43)	-	-
	0.36	0.68	-
Net exposure (A - B)	1.22	(0.62)	0.60

The following significant exchange rates have been applied for the year:

Currency	31 March 2024	31 March 2023
USD	83.37	82.22
EUR	90.22	89.61
SGD	61.78	61.76

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against USD, EUR and SGD at the reporting date would have affected the measurement of financial instruments denominated in foreign currencies and affected Statement of Profit and Loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	(₹ in million)			
Effect in INR- (increase) / decrease in profit	31 March 2024		31 March 2023	
	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	(0.59)	0.59	(5.00)	5.00
EUR	1.14	(1.14)	2.80	(2.80)
SGD	0.02	(0.02)	(1.86)	1.86
	0.57	(0.57)	(4.06)	4.06

b. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. 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.

The management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable, competitive, cost of funding. The Company uses cross-currency swaps to hedge the Interest rate of External Commercial Borrowings.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

The interest rate profile of the Company's interest-bearing financial instruments as is as follows:

Particulars	31 March 2024	31 March 2023
Fixed rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-
Variable rate instruments		
Financial assets	-	-
Financial liabilities	(5,955.48)	(6,712.44)
	(5,955.48)	(6,712.44)

Fair value sensitivity analysis for fixed-rate instruments

The entity does not account for any fixed-rate financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect the Statement of Profit and Loss.

Cash flow sensitivity analysis for variable rate instruments

A reasonably possible change of 100 basis points in interest rate would have resulted in variation in the interest expense for the entity by the amounts indicated in the table below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the reporting date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

(₹ in million)

Particulars	Profit or (Loss)	
	100 bps increase	100 bps decrease
31 March 2024		
Variable rate instruments	(59.55)	59.55
Cash flow sensitivity	(59.55)	59.55
31 March 2023		
Variable rate instruments	(67.12)	67.12
Cash flow sensitivity	(67.12)	67.12

Note 48 Capital management

The Company'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 primary objective of the Company's Capital Management is to maximise shareholders value.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined by the management as gross debt comprising of interest-bearing borrowings and lease liabilities, less cash, cash equivalents, other bank balances and non-current margin money. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio is as follows:

(₹ in million)

Particulars	31 March 2024	31 March 2023
Non-current borrowings	3,783.22	4,863.10
Current borrowings*	2,172.26	1,849.34
Non-current lease liabilities	1,624.22	2,002.78
Current lease liabilities	1,115.83	1,225.27
Gross debt	8,695.53	9,940.49

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Less - Cash, cash equivalents and Other bank balances	(814.05)	(601.66)
Less - Margin money (non-current)	(92.59)	(121.35)
Less - Investment in Quoted Mutual Funds	(8.99)	-
Adjusted net debt	7,779.90	9,217.48
Total equity	5,140.19	5,757.11
Adjusted net debt to equity ratio	1.51	1.60

The Company has provided the definitions of 'adjusted net debt' and 'total equity' because they are alternative performance measures and are not defined in Ind AS.

* - Borrowings excludes reverse factoring for the purpose of calculating above ratios. Note 49

Note 49 Related party transactions

A. Related Parties and their relationship

a) Subsidiaries

Subsidiaries	Country of Incorporation	Ownership interest
India Transact Services Limited	India	100%
Securevalue India Limited	India	100%
Global Transact Services Pte. Ltd.	Singapore	100%
Novus Technologies Pte. Ltd.	Singapore	90%
Novus Technologies (Cambodia) Company Limited	Cambodia	90%
Novus Transact Philippines Corporation	Philippines	90%
Novustech Transact Lanka (Private) Limited	Sri Lanka	90%
AGS Community Foundation	India	60%

b) Name of the associates

Subsidiaries	Country of Incorporation	Ownership interest
PT.Nova Digital Perkasa	Indonesia	45%

c) Key Management Personnel and relatives

Subsidiaries	Ownership interest
Mr. Ravi B. Goyal	Executive, Chairman & Managing Director
Mr. Vijay Chugh	Non-executive, Independent Director (retired on 11 March 2023)
Mr. Sudip Bandyopadhyay	Non-executive, Independent Director (retired on 11 March 2023)
Mr. Rahul N. Bhagat	Non-executive, Independent Director
Mr. Subrata Kumar Mitra	Non-executive, Independent Director
Mrs. Jhuma Guha	Non-executive, Independent Director (w.e.f. 5 August 2022)
Mr. Sivanandhan Dhanushkodi	Non-executive, Independent Director (w.e.f. 11 March 2023)
Ms. Preeti Malhotra	Non-executive, Independent Director (w.e.f. 28 June 2023)
Mr. Sudip Bandyopadhyay	Non-executive, Non Independent Director (w.e.f. 29 March 2023)
Mrs. Anupama R. Goyal	Non-executive, Non Independent Director / Wife of Mr. Ravi B. Goyal (till 29 March 2023)
Mr. Stanley Johnson P.	Executive Director
Mr. Vinayak R. Goyal	Executive Director / Son of Mr Ravi B Goyal
Mr. Kiran B. Goyal	Brother of Mr. Ravi B. Goyal

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

d) Enterprises owned or significantly influenced by Key Management Personnel or their relatives

Advanced Graphic Systems
Instrument Research Associates Private Limited
Fillon Technologies India Private Limited
Vineha Enterprises Private Limited
AGSTTL Employees Welfare Trust
Ravi Goyal Family Trust
Anupama Goyal Family Trust
Vinayak Goyal Family Trust
Kiran Goyal Family Trust

B. Details of transactions with related parties including disclosure required under Section 186 (4) of the Companies Act, 2013 for loans, investments and guarantees

(₹ in million)

Name of Shareholder	Transactions for the year ended		Amount receivable / (payable) As at	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Sales of goods, software license and services				
Instrument Research Associates Private Limited	1.83	1.50	4.11	0.89
Fillon Technologies India Private Limited	5.08	5.17	1.51	1.50
Securevalue India Limited	13.14	5.47	-	31.04
India Transact Services Limited	42.84	141.39	169.30	100.93
Novus Technologies Pte. Ltd.	-	3.88	-	3.43
Novus Technologies (Cambodia) Company Limited	-	0.25	-	-
Purchase of goods and services				
Instrument Research Associates Private Limited	30.50	0.63	-	1.21
Fillon Technologies India Private Limited	2.22	1.71	-	(1.07)
Securevalue India Limited	2,245.81	2,147.33	(1,294.24)	(778.53)
India Transact Services Limited	229.28	303.97	(25.43)	(209.08)
Corporate social responsibilities expenses				
AGS Community Foundation	6.50	11.10	-	-
Re-imbursments of expenses incurred by the Company				
Securevalue India Limited	24.70	17.41	-	-
India Transact Services Limited	5.46	7.13	-	-
Fillon Technologies India Private Limited	0.06	0.07	-	-
Advanced Graphic Systems	0.29	0.22	1.92	1.85
Deposit given/(repaid)				
Mr. Ravi B. Goyal	-	-	25.00	25.00
Mrs. Anupama R. Goyal	-	-	2.00	2.00
Remuneration (refer note 1 below)				
Short-term benefits	53.98	55.82	(9.56)	(11.56)
Post employment benefits	-	-	(7.48)	(6.68)
Share based payments	-	0.81	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(₹ in million)

Name of Shareholder	Transactions for the year ended		Amount receivable / (payable) As at	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Director's sitting fees				
Mr. Sudip Bandyopadhyay	1.40	1.85	(0.18)	(0.54)
Mr. Vijay Chugh	-	1.75	-	(0.45)
Mr. Subrata Kumar Mitra	1.00	1.45	(0.14)	(0.54)
Mr. Rahul N. Bhagat	0.35	2.20	-	(0.72)
Mrs. Jhuma Guha	1.55	0.80	(0.18)	(0.45)
Mr. Sivanandhan Dhanushkodi	1.65	0.40	(0.23)	(0.36)
Ms. Preeti Malhotra	0.60	-	(0.09)	-
Commission to directors				
Mr. Sudip Bandyopadhyay	3.50	3.31	(3.15)	(5.14)
Mr. Vijay Chugh	-	3.31	-	(5.14)
Mr. Rahul N. Bhagat	0.64	3.50	(0.58)	(5.31)
Mr. Subrata Kumar Mitra	3.50	3.50	(3.15)	(4.66)
Mrs. Jhuma Guha	3.50	2.30	(3.15)	(2.07)
Mr. Sivanandhan Dhanushkodi	3.50	0.19	(3.15)	(0.17)
Ms. Preeti Malhotra	2.65	-	(2.39)	-
Other receivables				
Mr. Ravi B. Goyal	-	-	-	5.99
Rent expenses				
Mrs. Anupama R. Goyal	2.10	2.10	(1.32)	(1.32)
Dividend received				
Securevalue India Limited	260.49	-	-	-
Interest income				
India Transact Services Limited	13.06	0.48	-	-
Professional fees				
Mr. Kiran B. Goyal	7.20	7.20	(2.58)	(3.66)
Investments purchased				
Global Transact Services Pte. Ltd.	-	39.59	-	-
India Transact Services Limited#	100.15	200.34	-	-
Securevalue India Limited	2.26	2.16	-	-
Loan given				
India Transact Services Limited	587.30	-	191.10	-
Global Transact Services Pte. Ltd.	-	-	0.83	0.83
AGSTTL Employees Welfare Trust	-	-	26.33	47.30
Repayment of Loan given				
India Transact Services Limited	407.95	-	-	-
AGSTTL Employees Welfare Trust	20.97	12.48	-	-
Corporate Guarantee Commission payable				
India Transact Services Limited	3.72	2.54	(6.25)	(2.54)
Employee Stock Option scheme expense				
India Transact Services Limited	1.08	2.33	-	-
Securevalue India Limited	3.77	11.93	-	-
Novustech Transact Lanka (Private) Limited	-	-	0.24	0.24

Out of the same, 10 million shares of ₹ 10 each was issued by conversion of loan of ₹ 100 million

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Notes:

- Guarantees outstanding as on 31 March 2024 aggregating to ₹ 451.08 million (31 March 2023: ₹ 480.35 million) is given by the Company on behalf of subsidiaries for acquiring property, plant and equipment and meeting the working capital requirements. While the Company has not charged any commission in relation to such guarantees, the amount represents accounting adjustments recognised in accordance with requirements of Ind AS 109 "Financial Instruments". The movement in Guarantees outstanding are as below:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Guarantee outstanding at the beginning of the year	480.35	207.41
Guarantee issued during the year	200.00	400.00
Guarantee released during the year	(229.27)	(127.06)
Guarantee outstanding at the end of the year	451.08	480.35

- Guarantees outstanding as on 31 March 2024 aggregating to ₹ Nil (31 March 2023: ₹ 1,654.00) is given by one of the Subsidiary Company on behalf of the Company for extending financial assistance. While the Subsidiary Company has not charged any commission in relation to such guarantee, the amount reflected above represents accounting adjustments recognised in accordance with requirements of Ind AS 109 "Financial Instruments":

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Guarantee outstanding at the beginning of the year	1,654.00	-
Guarantee received during the year	-	1,654.00
Guarantee released during the year	(1,654.00)	-
Guarantee outstanding at the end of the year	-	1,654.00

- During the year ended 31 March 2024, the Company has received Government cashless incentive amounting to ₹ Nil (31 March 2023: ₹ 62.46 million). Subsequently, the same has been passed to one of its subsidiary India Transact Services Limited as per the contract.
- Terms and conditions of transactions with related parties-** All the transactions with related parties are at the arm's length price and all the outstanding balances are unsecured.

Note 50 Segment reporting

Ind AS 108 establishes standards for the way that business enterprises report information about operating segments and related disclosures about products and services and major customers. Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates the resources based on the analysis of various performance indicators by business segments. Information regarding the results of each reportable segment is included below. Performance is measured based on segment results, as included in the internal management reports that are reviewed by the Chief Operating Decision Maker (CODM). Segment results is used to measure performance as management believes that such information is most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm length's basis. Segment results is segment revenue less segment expenses. Segment expense is the aggregate of the expense resulting from the operating activities of a segment that is directly attributable to the segment, including expenses that can be allocated on a reasonable basis. Operating profit is Earnings before Interest and tax excluding other income.

The Company's business segments have been divided into three business verticals - Payment Solutions, Banking Automation Solutions and Other Automation Solutions.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Payment Solutions – Comprises of ATM / cash recyclers outsourcing and managed services, intelligent cash deposit machines (iCDs), transaction switching and Fastlane and toll & transit solutions.

Banking Automation Solutions – Comprises of sale of ATM machines and cash recyclers, currency technology products and self service terminals and services and upgrades related to such sales.

Other Automation Solutions - Comprises of sale of machines and related services and upgrades to customers in the Retail, Petroleum and Colour sectors.

Segment information based on business segment as at and for the year ended 31 March 2024

(₹ in million)

Name of Shareholder	31 March 2024				31 March 2023			
	Payment Solutions	Banking Automation Solutions	Other Automation Solutions	Total	Payment Solutions	Banking Automation Solutions	Other Automation Solutions	Total
Revenue								
Total Revenue	8,498.88	1,437.69	497.25	10,433.82	8,755.50	1,918.74	1,428.19	12,102.43
Revenue from operations (net)	8,498.88	1,437.69	497.25	10,433.82	8,755.50	1,918.74	1,428.19	12,102.43
Segment results	644.97	152.27	(145.93)	651.31	1,801.35	440.76	67.58	2,309.69
Less: unallocated expenses				1,119.94				1,198.01
Operating profit				(468.63)				1,111.68
Add: other income				503.22				285.40
Less: finance costs				1,260.37				1,215.57
(Loss) / profit before tax				(1,225.78)				181.51
Less: tax expense				(555.93)				32.74
(Loss) / profit for the year				(669.85)				148.77
Segment assets	9,037.51	1,931.72	1,242.90	12,212.13	10,336.28	2,466.87	1,558.31	14,361.46
Unallocated assets	-	-	-	6,825.32	-	-	-	6,201.95
Total assets	9,037.51	1,931.72	1,242.90	19,037.45	10,336.28	2,466.87	1,558.31	20,563.41
Segment liabilities	5,697.55	466.51	288.05	6,452.11	5,233.23	817.12	423.31	6,473.66
Unallocated liabilities				7,445.15				8,332.64
Total liabilities	5,697.55	466.51	288.05	13,897.26	5,233.23	817.12	423.31	14,806.30

Information about major customers

Revenue from two external customers based in India, covered across segments aggregating to ₹ 2,267.75 million (31 March 2023: ₹ 2,357.99 million) and ₹ 1,806.89 million (31 March 2023: ₹ 1,987.71 million) respectively represented more than 10% of the Company's total revenue.

The Company has provided the definition of "Segment results" because it is alternative performance measure and is not defined in Ind AS.

Note 51

The following are analytical ratios for the year ended 31 March 2024 and 31 March 2023.

(₹ in million)

Particulars	Note	31 March 2024	31 March 2023	Variance
Current ratio	(a)	1.3	1.5	-11%
Debt / Equity ratio	(b)	1.2	1.2	-1%
Debt Service Coverage ratio	(c)	1.2	1.4	-11%
Return on Equity (ROE)	(d) and (m)	-12.3%	2.6%	566%
Inventory turnover ratio	(e) and (l)	13.1	17.7	-26%
Trade receivables turnover ratio	(f)	1.6	1.6	-1%

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Particulars	Note			(₹ in million)
		31 March 2024	31 March 2023	Variance
Trade payables turnover ratio	(g)	2.0	1.9	6%
Net capital turnover ratio	(h) and (n)	5.3	4.0	32%
Net profit ratio	(i) and (m)	-6.1%	1.2%	610%
Return on capital employed (ROCE)	(j) and (m)	-2.5%	9.6%	-126%
Return on investment (ROI)	(k) and (o)	7.5%	0.0%	NA

Note:

(I) Formula used for calculation :

- Current Ratio = Current assets / (Current liabilities* - Current maturities of long term borrowings).
- Debt / Equity Ratio = (Non-current borrowings + Current borrowings*) / Total equity.
- Debt Service Coverage Ratio (DSCR) = (EBITDA - Current taxes + non-cash items + cash and cash equivalents) / (Interest on financial liabilities + Other borrowing costs + Principal repayments of long-term borrowings + Payment of lease liabilities).
- Return on Equity (RoE) = Net profit / (loss) after taxes / Average Equity.
- Inventory turnover ratio = Revenue from operations / Average Inventories.
- Trade receivables turnover ratio = Revenue from operations / Average Trade and unbilled receivables.
- Trade payables turnover ratio = Total expenses excluding Employee benefit expenses / Average Trade payables*.
- Net capital turnover ratio = Revenue from operations / Working capital where Working capital = Current Assets - (Current liabilities* - Current maturities of long term borrowings).
- Net profit ratio = Net profit / (loss) after taxes / Total income.
- Return on capital employed (ROCE) = (Earnings before interest, tax, depreciation and amortisation (EBITDA) - Depreciation and amortisation expense - Interest on lease liabilities) / Average Capital employed where Capital employed = (Total Equity - Intangible Assets - Intangible Assets under development + Net Debt*) and Net Debt* = (Non-current borrowings + Current borrowings - (Cash, cash equivalents and Other bank balances + Margin money (non-current) + Investment in Quoted Mutual Funds + Amount held as margin money against borrowings)).
- Return on investment (ROI) = Income from current investments / Time weighted average investments.

(II) Reason for variances :

- Movement in Inventory turnover ratio during the year ended 31 March 2024 was primarily due to increase in Inventories.
- Company has reported loss during the year ended 31 March 2024 vis-à-vis profit during the year ended 31 March 2023 which has lead to the variance in Return on Equity (ROE), Net Profit ratio and Return on capital employed (ROCE).
- Decrease in working capital has primarily led to movement in Net Capital Turnover Ratio.
- There is no investment in quoted instruments during the year ended 31 March 2023.

* - Borrowings excludes reverse factoring which is included in current liabilities for the purpose of calculating above ratios.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

Note 52

The Company has incurred loss after tax for the year ended 31 March 2024 of ₹ 669.85 million (profit after tax for the year ended 31 March 2023: ₹ 148.77 million). There is a decline in revenue during the period and delays in collections from customers resulting into delays in payments and increased working capital requirement. Management has assessed its business forecasts and cash forecasts and expects an increase in revenue, both from existing and new customers, new contracts in hand and from contracts in pipeline. The Company expects it will generate sufficient cashflows from operating activities including through reduction in receivables outstanding days and through other source of borrowings (including undrawn commitments on existing borrowing facilities) to meet its liabilities and provide additional support to its subsidiaries as required in the foreseeable future. The Company also expects to finance its acquisition of property, plant and equipment through internal accruals / debt financing as has been the case in past years. Based on the aforesaid assessment, management believes the Company will continue to operate as a going concern i.e., continue its operations and will be able to discharge its liabilities and realise the carrying amount of its assets.

Note 53

During the year, a Scheme of Arrangement ('the Scheme'), involving merger of India Transact Services Limited into the Company was approved by the Board of Directors of the respective companies at their meetings held on 19 March 2024. The first motion application was jointly filed by both the companies with the Hon'ble National Company Law Tribunal, Mumbai ('NCLT') on 27 March 2024. The matter is pending before the Hon'ble NCLT. The appointed date as per the Scheme is opening hours of 1 April 2023. Pending approval of the said Scheme, no impact has been given in these standalone financial statements.

Note 54

There are no significant events subsequent to 31 March 2024 and upto 29 May 2024 that would require adjustment or disclosures in the standalone financial statements.

Note 55

Other matters

- a. No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- b. The Company has not been declared wilful defaulter (in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India) by any bank or financial Institution or other lender.
- c. 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.
- d. The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- e. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

- (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - (ii) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- f. The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961 and there is no previously unrecorded income and related assets that are required to be recorded in the books of accounts during the year.
- g. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.
- h. The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Rajesh Mehra

Partner

Membership No. 103145

Place: Mumbai

Date : 29 May 2024

For and on behalf of the Board of Directors of

AGS Transact Technologies Limited

CIN : L72200MH2002PLC138213

Ravi Goyal

Managing Director

DIN: 01374288

Saurabh Lal

Chief Financial Officer

Membership No.: 504653

Place: Mumbai

Date : 29 May 2024

Vinayak Goyal

Executive Director

DIN: 09199173

Sneha Kadam

Company Secretary

Membership No.: 31215

Independent Auditor’s Report

To the Members of AGS Transact Technologies Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of AGS Transact Technologies Limited (hereinafter referred to as the “Holding Company”) (in which is included financial information from an Employee Stock Option Plan (ESOP) Trust) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), and its associate, which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies 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 the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31 March 2024, of its consolidated loss and other comprehensive

Going Concern assessment

See Note 52 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group has incurred loss after tax for the year ended 31 March 2024 of ₹ 800.88 million (profit after tax for the year ended 31 March 2023: ₹ 369.62 million). There is a decline in revenue during the period and delays in collections from customers resulting into delays in payments and increased working capital requirement.</p> <p>Note 52 to the consolidated financial statements explains that management has concluded that the going concern basis is appropriate in preparing the consolidated financial statements of the Group. The Group evaluated its ability to continue as a going concern based on estimated future cash flows, forecasted results and margins from operations. The estimates are based on assumptions, including expectations regarding future developments in the economy and the market. This required the exercise of significant judgement, particularly in forecasting the Group’s future revenues, profitability and cash flows.</p>	<p>Our audit procedures to assess the going concern assumption and whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern included the following audit procedures to obtain sufficient and appropriate audit evidence:</p> <ul style="list-style-type: none"> Gaining an understanding of the Group’s business planning process and assessing the design, implementation and operating effectiveness of management’s key internal controls over preparation of cash flow forecasts to assess its liquidity. Evaluating the key assumptions in the cash flow forecasts (including future revenue, profitability and cash flows) with reference to historical information, current performance, future plans, and market and other external available information.

income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the 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 the Institute of Chartered Accountants of India 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 obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the “Other Matters” section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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.

Independent Auditor's Report (Contd.)

The key audit matter	How the matter was addressed in our audit
<p>Considering the significance of the area to the overall financial statements, this was significant to our audit.</p>	<ul style="list-style-type: none"> Performing sensitivity analysis on the forecasted statement of profit and loss and cash flows by considering plausible changes to the key assumptions adopted by the Group. Performed a retrospective analysis to assess the reasonableness of Group's past projections by comparing historical forecast to actual results. Assessing the availability of undrawn banking and other financing facilities and history of actual rollover of facilities by inspecting underlying documentation.
	<p>We also considered the adequacy of the required disclosure in the consolidated financial statements.</p>

Revenue recognition

See Note 27 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue from rendering of services net of service level agreement adjustments/credits is recognised when the Group satisfies performance obligation by transferring the services to the customers.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p>
<p>The revenue from ATM and cash management services is disclosed net of service level agreement adjustments/ credits, one-time upfront fees and premium on purchase of property, plant and equipment, as applicable. Revenue from maintenance contracts is recognised pro-rata over the period of the contract as and when services are rendered. Revenue from Digital Payment Services is recognised as and when the services are rendered. and transaction fees is recognised on the basis of transactions settled.</p>	<ul style="list-style-type: none"> Obtained an understanding of the systems, processes and controls implemented by the Group for recording and computing revenue and the associated unearned and deferred revenue balances. Performed walkthrough, tested the design, implementation and operating effectiveness of Group's general IT controls, key manual and application controls over the Group's IT systems. Assessing the appropriateness of the policies in respect of revenue recognition by comparing with the applicable accounting standards and their consistent application to the significant sales contracts. Inspected on a sample basis, key customer contracts. Based on the terms and conditions defined in the contracts, we assessed the Group's revenue recognition policies with reference to the requirements of the applicable accounting standards. Tested timeliness of revenue recognition by comparing individual sample sales transactions to underlying contracts. Performed substantive testing by selecting samples of revenue transactions recorded during the year and agreeing the parameters used in the computation with the relevant source documents.
<p>Revenue from sale of goods is measured at transaction price allocated to that performance obligation of the consideration received or receivable, net of returns, service level adjustment/ credits, where applicable.</p>	
<p>Revenue is recognised when the Group satisfies performance obligation by transferring the goods to the customers. The Group 'transfers' goods to the customers when the customers obtains control of that goods, which may be transferred either at a point in time or over time.</p>	
<p>We identified revenue recognition as a Key Audit Matter since there is an element of inherent risk and presumed fraud risk around the existence of revenues recognised. Further, overstatement of revenue is considered to be a significant audit risk as it is the key driver of returns to investors and incentives linked to performance for the reported period.</p>	

Independent Auditor's Report (Contd.)

The key audit matter	How the matter was addressed in our audit
<p>Due to judgments involved in the estimation of revenue and significant audit risk of overstatement, we have considered revenue recognition as a key audit matter.</p>	<ul style="list-style-type: none"> • Scrutinised the revenue journal entries raised throughout the reporting period and compared details of sample of these journals, which met certain risk-based criteria, with relevant underlying documentation. • Checked completeness and accuracy of the data used by the Group for revenue recognition by performing specific cut off procedures on revenue. On a sample basis, we evaluated the revenue being recognized in the correct accounting period.
	<p>Evaluating the adequacy of the disclosures in the consolidated financial statements in accordance with Ind AS 115 - Revenue from Contracts with Customers.</p>

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding company's annual report, but does not include the financial statements and auditor's report thereon. The Holding company's annual report 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 annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

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

The Holding Company's Management and Board of Directors are 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 state

of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of 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 Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies/ Board of Trustees of the ESOP Trust and 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 each Company/ Trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the 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/ Board of Trustees and included in the Group and of its associate are responsible for assessing the ability of each Company/ Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/ Board of Trustees either intends to liquidate the Company/ Trust or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's Report (Contd.)

The respective Board of Directors of the Companies/ Board of Trustees and included in the Group and of its associate are responsible for overseeing the financial reporting process of each Company/ Trust.

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 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.

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 company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial

statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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.

- 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 statements of such 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. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

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.

Independent Auditor's Report (Contd.)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a. We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 2,942.41 million as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ 771.50 million and net cash outflows (before consolidation adjustments) amounting to ₹ 13.84 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports 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 these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

These subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

- b. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of ₹ 0.00 million for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us or by other auditor. These unaudited financial statements/financial information 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 such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/this financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2.A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - 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.

Independent Auditor's Report (Contd.)

- 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 auditors except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c. The 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 flows 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 Ind AS 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 1 April 2024 to 7 April 2024 taken on record by the Board of Directors of the Holding Company and its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f. the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2 (A)(b) above on reporting under Section 143(3)(b) and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group and its associate. Refer Note 40 to the consolidated financial statements.
- b. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.
- c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2024.
- d (i) The respective management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 55 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India 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 Holding Company or its subsidiary companies incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The respective management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 55 to the consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the

Independent Auditor's Report (Contd.)

understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our 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 (i) and (ii) above, contain any material misstatement.

e. The final dividend for previous year was declared and paid by one of the subsidiary companies during the year and until the date of this audit report is in accordance with Section 123 of the Act except non-compliance under section 123 (4) wherein the dividend amount was not deposited in a scheduled bank in a separate account.

The Holding Company and one of its subsidiary companies neither declared nor paid any dividend.

f. Based on our examination which included test checks, except for the instances mentioned below, the Holding Company and its two subsidiary companies which are companies incorporated in India whose financial statements have been audited under the Act have used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

i. In case of one of the subsidiary companies, the feature of recording audit trail (edit log) facility was not enabled at application level for the accounting software used for maintaining the books of account relating to master data for revenue from operations.

ii. In case of the Holding Company and its two subsidiary companies, in the absence of reporting on compliance with the audit trail requirements in the independent auditor's report of a service organisation for an accounting software used for maintaining books of accounts relating to payroll, which is operated by a third party software service provider, we are unable to comment whether audit trail feature for the said software was enabled and operated throughout the year for all the relevant transactions recorded in the software.

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

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

In our opinion and according to the information and explanations given to us the remuneration paid/ payable during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

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

Rajesh Mehra
Partner

Membership No.: 103145
ICAI UDIN:24103145BKFWLF2293

Place: Mumbai
Date: 29 May 2024

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of AGS Transact Technologies Limited for the year ended 31 March 2024

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

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have certain unfavourable remarks, qualification or adverse remarks in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	AGS Transact Technologies Limited	L72200MH200 2PLC138213	Holding Company	Clause (ii) (b), (iii) (a), (iii) (f), (vii) (a), (xi) (a), (xix), (xx)
2	Securevalue India Limited	U74120MH201 2PLC230193	Subsidiary	Clause (vii) (a), (xi) (a), (xx)
3	India Transact Services Limited	U72900MH200 7PLC172249	Subsidiary	Clause (vii) (a), (xix)

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

Rajesh Mehra
Partner
Membership No.: 103145
ICAI UDIN: 24103145BKFWLF2293

Place: Mumbai
Date: 29 May 2024

Annexure B to the Independent Auditor's Report on the consolidated financial statements of AGS Transact Technologies Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act (Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of AGS Transact Technologies Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an

audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Annexure B to the Independent Auditor's Report on the consolidated financial statements of AGS Transact Technologies Limited for the year ended 31 March 2024 (Contd.)

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

Rajesh Mehra
Partner
Membership No.: 103145
ICAI UDIN:24103145BKFWLF2293

Place: Mumbai
Date: 29 May 2024

Consolidated Balance sheet

as at March 31, 2024

Particulars	Note	(₹ in Lakhs)	
		31 March 2024	31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	4,595.42	4,975.09
Capital work-in-progress	3 (c)	218.31	344.83
Right-of-use assets	3 (b)	2,186.17	2,618.68
Goodwill	4 (a)	29.40	29.43
Other intangible assets	4 (b)	366.46	416.99
Intangible assets under development	4 (c)	69.98	50.70
Financial assets			
Investments	5	0.08	0.08
Other financial assets	7	607.37	626.76
Deferred tax assets (net)	8 (d)	1,035.84	504.35
Other non-current assets	9	391.02	434.22
Other tax assets (net)	8 (e)	406.20	673.86
Total non-current assets		9,906.25	10,674.99
Current assets			
Inventories	10	879.14	740.30
Financial assets			
Investments	6	20.70	8.67
Trade receivables	11		
Billed receivables		5,488.43	7,029.88
Unbilled receivables		1,823.55	2,008.16
Cash and cash equivalents	12(a)	342.53	157.74
Bank balances other than 12(a) above	12(b)	819.71	782.38
Loans	13	-	306.03
Other financial assets	14	295.98	289.44
Other current assets	15	1,020.55	836.07
Other current tax assets (net)	8 (f)	315.19	-
Total - current assets		11,005.78	12,158.67
TOTAL ASSETS		20,912.03	22,833.66
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,210.26	1,204.91
Other equity	17	3,406.35	4,145.67
Equity attributable to owners of the Company		4,616.61	5,350.58
Non-controlling interests		-	-
Total equity		4,616.61	5,350.58
Non-current liabilities			
Financial liabilities			
Borrowings	18	4,229.81	5,494.24
Lease liabilities	19	1,780.32	2,188.05
Provisions	20	240.87	244.58
Other non-current liabilities	21	17.69	17.87
Total non-current liabilities		6,268.69	7,944.74

Consolidated Balance sheet

as at March 31, 2024

(₹ in Lakhs)

Particulars	Note	31 March 2024	31 March 2023
Current liabilities			
Borrowings			
- Borrowings from banks and others	22 (a)	2,843.38	2,374.51
- Reverse factoring	22 (b)	1,126.18	916.13
Lease liabilities	22 (c)	1,215.72	1,335.95
Trade payables due to:	23		
- Micro enterprises and small enterprises		316.39	322.46
- Other than micro enterprises and small enterprises		2,984.62	3,348.01
Other financial liabilities	24	891.87	809.33
Other current liabilities	25	499.67	273.67
Provisions	26	148.90	158.28
Total current liabilities		10,026.73	9,538.34
Total equity and liabilities		20,912.03	22,833.66
Material accounting policies	2		
The accompanying notes are an integral part of the consolidated financial statements.	1-55		

As per our report of even date attached.

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

Rajesh Mehra
Partner
Membership No. 103145

Place: Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors of

AGS Transact Technologies Limited
CIN : L72200MH2002PLC138213

Ravi Goyal
Managing Director
DIN: 01374288

Saurabh Lal
Chief Financial Officer
Membership No.: 504653

Place: Mumbai
Date : 29 May 2024

Vinayak Goyal
Executive Director
DIN: 09199173

Sneha Kadam
Company Secretary
Membership No.: 31215

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

Particulars	Note	(₹ in Lakhs)	
		Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	27	14,706.34	16,712.73
Other income	28	381.33	362.39
Total income		15,087.67	17,075.12
Expenses			
Cost of raw materials and components consumed	29	1,064.18	1,621.58
Purchase of stock-in-trade	30	20.87	164.00
Changes in inventories of finished goods and stock-in-trade	31	78.74	(3.24)
Employee benefit expenses	32	2,152.86	2,403.84
Other expenses	33	9,415.18	8,570.19
Total expenses before interest, depreciation and amortisation and tax		12,731.83	12,756.37
Earnings before interest, tax, depreciation and amortisation (EBITDA)		2,355.84	4,318.75
Finance costs	34	1,477.04	1,436.96
Depreciation and amortisation expense	3&4	2,132.27	2,306.49
(Loss) / profit for the year before share of profit / (loss) of associate		(1,253.47)	575.30
Share of net loss of associate (net of income tax)		-	-
(Loss) / profit before tax		(1,253.47)	575.30
Tax expense:			
Current tax	8 (d)	81.65	164.61
-Adjustment of tax relating to previous year		-	(3.26)
Deferred tax (credit) / charge	8 (d)	(534.24)	44.33
Total tax expense		(452.59)	205.68
(Loss) / profit for the year		(800.88)	369.62
Other comprehensive income			
Items that will not be reclassified to Profit and Loss in subsequent year (net of tax)			
Remeasurements gain of defined benefit plans	36	10.83	7.29
Income tax relating to the above	8 (b)	(2.74)	(1.87)
Items that will be reclassified to Profit and Loss in subsequent year (net of tax)			
Exchange differences on translating of financial statements of foreign operations		14.87	70.95
Other comprehensive income (net of tax) for the year		22.96	76.37
Total comprehensive (loss) / income for the year		(777.92)	445.99
(Loss) / profit for the year attributable to :			
Equity holders of the parent		(800.88)	369.62
Non-controlling interests		-	-
Other comprehensive income attributable to :			
Equity holders of the parent		22.96	76.37
Non-controlling interests		-	-

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Total comprehensive (loss) / income attributable to :			
Equity holders of the parent		(777.92)	445.99
Non-controlling interests		-	-
Earnings per equity share (Nominal value of equity shares of ₹ 10 each, fully paid up)			
Basic earnings per share (Rupees)	35	(6.64)	3.07
Diluted earnings per share (Rupees)	35	(6.64)	3.01
Material accounting policies	2		
The accompanying notes are an integral part of the consolidated financial statements.	1-55		

As per our report of even date attached.

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

Rajesh Mehra
Partner
Membership No. 103145

Place: Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors of

AGS Transact Technologies Limited
CIN : L72200MH2002PLC138213

Ravi Goyal
Managing Director
DIN: 01374288

Saurabh Lal
Chief Financial Officer
Membership No.: 504653

Place: Mumbai
Date : 29 May 2024

Vinayak Goyal
Executive Director
DIN: 09199173

Sneha Kadam
Company Secretary
Membership No.: 31215

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

EQUITY SHARE CAPITAL

(₹ in million)

Particulars	31 March 2024	31 March 2023
Balance at the beginning of the year	1,214.03	1,214.03
Add: Shares issued during the year*	-	-
Less: Treasury shares*	(3.77)	(9.12)
Balance at the end of the year	1,210.26	1,204.91
* Movement of treasury shares		
Balance at the beginning of the year	(9.12)	(12.32)
Add: Treasury shares issued during the year	-	-
Share options exercised during the year	5.35	3.20
Balance at the end of the year	(3.77)	(9.12)

OTHER EQUITY

(₹ in million)

Particulars	Reserves and surplus							Total
	Securities premium	Employee stock options reserve	General reserve	Retained earnings	Foreign currency translation reserve	Total attributable to owners of the Company	Attributable to NCI	
Balance at 1 April 2022	2,410.54	186.31	560.00	390.40	68.72	3,615.97	-	3,615.97
Profit for the year	-	-	-	369.62	-	369.62	-	369.62
Other comprehensive income / (loss) for the year	-	-	-	5.42	70.95	76.37	-	76.37
Employee compensation expenses recognised during the year	-	74.39	-	-	-	74.39	-	74.39
ESOP cost on share options exercised during the year	14.02	(14.02)	-	-	-	-	-	-
Premium on share options exercised during the year	9.32	-	-	-	-	9.32	-	9.32
Balance at 1 April 2023	2,433.88	246.68	560.00	765.44	139.67	4,145.67	-	4,145.67
Loss for the year	-	-	-	(800.88)	-	(800.88)	-	(800.88)
Other comprehensive income for the year	-	-	-	8.09	14.87	22.96	-	22.96
Employee compensation expenses recognised during the year	-	23.02	-	-	-	23.02	-	23.02
ESOP cost on share options exercised during the year	61.33	(61.33)	-	-	-	-	-	-
Premium on share options exercised during the year	15.58	-	-	-	-	15.58	-	15.58
Balance as at 31 March 2024	2,510.79	208.37	560.00	(27.35)	154.54	3,406.35	-	3,406.35

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

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Rajesh Mehra

Partner

Membership No. 103145

Place: Mumbai

Date : 29 May 2024

For and on behalf of the Board of Directors of

AGS Transact Technologies Limited

CIN : L72200MH2002PLC138213

Ravi Goyal

Managing Director

DIN: 01374288

Saurabh Lal

Chief Financial Officer

Membership No.: 504653

Place: Mumbai

Date : 29 May 2024

Vinayak Goyal

Executive Director

DIN: 09199173

Sneha Kadam

Company Secretary

Membership No.: 31215

Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(₹ in million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Cash flows from operating activities		
(Loss) / profit before tax	(1,253.47)	575.30
Adjustments for :		
Finance cost	1,477.04	1,436.96
Interest income	(120.34)	(133.36)
Write back of lease liabilities (net) (refer note 38)	(55.19)	(63.47)
Depreciation and amortisation expense	2,132.27	2,306.49
(Gain) / loss on sale / retirement of property, plant and equipment (net)	(10.79)	26.57
Fair value gain on financial assets measured at Fair Value through Profit or Loss (net)	(1.01)	(0.47)
Provision for warranty (net)	(6.42)	(12.05)
Employee stock option scheme expense	23.02	74.39
Inventories written off	39.61	5.11
Loss allowance on trade receivables	1,160.55	387.43
Other Income - balance written back	(12.84)	(44.32)
Unrealised foreign exchange (gain)	(6.02)	(1.94)
	3,366.41	4,556.64
Changes in working capital :		
(Increase) in inventories	(178.35)	(95.83)
Decrease / (increase) in trade receivables	577.03	(256.21)
Decrease in loans and other financial assets	48.57	113.50
(Increase) / decrease in other current assets	(249.75)	127.69
Decrease in other non-current assets	22.93	10.40
(Decrease) in trade payables	(147.80)	(473.30)
Increase / (decrease) in other current liabilities	178.42	(1,063.31)
(Decrease) in other non-current liabilities	(0.18)	(13.31)
Increase / (decrease) in provisions	4.15	(9.86)
Cash generated from operations	3,621.43	2,896.41
Direct taxes paid (net)	(129.18)	(403.81)
Net cash flows generated from operating activities (A)	3,492.25	2,492.60
B. Cash flows from investing activities		
Purchase of property, plant and equipment including capital advances and work-in-progress	(519.04)	(1,093.93)
Proceeds from sale of property, plant and equipment	35.03	12.85
Repayment of loan given	306.03	-
Purchase of current investments	(11.01)	(8.20)
Interest received	86.29	98.96
Fixed deposits placed during the year	(361.04)	(410.28)
Proceeds from maturity of fixed deposits	312.03	138.81
Net cash used in investing activities (B)	(151.71)	(1,261.79)
C. Cash flows from financing activities		
Proceeds from issuance of equity share capital	5.35	3.20
Proceeds from issuance of equity share - securities premium	15.58	9.32
Proceeds from long-term borrowings	959.47	2,654.00
Repayment of long-term borrowings	(1,687.68)	(1,349.04)
Repayment of short-term borrowings - secured (net)	(138.46)	(522.37)
Proceeds from leasing transaction	155.75	352.85

Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(₹ in million)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Payment of lease liabilities	(1,394.04)	(1,416.26)
Interest paid	(842.67)	(868.55)
Other finance charges paid	(229.05)	(236.38)
Net cash used in financing activities	(C)	(1,373.23)
Net increase / (decrease) in cash and cash equivalents	(A)+(B)+(C)	(142.42)
Cash and cash equivalents at the beginning of the year	157.74	300.16
Effect of Exchange rate fluctuations on cash held*	0.00*	0.00*
Cash and cash equivalents at the end of the year (refer note 12(a))	342.53	157.74

Notes:

- The above Consolidated Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7 - "Statement of Cash flows".
- The movement of borrowings as per Ind AS 7 is as follows:**

(₹ in million)		
	Year ended 31 March 2024	Year ended 31 March 2023
Opening borrowings	7,868.75	7,120.03
Proceeds from long-term borrowings	959.47	2,654.00
Repayment of long-term borrowings	(1,687.68)	(1,349.04)
Repayment of short-term borrowings (net)	(138.46)	(522.37)
Non-cash adjustments	71.11	(33.87)
Effect of Exchange rate fluctuations on cash held*	0.00*	0.00*
Closing borrowings	7,073.19	7,868.75

* Exchange differences on translation of foreign currency cash and cash equivalents is less than ₹ 0.01 million.

3. Reconciliation of cash and cash equivalents:

(₹ in million)		
	Year ended 31 March 2024	Year ended 31 March 2023
Cash on hand	25.74	25.72
Balance with banks		
- Current accounts	316.79	132.02
Less : current account balances held in trust for customers	-	-
Cash and cash equivalents as per consolidated statement of cash flows (refer note 12 (a))	342.53	157.74

- Cash credit is treated as a borrowings and hence not included as a part of cash and cash equivalent for the purpose of the consolidated statement of cash flows.

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

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Rajesh Mehra

Partner

Membership No. 103145

For and on behalf of the Board of Directors of

AGS Transact Technologies Limited

CIN : L72200MH2002PLC138213

Ravi Goyal

Managing Director

DIN: 01374288

Saurabh Lal

Chief Financial Officer

Membership No.: 504653

Place: Mumbai

Date : 29 May 2024

Vinayak Goyal

Executive Director

DIN: 09199173

Sneha Kadam

Company Secretary

Membership No.: 31215

 Place: Mumbai
Date : 29 May 2024

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

1 Group overview

AGS Transact Technologies Limited (the 'Company') is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company along with its subsidiaries including step-down subsidiaries and associate namely Securevalue India Limited ('SVIL'), India Transact Services Limited ('ITSL'), Global Transact Services Pte. Ltd. ('GTSL'), Novus Technologies Pte. Ltd., Novus Technologies (Cambodia) Company Limited, Novus Transact Philippines Corporation, Novustech Transact Lanka (Private) Limited (together 'the Group') and its associate, PT Nova Digital Perkasa is in the business of supplying, installing and managing technology-based payment solutions, automation products and providing related services to its customers present in the Banking, Petroleum, Colour and Retail sectors. The Group is also engaged in the business of providing ATM outsourcing, ATM Managed Services, Intelligent Cash deposit (ICD), cash management, cash replenishment, door step banking to various banks and other service providers and supplying of self-service terminals and related software to financial institutions, Digital payment services which includes toll and transit solutions, transaction switching service, services through point of sale (POS) machine and other payment channels.

The Non-Convertible Debentures ('NCD') of the Company were listed on National Stock Exchange ('NSE') on 26 March 2021 and were delisted on 5 February 2022.

The Equity Shares of the Company are listed on National Stock Exchange ('NSE') and Bombay Stock Exchange ('BSE') from 31 Jan 2022.

2 Basis of preparation and Material Accounting Policies

A. Basis of preparation of consolidated financial statements

The consolidated financial statements of the Group have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention (except for certain financial instruments, ESOP and employee benefit obligation that are measured at fair values at the end of each reporting period) on accrual basis to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the "Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section

133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter and relevant provisions of the Act.

Accordingly, the Group has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss for the year ended 31 March 2024, the Statement of Cash Flows for the year ended 31 March 2024 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated financial statements')

The Consolidated Financial Statements relates to the Group. The Group does not have investments in joint ventures.

The Consolidated Financial Statements have been prepared on accrual and going concern basis.

The Board of Directors approved and adopted the Consolidated Financial Statements of the Group for the ended 31 March 2024 in their meeting held on 29 May 2024.

B. Functional and presentation currency

These Consolidated Financial Statements are presented in Indian Rupees (INR), which is also the entity's functional currency.

All amounts have been rounded off to the nearest Rupee in millions with two decimals, unless otherwise indicated.

C. Basis of measurement

The Consolidated Financial Statements have been prepared on historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial instruments (assets and liabilities) measured at fair value (refer accounting policy regarding financial instruments)
- ESOP
- Net defined benefit (asset) / liability – fair value of plan assets less present value of defined benefit obligations

D. Key estimates and assumptions

While preparing the Consolidated Financial Statements in conformity with Ind AS, the management has made

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for the year ended March 31, 2024

certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, disclosure of contingent liabilities at the Balance Sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgement, estimates and assumptions are required in particular for:

Judgements:

Determining whether an arrangement contains a lease

At inception of an arrangement, the Group determines whether the arrangement is or contains a lease.

At inception or on reassessment of an arrangement that contains a lease, the Group separates payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Group concludes that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Group's incremental borrowing rate.

Estimates and assumptions:

Revenue recognition

The Group's contracts with customers include promises to transfer multiple products and services to a customer. The transaction price could be variable consideration with elements such as net of returns, service level agreement adjustments / credits, non-current warranties, trade discounts, volume rebates, where applicable.

Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed

in Schedule II and in case of intangible assets, they are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. All useful lives are reviewed at each reporting period and revised if required.

Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial valuation. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore vary from the amount included in other provisions.

Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

Fair value of financial instruments

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers. The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with foreign currency borrowings arising from changes in foreign exchange rates and interest rates.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Further information about the assumptions made in measuring fair values is included in the following note:

- Impairment test of financial assets: key assumptions underlying recoverable amounts.

Certain unquoted investments are carried at fair value. The fair value of these instruments is measured using valuation techniques such as discounted cash flows and information from other comparable companies in the market. The information about the assumptions made in measuring the fair values is included in the note on financial instruments.

Taxes

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 the jurisdiction and the period over which deferred income tax assets will be recovered.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

E. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

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).

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 categorised 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 recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The Group has recognised certain assets at fair value and further information is included in the relevant notes.

F. Basis of consolidation

The Consolidated Financial Statements ('CFS') has been prepared in accordance with the requirements of Ind AS 110 - 'Consolidated Financial Statements'.

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date when the control ceases.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intra Group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

Notes to the Consolidated Financial Statements

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The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognised as 'Goodwill on Consolidation' being an asset in the Consolidated Financial Statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus' in the consolidated financial statements. In case of acquisition of additional stake in the existing subsidiary, the excess of purchase consideration over the Group's portion of equity of the subsidiary on the date on which the additional investment is made, is adjusted in equity.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately within equity.

Non-controlling interests in the net assets of consolidated subsidiaries consists of:

- The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
- The non-controlling interest's share of movements in equity since the date parent subsidiary relationship came into existence.

The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss and Consolidated Statement of Changes in Equity.

Upon loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interest and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the Consolidated Statement of Profit and Loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost and the differential is recognised in Consolidated Statement of Profit and Loss. Subsequently, it is accounted for as an equity-accounted investee depending on the level of influence retained.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements.

The subsidiaries considered in the preparation of the consolidated financial statements and the shareholding of the Group in these companies as of 31 March 2024 is as follows:

Subsidiaries	Holding Company	Country of Incorporation	Ownership interest
India Transact Services Limited (w.e.f. 1 April 2010)	Company	India	100%
Securevalue India Limited (w.e.f. 24 April 2012)	Company	India	100%
Global Transact Services Pte. Ltd. ('GTSL') (w.e.f. 6 March 2009)	Company	Singapore	100%
Novus Technologies Pte. Ltd. ('NTPL') (w.e.f. 28 November 2013)	GTSL	Singapore	90%
Novus Technologies (Cambodia) Company Limited (w.e.f. 29 August 2014)	NTPL	Cambodia	90%
Novus Transact Philippines Corporation (w.e.f. 15 September 2014)	NTPL	Philippines	90%
Novustech Transact Lanka (Private) Limited (w.e.f. 23 September 2016)	NTPL	Sri Lanka	90%
AGS Community Foundation (w.e.f. 24 September 2019)*	Company	India	60%

*Not considered for consolidation purposes.

Associate

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Interests in associates are accounted for using the equity method. They are initially recognized at cost which includes transaction cost. Subsequent to initial

Notes to the Consolidated Financial Statements

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recognition the consolidated financial statements include the Group's share of profit and loss and OCI of equity accounted investees until the date on which significant influence ceases.

Associates	Country of Incorporation	Ownership interest
PT.Nova Digital Perkasa	Indonesia	45%

G. Financial assets

(i) Initial recognition and measurement

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the Consolidated Statement of Profit and Loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

(ii) Classification and subsequent measurement

The Group classifies its financial assets into a) financial assets measured at amortised cost, b) financial assets measured at fair value through other comprehensive income (FVOCI), and c) financial assets measured at fair value through profit and loss (FVTPL). Management determines the classification of its financial assets at the time of initial recognition or, where applicable, at the time of reclassification.

a) Financial assets measured at amortised cost

A financial asset is classified as measured at amortised cost if it is held within a business model whose objective is to;

- hold financial asset in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using

effective interest rate method (EIR). Amortised cost is arrived at after taking into consideration any discount on fees or costs that are an integral part of the EIR. The amortisation of such interest forms part of finance income in the Consolidated Statement of Profit and Loss. Any impairment loss arising from these assets is recognised in the Consolidated Statement of Profit and Loss.

b) Financial assets measured at fair value through other comprehensive income (FVOCI)

- Debt investments at FVOCI: These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in Consolidated Statement of Profit and Loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Consolidated Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

c) Financial assets measured at fair value through profit and loss (FVTPL)

This is a residual category for classification. Any asset which does not meet the criteria for classification as at amortised cost or FVOCI, is classified as FVTPL. Financial assets at fair value through profit and loss are measured at fair value, and changes therein are recognised in the Consolidated Statement of Profit and Loss. On derecognition, gains and losses accumulated in OCI are reclassified to Consolidated Statement of Profit and Loss.

(iii) Trade receivables

Trade receivables are recognised on origination at transaction price as they do not have a significant financing component. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, prior experience, customer profile and expectations about future cash flows.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(iv) Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

(v) Impairment of financial asset

Expected credit losses are recognised for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

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.

For trade receivables, the Group applies a simplified approach. It recognises impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits and expectations about future cash flows.

The impairment losses and reversals are recognised in Consolidated Statement of Profit and Loss.

H. Financial liabilities

(i) Initial recognition and measurement

A financial liability is recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value less any directly attributable transaction costs unless at initial recognition, they are classified as fair value through profit and loss. A financial liability is classified as at FVTPL if it is held for trading, or it is a derivative or it is designated as such on initial recognition.

(ii) Subsequent measurement

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement in Profit and Loss. Other financial

liabilities are subsequently measured at amortised cost using EIR. Interest expense and foreign exchange gains and losses are recognised in the Statement of Profit and Loss.

(iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

I. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

J. Derivative financial instruments

The Group holds derivative financial instruments (forward contracts) to hedge its foreign currency exposures.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in Consolidated Statement of Profit and Loss. The gain or loss on such derivative is presented in the Consolidated Statement of Profit and Loss in the same line item as the corresponding foreign exchange loss or gain arising from the hedged transaction.

K. Share capital

Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares, are recognised as a deduction from equity.

Treasury shares

The Company has created an AGSTTL Employees Welfare Trust ("Trust") for providing share-based payment to its employees. The Trust is used as a vehicle for distributing shares to employees under the employee remuneration schemes. The Trust buys shares of the Company for giving shares to employees. The Company treats Trust as its extension and shares held by Trust are treated as treasury shares. Treasury shares are recognised at cost and deducted from equity. No gain or loss is recognised in Consolidated Statement of Profit and Loss on the purchase, sale, issue

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or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in Capital reserve. Share options exercised during the reporting period are deducted from treasury shares.

L. Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, and there are future economic benefits associated with the items and cost can be measured reliably. On transition to Ind AS, the WDV of assets was considered as the deemed cost of the assets.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, 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, after deducting trade discounts and rebates, if any.

Pre-operative expenses such as salaries,, brokerage, legal and professional fees, etc. incurred during installation period are capitalised under the respective asset head as part of the indirect installation cost, to the extent to which the expenditure is allocable / apportioned to the asset-head. In case of composite contract involving acquisition of property, plant and equipment and providing services, the property, plant and equipment are capitalised at the respective fair value of the asset acquired.

Stores and spares includes tangible items used as rotables in supply of goods or services and are expected to be used for a period more than 1 year.

Demo assets includes assets which are given for training, testing and demonstration to various current and prospective customers for supply of goods or services and are expected to be used for a period more than 1 year.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Consolidated Statement of Profit and Loss.

Property plant and equipment which are not ready for intended use as on the reporting date are disclosed as "Capital work-in-progress".

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are classified as Capital advances.

Freehold land is carried at historical cost less any accumulated impairment losses.

POS machines which are removed/de-installed from a particular location are included under 'Deletions'.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the entity and cost can be measure reliably

(iii) Depreciation

Depreciation on property, plant and equipment

Depreciation is provided on the cost of the assets less residual value using Written Down Value ('WDV') method, except in the case of Building, ATM, ATM sites, Demo assets and stores and spares where the Straight-Line Method ('SLM') is used, over the estimated useful life of each asset as determined by the management. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for intended use/till the date the asset is disposed off.

Freehold land is not depreciated.

The estimated useful lives and method of depreciation of items of property, plant and equipment are as follows:

Asset	Method of Depreciation	Useful life (years)
Buildings	SLM	30 / 60
ATM/CRM machines*^	SLM	5 - 10
Others assets at ATM Sites*^	SLM	7
POS machines*^	SLM	3 - 5
Demo assets#	SLM	2 - 5
Stores and spares#	SLM	5
Plant and machinery*	WDV	10 - 15
Furniture and fixtures^	WDV	2 - 10
Office equipment, electrical installation and air conditioners^	WDV	2 - 10
Computers^	WDV	1 - 6
Vehicles for office purposes	WDV	8
Vehicles for cash management*	SLM	7

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

* ATM/CRM machines, other assets at ATM sites, POS machines, Vehicles for cash management business and Plant and machinery are depreciated over the estimated useful lives, which is lower than the useful life indicated in Schedule II of the Act. The management has estimated, supported by independent assessment by professionals, the useful lives of the classes of assets. Useful life as per Schedule II is 15 years for Plant and Machinery and 8 years for vehicles for cash management.

Management has estimated, supported by independent assessment by professionals, the useful lives of the classes of assets.

^ Foreign subsidiaries are depreciating assets on SLM basis. The useful life for ATM machines, POS machines, furniture and fixtures, office equipment; electrical installation and air conditioner and computers have been estimated to be 5 years, 3-5 years, 2 years, 2 to 3 years and 1 year respectively.

Leasehold improvements are amortised over the primary period of lease i.e. lease period which ranges from 3 to 10 years as per the agreement or the life of respective assets, whichever is lower.

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

M. Asset held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at lower of their carrying amount and fair value less cost to sell.

N. Intangible assets

(i) Recognition and measurement

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

Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the Consolidated Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangibles which are not ready for intended use as on the reporting date are disclosed as “Intangible under development”.

(ii) Subsequent expenditure

After initial recognition, intangible assets are carried at

cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the consolidated statement of profit and loss as incurred.

(iii) Service concession arrangements

The Group recognises an intangible asset arising from a service concession arrangement to the extent it has a right to charge for use of the concession infrastructure. The fair value, at the time of initial recognition of such an intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement, is regarded to be its cost. Subsequent to initial recognition, the intangible asset is measured at cost, less any accumulated amortisation and accumulated impairment losses, if any.

(iv) Amortisation of intangible assets

Intangible assets are amortised on a straight line basis over the estimated useful economic life. The estimated useful lives are as follows:

Asset	Useful life (years)
Licenses and Technical know-how	7
Software	4

The estimated useful life of an intangible asset in a service concession arrangement is the period of contract.

The amortisation period and the amortisation method are reviewed at each reporting date. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

(v) Expenditure on research and development

Expenditure on research activities is recognised in Consolidated Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in Consolidated Statement of Profit and Loss as incurred.

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Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised on a straight line basis over the period of expected future benefit from the related project. Amortisation is recognised in the Consolidated Statement of Profit and Loss.

During the period of development, the asset is tested for impairment annually.

O. Government Grants

Government grants including non-monetary grants at fair value are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the consolidated statement of profit and loss as other income on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

P. Impairment of non-financial assets

The Groups's 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).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Consolidated

Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated to the carrying amounts of the other assets of the CGU on a pro rata basis.

In respect of assets for which impairment loss has been recognised 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 amortisation, if no impairment loss had been recognised.

Goodwill on business combinations is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

Q. Inventories

Raw materials, finished goods, stores, spares (other than those capitalised in property, plant and equipment), traded items and consumables are carried at the lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are sold at or above cost. The comparison of cost and net realisable value is made on an item-by-item basis.

In determining cost of raw materials, finished goods, traded items, stores, spares and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Cost of finished goods includes the cost of raw materials, an appropriate share of fixed and variable production overheads as applicable and other costs incurred in bringing the inventories to their present location and condition.

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R. Revenue

(i) Sale of goods

Revenue from sale of goods is measured at transaction price allocated to that performance obligation of the consideration received or receivable, is net of returns, service level adjustment/credits, non-current warranties, trade discounts, goods and service tax and volume rebates, where applicable.

Revenue is recognised when the Group satisfies performance obligation by transferring the goods to the customers. The Group ‘transfers’ goods to the customers when the customers obtains control of the goods which generally coincides with the delivery of the goods (i.e. at a point in time).

(ii) Rendering of services

Revenue from contracts with customers, net of service level adjustment/credits is recognised when the Group satisfies performance obligation by transferring the services to the customers and recognises unclaimed amounts when no pending performance obligation exists.

The revenue from ATM and management services is disclosed net of service level adjustment/credits, one-time upfront fees and premium on purchase of property, plant and equipment. One-time upfront fees and premium on purchase of property, plant and equipment is amortised over the period of the respective contract.

Revenue from maintenance contracts is recognised pro-rata over the period of the contract as and when services are rendered. Revenue from upgrades and digital payment services is recognised as and when services are rendered.

Revenue from one time set up fees is recognised over the expected contractual term with the customers. Servicing fees for POS machine is recognised on monthly basis based on certainty of collection and transaction fees on the basis of transactions settled using POS machines.

The Group collects goods and service tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from revenue.

(iii) Service concession arrangements

Revenue related to construction or upgrade services provided under a service concession arrangement is recognised based on the stage of completion of the work performed. Operation or service revenue is recognised in the period in which the services are provided by the Group.

(iv) Multiple deliverable arrangements

At contract inception, the Group assesses the goods or services explicitly or implicitly promised in a contract and identifies as a performance obligation each promise to transfer a distinct good or service. A good or service that is promised in a contract is ‘distinct’ if both of the following criteria are met:

- a) The customer can benefit from the good or service either on its own or together with other resources that are ‘readily available’ to the customer.
- b) The entity’s promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

The Group, at contract inception, allocates the transaction price to each performance obligation on the basis of relative stand-alone selling price.

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

Deferred revenue (“contract liability”) is recognised when there are billings in excess of revenues.

S. Recognition of insurance claim, dividend income, interest income or expense

The Group recognises the claims in the books, when the amount thereof can be measured reliably and ultimate collection is reasonably certain. As and when claims are finally received from the Insurance Company, the difference, if any, between the claim receivable from insurance company and the claims received is adjusted to the Consolidated Statement of Profit and Loss. All other claims and provisions are accounted on the merits of each case.

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for the year ended March 31, 2024

Dividend income is recognised in Consolidated Statement of Profit and Loss on the date on which the Group's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

For all financial instruments measured at amortised cost, interest income or expense is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net Consolidated Statement carrying amount of the financial asset or liability. Interest income is included in Other income in the Consolidated Statement of Profit and Loss.

Lease interest expense is recognised upon commencement of the lease agreement using constant periodic rate of return over the period of the agreement.

T. Foreign currency transactions

(i) Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

(ii) Subsequent measurement

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Consolidated Statement of Profit and Loss in the period in which they arise.

(iii) Foreign operations

In case of foreign operations whose functional currency is different from the parent's functional currency, the assets and liabilities of such foreign operations, including goodwill and fair value adjustments arising upon acquisition, are

translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the period. Resulting foreign currency differences are recognised in other comprehensive income / (loss) and presented within equity as part of Foreign Currency Translation Reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to the Consolidated Statement of Profit and Loss.

(iv) Fair value gain / (loss) of derivative contracts

Foreign exchange difference on foreign currency borrowings, settlement gain/ (loss) and fair value gain/ (loss) on derivative contracts relating to borrowings are accounted and disclosed under Finance cost.

U. Employee benefits

(i) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified short-term employee benefits and they are recognised in the year in which the employee renders the related services. For the amount expected to be paid, the Group recognises an undiscounted liability if they have a present legal or constructive obligation to pay the amount as a result of past service provided by employees, and the obligation can be estimated reliably.

(ii) Defined contribution plan

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 Employee State Insurance Corporations. The Group has no further legal or constructive obligation to pay once contributions are made. Contributions made are charged to employee benefit expenses in the year in which the employment services qualifying for the benefit are provided. Some of the foreign subsidiaries of the Group makes specified contributions towards pension scheme. These contributions are recognised as an expense in the Consolidated Statement of Profit and Loss, during the period in which the employee renders the related services.

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for the year ended March 31, 2024

(iii) Gratuity - Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's eligible salary and the tenure of employment with the Group.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ("the asset ceiling").

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognised as a liability at the present value of the estimated liability for leave as a result of services rendered by employees, which is determined at each reporting date based on an actuarial

valuation by an independent actuary using the projected unit credit method. The discount rates used for determining the present value of the obligation under other long term employee benefits, are based on the market yields on Government of India securities as at the reporting date. Remeasurement gains and losses are recognised immediately in the Consolidated Statement of Profit and Loss.

The Group presents the above liability as current in the Balance Sheet.

(v) Employee stock compensation cost

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

V. Provisions (other than for employee benefits)

A provision is recognised 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 reporting 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 recognised as finance cost.

Provision for warranties

Provision for current warranty-related costs is recognised when the related product is sold. Provision is based on technical estimates which are based on historical experience. The estimates of such warranty-related costs are reviewed and revised annually.

W. Contingent liabilities and contingent assets

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not

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for the year ended March 31, 2024

wholly within the control of the Group, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognised in the Consolidated Financial Statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

A contingent asset is not recognised but disclosed in the Consolidated Financial Statements where an inflow of economic benefit is probable.

Contingent liabilities and contingent assets are reviewed at each reporting date.

X. Leases

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

As a lessee

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments;

The lease liability is measured at amortised cost using the effective interest method.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. Right of use assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Under Ind AS 116, the Group recognised a right-of-use asset and a lease liability for the sale and leaseback transaction, measured in the same way as other right-of-use assets and lease liabilities at that date and adjusted the leaseback right-of-use of asset for proportionate gains and losses recognised in statement of profit and loss.

The Group applies the requirements of Ind AS 115 for determining whether the transfer of an asset should be accounted as a sale of that asset. If control of underlying asset passes to the buyer-lessor, the transaction is accounted for as a sale of the asset and a lease. However, if control is not transferred, then both seller-lessee and buyer-lessor account for the transaction as a financing transaction. The Group uses judgement to determine whether the transferred asset to buyer-lessor constitutes sale (i.e., transfer of control) or not. Management considers the nature and commercial substance of the arrangement, option to extend a lease for substantially all of the remaining economic life of the underlying asset or option to repurchase the asset after end of the lease term at nominal value, if any and other parameters of determining control in applying judgement.

The Group has used number of practical expedients when applying Ind AS 116: - Short-term leases, leases of low-value assets and single discount rate.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Group applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date. The Group has used hindsight when determining the lease term and did not recognise right of use asset for leases to which the lease term end within 12 months of date of initial application.

Lease liability and ROU assets have been separately presented in Balance Sheet and lease payments have been classified as financing cash flows.

Leases where the Group is lessor:

Leases in which the Group transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Group apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the Consolidated Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Consolidated Statement of Profit and Loss.

Y. Income tax

Income tax comprises current and deferred tax. It is recognised in Consolidated Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and tax base of assets and liabilities. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be utilised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Z. Finance cost

Finance costs includes interest and other borrowing costs incurred in connection with the borrowing of funds. Interest cost on financial liabilities are measured

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

at amortized cost such as borrowings from banks and others or bonds or similar instruments etc. calculated as per the effective interest method. Interest and other dues on statutory liabilities that are compensatory in nature are measured at the interest rates as applicable under the statute. Other borrowing cost includes processing fees, commission or charges paid for letter of credit and bank guarantees, exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs etc.

AA. Operating segments

(i) Basis for segmentation

An operating segment is a component of the entity that engages in business activities from which it may earn and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components and for which discrete financial information is available. Such decision is taken by chief operating decision maker (CODM). Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

(ii) Business segment

The Group's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products or services and serves different markets. Accordingly, the Group has identified 'Payment Solutions', 'Banking Automation Solutions' and 'Other Automation Solutions' segments as the primary reportable segments.

(iii) Geographical segment

The Group's business is primarily within India. No separate geographical disclosure is considered necessary as the operations, revenue from customers and assets held outside India are not material.

(iv) Segment information

- Inter-segment transfers: The Group generally accounts for inter-segment sales and transfers at cost plus appropriate margins.

- Allocation of common costs: Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

- Unallocated items: Unallocated items include general corporate income and expense items which are not allocated to any business segment.

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

AB. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), if any, that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

AC. Dividend

The Group recognises a liability for any dividend declared but not distributed at the end of the reporting period when the distribution is authorised and the distribution is no longer at the discretion of the Group on or before the end of the reporting period. A corresponding amount is recognised directly in equity.

AD. Measurement of earnings before interest, tax, depreciation and amortisation (EBITDA)

The Group has opted to present earnings before interest (Finance Cost), tax, depreciation and amortisation, share of Profit/ (Loss) of associate (EBITDA) as a separate line item on the face of the Consolidated Statement of Profit and Loss for the year. The Group measures EBITDA on the basis of profit/loss from continuing operations including other income.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

AE. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, unrestricted bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

AF. Current and non-current classification

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the entity’s normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the Balance Sheet date; or
- (d) it is cash or a 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.

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the entity’s normal operating cycle;

- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the Balance Sheet date; or
- (d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the Balance Sheet date.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

AG. Recent amendments/ pronouncements (standards issued but not effective)

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 Group.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 3 (a) : Property, plant and equipment

Reconciliation of carrying amount

Particulars	(₹ in million)										Total		
	Freehold land	Building	Leasehold improvements	Plant and machinery	ATM sites	POS machines/ terminals*	Vehicles	Furniture and fixtures	Electrical installations and equipments	Stores and spares		Demo assets	Computers
Gross carrying amount as at 1 April 2022	53.75	499.73	172.99	378.35	6,233.67	869.28	1,524.14	144.76	290.69	864.67	87.96	251.35	11,371.34
Additions	-	-	5.06	86.45	667.76	145.22	17.50	25.61	17.66	42.78	11.58	17.49	1,037.11
Disposals	-	-	12.38	91.69	362.70	139.88	16.36	9.03	16.57	-	-	11.02	659.63
Gross carrying amount as at 31 March 2023	53.75	499.73	165.67	373.11	6,538.73	874.62	1,525.28	161.34	291.78	907.45	99.54	257.82	11,748.82
Accumulated depreciation as at 1 April 2022	-	57.48	104.28	148.02	3,155.55	345.93	836.67	111.37	227.88	674.23	82.92	202.32	5,946.65
Depreciation for the year	-	9.53	19.38	35.61	646.32	191.23	167.33	10.93	24.35	86.95	5.10	27.14	1,223.87
On disposals	-	-	7.23	35.77	238.95	71.45	15.11	5.93	11.38	-	-	10.97	396.79
Accumulated depreciation as at 31 March 2023	-	67.01	116.43	147.86	3,562.92	465.71	988.89	116.37	240.85	761.18	88.02	218.49	6,773.73
Net carrying amount as at 31 March 2023	53.75	432.72	49.24	225.25	2,975.81	408.91	536.39	44.97	50.93	146.27	11.52	39.33	4,975.09
Gross carrying amount as at 1 April 2023	53.75	499.73	165.67	373.11	6,538.73	874.62	1,525.28	161.34	291.78	907.45	99.54	257.82	11,748.82
Additions	-	-	3.40	58.91	518.30	101.41	-	4.01	10.99	176.91	44.63	17.81	936.37
Disposals	-	-	4.12	27.31	316.43	176.48	59.96	1.61	1.98	-	-	16.25	604.14

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Particulars	Freehold land	Building	Leasehold improvements	Plant and machinery	ATM sites	POS machines/ terminals*	Vehicles	Furniture and fixtures	Electrical installations and equipments	Stores and spares	Demo assets	Computers	Total
Gross carrying amount as at 31 March 2024	53.75	499.73	164.95	404.71	6,740.60	799.55	1,465.32	163.74	300.79	1,084.36	144.17	259.38	12,081.05
Accumulated depreciation as at 1 April 2023	-	67.01	116.43	147.86	3,562.92	465.71	988.89	116.37	240.85	761.18	88.02	218.49	6,773.73
Depreciation for the year	-	9.14	12.08	40.74	637.05	142.23	140.21	13.24	22.10	81.63	8.04	22.04	1,128.50
On disposals	-	-	3.51	4.69	239.69	91.62	57.71	1.29	1.84	-	-	16.25	416.60
Accumulated depreciation as at 31 March 2024	-	76.15	125.00	183.91	3,960.28	516.32	1,071.39	128.32	261.11	842.81	96.06	224.28	7,485.63
Net carrying amount as at 31 March 2024	53.75	423.58	39.95	220.80	2,780.32	283.23	393.93	35.42	39.68	241.55	48.11	35.10	4,595.42

* Includes Demo assets of WDV amounting to ₹ Nil. (31 March 2023: ₹ Nil)

- Refer note 41 for expenses capitalised as part of the cost of the property, plant and equipment.
- During the year ended 31 March 2024, assets of ATM sites and Plant and machinery having written down value of ₹ 90.52 million (31 March 2023: ₹ 166.61 million) and included in disposals were subsequently added to inventory for future use/sale. These are generally modified per customer requirements prior to such use/sale.
- During the year ended 31 March 2024, assets of POS machines / terminals having written down value of ₹ 72.60 million (31 March 2023: ₹ 56.81 million) are included in disposals were subsequently re-deployed and added back in POS machines / terminals.
- Certain property, plant and equipment are hypothecated against borrowings, the details relating to which have been described in Note 18.
- The Group has followed the cost model for accounting for its property, plant and equipment and accordingly no revaluation of the assets has been carried out
- No impairment loss or reversal of impairment loss in respect of any property, plant and equipment was recognised in the consolidated financial statements during the year.
- The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Group. In respect of immovable properties where the Group is the lessee, the lease agreements are duly executed in favour of the lessee (including cases where the lease contract is in the process of being renewed).

Notes to the Consolidated Financial Statements

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Note 3 (b) Right-of-use asset

Following are the changes in the carrying value of right-of-use asset:

Particulars	(₹ in million)		
	Building	Plant and Machinery	Total
Balance as at 1 April 2022	2,990.67	219.49	3,210.16
Additions	616.35	4.43	620.78
Depreciation for the year	(926.60)	(26.52)	(953.12)
De-recognition of right-of-use asset (refer note 38)	(259.14)	-	(259.14)
Balance as at 31 March 2023	2,421.28	197.40	2,618.68
Balance as at 1 April 2023	2,421.28	197.40	2,618.68
Additions	658.17	-	658.17
Depreciation for the year	(855.30)	(15.81)	(871.11)
De-recognition of right-of-use asset (refer note 38)	(219.57)	-	(219.57)
Balance as at 31 March 2024	2,004.58	181.59	2,186.17

The aggregate depreciation expense on right-of-use asset is included under depreciation and amortisation expense in the Consolidated Statement of Profit and Loss.

Note 3 (c) Capital work-in-progress

i. CWIP Schedule

Particulars	(₹ in million)				Total
	Amount in CWIP for a period of				
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress					
31 March 2023	309.74	35.09	-	-	344.83
31 March 2024	204.27	14.04	-	-	218.31
Project temporary suspended					
31 March 2023	-	-	-	-	-
31 March 2024	-	-	-	-	-

ii. There are no material capital-work-in progress for the which the completion is overdue or has exceeded its cost compared to its original budget.

iii. Capital work-in-progress ("CWIP") movement during the year

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Opening CWIP as at	344.83	434.52
Additions during the year	588.31	893.06
Capitalised during the year	(714.83)	(982.75)
Closing CWIP as at	218.31	344.83

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 4 (a) Goodwill

Reconciliation of carrying amount

Goodwill on consolidation amounting to ₹ 29.40 million (31 March 2023: ₹ 29.43 million) pertains to acquisition of Novus Technologies Pte. Ltd ('NTPL').

The goodwill on consolidation is not amortised and accordingly is tested for impairment annually. No impairment charges were identified for the year ended 31 March 2024.

Particulars	(₹ in million)
	31 March 2023
Carrying amount as at 1 April 2022	26.58
Exchange differences on translation of foreign operations	2.85
Carrying amount as at 1 April 2023	29.43
Exchange differences on translation of foreign operations	(0.03)
Carrying amount as at 31 March 2024	29.40

The recoverable amount of NTPL is based on value in use. The value in use is estimated using discounted cash flows over a year of 5 years. Cash flows beyond 5 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using pre-tax discount rate.

Operating margins and growth rates for the five year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts provided by the management. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industry and have been based on historical data from both external and internal sources.

Particulars	31 March 2024	31 March 2023
Discount rate	18.00%	18.00%
Long-term growth rate beyond 5 years	3%	3%
Revenue growth rate	3%	3%

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of NTPL.

Note 4 (b) Other intangible assets

Reconciliation of carrying amount

Particulars	(₹ in million)			
	Licenses and technical knowhow fees	Software	Other intangible asset*	Total
Deemed cost as at 1 April 2022	90.30	750.50	279.91	1,120.71
Additions	-	93.93	13.51	107.44
Disposals	-	-	-	-
Gross carrying amount as at 31 March 2023	90.30	844.43	293.42	1,228.15
Accumulated amortisation as at 1 April 2022	82.17	495.19	104.30	681.66
Amortisation for the year	8.13	92.59	28.78	129.50
Disposals	-	-	-	-
Accumulated amortisation as at 31 March 2023	90.30	587.78	133.08	811.16
Net carrying amount as at 31 March 2023	0.00	256.65	160.34	416.99

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in million)

Particulars	Licenses and technical knowhow fees	Software	Other intangible asset*	Total
Gross carrying amount as at 1 April 2023	90.30	844.43	293.42	1,228.15
Additions	-	52.59	29.54	82.13
Disposals	-	-	-	-
Gross carrying amount as at 31 March 2024	90.30	897.02	322.96	1,310.28
Accumulated amortisation as at 1 April 2023	90.30	587.78	133.08	811.16
Amortisation for the year	-	103.11	29.55	132.66
Disposals	-	-	-	-
Accumulated amortisation as at 31 March 2024	90.30	690.89	162.63	943.82
Net carrying amount as at 31 March 2024	0.00	206.13	160.33	366.46

* The Group had entered into a public private arrangement which meets the definition of a Service Concession Arrangement (SCA) as per Appendix C to Ind AS 115 -Revenue from Contracts with Customers (Ind AS 115). Based on the requirements of Appendix C to Ind AS 115, the consideration in relation to such arrangement has been recognised as other intangible assets - refer note 39.

The Service Concession Arrangement (SCA) with the carrying value of ₹ 160.33 million as at 31 March 2024 (31 March 2023: ₹ 160.34 million) have a remaining estimated amortisation period of 3 to 7 years.

The Software with the carrying value of ₹ 206.13 million as at 31 March 2024 (31 March 2023: ₹ 256.65 million) have a remaining estimated amortisation period of 1 to 4 years.

- (i) The Group has followed the cost model for accounting for its intangible assets and accordingly no revaluation of the assets has been carried out.
- (ii) No impairment loss or reversal of impairment loss in respect of items of intangible assets was recognised in the consolidated financial statements during the year.]

Note: Refer note 41 for expenses capitalised as part of the cost of the intangible assets.

Note 4 (c) Intangible assets under development (IAUD) ageing schedule

i. Intangible under development ageing schedule

(₹ in million)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress					
31 March 2023	50.70	-	-	-	50.70
31 March 2024	30.10	30.47	9.41	-	69.98
Project temporary suspended					
31 March 2023	-	-	-	-	-
31 March 2024	-	-	-	-	-

- ii. There are no material Intangible assets under development for which the completion is overdue or has exceeded its cost compared to its original budget.
- iii. Intangible assets under development movement during the years.

Particulars	31 March 2024	31 March 2023
Opening IAUD as at	50.70	3.38
Additions during the year	101.41	154.76
Capitalised during the year	(82.13)	(107.44)
Closing IAUD as at	69.98	50.70

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 5 Non-current Investments

(At cost or deemed cost)

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
8,000 equity shares (31 March 2023: 8,000 equity shares) ₹ 10 each of AGS Community Foundation (refer note 50)	0.08	0.08
450,000 equity shares (31 March 2023: 450,000 equity shares) IDR 13,995 each of PT Nova Digital Perkasa, associate (refer note 50)*	-	-
	0.08	0.08
Aggregate value of impairment of investment	Nil	Nil
Aggregate Market Value of investment	NA	NA

* The Group has ceased recognising share of losses in equity accounted associate. The unrecognised share of losses of the Group amount to ₹ 18.00 million (31 March 2023: 21.72 million). There are no investments in Associate that are individually material.

Note 6 Current investments

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Investments in Quoted Mutual Funds carried at Fair Value through Profit or Loss		
53,117.743 units (31 March 2023 : 23,889.428 units) of Aditya Birla Sun Life Liquid Fund -	20.70	8.67
	20.70	8.67
Aggregate book value of quoted investments	19.22	8.67
Aggregate market value of quoted investments	20.70	8.67

Note: Investment in quoted mutual funds are held as margin money in relation to the long term borrowings.

Note 7 Other non-current financial assets

Unsecured, considered good

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Margin money with maturity of more than twelve months (refer notes (i) and (ii) below)	177.55	151.06
Security deposits	295.22	286.29
Deposit given for acquisition of ATMs and ATM Sites (refer note 44)	134.60	189.41
	607.37	626.76

Note:

- (i). Includes interest accrued amounting to ₹ 9.51 million (31 March 2023: ₹ 17.41 million) on margin money with maturity more than twelve months.
- (ii). Includes fixed deposits placed as lien towards term loans.

Note 8 Taxes

(a) Amounts recognised in Consolidated Statement of Profit and Loss

Particulars	(₹ in million)	
	Year ended 31 March 2024	Year ended 31 March 2023
Current tax		
Current year	81.65	164.61

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in million)

Particulars	Year ended 31 March 20 24	Year ended 31 March 2023
Changes in estimates related to prior years	-	(3.26)
	81.65	161.35
Deferred tax		
Origination and reversal of temporary differences	(534.24)	44.33
	(534.24)	44.33
Tax expense for the year	(452.59)	205.68

(b) Amounts recognised in other comprehensive income

(₹ in million)

Particulars	Year ended 31 March 20 24	Year ended 31 March 2023
Items that will not be reclassified to Consolidated Statement Profit and Loss		
Tax effect on remeasurements of the defined benefit plans	(2.74)	(1.87)
	(2.74)	(1.87)

(c) Reconciliation of effective tax rate

(₹ in million)

Particulars	Year ended 31 March 20 24	Year ended 31 March 2023
(Loss) / profit before tax and share of loss of associate	(1,253.47)	575.30
Statutory income tax rate in India	25.17%	25.17%
Tax using the statutory tax rate in India	(315.47)	144.79
Tax effect of:		
Differences in tax rates in subsidiaries	45.62	(8.57)
Expenses not allowed under tax	14.50	20.50
Deferred tax assets not recognised because realisation is not probable	24.16	32.51
Deferred tax recognised on unabsorbed losses and depreciation of subsidiary	(9.72)	30.39
Others	40.55	(18.48)
Change in estimates related to prior years	(252.23)	4.54
Total tax expense	(452.59)	205.68

Note:

- There are no uncertain tax position that may impact financial statements.
- On 20 September 2019, the Government has brought in the Taxation Laws (Amendment) Ordinance 2019 to make certain amendments in the Income tax Act 1961 and the Finance (No.2) Act 2019. The ordinance is promulgated by the President of India to effect tax reforms announced by the government. One such amendment includes to provide an option for a concessional tax at the rate of 22 percent in case of a domestic company subject to prescribed conditions with effect from Financial year 2019-20 (Assessment year 2020-21). In this case, the Company and one of its Indian subsidiary would continue to avail the option for concessional tax rate for financial year 2023-24 (Assessment year 2024-25).

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(d) Movement in deferred tax balances

Movement in deferred tax balances for the year ended 31 March 2024

(₹ in million)

Particulars	Net asset / (liability) 1 April 2023	Recognised in profit or loss - credit / (charge)	Recognised in OCI - credit/(charge)	Net asset / (liability) 31 March 2024
Property, plant and equipment	1.34	29.98	-	31.32
Impact of Ind AS 116 (refer note 38)	173.89	(19.75)	-	154.14
Employee benefits	91.86	0.64	(2.74)	89.76
Trade receivables	18.62	51.09	-	69.71
Borrowings	8.75	5.04	-	13.79
Provision for warranties	9.94	(1.66)	-	8.28
Loans	(57.24)	(4.23)	-	(61.47)
Brought forward loss	266.02	507.50	-	773.52
Others	(8.83)	(34.38)	-	(43.21)
Deferred tax credit	504.35	534.23	(2.74)	1,035.84

Movement in deferred tax balances for the year ended 31 March 2023

(₹ in million)

Particulars	Net asset / (liability) 1 April 2022	Recognised in profit or loss - credit / (charge)	Recognised in OCI - credit/(charge)	Net asset / (liability) 31 March 2023
Property, plant and equipment	32.00	(30.66)	-	1.34
Impact of Ind AS 116 (refer note 38)	196.91	(23.02)	-	173.89
Employee benefits	101.58	(7.85)	(1.87)	91.86
Trade receivables	10.25	8.37	-	18.62
Borrowings	3.72	5.03	-	8.75
Provision for warranties	12.66	(2.72)	-	9.94
Loans	(50.81)	(6.43)	-	(57.24)
Derivative contracts	-	0.00	-	0.00
Brought forward loss	244.68	21.34	-	266.02
Others	(0.44)	(8.39)	-	(8.83)
Deferred tax asset / (liability)	550.55	(44.33)	(1.87)	504.35

1. Significant management judgement 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 the jurisdiction in which the entity operates and the period over which deferred income tax assets will be recovered.
2. Deferred tax liability on undistributed earnings of subsidiaries was not recognised because the Holding Company is able to control the timing of the reversal of temporary differences associated with such undistributed profits and is probable that such differences will not reverse in the foreseeable future.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Carried Forward Losses of India Transact Services Limited

(₹ in million)

Assessment Year	Business Loss	Unabsorbed Depreciation
2014-15	-	0.51
2015-16	-	0.50
2016-17	159.49	7.82
2017-18	146.29	19.04
2018-19	130.34	20.68
2020-21	91.48	74.32
2021-22	86.58	95.66
2022-23	-	89.28
2023-24	-	48.00
2024-25	-	42.29
Total	614.18	398.10

Carried Forward Losses of AGS Transact Technologies Limited

(₹ in million)

Assessment Year	Business Loss	Unabsorbed Depreciation
2023-24	639.89	-
2024-25	1,041.23	-
Total	1,681.12	-

Note: Business loss can be utilised for the period of 8 years from the relevant assessment year.

(e) Other non current tax assets (net)

(₹ in million)

Particulars	31 March 2024	31 March 2023
Advance tax paid (net of provision for tax)*	406.20	673.86

* Net of provision for tax ₹ 83.30 million (31 March 2023: ₹ 161.35 million)

(f) Other current tax assets

(₹ in million)

Particulars	31 March 2024	31 March 2023
Advance tax paid (net of provision for tax)	315.19	-
	315.19	-

Note 9 Other non-current assets

Unsecured, considered good

(₹ in million)

Particulars	31 March 2024	31 March 2023
Balances with government authorities	77.73	85.97
Capital advances	207.83	314.42
Premium on purchase of property, plant and equipment (refer note 44)	13.54	18.74
Other prepaid and deferred expenses	91.92	15.09
	391.02	434.22

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 10 Inventories

(valued at lower of cost and net realisable value)

(₹ in million)

Particulars	31 March 2024	31 March 2023
Raw materials and components (refer note (i) below)	721.84	503.71
Finished goods	107.70	195.91
Stock-in-trade	46.78	37.31
Stores and spares	2.82	3.37
	879.14	740.30

Notes:

- (i) Inventories includes goods in transit ₹ 11.13 million (31 March 2023: ₹ 77.63 million)
- (ii) All inventories are hypothecated against borrowings, the details relating to which have been described in Note 22 (a)
- (iii) Inventories are net of net realisable value adjustment ₹ 4.62 million (31 March 2023: ₹ 1.75 million).

Note 11 Current financial assets - Trade receivables

(₹ in million)

Particulars	31 March 2024	31 March 2023
Billed receivables - Unsecured, considered good (refer note 18 and 47 (B))	5,488.43	7,029.88
Unbilled receivables (refer note 47 (B))	1,823.55	2,008.16
	7,311.98	9,038.04

Note: For dues from related parties (unsecured consider good) refer note 50.

Billed receivables ageing schedule

As at 31 March 2024

(₹ in million)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	3,541.26	843.01	708.56	140.84	254.76	5,488.43
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-



Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Unbilled receivables ageing schedule

As at 31 March 2024

(₹ in million)

Particulars	Unbilled receivables not due
(i) Undisputed Unbilled receivables – considered good	1,823.55
(ii) Undisputed Unbilled receivables – which have significant increase in credit risk	-
(iii) Undisputed Unbilled receivables – credit impaired	-
(iv) Disputed Unbilled receivables–considered good	-
(v) Disputed Unbilled receivables – which have significant increase in credit risk	-
(vi) Disputed Unbilled receivables– credit impaired	-

Billed receivables ageing schedule

As at 31 March 2023

(₹ in million)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,705.05	1,139.73	889.11	173.82	105.27	7,012.98
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	16.90	-	-	16.90
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Unbilled receivables ageing schedule

As at 31 March 2023

(₹ in million)

Particulars	Unbilled receivables not due
(i) Undisputed Unbilled receivables – considered good	2,008.16
(ii) Undisputed Unbilled receivables – which have significant increase in credit risk	-
(iii) Undisputed Unbilled receivables – credit impaired	-
(iv) Disputed Unbilled receivables–considered good	-
(v) Disputed Unbilled receivables – which have significant increase in credit risk	-
(vi) Disputed Unbilled receivables– credit impaired	-

* Movement of unbilled revenue

(₹ in million)

Particulars	31 March 2024	31 March 2023
Opening unbilled revenue	2,008.16	1,923.41
Add: Addition during the year	1,542.93	1,837.56
Less: Invoiced during the year	(1,727.54)	(1,752.81)
Closing unbilled revenue	1,823.55	2,008.16

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 12 (a) Current financial assets - Cash and cash equivalents

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Cash on hand (refer note (i) below)	25.74	25.72
Current accounts	316.79	132.02
	342.53	157.74

Note:

- (i) Cash on hand as at 31 March 2024 includes ₹ 13.08 million (31 March 2023: ₹ 13.08 million) held by the Group at locations and ₹ 11.99 million (31 March 2023: ₹ 11.99 million) lying in vaults for cash burial business.
- (ii) One of the subsidiary has nodal accounts with RBL Bank and IndusInd Bank having a balance of ₹ 40.23 million (31 March 2023: ₹ 42.82 million) which is used for merchant payment for transactions done on POS machines. Hence, the same is not considered as part of cash and bank balances.

Note 12 (b) Current financial assets - Bank balances other than 12 (a) above

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Margin money with maturity of less than three months (refer note (i) and (v) below)	142.09	165.80
Margin money with maturity of more than three months but less than twelve months (refer note (ii), (iii) and (v) below)	671.87	612.40
Balance with banks - On escrow account (refer note (iv) below)	5.75	4.18
	819.71	782.38

Note:

- (i) Includes interest accrued amounting to ₹ 7.06 million (31 March 2023 : ₹ 5.93 million) on margin money with original maturity of less than three months.
- (ii) Includes interest accrued of ₹ 35.16 million (31 March 2023 : ₹ 13.60 million) on margin money with maturity more than three months but less than twelve months.
- (iii) Margin money includes amount of ₹ 10.34 million (31 March 2023: ₹ 10.38 million) given as security to banks for electronic payment services business carried out by one of the subsidiary.
- (iv) Balance in escrow account represents outstanding balance of prepaid instruments issued by the Group. Balance in escrow account is restricted accounts as per the RBI guidelines and the Group cannot withdraw any amount from these accounts.
- (v) Fixed deposits amounting to ₹ 182.38 million (31 March 2023: ₹ 44.90 million) is given as security against cash credit given by bank.

Note 13 Current financial assets - Loans

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Unsecured, considered good		
Loans and advances to other than related parties	-	306.03
	-	306.03



Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 14 Other current financial assets

(₹ in million)

Particulars	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Deposit given for acquisition of ATMs and ATM sites (refer note 44)		60.68		61.11
Security deposits		146.50		192.63
Insurance claim receivable		80.14		17.00
Amount held as margin money against borrowings		6.04		-
Other receivable (refer note below)		2.62		18.70
		295.98		289.44

Note: Includes government grants ₹ 2.56 million (31 March 2023: ₹ 10.18 million).

Note 15 Other current assets

Unsecured, considered good

(₹ in million)

Particulars	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Premium on purchase of property, plant and equipment (refer note 44)		5.20		31.80
Other prepaid and deferred expenses		250.75		253.06
One time upfront fees		-		9.37
Balances with government authorities		230.08		170.52
Advance to employees		6.25		6.58
Other advances		528.27		364.74
		1,020.55		836.07

Note 16 Equity share capital

a. Details or authorised, issued and subscribed and fully paid up share capital are as follows:

(₹ in million)

Particulars	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Authorised capital				
Equity Shares of ₹ 10/- each	160,000,000	1,600.00	160,000,000	1,600.00
Issued, subscribed and fully paid up				
Equity Shares of ₹ 10/- each fully paid up	121,403,076	1,214.03	121,403,076	1,214.03
Less: Treasury shares*	(376,908)	(3.77)	(911,880)	(9.12)
	121,026,168	1,210.26	120,491,196	1,204.91

b. Reconciliation of number of shares at the beginning and at the end of the year

(₹ in million)

Particulars	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	121,403,076	1,214.03	121,403,076	1,214.03
Add: Shares issued during the year	-	-	-	-
Less: Treasury shares* (refer note (g) below)	(376,908)	(3.77)	(911,880)	(9.12)
Shares outstanding at the end of the year	121,026,168	1,210.26	120,491,196	1,204.91

* The treasury shares of the Company includes the shares held by the AGSTTL Employees Welfare Trust ("Trust", considered as a branch of the Company). As at 31 March 2024, the Trust held 376,908 shares (31 March 2023: 911,880) of the Company. For movement in Treasury shares refer Standalone Statement of Changes in Equity.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

c. Particulars of shareholders holding more than 5% of shares

Particulars	31 March 2024		31 March 2023	
	No. of shares	Percentage	No. of shares	Percentage
Ravi B. Goyal#	27,741,455	22.85%	27,741,455	22.85%
Vineha Enterprises Private Limited	51,054,264	42.05%	51,054,264	42.05%

During the year ended 31 March 2024, 7,155,000 Equity Shares held by Ravi B. Goyal were pledged as security in respect of his personal borrowing.

d. Terms / rights attached to equity shares

The Company has equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend, if proposed by the Board of Directors, will be subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend.

The holders of equity shares will be entitled to receive remaining assets of the Company in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

e. Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Scheme (ESOS) of the Company, refer note 37.

f. Shareholding of Promoters

Name of Promoter	31 March 2024			31 March 2023		
	Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
Ravi B. Goyal	27,741,455	22.85%	Nil	27,741,455	22.85%	Nil
Vineha Enterprises Private Limited	51,054,264	42.05%	Nil	51,054,264	42.05%	Nil
	78,795,719			78,795,719		

Note:

- (i) Promoter means promoter as defined in Section 2 (69) of the Companies Act, 2013
 - (ii) Percentage change shall be computed with respect to the number at the beginning of the year.
- g. On 29 March 2022, the Company had issued 1,010,500 equity shares to AGSTTL Employees Welfare Trust under the approved ESOP schemes and the same were disclosed as treasury shares. The Company was required to obtain prior in-principle approval from Stock Exchanges, which was not complied with and the shares were allotted. The Company has made an application seeking condonation from SEBI in this regard and were granted the condonation on November 22, 2022. Thereafter, pursuant to receipt of in-principle approvals from the Stock Exchanges, these 1,010,500 equity shares were listed and admitted for trading on the Stock Exchanges with effect from December 27, 2022.
- h. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: Nil

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 17 Other equity

(₹ in million)

Particulars	31 March 2024	31 March 2023
Securities premium		
Gross balance at the beginning of the year	2,471.97	2,457.95
Less: Securities premium on treasury shares* (refer note below)	(22.51)	(38.09)
Net balance at the beginning of the year	2,449.46	2,419.86
Add : Issue of equity shares for cash	-	-
Add : Premium on share options exercised during the year	61.33	14.02
Balance at the end of the year	2,510.79	2,433.88
* Movement of securities premium on treasury shares		
Balance at the beginning of the year	(38.09)	(47.41)
Add : Issue of equity shares for cash	-	-
Less: Share options exercised during the year	15.58	9.32
Balance at the end of the year	(22.51)	(38.09)
General reserve		
Balance at the beginning of the year	560.00	560.00
Balance at the end of the year	560.00	560.00
Employee stock options reserve (refer note 37)		
Balance at the beginning of the year	246.68	186.31
Add : ESOP cost for the year	23.02	74.39
Less : Transferred to Securities Premium on share options exercised during the year	(61.33)	(14.02)
Balance at the end of the year	208.37	246.68
Foreign currency translation reserve		
Balance at the beginning of the year	139.67	68.72
Add : Movement during the year	14.87	70.95
Balance at the end of the year	154.54	139.67
Retained earnings		
Balance at the beginning of the year	765.44	390.40
(Loss) / profit for the year	(800.88)	369.62
Remeasurements of defined benefit plans for the year (net of tax)	8.09	5.42
Balance at the end of the year	(27.35)	765.44
Total other equity	3,406.35	4,145.67

Note:

The treasury shares of the Company includes the shares held by the AGSTTL Employee Welfare Trust ("Trust", considered as a branch of the Company). As at 31 March 2024, the Trust held 376,908 shares (31 March 2023: 911,880) of the Company. The amount equivalent to the face value of the treasury shares has been reduced from share capital and the excess of cost over such face value has been reduced from securities premium.

Nature and purpose of reserves

Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

General reserve is a free reserve which is used for time to time to transfer profits from / to retained earnings for appropriation purposes.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The Company had transferred a portion of the net profit of the Company before declaring dividend to General reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to General reserve is not required under the Companies Act, 2013.

Employee stock options reserve

The Group has established various equity-settled share-based payment plans for certain categories of employees of the Company and its subsidiaries. Refer note 37 for further details on these plans.

Debenture redemption reserve

Debenture redemption reserve is a statutory reserve (as per Companies Act, 2013) created out of profits of the Company available for payment of dividend for the purpose of redemption of Debentures issued by the Company. On completion of redemption, the reserve is transferred to General reserve.

Foreign currency translation reserve

Foreign currency translation reserve comprises of all foreign currency differences arising from the translation of the financial statements of foreign entities.

Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, debenture redemption reserve, dividends or other distributions paid to shareholders.

It includes Remeasurements of defined benefit plans also disclosed under Other Comprehensive Income.

Dividend

The Company has not declared any dividend during the year (31 March 2023: ₹ Nil)

Note 18 Other current assets

Non-current financial liabilities - Borrowings

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Term loans - Secured		
Borrowings In India	2,245.07	2,680.12
Indian rupee term loan from banks (refer note (i) below)	25.80	135.64
Indian rupee vehicle loan from banks (refer note (ii) below)	83.74	116.42
Indian rupee vehicle loan from others (refer note (iii) below)	535.35	301.26
Indian rupee term loan from others (refer note (iv) below)	2,889.96	3,233.44
Borrowings Outside India	1,339.85	2,260.80
Term loan- ECB (refer note (v) and (vii) below)	1,339.85	2,260.80
	4,229.81	5,494.24

Notes:

- (i) Indian rupee term loan from banks carry an interest rate in the range of 9.25% p.a. to 12.50% p.a. The loans are repayable as per the balance amortisation schedule spread over from 21 months to 57 months. Loans are secured by charge on specific assets comprising of ATMs, specific receivables and other related equipments of assigned contract. Further, few of the term loans from banks availed by one of the subsidiary company are secured by way of second charge on the vehicles funded by respective lenders. Out of this, two Loans are also secured by charge on specific assets comprising of land and building.
- (ii) Indian rupee vehicle loan from banks for purchase of vehicles carries a rate of interest in the range of 8.40% to 9.80% p.a. The loans have repayment year in range of 08 to 26 months. The loans are secured by a hypothecation of the vehicles.
- (iii) Indian rupee vehicle loan from others for purchase of vehicles carries a rate of interest in the range of 8.00% to 10.95% p.a. The loans have repayment year in range of 08 to 35 months. The loans are secured by a hypothecation of the vehicles.
- (iv) Indian rupee term loan from others carry an interest rate in the range of 10.70% p.a. to 12.52% p.a. The loans are repayable as per the amortisation schedule spread over from 09 months to 42 months. Loans from others availed by one of the subsidiary company is secured by way of second charge on the vehicles funded by respective lender and one of the term loan from others availed by one of the subsidiary company is secured by

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hypothecation of plant and machinery and two of the term loan from others are secured by charge on specific receivables and corporate guarantee given by the Holding Company.

- (v) Loan in the form of External Commercial Borrowings (ECB) outside India carry an interest rate in the range of 1 month Term SOFR plus 300 bps to 360 bps. The loans are repayable as per the balance amortization schedule spread over from 06 months to 39 months. Loans are secured by charge on specific assets comprising of ATMs and specific receivables.
- (vi) There are no material breaches of the covenants associated with the borrowings (refer to above (i) to (vi)) and none of the borrowings were called back during the year.
- (vii) The borrowings have been utilised for the purpose for which it was taken including towards lease obligations relating to Right-of-use assets and hence considered capital in nature.
- (viii) Refer note 22(a) for current maturities of long term borrowings.

Note 19 Other current assets

Non-current financial liabilities - Lease liabilities

(₹ in million)

Particulars	31 March 2024	31 March 2023
Unsecured		
Lease liabilities (refer note 38)	1,780.32	2,188.05
	1,780.32	2,188.05

Note 20 Non-current - Provisions

(₹ in million)

Particulars	31 March 2024	31 March 2023
Provision for employee benefits		
Gratuity (refer note 36)	240.87	244.58
	240.87	244.58

Note 21 Non-current - Provisions

(₹ in million)

Particulars	31 March 2024	31 March 2023
Deferred revenue	17.69	17.87
	17.69	17.87

Note 22 (a) Current financial liabilities - Borrowings

(₹ in million)

Particulars	31 March 2024	31 March 2023
Secured		
From banks (refer note (ii) below)		
Working capital loans (refer note (i) below)	236.22	108.94
Cash credit and other facilities (refer note (vii) and (viii) below)	226.62	68.21
From others		
Working capital loans (refer note (iii) and (iv) below)	187.34	611.06
Current maturities of long term borrowings (refer note (v) below)	2,113.80	1,506.83
Unsecured		
Loan from director of a subsidiary company (refer note (vi) below)	79.40	79.47
	2,843.38	2,374.51

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Notes:

- (i) Includes interest accrued amounting to ₹ 1.08 million (31 March 2023: ₹ 0.90 million)
- (ii) Working capital loans, cash credit and other facilities from Banks are secured by hypothecation of current assets and are repayable on demand. These loans carry an interest rate as mentioned below:
- | | |
|----------------------------------|----------------------------|
| Working capital loans | 10.00% p.a. to 11.00% p.a. |
| Cash credit and other facilities | 7.63% p.a. to 11.50% p.a. |
- (iii) The working capital loans from others are secured by hypothecation of current assets and are repayable on demand. Further, one of the above loans availed by subsidiary company is secured by way of corporate guarantee given by parent company. These loans carry an interest rate ranging from 10.80% p.a. to 13.00% p.a.
- (iv) Working capital loans includes factored receivables which is secured by factored invoices and second charge on current assets (refer note 47 (B)).
- (v) Includes interest accrued amounting to ₹ 40.12 million (31 March 2023: ₹ 35.20 million).
- (vi) The loan from director of a subsidiary company is interest free and repayable on demand.
- (vii) Facilities taken from bank towards merchant settlement carrying interest rate of 10.25% to 10.80% and is repayable on demand.
- (viii) The Group has availed short term borrowings from banks or financial institutions on the basis of security of current assets. The Group is required to file periodic returns with banks, including those related to current assets. The returns are extracted from audited / unaudited financial information provided by the Group, summary of which are tabulated below:

AGS Transact Technologies Limited

							(₹ in million)
Quarter	Name of bank	Particulars	Amounts as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies	
Q 1 – June 2023	IDFC First Bank Ltd Standard Chartered Bank HDFC Bank Ltd. Dhanlaxmi Bank Federal Bank Ltd. Bajaj Finance Ltd. Indusind Bank Ltd	Inventories, Trade receivables and payables	7,370.92	7,370.92	-	Refer note below	
Q 2 – September 2023	IDFC First Bank Ltd Standard Chartered Bank HDFC Bank Ltd. Dhanlaxmi Bank Federal Bank Ltd. Bajaj Finance Ltd. Indusind Bank Ltd Bandhan Bank	Inventories, Trade receivables and payables	6,858.72	6,858.72	-	Not required	
Q 3 – December 2023	IDFC First Bank Ltd HDFC Bank Ltd. Dhanlaxmi Bank Ltd Federal Bank Ltd. Bajaj Finance Ltd. Indusind Bank Ltd Bandhan Bank	Inventories, Trade receivables and payables	6,045.37	6,045.37	-	Not required	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in million)

Quarter	Name of bank	Particulars	Amounts as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Q 4 – March 2024	IDFC First Bank Ltd HDFC Bank Ltd. Dhanlaxmi Bank Federal Bank Ltd. Bajaj Finance Ltd. IndusInd Bank Ltd Bandhan Bank	Inventories, Trade receivables and payables	5,850.43	NA	NA	Not yet filed
Q 1 – June 2022	ICICI Bank Ltd. Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd. Qatar National Bank	Inventories, Trade receivables and payables	6,516.14	6,557.66	(41.52)	Refer note below
Q 2 – September 2022	ICICI Bank Ltd. Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd. Qatar National Bank	Inventories, Trade receivables and payables	7,174.74	7,174.74	-	Not required
Q 3 – December 2022	Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd. Qatar National Bank	Inventories, Trade receivables and payables	7,678.70	7,678.70	-	Not required
Q 4 – March 2023	Standard Chartered Bank Citibank N.A. HDFC Bank Ltd. Axis Bank Ltd. Federal Bank Ltd. Bajaj Finance Ltd. Dhanlaxmi Bank Ltd. IDFC First Bank Ltd. IndusInd Bank Ltd.	Inventories, Trade receivables and payables	7,389.44	NA	NA	Not yet filed

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for the year ended March 31, 2024

Securevalue India Limited

Quarter	Name of bank	Particulars	Amounts as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Q 1 – June 2023	Bajaj Finance Ltd.	Trade receivables and payables	2,349.15	2,349.15	-	Not Required
Q 2 – September 2023	NA	Trade receivables and payables	NA	NA	NA	Not Applicable
Q 3 – December 2023	NA	Trade receivables and payables	NA	NA	NA	Not Applicable
Q 4 – March 2024	NA	Trade receivables and payables	NA	NA	NA	Not Applicable
Q 1 – June 2022	Bajaj Finance Ltd.	Trade receivables and payables	2,350.86	2,371.81	(20.95)	Refer note below
Q 2 – September 2022	Bajaj Finance Ltd.	Trade receivables and payables	2,522.66	2,522.66	-	Not Required
Q 3 – December 2022	Bajaj Finance Ltd.	Trade receivables and payables	2,167.60	2,167.60	-	Not Required
Q 4 – March 2023	Bajaj Finance Ltd.	Trade receivables and payables	2,185.21	NA	NA	Refer note below

Note: Primarily due to year/ period end closing adjustment.

Note 22 (b) Unsecured

(₹ in million)

Particulars	31 March 2024	31 March 2023
Reverse factoring		
	1,126.18	916.13
	1,126.18	916.13

Note: Average period upto 120 days, rate of interest 7.50% to 9.75%.

Note 22 (c) Current financial liabilities - Lease liabilities

(₹ in million)

Particulars	31 March 2024	31 March 2023
Unsecured		
Lease liabilities (refer note 38)	1,215.72	1,335.95
	1,215.72	1,335.95

Note: Average period upto 120 days, rate of interest 7.50% to 9.75%.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 23 Current financial liabilities - Trade payables due to:

(₹ in million)

Particulars	31 March 2024	31 March 2023
- Micro enterprises and small enterprises	316.39	322.46
- Other than micro enterprises and small enterprises	2,984.62	3,348.01
	3,301.01	3,670.47

Note: For dues to related parties refer note 49.

The following disclosures are made for the amounts due to micro enterprises and small enterprises:-

(₹ in million)

Particulars	31 March 2024	31 March 2023
The principal amount remaining unpaid to any supplier as at the end of each accounting year	282.96	322.46
Interest due thereon	33.43	20.16
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

Trade payables and accrued expenses ageing schedule

As at 31 March 2024

(₹ in million)

Particulars	Not due	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	33.43	269.11	9.79	1.50	2.56	316.39
(ii) Others	1,492.62	988.66	143.03	143.15	175.15	2,942.61
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	1.16	2.87	37.98	42.01

As at 31 March 2023

(₹ in million)

Particulars	Not due	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	-	310.00	11.25	0.63	0.58	322.46
(ii) Others	1,366.37	1,311.72	352.51	73.41	172.43	3,276.44
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	1.16	3.14	-	67.27	71.57

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for the year ended March 31, 2024

Note 24 Other current financial liabilities

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Accrued employee cost	670.54	695.81
Payable for capital goods	195.08	81.21
Security deposit vendor	26.25	26.74
Payables related to Service Concession Arrangement projects (refer note 39)	-	5.57
	891.87	809.33

Note 25 Other current liabilities

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Deferred revenue	16.64	24.00
Balances due to government authorities (refer note below)	454.81	224.35
Others	-	2.54
Advance from Customers	28.22	22.78
	499.67	273.67

Note:

Includes dues towards Tax deducted at source, Goods and service tax, Provident fund, Employee state insurance contribution and others and interest thereon.

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
* Movement of deferred revenue		
Opening deferred revenue	24.00	46.26
Add: Addition during the year	16.59	14.93
Less: recognised during the year	(23.95)	(37.19)
Closing deferred revenue	16.64	24.00

Note 26 Current - Provisions

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Provision for employee benefits:		
Gratuity (refer note 36)	55.17	55.25
Compensated absences (refer note 36)	78.53	81.41
Others provision for:		
Warranties*	15.20	21.62
	148.90	158.28

Provision for warranties represents management's best estimate of the liability for warranties granted on products. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality. The expected timing of any resulting outflows of economic benefits is 1-3 years.

*Provision for warranties is recognised for machines sold to customers:-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Movement of warranty (Non-current and current classification)

(₹ in million)

Particulars	31 March 2024	31 March 2023
Opening balance	39.49	59.81
Charge during the year	2.29	10.45
Utilisation during the year	(8.89)	(30.77)
Closing balance	32.89	39.49

Also refer note 21 and note 28

Note 27 Revenue from operations

(₹ in million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Sale of traded goods		
- Automation products	22.32	218.32
Sale of manufactured goods		
- Automation products	129.13	559.09
- ATM and ATM sites	248.21	286.05
	399.66	1,063.46
Revenue from services		
ATM and management services	7,709.35	7,973.10
Less: Amortisation of one time upfront fee and premium on purchase of property, plant and equipment (refer note 44)	(23.20)	(42.29)
	7,686.15	7,930.81
AMC services and upgrades	1,573.09	2,321.97
Digital payment services	2,967.80	2,799.57
Cash management services	2,079.64	2,596.92
	14,306.68	15,649.27
Total revenue from operations (net) (refer note 42)	14,706.34	16,712.73

Note 28 Other income

(₹ in million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest income from instruments measured at amortised cost :		
Deposits with banks	62.61	40.52
Security deposits	19.25	28.59
Others	38.48	64.25
Dividend Income	-	-
Insurance claim	148.66	61.49
Scrap sale	-	0.41
Corporate guarantee income	-	-
Write back of lease liabilities (net) (refer note 38)	55.19	63.47
Foreign exchange gain (net)	4.05	-
Reversal of provision for warranty (net)	6.42	12.05

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in million)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Realised/unrealised gain on investment in quoted mutual fund at Fair Value through Profit or Loss	1.01	0.47
Gain on sale / retirement of property, plant and equipment (net)	10.79	-
Government grant (refer note below)	17.79	42.70
Others	17.08	48.44
	381.33	362.39

Note -

Government grants have been received towards operationalisation of payments Infrastructure Development Fund (PIDF) Scheme intended to subsidise deployment of payment acceptance infrastructure in Tier-1 to Tier-6 centres done by the Group. There are no unfulfilled conditions or contingencies attached to these grants.

Note 29 Cost of raw materials and components consumed

(₹ in million)

Particulars	31 March 2024	31 March 2023
Inventories at the beginning of the year	503.71	416.07
Add: Purchases during the year	1,282.31	1,709.22
Less: Inventories at the end of the year	(721.84)	(503.71)
	1,064.18	1,621.58

Note 30

(₹ in million)

Particulars	31 March 2024	31 March 2023
Purchase of stock-in-trade	20.87	164.00
	20.87	164.00

Note 31 Changes in inventories of finished goods and stock-in-trade

(₹ in million)

Particulars	31 March 2024	31 March 2023
Finished goods		
Inventories at the beginning of the year	195.91	169.34
Inventories at the end of the year	107.70	195.91
	88.21	(26.57)
Stock-in-trade		
Inventories at the beginning of the year	37.31	60.64
Inventories at the end of the year	46.78	37.31
	(9.47)	23.33
Changes in inventories	78.74	(3.24)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 32 Employee benefit expenses

(₹ in million)

Particulars	31 March 2024	31 March 2023
Salaries and wages (refer note 41)	1,949.34	2,146.33
Employee stock option scheme expense net (refer note 37 and 50)	23.02	74.39
Contributions to provident and other funds (refer note 36)	108.58	109.54
Gratuity expenses (refer note 36)	58.66	62.57
Staff welfare expenses	13.26	11.01
	2,152.86	2,403.84

Note 33 Other expenses

(₹ in million)

Particulars	31 March 2024	31 March 2023
Cash management expenses	230.37	284.46
Transaction expenses	1,243.81	1,262.93
Rent expenses (refer note 38)	97.25	147.85
Caretaker and housekeeping expenses	362.63	396.49
Power and fuel expenses	833.71	905.96
Subcontracting expenses	2,244.91	2,458.58
Communication expenses	135.45	139.03
Corporate social responsibility expenses (refer note 45)	11.80	12.64
Transaction settlement expenses	153.55	143.02
Repairs and maintenance		
- Plant and machinery	898.51	866.74
- Others	190.20	160.28
Travelling and conveyance expenses	265.34	297.39
Consumables	31.71	43.31
Legal and professional charges	355.12	328.36
Insurance charges	272.56	230.09
Tools and equipments	151.78	88.19
Postage and courier	120.72	104.86
Foreign exchange loss (net)	7.62	8.19
Loss allowance on trade receivables	1,160.55	387.43
Loss on sale / retirement of property, plant and equipment (net)	-	26.57
Printing and stationery	18.07	23.71
Rates and taxes	5.70	4.79
Payment to auditors (refer note 43)	17.15	16.57
Fees for increase in authorised share capital	0.96	1.90
Sales promotion expenses	8.74	5.75
Directors' sitting fees	8.52	10.57
Commission to directors	17.30	16.10
Office expenses	28.68	41.50
Electronic Collection Charges	0.58	0.53
Miscellaneous expenses	541.89	156.40
	9,415.18	8,570.19

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 34 Finance costs

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Interest expense on instruments measured at amortised cost on:		
- financial liabilities	901.58	811.29
- lease liabilities (refer note 38)	332.02	376.56
- Others	29.73	131.32
Other borrowing costs	213.71	117.79
	1,477.04	1,436.96

Notes:

Other borrowing costs include bill discounting and reverse factoring charges.

Note 35 Earnings per share (EPS)

Particulars	31 March 2024	31 March 2023
1 (Loss) / Profit attributable to equity shareholders		
(Loss) / Profit for the year, attributable to equity shareholders (₹ in million)	(800.88)	369.62
2 Calculation of weighted average number of equity shares - Basic		
Number of shares at the end of the year	121,403,076	121,403,076
Less: Treasury shares	(376,908)	(911,880)
Less: Effect of share options exercised	(372,663)	(254,406)
Weighted average number of equity shares for the year	120,653,505	120,236,790
3 Calculation of weighted average number of equity shares - Diluted		
Number of shares at the end of the year	121,403,076	121,403,076
Less: Treasury shares	(376,908)	(911,880)
Less: Effect of share options exercised	(372,663)	(254,406)
Add : Effect of share options dilution	1,885,085	2,523,610
Weighted average number of potential equity shares for the year	122,538,590	122,760,400
4 Earnings Per Share		
Basic (₹)	(6.64)	3.07
Diluted (₹) *	(6.64)	3.01
* Since the Earnings per share computation based on diluted weighted average number of equity shares is anti-dilutive, the basic and diluted Earnings per share is the same.		
5 Nominal value of shares (₹)	10.00	10.00

Notes:

Weighted average number of shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

Note 36 Employee benefits

A. Defined Contribution Plans

Contribution to Provident fund, Employee State Insurance and any other funds

Amount of ₹ 108.58 million (31 March 2023: ₹ 109.54 million) is recognised as an expense and included in “Employee benefit expenses” (refer note 32) in the Consolidated Statement of Profit and Loss.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

B. Defined benefit plans

Gratuity

The gratuity benefit payable to the employees of the Group is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary. The gratuity benefit offered by the Group to its employees is not funded.

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) / liability and its components:

i. Reconciliation of present value of defined benefit obligation

(₹ in million)

Particulars	31 March 2024	31 March 2023
Defined benefit obligation at the beginning of the year	299.83	310.30
Current service cost	38.92	43.64
Past service cost	-	-
Interest cost	19.74	18.93
Actuarial (gains) losses recognised in Other Comprehensive Income		
arising from changes in financial assumptions	2.94	(12.10)
arising from changes in demographic assumptions	1.56	2.82
arising on account of experience changes	(15.33)	1.99
Benefits paid directly by the Group	(51.62)	(65.75)
Defined benefit obligation at the end of the year	296.04	299.83

ii. Amount recognised in Consolidated Balance Sheet

(₹ in million)

Particulars	31 March 2024	31 March 2023
Defined benefit obligation	296.04	299.83
Fair value of plan assets	-	-
Net defined benefit obligation	296.04	299.83

iii. Expense recognised in the Consolidated Statement of Profit and Loss

(₹ in million)

Particulars	31 March 2024	31 March 2023
(i) Expense recognised in the Consolidated Statement of Profit and Loss		
Current service cost	38.92	43.64
Past service cost	-	-
Interest cost	19.74	18.93
	58.66	62.57
(ii) Expense recognised in the Consolidated Other Comprehensive Income		
Actuarial (gains) / losses on defined benefit obligations		
- arising from changes in financial assumptions	2.94	(12.10)
- arising from changes in demographic assumptions	1.56	2.82
- arising on account of experience changes	(15.33)	1.99
	(10.83)	(7.29)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

iv. Actuarial assumptions

The principal assumptions used in determining gratuity benefit obligation for the Group's plan is shown below:

Particulars	31 March 2024	31 March 2023
Financial assumptions		
Discount rate	7.10% - 7.20%	7.30% - 7.40%
Salary escalation	5.00% - 7.00%	5% - 7.00%
Attrition rate Employee Age Bracket		
21 - 30 years	13.48% - 65.57%	13.40% - 79%
31 - 40 years	10.52% - 66.39%	9.90% - 77%
41 - 50 years	8.17% - 55.02%	7.30% - 55%
51 - 59 years	10.81% - 41.21%	9.50% - 35%

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality are based on published Statistics & Mortality tables. The calculation of death benefit obligation is sensitive to the mortality assumptions.

The expected contribution in the next year is ₹ 55.17 million.

v. Sensitivity analysis

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

Particulars	31 March 2024		31 March 2023	
	Increase	Decrease	Increase	Decrease
Gratuity Plan				
Discount rate 50 bps on defined benefit plans	-2.82%	2.98%	-2.96%	3.13%
Future salary growth 50 bps on defined benefit plans	2.80%	-2.68%	2.95%	-2.82%

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

Expected future cashflows:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Less than one year	55.17	55.04
One to two years	42.97	42.36
Two to five years	102.43	100.43
More than five years	284.11	322.50
Total	484.68	520.33

The weighted average duration to the payment of these cash flows is from 1.78 years to 7.22 years.

vi. Compensated absences

The liability towards compensated absences at 31 March 2024 based on actuarial valuation using the projected accrued benefit method amounted to ₹ 78.53 million (31 March 2023: ₹ 81.41 million).

Amount of ₹ 18.32 million (31 March 2023: ₹ 21.19 million) is recognised as an expense and included in "Employee benefit expenses" in the Consolidated Statement of Profit and Loss.

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for the year ended March 31, 2024

Note 37 Employee benefits

A. Employee Stock Option Plan (ESOP)

On 29 February 2012, the Board of Directors approved the Equity-Settled Employee Stock Option Scheme (ESOS 2012) for issue of stock options to the key employees of the Company and others as approved by the Board of Directors comprising of 2,319,588 options convertible into one equity share each.

The key terms and conditions related to the grants under the plan are as follows; all options are to be settled by the delivery of shares.

Particulars	ESOS 2012
Grant Date	Tranche 1: 05 March 2012
	Tranche 2: 24 July 2012
	Tranche 3: 01 February 2015
	Tranche 4: 01 February 2015
	Tranche 5: 16 August 2018
	Tranche 6: 12 August 2021
Fair Value at Grant Date	₹ 39.13 to ₹ 176.10
Exercise Price	₹ 39.13 to ₹ 111.13
Vesting period	1 to 3 years from the respective date of grant
Exercise period*	5 years or 1 year from the date of listing whichever is later (to be reckoned from date of vesting)
Expected Life	1.5 to 3.5 years

* There has been an amendment to the exercise year of the ESOP schemes in the earlier years.

The details of activity under ESOS 2012 are summarised below:-

Particulars	Including bonus issue (refer note below)	
	31 March 2024 (No. of options)	31 March 2023 (No. of options)
	ESOS 2012	ESOS 2012
Outstanding at the beginning of the year	543,460	994,760
Granted during the year	-	-
Exercised during the year*	185,242	267,300
Lapsed during the year	44,100	184,000
Outstanding at the end of the year	314,118	543,460
Exercisable at the end of the year	283,334	483,288
Weighted average remaining contractual life (years)	0 to 1.50	0 to 2.50
Weighted average fair value of options granted (₹)	7.77 to 140.66	7.77 to 140.66
Weighted average exercise price (₹)	39.13 to 111.13	39.13 to 111.13

* 75,000 options exercised during the year but shares are not transferred due to operational reasons.

Note: The above options are after considering a bonus issue of 3:1 during the year ended 31 March 2015.

The Black and Scholes Options Pricing model had been used for computing the weighted average fair value considering the following inputs on the date of grant:

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for the year ended March 31, 2024

Particulars	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6
Dividend Yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.57%
Expected Volatility	0.00%	0.00%	0.00%	0.00%	33.39%	11.20%
Risk free interest rate	8.30%	7.93%	9.05%	9.05%	7.87%	5.74%
Weighted average share price (₹)	39.13	50.00	152.46	152.46	93.00	176.10
Exercise Price (₹)	39.13	39.13	39.13	111.13	39.13	39.13
Expected life of options granted (in years)	3.04	2.91	2.50	2.31	4.51	3.50

Of the ESOS 2012 above, 298,808 options are reserved for issue of equity shares of the Company.

On 3 February 2015, the Board of Directors approved the Equity-Settled Employee Stock Option Scheme (ESOS 2015) for issue of stock options to the key employees of the Company and others as approved by the Board of Directors comprising of 1,216,000 options convertible into one equity share each.

On 4th August 2021, the Board of Directors increased the existing ESOP Pool by 2,200,000 options.

The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

Particulars	ESOS 2015
Grant Date	Tranche 1: 16 August 2018 Tranche 2: 12 August 2021
Fair Value at Grant Date	₹ 93.00 to ₹ 176.10
Exercise Price	₹ 39.13
Vesting period	1 to 3 years from the respective date of grant
Exercise period*	5 years or 1 year from the date of listing whichever is later (to be reckoned from date of vesting)
Expected Life	3.5 to 5.5 years

The details of activity under ESOS 2015 are summarised below:-

Particulars	31 March 2024 (No. of options)	31 March 2023 (No. of options)
	ESOS 2015	ESOS 2015
Outstanding at the beginning of the year	1,918,800	2,485,660
Granted during the year	-	-
Exercised during the year*	476,720	52,720
Lapsed during the year	208,350	514,140
Outstanding at the end of the year	1,233,730	1,918,800
Exercisable at the end of the year	659,626	772,060
Weighted average remaining contractual life (year)	0.51 to 1.50	0.51 to 2.50
Weighted average fair value of options granted (₹)	93.00 to 176.10	93.00 to 176.10
Weighted average exercise price (₹)	39.13	39.13

* 51,990 options exercised during the year but shares are not transferred due to operational reasons.

The Black and Scholes Options Pricing model had been used for computing the weighted average fair value considering the following inputs on the date of grant:

Particulars	Tranche 1	Tranche 2
Dividend yield	0.00%	0.57%
Expected volatility	33.39%	11.20%
Risk free interest rate	7.87%	5.74%

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Particulars	Tranche 1	Tranche 2
Weighted average share price (₹)	93.00	176.10
Exercise price (₹)	39.13	39.13
Expected life of options granted in year	4.51	3.50

Of the ESOS 2015 above, 1,000,430 options are reserved for issue of equity shares of the Company.

Note 38 Leases

Group as a Lessee

Effective April 1, 2019, the Group adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Group’s incremental borrowing rate at the date of initial application.

The following is the break-up of current and non-current lease liabilities:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Current lease liabilities	1,215.72	1,335.95
Non-current lease liabilities	1,780.32	2,188.05
Total	2,996.04	3,524.00

The following is the movement in lease liabilities during the year:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Opening Balance	3,524.00	3,920.78
Additions	876.10	965.53
Finance costs accrued during the year	332.02	376.56
Payment of lease liabilities	(1,394.04)	(1,416.26)
On deletion	(274.76)	(322.61)
On closure of sale and lease back transaction	(67.28)	-
Closing Balance (refer note 19 and 22c)	2,996.04	3,524.00

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2024 on an undiscounted basis:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Less than one year	1,216.79	1,194.25
One to five years	2,121.28	2,386.59
More than five years	222.48	308.91
Total	3,560.55	3,889.75

The following is the movement in Right-of-use assets during the year:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Opening Balance	2,618.68	3,210.16
Additions	658.17	620.78
Depreciation for the year	(871.11)	(953.12)
De-recognition of right-of-use asset	(219.57)	(259.14)
Closing Balance	2,186.17	2,618.68

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for the year ended March 31, 2024

The table below provides details of amounts recognised in the Consolidated Statement of Profit and Loss:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Depreciation on Right-of-use assets	871.11	953.12
Interest on lease liabilities	332.02	376.56
Expenses related to short term leases and leases not covered under Ind AS 116	97.25	147.85
Write back of lease liabilities (net)	(55.19)	(63.47)
	1,245.19	1,414.06

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Weighted average incremental borrowing rate applied to lease liabilities	10.24% - 22.60%	9.84% - 22.60%

The average tenure of leases covered under Ind AS 116 is 1 to 9 years.

The outflow on account of lease liabilities for the year ended 31 March 2024 is ₹ 1,394.04 million (31 March 2023: ₹ 1,416.26 million).

Note 39 Leases

Service concession arrangement

During the year ended 31 March 2016, the Company along with a private bank (acting in the capacity of lead bidder) and another third party jointly bid for a public private arrangement to set up an open loop, contactless, smart card based Automatic Fare Collection System (AFCS) in relation to a metro rail project. The roles, responsibilities and obligations of all the parties was agreed as part of a consortium agreement executed between the three parties.

The Company's responsibilities include supply, installation and testing of AFCS equipment and support / maintenance of such equipment for a year of 6 years. The Company is entitled to receive a specified percentage of the value of ticket sales generated by the metro rail project for a period of 10 years.

The arrangement has been identified as a service concession arrangement in accordance with Appendix A to Ind AS 11 Construction Contracts (now in accordance with Appendix C to Ind AS 115) where the Company's responsibilities include supply of the specified equipment and maintenance / support in relation to the same and the consideration linked to the ticket revenue generated by the related metro rail project.

During the year ended 31 March 2017, the Company was in the process of fulfilling its supply / installation/testing obligation and hence the cost incurred in relation to the project was capitalised as Intangible Assets under Development, net of in substance reimbursements received from co-bidders. In addition, amounts payable in relation to such projects have been reflected as Other financial liabilities.

To the extent the installation and consequent deployment of equipment has been completed, related expenditure (net of in substance reimbursements received from co bidders) and corresponding revenue based on the percentage of installation and deployment is recognised in the Statement of Profit and Loss and the consequent Intangible Assets are recognised in the Standalone Balance Sheet. The useful life is assessed based on the go live date.

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Revenue recognised during the year	29.54	13.51
Intangible assets capitalised	29.54	13.51

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Note 40 Contingent liabilities, commitments and others

(to the extent not provided for)

A. Contingent liabilities

(₹ in million)

Particulars	31 March 2024	31 March 2023
I: Claims against the Group not acknowledged as debts:	20.37	18.38
II: Matters in dispute under appeal		
(i) Sales tax	47.12	73.16
(ii) Excise duty*	0.43	0.43
(iii) Custom duty	-	3.03
(iv) Goods and service tax	31.99	5.63
III: Other tax matters	41.37	40.14
Total	141.28	140.77

* Excludes, interest amount which would be finalised during the course of assessment.

Against the above pending tax and other litigation, the Company has paid ₹ 2.31 million under protest (31 March 2023: ₹ 4.52 million). The Group's pending litigations comprise of claims against the Group and pertaining to proceedings pending with Indirect tax authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its consolidated financial statements.

For the Assessment Year 2017-18, the Group has received demand of ₹ 66.43 million of which ₹ 13.29 million has been adjusted against the refund. The Group has filed an appeal for the same.

For the Assessment Year 2016-17, the Group has received demand of ₹ 71.66 million. The Group has filed an application for rectification for the same and in process of filing application u/s 264 before CIT.

The Company has received a notice for the delayed payments of TDS for the financial year 2019-20 & 2021-22 which has been closed during the previous year.

The Company has received a notice for the delayed payments of TDS for the financial year 2018-19 & 2022-23. Matter is pending before CIT-TDS.

There has been a Supreme Court (SC) judgement dated February 28, 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. In view of the management, the liability for the year from date of the SC order to March 31, 2019 is not significant and has been provided in the books of account. During the year ended March 31, 2020, Group has incorporated the effect of changes in the books of accounts. The Group will continue to assess any further developments in this matter for the implications on consolidated financial statements, if any. Further, pending directions from the EPFO, the impact for the past year, if any, was not ascertainable and consequently no effect was given in the accounts.

The Code on Social Security, 2020 (code) relating to employee benefits received presidential assent in September 2020. The code has been published in the Gazette of India. However, the date on which the code will come into effect has not been notified. The Group will assess the impact of the code when it comes into effect and will record any related impact in the year the codes become effective.

In the previous year, the Group has received a show cause cum demand notice amounting to ₹ 548.33 million, excluding interest and penalty thereon, with respect to transfer of GST on services provided by the Head office to its branches. The issue is presently contentious and the amount of present obligation cannot be measured with sufficient reliability.

The amount of the contingent liability is based on the best possible estimate which in turn is based on likelihood of possible outcomes of proceedings by the regulators.

B. Capital and other commitments

(₹ in million)

Particulars	31 March 2024	31 March 2023
Estimated amount of contracts remaining to be executed on capital and other commitments account and not provided for	240.89	955.89

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for the year ended 31 March 2024

Note 41 Capitalisation of expenditure

The Group has developed certain software wherein the following development expenses have been capitalised/under development by the Group during the year

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Salaries and wages	22.45	41.18

The Group has capitalised the following expenses of revenue nature to the cost of property, plant and equipment / capital work-in-progress during the year

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Salaries and wages	6.75	21.93
Transport expenses	0.51	0.97
	7.26	22.90

Note 42 Employee benefits

A. Disclosure under Ind AS 115, Revenue from Contracts with Customers

(i) Sale of product and manufactured goods

The Group applies practical expedient in paragraph 121 of Ind AS 115 for all contracts entered for sales of products and manufactured goods and does not disclose information about remaining performance obligations that have original expected duration of one year or less.

(ii) Revenue from services

The Group applies practical expedient in paragraph 121 of Ind AS 115 for all contracts entered for revenue from services, whereby it has right to receive consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date. Hence, the Group does not disclose information of remaining performance obligation of such contracts.

(iii) Timing of revenue recognition

Setup & other one time revenue' and 'Service revenue' are services recognised over a year of time. 'Sale of traded goods', 'Sale of manufactured goods', 'ATM and management services', Transaction revenue and others are recognised at a point in time when performance obligations are transferred to the customers.

B. Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year.

C. Disaggregation of revenue from contracts with customers

Revenue from contracts with customers is disaggregated by primary business segment. Disaggregated revenue with the Group's reportable segments is given in the note 49.

D. Reconciliation of revenue recognised with contracted price

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Contracted Price	15,089.01	17,140.97
Reduction towards service level credits, trade discounts, etc.	(382.67)	(428.24)
Revenue from operations	14,706.34	16,712.73

Management has made an assessment of recoverability of its certain aged trade receivables and assessed that pendency of certain service level credits discussion (including reconciliations) with the customers being banks, government and large corporates with low

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credit risk, have recognised a 'loss allowance on trade receivables' of ₹ 1,160.55 million in the statement of profit and loss for the year ended 31 March 2024 (31 March 2023: ₹ 387.43 million) (Refer Note 33). There is no opening and closing balance of loss allowance.

- E. The Company has entered into certain contract with a customer amounting to ₹ 1,599.95 million, wherein revenue amounting to ₹ 266.51 million has been recognised for the year ended 31 March 2024 (31 March 2023: ₹ 594.32 million) and balance will be recognised as and when it satisfies a performance obligation by transferring a good or service to a customer over time (Estimated remaining contract period: 4 years).

Transaction price allocation to remaining performance obligations:

The following revenue is expected to be recognised in the future related to performance obligations that are unsatisfied or partially unsatisfied at the reporting date. The revenue expected is ₹ Nil (31 March 2023: ₹ 7.86 million) upto 6 months and ₹ Nil (31 March 2023: ₹ 1.65 million) between 6 months and 1 year.

Note 43 Payment to auditors (excluding tax)

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Audit fees	16.11	15.37
Certification fees and other services*	2.33	0.90
Out of pocket expenses*	1.04	0.30
	19.48	16.57

*Out of above expenditure, ₹ 2.33 million (31 March 2023: ₹ Nil) is included in legal and professional charges.

Note 44

During the year ended 31 March 2014, the Company had entered into an agreement with a customer for providing ATM Management services for 10 years. As a part of the arrangement, the Company acquired existing ATM sites at total consideration of ₹ 926.25 million. Further, an interest free security deposit of ₹ 880.00 million has been advanced towards such acquisition of the ATM network.

The property, plant and equipment acquired were capitalised at the respective fair value of ₹ 649.64 million and the difference of ₹ 276.61 million between the fair value of property, plant and equipment acquired and the total consideration was recognised as Premium on purchase of assets under 'Other assets'. In addition, the difference between the fair value and transaction price of the interest free security deposit referred to above has also been adjusted with premium on purchase of assets under 'Other assets'. The aggregate premium on purchase of equipment is amortised over the life of the contract with an adjustment to revenue. The charge for the current year is ₹ 31.80 million (31 March 2023: ₹ 58.40 million).

The Group is depreciating the property, plant and equipment acquired over the remaining useful life.

Note 45 Corporate social responsibility expenses

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
(a) Amount required to be spent by the Company during the year	11.80	12.64
(b) Amount approved by the Board to be spent during the year	11.80	12.64
(c) Amount spent during the year		
(i) Construction/ acquisition of any asset	NIL	NIL
(ii) On purposes other than (i) above	11.80	12.64
(d) Details of related party transactions	11.80	12.64

(e) Details of unspent obligations:

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Details of ongoing project and other than ongoing project

(₹ in million)

Particulars (Ongoing project)	31 March 2024	31 March 2023
Opening Balance		
- With Company	-	-
- In separate CSR Unspent account	-	-
Amount required to be spent during the year	11.80	12.64
Amount spent during the year		
- From Company's bank account*	11.80	12.64
- From separate CSR Unspent account	-	-
Closing Balance		
- With Company	-	-
- In separate CSR Unspent account	-	-

(₹ in million)

Particulars (Other than ongoing project)	31 March 2024	31 March 2023
Opening Balance	-	-
Amount deposited in specified fund of Schedule VII within 6 months	-	-
Amount required to be spent during the year	-	-
Amount spent during the year*	-	-
Closing Balance	-	-

* Out of total spent ₹ 11.80 million and ₹ 3.01 million remained unutilised by the implementing agency pertaining to current year and previous year respectively. The ongoing projects relate to promotion of education.

Note 46 Other current financial liabilities

(₹ in million)

Particulars	As at 31 March 2024							
	Net assets i.e., total assets minus total liabilities		Share in profit / (loss)		Share in OCI		Share in total comprehensive income	
	As a % consolidated assets	Amount	As a % consolidated profit and loss	Amount	As a % consolidated other comprehensive income	Amount	As a % consolidated total comprehensive income	Amount
Parent :								
AGS Transact Technologies Limited	111.34%	5,140.19	83.64%	(669.85)	39.11%	8.98	84.95%	(660.87)
Indian Subsidiaries:								
Securevalue India Limited	34.49%	1,592.37	-24.46%	195.89	-4.83%	(1.11)	-25.04%	194.78
India Transact Services Limited	5.25%	242.18	12.32%	(98.66)	0.96%	0.22	12.65%	(98.44)
Foreign Subsidiary:								
Global Transact Services Pte. Limited	18.82%	868.69	0.09%	(0.71)	0.00%	-	0.09%	(0.71)
Indirect Foreign Subsidiaries:								
Novus Technologies Pte. Limited	-14.20%	(655.53)	1.87%	(14.97)	0.00%	-	1.92%	(14.97)
Novus Transact Philippines Corporation	0.57%	26.19	-4.98%	39.92	0.00%	-	-5.13%	39.92
Novus Technologies (Cambodia) Company Limited	8.09%	373.31	-0.74%	5.92	0.00%	-	-0.76%	5.92
Novustech Transact Lanka (Private) Limited	12.13%	560.05	-0.01%	0.08	0.00%	-	-0.01%	0.08
Non-controlling interests	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Associate:								
PT.Nova Digital Perkasa	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Consolidation Adjustments (including Exchange differences in translation of financial statements of foreign operations)	-76.49%	(3,530.84)	32.28%	(258.50)	64.76%	14.87	31.32%	(243.63)
Total	100.00%	4,616.61	100.00%	(800.88)	100.00%	22.96	100.00%	(777.92)

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(₹ in million)

Particulars	As at 31 March 2023							
	Net assets i.e., total assets minus total liabilities		Share in profit / (loss)		Share in OCI		Share in total comprehensive income	
	As a % consolidated assets	Amount	As a % consolidated profit and loss	Amount	As a % consolidated other comprehensive income	Amount	As a % consolidated total comprehensive income	Amount
Parent :								
AGS Transact Technologies Limited	107.60%	5,757.11	40.25%	148.77	3.51%	2.68	33.96%	151.45
Indian Subsidiaries:								
Securevalue India Limited	30.95%	1,655.81	89.39%	330.41	2.87%	2.19	74.58%	332.60
India Transact Services Limited	4.49%	240.47	-37.28%	(137.81)	0.72%	0.55	-30.78%	(137.26)
Foreign Subsidiary:								
Global Transact Services Pte. Limited	16.26%	870.22	-0.18%	(0.68)	0.00%	-	-0.15%	(0.68)
Indirect Foreign Subsidiaries:								
Novus Technologies Pte. Limited	-11.98%	(641.11)	0.98%	3.63	0.00%	-	0.81%	3.63
Novus Transact Philippines Corporation	-0.28%	(14.74)	4.34%	16.04	0.00%	-	3.60%	16.04
Novus Technologies (Cambodia) Company Limited	6.79%	363.39	1.08%	4.01	0.00%	-	0.90%	4.01
Novustech Transact Lanka (Private) Limited	10.47%	560.44	0.08%	0.30	0.00%	-	0.07%	0.30
Non-controlling interests	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Associate:								
PT.Nova Digital Perkasa	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Consolidation Adjustments (including Exchange differences in translation of financial statements of foreign operations)	-64.31%	(3,441.01)	1.34%	4.95	92.90%	70.95	17.02%	75.90
Total	100.00%	5,350.58	100.00%	369.62	100.00%	76.37	100.00%	445.99

Note 47 Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

(₹ in million)

As at 31 March 2024	Carrying Amount			Fair Value				
	Amortised Cost	FVTPL	FVOCI	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets								
Investments	0.08	-	-	0.08	-	-	-	-
Other non-current financial assets	607.37	-	-	607.37	-	-	-	-
Current financial assets								
Investments	-	20.70	-	20.70	-	20.70	-	-
Trade receivables	7,311.98	-	-	7,311.98	-	-	-	-
Cash, cash equivalents and other bank balances	1,162.24	-	-	1,162.24	-	-	-	-
Other financial assets	295.98	-	-	295.98	-	-	-	-
	9,377.65	20.70	-	9,398.35	20.70	-	-	-
Non-current financial liabilities								
Borrowings (including current maturities of long term borrowings)	6,343.61	-	-	6,343.61	-	-	-	-
Lease liabilities	1,780.32	-	-	1,780.32	-	-	-	-
Other financial liabilities	-	-	-	-	-	-	-	-

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(₹ in million)

As at 31 March 2024	Carrying Amount			Fair Value					
	Particulars	Amortised Cost	FVTPL	FVOCI	Total	Level 1	Level 2	Level 3	Total
Current financial liabilities									
Borrowings									
- Borrowings from banks and others (excluding current maturities of long term borrowings)	729.58	-	-	729.58	-	-	-	-	-
- Reverse factoring	1,126.18	-	-	1,126.18	-	-	-	-	-
Lease liabilities	1,215.72	-	-	1,215.72	-	-	-	-	-
Trade payables	3,301.01	-	-	3,301.01	-	-	-	-	-
Other financial liabilities	891.87	-	-	891.87	-	-	-	-	-
	15,388.29	-	-	15,388.29	-	-	-	-	-

(₹ in million)

As at 31 March 2023	Carrying Amount			Fair Value					
	Particulars	Amortised Cost	FVTPL	FVOCI	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets									
Investments in subsidiaries									
	0.08	-	-	0.08	-	-	-	-	-
Other non-current financial assets	626.76	-	-	626.76	-	-	-	-	-
Current financial assets									
Investments									
	-	8.67	-	8.67	-	8.67	-	-	-
Trade receivables	9,038.04	-	-	9,038.04	-	-	-	-	-
Cash, cash equivalents and other bank balances	940.12	-	-	940.12	-	-	-	-	-
Loans	306.03	-	-	306.03	-	-	-	-	-
Other financial assets	289.44	-	-	289.44	-	-	-	-	-
	11,200.47	8.67	-	11,209.14	-	8.67	-	-	-
Non-current financial liabilities									
Borrowings (including current maturities of long term borrowings)									
	7,001.07	-	-	7,001.07	-	-	-	-	-
Lease liabilities	2,188.05	-	-	2,188.05	-	-	-	-	-
Current financial liabilities									
Borrowings									
- Borrowings from banks and others (excluding current maturities of long term borrowings)	867.68	-	-	867.68	-	-	-	-	-
- Reverse factoring	916.13	-	-	916.13	-	-	-	-	-
Lease liabilities	1,335.95	-	-	1,335.95	-	-	-	-	-
Trade payables	3,670.47	-	-	3,670.47	-	-	-	-	-
Other financial liabilities	809.33	-	-	809.33	-	-	-	-	-
	16,788.68	-	-	16,788.68	-	-	-	-	-

Notes:

- The fair value of cash and cash equivalents, other bank balances, current trade and unbilled receivables, trade payables approximated their carrying value largely due to short term maturities of these instruments.
- Measurement of fair values: The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique
 - Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities
 - Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
 - Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

The following tables show the valuation techniques used for discounting long term financial instruments that are not measured at fair value on recurring basis:

Type	Valuation technique
Long term borrowings	The effective interest rate is arrived at after considering transaction/loan processing fees.
Lease liabilities	The valuation model considers the present value of expected payments discounted using appropriate discounting rates.
Long term financial assets	The valuation model considers the present value of expected receipts discounted using appropriate discounting rates.

B. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

i. Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments. The carrying amounts of financial assets represent the maximum credit risk exposure.

a. Trade receivables

The Group has a policy under which each new customer is analysed individually for creditworthiness before offering credit period and delivery / service terms and conditions. The Group makes specific provisions against such trade receivables wherever required and monitors the same at periodical intervals. Credit risk from trade receivables is managed through the Group's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Group extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. Based on prior experience, the portfolio of customers (largely being banks and public sector undertakings in India) and an assessment of the current economic environment, management believes there is no credit risk provision required. Revenue from two external customers based in India, covered across segments aggregating to ₹ 2,282.37 million (31 March 2023: ₹ 2,358.02 million) and ₹ 1,806.92 million (31 March 2023: ₹ 1,991.03 million) respectively represented more than 10% of the Group's total revenue.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables:

Particulars	Gross carrying amount	
	31 March 2024	31 March 2023
Not due / Past due 0–180 days	5,364.81	6,713.21
More than 180 days	1,947.17	2,324.83
	7,311.98	9,038.04

(₹ in million)

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The carrying amounts of the trade receivables include receivables which are subject to factoring arrangement aggregating to ₹ 189.12 million (31 March 2023: ₹ 419.35 million). The amount repayable under the factoring arrangement is presented in secured borrowings.

Loss allowance on trade receivables of ₹ 1,160.55 million (31 March 2023: ₹ 387.43 million) has been debited in Consolidated Statement of Profit and Loss.

The amounts reflected in the table above are not impaired as at the Balance Sheet dates. The allowance for expected credit loss is nil and there are no trade receivables which have significant increase in credit risk.

b. Cash, cash equivalents and other bank balances

The Group held cash and cash equivalents and other bank balances of ₹ 1,162.24 million (31 March 2023: ₹ 940.12 million). The cash and cash equivalents are held with bank and financial institution counterparties with good credit ratings.

c. Security deposits

The Group has furnished security deposits to its lessors for obtaining the premises on lease. The Group considers that its deposits have low credit risk or negligible risk of default. Also, where Group expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity risk 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 Group's reputation.

The Group aims to maintain the level of its cash and bank balances at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next six months. The Group also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments.

(₹ in million)

As at 31 March 2024	Contractual Cash flows				
	Carrying amount	Total	Up to 1 year	1 - 5 years	More than 5 years
Non derivative financial liabilities					
Term loans from banks and others (including current maturities of long term borrowings)	6,343.61	7,651.97	2,716.46	4,935.51	-
Short-term loans/working capital loans	729.58	729.58	729.58	-	-
Reverse factoring	1,126.18	1,126.18	1,126.18	-	-
Lease liabilities	2,996.04	3,560.55	1,216.79	2,121.28	222.48
Trade payables	3,301.01	3,301.01	3,301.01	-	-
Other financial liabilities	891.87	891.87	891.87	-	-
Total	15,388.29	17,261.16	9,981.89	7,056.79	222.48

(₹ in million)

As at 31 March 2023	Contractual Cashflows				
	Gross carrying amount	Total	Up to 1 year	1 - 5 years	More than 5 years
Non derivative financial liabilities					
Term loans from banks and others (including current maturities of long term borrowings)	7,001.07	8,886.82	2,215.83	6,389.81	281.18
Short-term loans/working capital loans	867.68	867.68	867.68	-	-
Reverse factoring	916.13	916.13	916.13	-	-
Lease liabilities	3,524.00	3,889.75	1,194.25	2,386.59	308.91
Trade payables	3,670.47	3,670.47	3,670.47	-	-
Other financial liabilities	809.33	809.33	809.33	-	-
Total	16,788.68	19,040.18	9,673.69	8,776.40	590.09

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The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

(iii) The carrying amounts of the reverse factoring include payables which are subject to reverse factoring arrangement aggregating to ₹ 1,126.18 million (31 March 2023: ₹ 916.13). The amount repayable under the reverse factoring arrangement is presented in current borrowings.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates etc. – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a. Currency risk

The functional currency of the Group is INR. The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the functional currency. The Group uses forward exchange contracts to hedge its currency risk on borrowings, mostly with a maturity of less than one year from the reporting date. Exposure on trade receivables and trade payables is unhedged. The Group manages itself against currency risk of External Commercial Borrowings by entering into cross-currency swaps.

The summary quantitative data about the Group's exposure to currency risk is as follows (the amounts below have been presented in the respective foreign currencies):

	(Amount in million)		
As at 31 March 2024	USD	EUR	SGD
Financial assets (A)			
Trade and other receivables	0.73	0.05	-
	0.73	0.05	-
Financial liabilities (B)			
Trade and other payables	0.59	0.30	0.02
Term loan ('ECB')	28.95	-	-
Interest and other charges on term loan ('ECB')	0.06	-	-
Less : Hedged through cross currency swaps	(29.01)	-	-
	0.59	0.30	0.02
Net exposure (A - B)	0.14	(0.25)	(0.02)

	(Amount in million)		
As at 31 March 2023	USD	EUR	SGD
Financial assets (A)			
Trade and other receivables	1.58	0.06	0.58
	1.58	0.06	0.58
Financial liabilities (B)			
Trade and other payables	0.36	0.68	-
Term loan ('ECB')	38.30	-	-
Interest and other charges on term loan ('ECB')	0.13	-	-
Less : Hedged through cross currency swaps	(38.43)	-	-
	0.36	0.68	-
Net exposure (A - B)	1.22	(0.62)	0.58

The following significant exchange rates have been applied for the year:

Currency	31 March 2024	31 March 2023
USD	83.37	82.22
EUR	90.22	89.61
SGD	61.78	61.76

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Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against USD, EUR and SGD at reporting date would have affected the measurement of financial instruments denominated in foreign currencies and affected Consolidated Statement of Profit and Loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in INR- (increase) / decrease in profit	(₹ in million)			
	31 March 2024		31 March 2023	
	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	(0.59)	0.59	(5.00)	5.00
EUR	1.14	(1.14)	2.78	(2.78)
SGD	0.05	(0.05)	(1.80)	1.80
	0.60	(0.60)	(4.02)	4.02

b. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. 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 instruments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in the interest rates.

The management is responsible for the monitoring of the Group's interest rate position. Various variables are considered by the management in structuring the Group's borrowings to achieve a reasonable, competitive, cost of funding. The Group uses cross-currency swaps to hedge the Interest rate of External Commercial Borrowings.

The interest rate profile of the Group's interest-bearing financial instruments as is as follows:

Particulars	31 March 2024	31 March 2023
Fixed rate instruments		
Financial assets	-	-
Financial liabilities	(351.16)	(489.72)
	(351.16)	(489.72)
Variable rate instruments		
Financial assets	-	-
Financial liabilities	(6,722.03)	(7,379.03)
	(6,722.03)	(7,379.03)

Fair value sensitivity analysis for fixed-rate instruments

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107 Financial Instruments: Disclosures, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

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Cash flow sensitivity analysis for variable rate instruments

A reasonably possible change of 100 basis points in interest rate would have resulted in variation in the interest expense for the entity by the amounts indicated in the table below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Particulars	(₹ in million)	
	Profit or (Loss)	
	100 bps increase	100 bps decrease
31 March 2024		
Variable rate instruments	(67.22)	67.22
Cash flow sensitivity	(67.22)	67.22
31 March 2023		
Variable rate instruments	(73.79)	73.79
Cash flow sensitivity	(73.79)	73.79

Note 48 Capital management

The Group'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 primary objective of the Group's Capital Management is to maximise shareholders value.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

The Group monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities comprising interest-bearing borrowings and lease liabilities, less cash, cash equivalents, other bank balances, non-current margin money, Investment in Quoted Mutual Funds and current investment. Total equity comprises of all components of equity.

The Group's adjusted net debt to equity ratio is as follows:

Particulars	(₹ in million)	
	31 March 2024	31 March 2023
Non-current borrowings	4,229.81	5,494.24
Current borrowings*	2,843.38	2,374.51
Non-current lease liabilities	1,780.32	2,188.05
Current lease liabilities	1,215.72	1,335.95
Gross debt	10,069.23	11,392.75
Less - Cash, cash equivalents and Other bank balances	(1,162.24)	(940.12)
Less - Margin money (non-current)	(177.55)	(151.06)
Less - Investment in Quoted Mutual Funds	(20.70)	(8.67)
Adjusted net debt	8,708.74	10,292.90
Total equity	4,616.61	5,350.58
Adjusted net debt to equity ratio	1.89	1.92

The Group has provided the definitions of 'adjusted net debt' and 'total equity' because they are alternative performance measures and are not defined in Ind AS.

* - Borrowings excludes reverse factoring for the purpose of calculating above ratios.

Notes to the Consolidated Financial Statements

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Note 49 Segment information

Ind AS 108 establishes standards for the way that business enterprises report information about operating segments and related disclosures about products and services and major customers. Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates the resources based on the analysis of various performance indicators by business segments.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment results, as included in the internal management reports that are reviewed by the Chief Operating Decision Maker (CODM). Segment results is used to measure performance as management believes that such information is most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm length's basis.

Segment results is segment revenue less segment expenses. Segment expense is the aggregate of the expense resulting from the operating activities of a segment that is directly attributable to the segment, including expenses that can be allocated on a reasonable basis.

The Group's business segment have been divided into three business verticals - Payment Solutions, Banking Automation Solutions and Other Automation Solutions.

Payment Solutions - Comprises of ATM / cash recyclers outsourcing and managed services, cash management services, intelligent cash deposit machines (ICDs), DCV, transaction switching and digital payment solutions, merchant solutions, agency banking, Fastlane and toll & transit solutions.

Banking Automation Solutions - Comprises of sale of ATM machines and cash recyclers, currency technology products and self service terminals and services and upgrades related to such sales.

Other Automation Solutions - Comprises of sale of machines and related services and upgrades to customers in the Retail, Petroleum and Colour sectors.

Segment information based on business segment as at and for the year ended 31 March 2024

Name of Shareholder	31 March 2024				31 March 2023			
	Payment Solutions	Banking Automation Solutions	Other Automation Solutions	Total	Payment Solutions	Banking Automation Solutions	Other Automation Solutions	Total
	(₹ in million)							
Revenue								
External revenue	12,784.55	1,437.69	497.24	14,719.48	13,375.39	1,918.74	1,428.20	16,722.33
Inter Segment Revenue	-	(13.14)	-	(13.14)	-	(5.47)	(4.13)	(9.60)
Total revenue	12,784.55	1,424.55	497.24	14,706.34	13,375.39	1,913.27	1,424.07	16,712.73
Segment results	1,217.66	145.26	(145.93)	1,216.99	2,613.85	436.30	63.45	3,113.60
Less: unallocated expenses				1,374.75				1,463.73
Add: other income				381.33				362.39
Less: finance costs				1,477.04				1,436.96
Less: finance costs				-				-
(Loss) / profit before tax				(1,253.47)				575.30
Less: tax expense				(452.59)				205.68
(Loss) / profit for the year				(800.88)				369.62
Segment assets	12,987.40	1,931.72	1,242.90	16,162.02	14,633.02	2,435.83	1,558.31	18,627.16
Unallocated assets				4,750.01				4,206.50
Total assets	12,987.40	1,931.72	1,242.90	20,912.03	14,633.02	2,435.83	1,558.31	22,833.66
Segment liabilities	6,232.16	466.51	288.05	6,986.72	6,553.52	817.12	423.31	7,793.95
Unallocated liabilities				9,308.70				9,689.13
Total liabilities	6,232.16	466.51	288.05	16,295.42	6,553.52	817.12	423.31	17,483.08



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Information about major customers

Revenue from two external customers based in India, covered across segments aggregating to ₹ 2,282.37 million (31 March 2023: ₹ 2,358.02 million) and ₹ 1,806.92 million (31 March 2023: ₹ 1,991.03 million) respectively represented more than 10% of the Group's total revenue.

The Group has provided the definition of "Segment results" because it is alternative performance measure and is not defined in Ind AS.

Note 50 Related party transactions

A. Related Parties

Key Management Personnel and relatives

Mr. Ravi B. Goyal	Executive, Chairman & Managing Director
Mr. Vijay Chugh	Non-executive, Independent Director (retired on 11 March 2023)
Mr. Sudip Bandyopadhyay	Non-executive, Independent Director (retired on 11 March 2023)
Mr. Rahul N. Bhagat	Non-executive, Independent Director (retired w.e.f. June 6, 2023)
Mr. Subrata Kumar Mitra	Non-executive, Independent Director (w.e.f. 20 July 2021)
Mrs. Jhuma Guha	Non-executive Independent Director (w.e.f. 5 Aug 2022)
Mr. Sivanandhan Dhanushkodi	Non-executive Independent Director (w.e.f. 11 March 2023)
Ms. Preeti Malhotra	Non-executive, Independent Director (w.e.f. 28 June 2023)
Mr. Ceasar Evasco	Independent Director Novus Transact Philippines Corporation (w.e.f. 28 April 2022 till 31 Jan 2024)
Mr. Pet Capito	Independent Director Novus Transact Philippines Corporation (w.e.f. 1st May 2023)
Mr. Sudip Bandyopadhyay	Non-executive, Non Independent Director (w.e.f. 29 March 2023)
Mrs. Anupama R. Goyal	Non-executive, Non Independent Director / Wife of Mr. Ravi B. Goyal (till 29 March 2023)
Mr. Stanley Johnson P	Executive Director
Mr. Vinayak R. Goyal	Executive Director / Son of Mr. Ravi B Goyal
Mr. Shailesh Shetty	Managing Director Securevalue India Limited
Mr. El Khoury Ricardos	Director and Chief Executive Officer of Novus Technologies Pte. Ltd.
Mr. Ariel Gumabao	Director of Novus Transact Philippines Corporation
Mr Lahan Gajasinghaarachchi	Director of Novustech Transact Lanka (Pvt) Ltd.
Mr. Antonio Hilario Jr.	Director of Novus Transact Philippines Corporation (w.e.f. 21 March 2022)
Mr. Ryan Mamac	Director of Novus Transact Philippines Corporation (w.e.f. 21 March 2022)
Mr. Kiran B. Goyal	Brother of Mr. Ravi B. Goyal

Enterprises owned or significantly influenced by key management personnel or their relatives

Advanced Graphic Systems

Fillon Technologies India Private Limited

Instrument Research Associates Private Limited

Aries Management Services Pte. Ltd. (Singapore)

Vineha Enterprises Private Limited

PT.Nova Digital Perkasa (Associate) (Indonesia)

AGS Community Foundation

Ravi Goyal Family Trust

Anupama Goyal Family Trust

Kiran Goyal Family Trust

Vinayak Goyal Family Trust

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B. Details of transactions with related parties including disclosure required under Section 186 (4) of the Companies Act, 2013 for loans, investments and guarantees

Particulars	(₹ in million)			
	Transactions for the year ended		Amount receivable / (payable) As at	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Sales of goods, software license and services				
Instrument Research Associates Private Limited	1.83	1.50	4.11	0.89
Fillon Technologies India Private Limited	5.08	5.17	1.51	1.50
PT.Nova Digital Perkasa	19.18	9.57	8.91	6.28
Purchase of goods and services				
Instrument Research Associates Private Limited	30.50	0.63	-	1.21
Fillon Technologies India Private Limited	2.22	1.71	-	(1.07)
Corporate social responsibilities expenses				
AGS Community Foundation	11.80	12.64	-	-
Re-imbursments of expenses incurred by the Company				
Fillon Technologies India Private Limited	0.06	0.07	-	-
Advanced Graphic Systems	0.29	0.22	1.92	1.85
Remuneration (refer note 1 below)				
Short-term benefits	119.13	116.06	(16.60)	(15.22)
Post employment benefits	-	-	(10.01)	(8.04)
Share based payments	-	0.81	-	-
Deposits given/(repaid)				
Mr. Ravi B. Goyal	-	-	25.00	25.00
Mrs. Anupama R. Goyal	-	-	2.00	2.00
Mr Lahan Gajasinghaarachch	-	0.29	-	0.12
Rent expenses				
Mrs. Anupama R. Goyal	2.10	2.10	(1.32)	(1.32)
Professional fees				
Mr. Kiran B. Goyal	7.20	7.20	-	(3.66)
Loan taken/(repaid)				
Mr. El Khoury Ricardos	-	(19.88)	-	(79.47)
Other current assets				
Mr. Ravi B. Goyal	-	-	-	5.99
Director's sitting fees				
Mr. Sudip Bandyopadhyay	2.05	2.48	(0.25)	(1.01)
Mr. Vijay Chugh	-	2.28	-	(0.81)
Mrs. Jhuma Guha	2.10	1.10	(0.25)	(0.63)
Mr. Subrata Kumar Mitra	1.00	1.45	(0.14)	(0.54)
Mr. Rahul N. Bhagat	0.48	2.65	-	(1.08)
Mr. Sivanandhan Dhanushkodi	1.65	0.40	(0.23)	(0.36)
Ms. Preeti Malhotra	1.00	-	(0.16)	-
Mr. Ceasar Evasco	-	0.22	-	-
Mr. Pet Capito	0.24	-	(0.24)	-

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(₹ in million)

Particulars	Transactions for the year ended		Amount receivable / (payable) As at	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
	Commission to directors			
Mr. Sudip Bandyopadhyay	3.50	3.31	(3.15)	(5.14)
Mr. Vijay Chugh	-	3.31	-	(5.14)
Mr. Subrata Kumar Mitra	3.50	3.50	(3.15)	(5.31)
Mr. Rahul N. Bhagat	0.64	3.50	(0.58)	(4.66)
Mrs. Jhuma Guha	3.50	2.30	(3.15)	(2.07)
Mr. Sivanandhan Dhanushkodi	3.50	0.19	(3.15)	(0.17)
Ms. Preeti Malhotra	2.65	-	(2.39)	-

* Amount less than ₹ 0.01 million.

Notes:

- Guarantees outstanding as on 31 March 2023 aggregating to ₹ 451.08 million (31 March 2023: ₹ 480.35 million) is given by the Company on behalf of subsidiaries (India Transact Services Limited and Securevalue India Limited) for acquiring property, plant and equipment and meeting the working capital requirements. While the Company has not charged any commission in relation to such guarantees, the amount represents accounting adjustments recognised in accordance with requirements of Ind AS 109 "Financial Instruments".
- Guarantees outstanding as on 31 March 2024 aggregating to ₹ Nil (31 March 2023: ₹ 1,654.00) is given by one of the subsidiary on behalf of the Company for extending financial assistance. While the Subsidiary Company has not charged any commission in relation to such guarantees, the amount represents accounting adjustments recognised in accordance with requirements of Ind AS 109 "Financial Instruments".
- Terms and condition of transaction with related parties- all the transactions with related parties are at the arm's length price and all the outstanding balances are unsecured.
- Transactions and balances with its own subsidiaries are eliminated on consolidation.

Note 51

There are no significant events subsequent to 31 March 2024 and upto 29 May 2024 that would require adjustment or disclosures in the consolidated financial statements.

Note 52

The Group has incurred loss after tax for the quarter ended 31 March 2024 of ₹ 800.88 million (profit after tax for the year ended 31 March 2023: ₹ 369.62 million). There is a decline in revenue during the period and delays in collections from customers resulting into delays in payments and increased working capital requirement. Management has assessed its business forecasts and cash forecasts and expects an increase in revenue, both from existing and new customers, new contracts in hand and from contracts in pipeline. The Group expects it will generate sufficient cashflows from operating activities including through reduction in receivables outstanding days and through other source of borrowings (including undrawn commitments on existing borrowing facilities) to meet its liabilities and provide additional support to its subsidiaries as required in the foreseeable future. The Group also expects to finance its acquisition of property, plant and equipment through internal accruals / debt financing as has been the case in past years. Based on the aforesaid assessment,

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management believes the Group will continue to operate as a going concern i.e., continue its operations and will be able to discharge its liabilities and realise the carrying amount of its assets.

Note 53

Final Dividend of ₹ 10 per equity share amounting to ₹ 260.49 million has been recommended by the Board of Directors of 'Securevalue India Limited' for FY 2022-23 and approved by its shareholders at their Annual General Meeting held on 29 September 2023. The same was subsequently paid on 30 September 2023.

Note 54

During the year, a Scheme of Arrangement ('the Scheme'), involving merger of India Transact Services Limited into the Company was approved by the Board of Directors of the respective companies at their meetings held on 19 March 2024. The first motion application was jointly filed by both the companies with the Hon'ble National Company Law Tribunal, Mumbai ('NCLT') on 27 March 2024. The matter is pending before the Hon'ble NCLT. The appointed date as per the Scheme is opening hours of 1 April 2023. Pending approval of the said Scheme, no impact has been given in these consolidated financial statements.

Note 55

Other matters

- a. No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- b. The Group has not been declared wilful defaulter (in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India) by any bank or financial Institution or other lender.
- c. 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.
- d. The Group has not traded or invested in crypto currency or virtual currency during the year.
- e. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), 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 ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- (ii) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

- f. The Group does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 and there is no previously unrecorded income and related assets that are required to be recorded in the books of account during the year.
- g. There are no charges or satisfaction yet to be registered with ROC beyond the statutory year.

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Rajesh Mehra

Partner

Membership No. 103145

Place: Mumbai

Date : 29 May 2024

For and on behalf of the Board of Directors of

AGS Transact Technologies Limited

CIN : L72200MH2002PLC138213

Ravi Goyal

Managing Director

DIN: 01374288

Saurabh Lal

Chief Financial Officer

Membership No.: 504653

Place: Mumbai

Date : 29 May 2024

Vinayak Goyal

Executive Director

DIN: 09199173

Sneha Kadam

Company Secretary

Membership No.: 31215

Notice of Twenty First Annual General Meeting

NOTICE is hereby given that the Twenty First (21st) Annual General Meeting (AGM) of the Members of **AGS Transact Technologies Limited (“Company”)** will be held on **Friday, 27 September 2024 at 11:00 a.m.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2024, together with the reports of the Board of Directors and the Auditors thereon and other reports.
- To appoint a Director in place of Mr. Sudip Bandyopadhyay (DIN: 00007382), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

- To ratify remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of section 148 & other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), appointed by the Board of Directors on recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2025, amounting to ₹ 3,85,000 (Rupees Three Lakhs Eighty Five Thousand only) exclusive of applicable taxes and reimbursement for out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To approve payment of Commission to the Non-Executive Directors for the Financial Year 2023-2024:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby accorded to pay a remuneration by way of commission as stated under for the financial year ended 31 March 2024 to the Non-Executive Directors of the Company (including retired Directors) viz., Mrs. Jhuma Guha (DIN: 00007454), Mr. Sivanandhan Dhanushkodi (DIN: 03607203), Mr. Subrata Kumar Mitra (DIN: 00029961), Ms. Preeti Malhotra (DIN: 00189958), Mr. Sudip Bandyopadhyay (DIN: 00007382) and Mr. Rahul N. Bhagat (DIN:02473708) as recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company:

Sr No.	Name of Director	Designation	Commission payable
1	Mrs. Jhuma Guha	Independent Director	₹ 3,500,000
2	Mr. Sivanandhan Dhanushkodi	Independent Director	₹ 3,500,000
3	Mr. Subrata Kumar Mitra	Independent Director	₹ 3,500,000
4	Ms. Preeti Malhotra	Independent Director	₹ 2,653,767
5	Mr. Sudip Bandyopadhyay	Non-Independent Director	₹ 3,500,000
6	Mr. Rahul N. Bhagat	Retired Independent Director	₹ 642,466

RESOLVED FURTHER THAT for the Financial Year 2023-2024, since the Company has inadequate profits, the aforementioned remuneration shall be in accordance with the provisions of Schedule V.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees, if any, payable to the Director for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For AGS Transact Technologies Limited

Sneha Kadam
Company Secretary
(Mem No: ACS31215)

Date: 4 September 2024
Place: Mumbai

Notes:

1. Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated 8 April 2020, Circular No.17/2020 dated 13 April 2020, Circular No. 20/2020 dated 5 May 2020, Circular No. 02/2021 dated 13 January 2021, Circular No. 02/2022 dated 5 May 2022, Circular No. 11/2022 dated 28 December 2022 and 09/2023 dated 25 September 2023 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated 15 January 2021 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7 October 2023 (collectively referred as “SEBI Circulars”), have permitted the holding of the Annual General Meeting (“AGM”) of a company through Video Conferencing (“VC”)/Other Audio Visual means (“OAVM”), without the physical presence of the Members at a common venue. Therefore, the 21st Annual General Meeting (“AGM”) of the Company is being conducted through VC/OAVM. The procedure for participating in the AGM through VC/OAVM is explained in below Notes.
2. The AGM shall be deemed to be held at the Corporate office of the Company at 14th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai-400013, Maharashtra.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. Pursuant to the Circular No. 14/2020 dated 8 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates and Non-individual Members are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting to the Company at companysecretary@agsindia.com.
5. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. As the AGM shall be conducted through VC/ OAVM and physical attendance of Members has been dispensed with, the facility for appointment of Proxy by Members is not available for this AGM. Accordingly, proxy form and attendance slip including route map have not been annexed with this notice.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.agsindia.com. The Notice can also be accessed from the 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) for special business under Item Nos. 3 to 4 of the Notice is annexed hereto.
11. Information required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) read

with the applicable provisions of Secretarial Standards-2 in respect of the Directors seeking re-appointment and approval for remuneration, is provided as “Annexure 1” of this Notice

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed the services of Central Depository Services (India) Limited (“CDSL”) for conducting the AGM through VC/OAVM and enabling participation of members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 23 below.
13. Non-individual Members (i.e., Institutional / Corporate Members) intending to participate through their Authorized Representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to participate and vote on their behalf at the AGM (through e-voting), pursuant to Section 113 of the Act, to the Company’s Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in with a copy marked to helpdesk.evoting@cdslindia.com
14. In case of joint holders participating at the AGM together, only such joint holder whose name appears higher in the order of names will be entitled to vote.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at companysecretary@agsindia.com from 24 September 2024 to 26 September 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
16. 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 Directors are interested under Section 189 of the Act and the

Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection electronically by the Members from the date of circulation of this notice up to the date of AGM i.e. 27 September 2024 in accordance with the applicable statutory requirements based on the requests received by the Company at companysecretary@agsindia.com.

17. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
18. Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company’s Registrar and Share Transfer Agent at:

Link Intime India Private Limited,
C - 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083.
Tel No.: +91 -22- 49186270 Fax No.: +91- 22- 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

Members may also address all other correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

19. **Electronic Dispatch of Annual Report and Process for Registration of e-mail id for obtaining the Annual Report:** Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, Companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). The Annual report including the Notice of the 21st AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2023-24 is also available on the Company’s website www.agsindia.com, website of the Stock exchanges i.e. BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com.

The AGM Notice is also disseminated on the website of CDSL i.e. www.evotingindia.com

Members who have not registered their e-mail address with the Company or their Depository Participant are requested to register their e-mail address in the following manner:

For shares held in Physical form	Physical form Click on the link <ol style="list-style-type: none"> https://www.linkintime.co.in/EmailReg/Email_Register.html Select the name of the Company – AGS Transact Technologies Limited Mention Folio No. ID, Name of Member, Certificate No, Permanent Account Number (PAN), Mobile Number, Email-Id along with a self-attested copy of your PAN Card / Aadhar / Valid Passport etc. The system will send an OTP on the given mobile number and email Id Enter the OTP as received above, for verification
For shares held in Dematerialized form	Register/update email address, PAN and Bank Account details with the Depository Participant where the respective dematerialised accounts are maintained.

Please note that registration of email address and mobile number is now mandatory while voting electronically and joining virtual meetings.

20. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
21. Members may note that, as mandated by SEBI, effective 1 April 2019, the Company cannot process any request for transfer of securities in physical mode. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.
22. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e. 20 September 2024 may obtain the user ID and Password by sending a request to helpdesk.evoting@cdslindia.com and can exercise their voting rights through remote e-voting by following the instructions listed here below or by voting facility provided during the meeting. The person who is not a member/beneficial owner as on the cut-off date should treat this Notice for information purpose only.
23. **INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
 - Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
 - Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**
 - i. The voting period begins on 24 September 2024 at 9:00 a.m. to 26 September 2024 upto 5:00 p.m. During this period shareholders’ of the Company, holding shares
 - either in physical form or in dematerialized form, as on the cut-off date i.e. 20 September 2024 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In addition, Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 cdsl website 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsdl.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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

v. **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.

password with any other person and take utmost care to keep your password confidential.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your
 - viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - ix. Click on the EVSN for **“AGS Transact Technologies Limited”** to vote.
 - x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/

Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@agsindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (companysecretary@agsindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@agsindia.com. These queries will be replied to by the company suitably by email.
8. Only those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

24. GENERAL GUIDELINES FOR MEMBERS:

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- If you have any queries or issues regarding attending the AGM & e-voting from the e-voting System, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under

help section or contact 022-23058738, 022-23058542/43 or at toll free no. 1800 22 55 33 or write an email to helpdesk.evoting@cdslindia.com.

- All grievances connected with the facility for attending the AGM and for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or by calling on 022-23058542/43 or sending an email to helpdesk.evoting@cdslindia.com.

25. VOTING RESULTS

The Board of Directors has appointed Ms. Manisha Maheshwari, or failing her Mr. S. N. Bhandari, Partners of Bhandari & Associates, Company Secretaries, as the Scrutinizer to scrutinize voting process including remote e-voting in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting and shall make and submit a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results will be announced within two working days of conclusion of Annual General Meeting. Once declared, the results along with the consolidated Scrutinizer’s report shall be placed on the Company’s website www.agsindia.com and on the website of CDSL www.evotingindia.com. The Company shall also forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 27 September 2024.

By Order of the Board
For AGS Transact Technologies Limited

Sneha Kadam
 Company Secretary
 (Mem No: ACS31215)

Date: 4 September 2024
 Place: Mumbai



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2025. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

The Board of Directors accordingly recommend the Ordinary Resolution as mentioned at item no.3 of this Notice for approval of the members of the Company.

None of the Directors, Key Managerial Personnel and relatives of Directors or Key Managerial Personnel are directly/indirectly interested in this resolution.

Item No. 4

The Board of Directors at its meeting held on 29 May 2024 had recommended payment of profit related commission to the Non-Executive Directors of the Company (including retired Directors) viz., Mrs. Jhuma Guha (DIN: 00007454), Mr. Sivanandhan Dhanushkodi (DIN: 03607203), Mr. Subrata Kumar Mitra (DIN: 00029961), Ms. Preeti Malhotra (DIN: 00189958), Mr. Sudip Bandyopadhyay (DIN: 00007382) and Mr. Rahul N. Bhagat (DIN: 02473708), for the financial year 2023-2024 subject to the provisions of the Companies Act, 2013 and approval of the members at the ensuing 21st Annual General Meeting of the Company.

Keeping in mind the principle of shared prosperity, the Nomination and Remuneration Committee has recommended to the Board of Directors that the payment of commission to the Non-Executive Directors of the Company subject to the approval of the members of the Company and the Board has concurred with the recommendation of the Nomination and

Remuneration Committee and in turn has recommended the same to the Members.

Therefore, approval of the members is sought by way of a Special Resolution under the provisions of Regulation 17(6) of the SEBI Listing Regulations and Section 197 of the Companies Act, 2013 for payment of commission to the Non-Executive Directors in accordance with the provisions of Schedule V of Companies Act, 2013, owing to inadequate profits.

The payment of commission will be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings.

The Board of Directors accordingly recommend the Special Resolution as mentioned at item no.4 of this Notice for approval of the members of the Company. A Statement of additional information and other particulars as may be required under Section II of Part II of Schedule V are provided in the "Annexure 1" attached to this Notice.

All the aforementioned Non-Executive Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of the remuneration that may be received by them. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

By Order of the Board

For AGS Transact Technologies Limited

Sneha Kadam

Company Secretary
(Mem No: ACS31215)

Date: 4 September 2024

Place: Mumbai

“Annexure 1”

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013, REGULATION 36 OF SEBI LISTING REGULATIONS AND THE SECRETARIAL STANDARD -2 ON GENERAL MEETINGS ARE GIVEN BELOW:

I. GENERAL INFORMATION

Nature of industry	The Company is one of the largest integrated omni-channel payment solutions providers in India in terms of providing digital and cash-based solutions to banks and corporate clients. The Company provides customised products and services comprising ATM and Cash Recycler Machines (CRM) outsourcing, cash management and digital payment solutions including merchant solutions, transaction processing services and mobile wallets.		
Date or expected date of commencement of commercial production	N.A. The Company was incorporated on 11 December 2002 and thereafter commenced its business operations in 2004.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	On a Standalone basis:		
	Particulars	F.Y. 2023-24 (Amount in Million)	F.Y. 2022-23 (Amount in Million)
	Total Income	10,937.04	12,387.83
	Earnings before interest, tax, depreciation and amortization (EBITDA)	1,615.21	3,121.68
	(Loss)/Profit Before Tax	(1,225.78)	181.51
	Total Tax expense	(555.93)	32.74
	(Loss)/ Profit After Tax	(669.85)	148.77
	On a Consolidated basis:		
	Particulars	F.Y. 2023-24 (Amount in Million)	F.Y. 2022-23 (Amount in Million)
	Total Income	15,087.67	17,075.12
	Earnings before interest, tax, depreciation and amortization (EBITDA)	2,355.84	4,318.75
	(Loss)/Profit Before Tax	(1,253.47)	575.30
Total Tax expense	(452.59)	205.68	
(Loss)/Profit after Tax	(800.88)	369.62	
Foreign investments or collaborations, if any.	None		

II.A INFORMATION ABOUT MRS. JHUMA GUHA

Background details (including experience)	Mrs. Jhuma Guha has a rich experience of over 3 decades in the field of financial services. She has worked with various reputed companies like ITC Limited, Reliance Securities Limited, Destimoney Securities Private Limited, etc., and currently the Vice-chairperson of Inditrade Capital Limited group and she brings along with her varied experience and expertise in the fields of Corporate and Legal Affairs, Compliance, Financial Management, Mergers and Acquisitions, Strategic Management and Planning.
Past remuneration	Received sitting fees for attending Meetings of the Board and Committees and profit related commission for FY 2022-23
Date of Appointment	5 August 2022
Age	59 years
Qualifications	Mrs. Jhuma Guha is a qualified Chartered Accountant and a qualified Company Secretary
Recognition or awards	Not Applicable
Job profile and her suitability	Mrs. Guha's experience of over 3 decades in the field of financial services can bring immense value addition to your Company.



Remuneration proposed	Commission – ₹ 35,00,000 [Rupees Thirty Five Lakhs only]															
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is within the maximum permissible remuneration as laid down in Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size, industry and profitability															
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides sitting fees for attending the meetings of the Board and its Committees and the commission receivable for the Financial Year 2023-24, Mrs. Guha does not have any pecuniary relationship with the Company and is not related to any managerial personnel or other director of the Company.															
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None															
Terms & Conditions of appointment	Appointment as Non-Executive, Independent Director, Not liable to retire by rotation. Remuneration: <ul style="list-style-type: none"> Sitting fees of ₹ 100,000 per Board meeting and ₹ 50,000 per Committee meeting attended Profit related commission of ₹ 35,00,000 per annum as declared by the Board and approved by the shareholders. 															
Shareholding in the Company	Holds 185 equity shares in the Company															
The number of meetings of the Board attended during the year	During FY 2023-24, Mrs. Guha attended all 8 (Eight) Board meetings held during the financial year.															
Number of other Directorships	<ol style="list-style-type: none"> Inditrade Capital Limited Inditrade Fincorp Limited Inditrade Rural Marketing Limited Inditrade Microfinance Limited Inditrade Technologies Limited Juno Moneta Technologies Private Limited Inditrade Scalerator Limited Inditrade Community Foundation (section 8 company) Securevalue India Limited India Transact Services Limited 															
Chairmanship/Membership of Committees of other Companies in which she is a Director	<table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of Company</th> <th>Details of Committee Chairmanships/Memberships</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Inditrade Microfinance Limited</td> <td>Member of Audit Committee Member of Nomination and Remuneration Committee Member of Asset Liability Management Committee Member of Securities Allotment Committee Member of Risk Management Committee</td> </tr> <tr> <td>2</td> <td>Inditrade Capital Limited</td> <td>Member of Audit Committee Member of Stakeholders Relationship Committee Member of Nomination and Remuneration Committee Member of Asset Liability Management Committee</td> </tr> <tr> <td>3</td> <td>Securevalue India Limited</td> <td>Chairperson of Audit Committee Member of Corporate Social Responsibility Committee</td> </tr> <tr> <td>4</td> <td>India Transact Services Limited</td> <td>Chairperson of Audit Committee</td> </tr> </tbody> </table>	Sr No.	Name of Company	Details of Committee Chairmanships/Memberships	1	Inditrade Microfinance Limited	Member of Audit Committee Member of Nomination and Remuneration Committee Member of Asset Liability Management Committee Member of Securities Allotment Committee Member of Risk Management Committee	2	Inditrade Capital Limited	Member of Audit Committee Member of Stakeholders Relationship Committee Member of Nomination and Remuneration Committee Member of Asset Liability Management Committee	3	Securevalue India Limited	Chairperson of Audit Committee Member of Corporate Social Responsibility Committee	4	India Transact Services Limited	Chairperson of Audit Committee
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3	Securevalue India Limited	Chairperson of Audit Committee Member of Corporate Social Responsibility Committee														
4	India Transact Services Limited	Chairperson of Audit Committee														

II.B INFORMATION ABOUT MR. SIVANANDHAN DHANUSHKODI

Background details (including experience)	Mr. Sivanandhan Dhanushkodi is a highly regarded IPS officer with an illustrious career spanning 36 years. He retired as the Director-General of Police of Maharashtra State in 2011. He has held several senior positions in the Intelligence Bureau, Central Bureau of Investigation and Mumbai crime branch. He has also served as Commissioner of Police of Nagpur, Thane city and Mumbai
Past remuneration	Received sitting fees for attending Meetings of the Board and Committees and profit related commission for FY 2022-23
Date of Appointment	11 March 2023
Age	73 years
Qualification	Mr. Sivanandhan Dhanushkodi is a Post Graduate in Economics and holds a Masters in Arts degree from University of Madras
Recognition or awards	Recipient of the President's Distinguished Service Medal, 2000 as well as the Meritorious Service Medal, 1993 and the Internal Security Medal, 1998.

Job profile and his suitability	Mr. Sivanandhan Dhanushkodi being a Non-Executive Independent Director has distinguished records of service and administrative abilities. His experience being the Director in other financial services companies including that of listed entities can bring immense value addition to your Company																					
Remuneration proposed	Commission – ₹ 35,00,000 [Rupees Thirty Five Lakhs only]																					
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is within the maximum permissible remuneration as laid down in Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size, industry and profitability																					
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides sitting fees for attending the meetings of the Board and its Committees and the commission receivable for the Financial Year 2023-24, Mr. Sivanandhan Dhanushkodi does not have any pecuniary relationship with the Company and is not related to any managerial personnel or other director of the Company.																					
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None																					
Terms & Conditions of appointment	Appointment as Non-Executive, Independent Director, Not liable to retire by rotation. Remuneration: <ul style="list-style-type: none"> • Sitting fees of ₹ 100,000 per Board meeting and ₹ 50,000 per Committee meeting attended • Profit related commission of ₹ 35,00,000 per annum as declared by the Board and approved by the shareholders. 																					
Shareholding in the Company	NIL																					
The number of meetings of the Board attended during the year	During FY 2023-24, Mr. Sivanandhan Dhanushkodi attended all the 8 (Eight) Board meetings held during the financial year.																					
Number of other Directorships	<ol style="list-style-type: none"> 1. Inditrade Capital Limited 2. Kirloskar Industries Limited 3. S D Fine-Chem Limited 4. Ashok Leyland Defence Systems Limited 5. Forbes Precision Tools and Machine Parts Limited 6. Arka Fincap Limited 7. Arka Financial Holdings Private Limited 8. Securus First Digital Services Private Limited 9. Securus First India Private Limited 																					
Chairmanship/Membership of Committees of other Companies in which he is a Director	<table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of Company</th> <th>Details of Committee Chairmanships/Memberships</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Forbes Precision Tools and Machine Parts Limited</td> <td>Member of the Audit Committee Chairman of Nomination and Remuneration Committee Chairman of Corporate Social Responsibility Committee</td> </tr> <tr> <td>2</td> <td>Arka Fincap Limited</td> <td>Member of the Audit Committee Chairman of Nomination and Remuneration Committee Member of Risk Management Committee Member of IT Strategy Committee Member of Allotment Committee</td> </tr> <tr> <td>3</td> <td>Kirloskar Industries Limite</td> <td>Member of the Audit Committee Chairman of Nomination and Remuneration Committee</td> </tr> <tr> <td>4</td> <td>Ashok Leyland Defence Systems Limited</td> <td>Member of the Audit Committee Member of Nomination and Remuneration Committee</td> </tr> <tr> <td>5</td> <td>Arka Financial Holdings Private Limited (Subsidiary of a Public Company)</td> <td>Member of the Audit Committee Chairman of Nomination and Remuneration Committee Member of Risk Management Committee</td> </tr> <tr> <td>6</td> <td>S D Fine-Chem Limited</td> <td>Member of Corporate Social Responsibility Committee</td> </tr> </tbody> </table>	Sr No.	Name of Company	Details of Committee Chairmanships/Memberships	1	Forbes Precision Tools and Machine Parts Limited	Member of the Audit Committee Chairman of Nomination and Remuneration Committee Chairman of Corporate Social Responsibility Committee	2	Arka Fincap Limited	Member of the Audit Committee Chairman of Nomination and Remuneration Committee Member of Risk Management Committee Member of IT Strategy Committee Member of Allotment Committee	3	Kirloskar Industries Limite	Member of the Audit Committee Chairman of Nomination and Remuneration Committee	4	Ashok Leyland Defence Systems Limited	Member of the Audit Committee Member of Nomination and Remuneration Committee	5	Arka Financial Holdings Private Limited (Subsidiary of a Public Company)	Member of the Audit Committee Chairman of Nomination and Remuneration Committee Member of Risk Management Committee	6	S D Fine-Chem Limited	Member of Corporate Social Responsibility Committee
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5	Arka Financial Holdings Private Limited (Subsidiary of a Public Company)	Member of the Audit Committee Chairman of Nomination and Remuneration Committee Member of Risk Management Committee																				
6	S D Fine-Chem Limited	Member of Corporate Social Responsibility Committee																				

**II.C INFORMATION ABOUT MR. SUBRATA KUMAR MITRA**

Background details (including experience)	Mr. Subrata Kumar Mitra has extensive experience in the fields of management and finance.		
Past remuneration	Received sitting fees for attending Meetings of the Board and Committees and profit related commission for FY 2022-23		
Date of Appointment	20 July 2021		
Age	76 years		
Qualification	Mr. Mitra holds a Master of Science degree from the University of Calcutta and a degree of Master in Management Science from the Texas Christian University, USA		
Recognition or awards	N.A.		
Job profile and his suitability	Mr. Mitra's extensive experience in the fields of management and finance can bring immense value addition to your Company.		
Remuneration proposed	Commission – ₹ 35,00,000 [Rupees Thirty Five Lakhs only]		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is within the maximum permissible remuneration as laid down in Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size, industry and profitability		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides sitting fees for attending the meetings of the Board and its Committees and the commission receivable for the Financial Year 2023-24, Mr. Mitra does not have any pecuniary relationship with the Company and is not related to any managerial personnel or other director of the Company.		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None		
Terms & Conditions of appointment	Mr. Mitra has been appointed as an Independent Director on the Board of the Company w.e.f 20 July 2021 for a period of 5 years. He is not liable to retire by rotation.		
Shareholding in the Company	None		
The number of meetings of the Board attended during the year	During FY 2023-24, Mr. Subrata Kumar Mitra attended all the 8 (Eight) Board meetings held during the financial year.		
Number of other Directorships	<ol style="list-style-type: none"> 1. IL & FS Engineering and Construction Company Limited 2. IL&FS Transportation Networks Limited 3. Centrum Capital Limited 4. Inditrade Fincorp Limited 5. Asirvad Micro Finance Limited 6. Roadstar Investment Managers Limited 7. Centrum Broking Limited 8. PPFAS Asset Management Private Limited 		
Chairmanship/Membership of Committees of other Companies in which he is a Director	Sr No.	Name of Company	Details of Committee Chairmanships/Memberships
	1	IL & FS Engineering and Construction Company Limited	Chairman of Audit Committee Member of Stakeholders Relationship Committee Member of Nomination and Remuneration Committee
	2	IL&FS Transportation Networks Limited	Chairman of Stakeholders Relationship Committee Chairman of Audit Committee Member of Nomination and Remuneration Committee
	3	Inditrade Fincorp Limited	Member of Audit Committee
	4	Roadstar Investment Managers Limited	Chairman of Audit Committee Member of Nomination and Remuneration Committee Member of Corporate Social Responsibility Committee
	5	Centrum Broking Limited	Member of Audit Committee Chairman of Nomination and Remuneration Committee
	6	Asirvad Micro Finance Limited	Member of Stakeholders Relationship Committee Chairman of IT Strategy Committee
	7	PPFAS Asset Management Private Limited	Member of Audit Committee Member of Nomination and Remuneration Committee Member of Unit Holder Protection Committee

II.D INFORMATION ABOUT MS. PREETI MALHOTRA

Background details (including experience)	<p>Ms. Preeti Malhotra is a Law Graduate from Delhi University, a Fellow Member of the Institute of Company Secretaries of India and a Commerce (Hons.) Graduate from Delhi University. She has also finished a study of exponential technologies that seek to address the world’s greatest challenges with the Executive Program from Singularity University, Silicon Valley.</p> <p>Ms. Malhotra is an accomplished global professional with over 31 years of work experience in top leadership positions. She specialises in Business Strategy and development, Corporate Affairs, Corporate Governance, Policy formation, Strategic Alliances, Joint Ventures & New Projects, Collaborations, Investor Relations, Mergers, Acquisitions, Takeovers, IPO’s, Shareholding Divestments, Compliance & Risk Management, Fund Raising and project management.</p> <p>Ms. Malhotra is an active contributor to various policy initiatives of the Govt. of India and has been a member on various expert Committees constituted by the Ministry of Corporate Affairs (MCA), to advise the Government on the framing of the New Company Law in India. She has been member of the Company Law Standing Committee formed by MCA to make recommendations to the govt. on various issues. She has also been a member of the Board of Governors of the Indian Institute of Corporate Affairs (IICA). A strong advocate of inclusive growth & gender parity, Ms. Malhotra is a Founder Member of the Global Citizen Forum (GCF).</p> <p>Ms. Malhotra has also been the Founder Director of Foreign Investors India Forum (FIIF), a HNI forum that seeks to promote international investment. Ms. Malhotra is the Managing Committee Member & has been spearheading as Chairperson, the ASSOCHAM National Council of Company Law, Corporate Governance & Corporate Social Responsibility and she is also the Chair of the Audit & Finance Committee of ASSOCHAM.</p>									
Past remuneration	Not applicable. Appointed w.e.f. 28 June 2023									
Date of Appointment (Current)	28 June 2023									
Age	59 years									
Qualifications	Company Secretary and LLB Executive Program on Exponential Technologies									
Recognition or awards	N.A.									
Job profile and her suitability	Ms. Malhotra’s extensive experience can bring immense value addition to your Company.									
Remuneration proposed	Commission – ₹ 26,53,767 [Rupees Twenty Six Fifty Three Lakhs Five Thousand Five Hundred and Fifty Six only]									
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is within the maximum permissible remuneration as laid down in Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size, industry and profitability.									
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides sitting fees for attending the meetings of the Board and its Committees and the commission receivable for the Financial Year 2023-24, Ms. Malhotra does not have any pecuniary relationship with the Company and is not related to any managerial personnel or other director of the Company.									
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None									
Terms & Conditions of appointment	Ms. Malhotra has been appointed as a Non-Executive, Independent Director w.e.f. 28 June 2023 for a period of 5 years. She shall not be liable to retire by rotation.									
Shareholding in the Company	NIL									
The number of meetings of the Board attended during the year	During FY 2023-24, Ms. Malhotra attended 6 (Six) Board meetings.									
Number of other Directorships	<ol style="list-style-type: none"> Securevalue India Limited India Transact Services Limited K M Advisors & Consultant (OPC) Private Limited 									
Chairmanship/Membership of Committees of other Companies in which she is a Director	<table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of Company</th> <th>Details of Committee Chairmanships/Memberships</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>India Transact Services Limited</td> <td>Member of Audit Committee</td> </tr> <tr> <td>2</td> <td>Securevalue India Limited</td> <td>Member of Audit Committee</td> </tr> </tbody> </table>	Sr No.	Name of Company	Details of Committee Chairmanships/Memberships	1	India Transact Services Limited	Member of Audit Committee	2	Securevalue India Limited	Member of Audit Committee
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1	India Transact Services Limited	Member of Audit Committee								
2	Securevalue India Limited	Member of Audit Committee								

**II.E INFORMATION ABOUT MR. SUDIP BANDYOPADHYAY**

Background details (including experience)	<p>Mr. Sudip Bandyopadhyay has over 3 decades of rich and diverse experience in various areas of finance and financial services.</p> <p>Mr. Bandyopadhyay's area of expertise includes retail and wholesale lending, capital markets, commodity and currency markets, wealth management, asset management, insurance, investment banking, remittance, forex and distribution of financial products.</p> <p>Mr. Bandyopadhyay is currently the Group Chairman of Inditrade Group of Companies. He acquired control of Inditrade Group from Barings India Private Equity Fund in 2015. Inditrade has significant presence in Agri Commodity Financing, MSME Lending and Micro Finance business. He sits on the Boards of a number of listed and unlisted companies.</p>
Past remuneration	Received sitting fees for attending Meetings of the Board and Committees and profit related commission for FY 2022-23
Date of Appointment (Current)	29 March 2023
Age	60 years
Qualifications	Mr. Bandyopadhyay is a Chartered Accountant certified by the ICAI and a Cost and Works Accountant certified by the Institute of Cost and Works Accountants of India.
Recognition or awards	N.A.
Job profile and his suitability	Mr. Bandyopadhyay's rich and diverse experience of over 3 decades in various areas of finance and financial services can bring immense value addition to your Company.
Remuneration proposed	Commission – ₹ 35,00,000 [Rupees Thirty Five Lakhs only]
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is within the maximum permissible remuneration as laid down in Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size, industry and profitability.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides sitting fees for attending the meetings of the Board and its Committees and the commission receivable for the Financial Year 2023-24 and, Mr. Bandyopadhyay does not have any pecuniary relationship with the Company and is not related to any managerial personnel or other director of the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Terms & Conditions of appointment	Mr. Bandyopadhyay completed 2 consecutive terms as Independent Director and ceased to be a Director w.e.f. end of day on 11 March 2023. He was thereafter appointed as a Non-Executive, Non-Independent Director on the Board of the Company w.e.f 29 March 2023. He shall be liable to retire by rotation.
Shareholding in the Company	NIL
The number of meetings of the Board attended during the year	During FY 2023-24, Mr. Sudip Bandyopadhyay has attended all the 8 (Eight) Board meetings held during the financial year.
Names of the listed entities from which the person has resigned in the past three years	None
Number of other Directorships	<ol style="list-style-type: none"> 1. VST Industries Limited 2. Inditrade Capital Limited 3. Inditrade Fincorp Limited 4. Inditrade Rural Marketing Limited 5. Inditrade Microfinance Limited 6. Inditrade Scalerator Limited 7. Totalstart Entrepreneurship Ecosystem Developers 8. Securevalue India Limited 9. India Transact Services Limited

Chairmanship/Membership of Committees of other Companies in which he is a Director	Sr No.	Name of Company	Details of Committee Chairmanships/Memberships
	1	VST Industries Limited	Chairman of Audit Committee Chairman of Risk Management Committee Member of Nomination and Remuneration Committee Member of Strategy Committee
	2	Inditrade Fincorp Limited	Member of Audit Committee Member of Nomination and Remuneration Committee Member of Risk Management Committee Member of Asset Liability Management Committee
	3	India Transact Services Fincorp Limited	Member of Audit Committee Member of Management Committee
	4	Securevalue India Limited	Member of Audit Committee Member of Management Committee Chairman of Corporate Social Responsibility Committee
	5	India Microfinance Limited	Member of Asset Liability Management Committee Member of Securities Allotment Committee Member of Risk Management Committee

II.F INFORMATION ABOUT MR. RAHUL N. BHAGAT

Background details (including experience)	Mr. Rahul N. Bhagat has over three decades of experience in consumer banking, and has been listed on the Asian Banker's on their List of Leading Practitioners. Mr Bhagat worked at ANZ Grindlays Bank and Bank of America before joining HDFC Bank where, as Country Head – Retail Liabilities, Marketing & Direct Banking Channels, he managed a diverse portfolio that was instrumental in building the bank as the leading consumer and digital banking franchise. He thereafter partnered Vodafone India Ltd in successfully applying for a Payments Bank licence in 2015 and was appointed CEO (designate) of the proposed bank. He ceased to be an Independent Director w.e.f. closure of business hours on 6 June 2023 on account of completion of his first term.
Past remuneration	Received sitting fees for attending Meetings of the Board and Committees and profit related commission for FY 2022-23
Date of Appointment	7 June 2018 (He ceased to be an Independent Director w.e.f. closure of business hours on 6 June 2023 on account of completion of his term.)
Age	60 years
Qualification	Mr. Bhagat holds a Master of Arts degree in International Affairs from the College of William and Mary, Williamsburg, U.S.A and a Bachelor of Arts (Honours) degree in History from St. Stephen's College, Delhi University, India
Recognition or awards	Not applicable
Job profile and his suitability	Mr. Rahul N. Bhagat's rich and diverse experience of over 3 decades had added immense value addition to your Company.
Remuneration proposed	Commission – ₹ 6,42,466 [Rupees Six Lakhs Forty Two Thousand Four Hundred and Sixty Six only]
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is within the maximum permissible remuneration as laid down in Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size, industry and profitability.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides sitting fees for attending the meetings of the Board and its Committees and the commission receivable for the Financial Year 2023-24, Mr. Bhagat does not have any pecuniary relationship with the Company and is not related to any managerial personnel or other director of the Company.



Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None												
Terms & Conditions of appointment	He was appointed as an Independent Director w.e.f. 7 June 2018 for period of 5 years. He ceased to be an Independent Director w.e.f. closure of business hours on 6 June 2023 on account of completion of his first term.												
Shareholding in the Company	NIL												
The number of meetings of the Board attended during the year	During FY 2023-24, Mr. Rahul N. Bhagat attended 2 (Two) Board meetings.												
Number of other Directorships	<ol style="list-style-type: none"> 1. Thomas Cook (India) Limited 2. SOTC Travel Limited 3. Padmini VNA Mechatronics Limited 4. World Monuments Fund India Association 5. Arka Financial Holdings Private Limited (Deemed Public Company) 												
Chairmanship/Membership of Committees of other Companies in which he is a Director	<table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of Company</th> <th>Details of Committee Chairmanships/Memberships</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Padmini VNA Mechatronics Limited</td> <td>Member of Audit Committee Member of Corporate Social Responsibility Committee</td> </tr> <tr> <td>2</td> <td>Arka Financial Holdings Private Limited</td> <td>Member of Audit Committee Member of Nomination & Remuneration Committee Chairman of Risk Management Committee</td> </tr> <tr> <td>3</td> <td>Thomas Cook (India) Limited</td> <td>Member of Audit Committee Member of Stakeholder Relationship Committee Member of Nomination & Remuneration Committee Co-Chairman of Corporate Social Responsibility Committee</td> </tr> </tbody> </table>	Sr No.	Name of Company	Details of Committee Chairmanships/Memberships	1	Padmini VNA Mechatronics Limited	Member of Audit Committee Member of Corporate Social Responsibility Committee	2	Arka Financial Holdings Private Limited	Member of Audit Committee Member of Nomination & Remuneration Committee Chairman of Risk Management Committee	3	Thomas Cook (India) Limited	Member of Audit Committee Member of Stakeholder Relationship Committee Member of Nomination & Remuneration Committee Co-Chairman of Corporate Social Responsibility Committee
Sr No.	Name of Company	Details of Committee Chairmanships/Memberships											
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3	Thomas Cook (India) Limited	Member of Audit Committee Member of Stakeholder Relationship Committee Member of Nomination & Remuneration Committee Co-Chairman of Corporate Social Responsibility Committee											

III - OTHER INFORMATION

Reasons of loss or inadequate profits	The Company may have a situation of inadequacy of profits or loss on account of certain provisions on aged receivables, reduction in business revenues and pre-existing fixed costs. Further, in the unlikely event of any macro or micro economic crisis/situation or pandemic or other exceptional circumstances, there could be inadequate profits or loss. Thus, the Company is passing a special resolution as a matter of precaution pursuant to the provisions of Section 197(1) of the Companies Act, 2013 and Schedule V thereto.
Steps taken or proposed to be taken for improvement	All adequate steps, as may be necessary, will be taken by the Company for improving productivity and profits like bringing efficiency in operations, reduction of costs, etc.
Expected increase in productivity and profits in measurable terms	<p>The Company expects that productivity and profitability may improve and would be comparable with the industry average.</p> <p>The Company has taken various initiatives to maintain its leadership position, improve market share and financial performance. The Company is continuously pursuing and implementing its strategies to improve financial performance.</p>

IV - Disclosures:

Remuneration package of the managerial person:	As mentioned in the explanatory statement as stated above apart from the sitting fees for attending the Board and Audit Committee Meetings
Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-2024	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Financial Year 2023-24 of the Company

Abbreviations

ACI: Applied Communications Inc
AFCS: Automatic Fare Collection System
AGM: Annual General Meeting
AGSTTL: AGS Transact Technologies Limited
AMC: Annual Maintenance Contract
AOA: Articles of Association
APAC: Asia Pacific
ATM: Automated Teller Machine
BCP: Business Continuity Plan
BSE: Bombay Stock Exchange
CAGR: Compound Annual Growth Rate
CCPS: Compulsorily Convertible Preference Shares
CDES: Currency Distribution and Exchange Scheme
CEO: Chief Executive Officer
CFO: Chief Financial Officer
CFS: Consolidated Financial Statements
CIN: Corporate Identity Number
CODM: Chief Operating Decision Maker
CRM: Cash Recycler Machine
CSR: Corporate Social Responsibility
CUG: Closed User Group
DBU's: Digital Banking Units
DSCR: Debt Service Coverage Ratio
DSLS: Digital Smart Learning System
EBITA: Earnings Before Interest, Taxes, Depreciation, and Amortization
ECB: External Commercial Borrowings
EGM: Extra-ordinary General Meeting
EPF: Employee Provident Fund
ESOP: Employee Stock Ownership Plan
ESOS: Employee Stock Option Scheme
EUR: European Monetary Unit
FDI: Foreign Direct Investment
FY: Financial Year
GPRS: General Packet Radio Services
GST: Goods and Services Tax
GTSL: Global Transact Services Pte. Ltd.
GTV: Gross Transaction Value
HPCL: Hindustan Petroleum Corporation Limited
IAD: Independent ATM Deployment
ICAI: Institute of Chartered Accountants of India
ICCW: Interoperable Card-less Cash Withdrawal
iCD: Intelligent Cash Deposit
INR: Indian National Rupees
IPO: Initial Public offer
IPS: Integrated Payment Solution
ITSL: India Transact Services Limited
JPY: Japanese yen

Ken Research: The reports titled "India ATM Market Outlook to 2026" and "India Payment Services Market Outlook to 2026", each dated August 2021, issued by Ken Research Private Limited.
KCC: Kisan Credit Card
KMP's: Key Management Personal
KPI: Key Performance Indicators
LKR: Lankan Rupee
LODR: Listing Obligations and Disclosure Requirement
M PoS: Mobile Point of Sale
MCA: Ministry of Corporate Affairs
MD: Managing Director
MEA: Middle East Africa
MHA: Ministry of Home Affairs
MeitY: Ministry of Electronics and Information Technology
MODI: Making of Developed India
MSP: Managed Service Provider
NCD: Non-Convertible Debentures
NED's: Non-Executive Directors
NGO's: Non-Government Organisation
NPS: National Pension Scheme
NSE: National stock Exchange
NTPL: Novus Technologies Pte. Ltd.
OMC: Oil Marketing Companies
PAN: Presence Across Nation
PHP: Philippine Peso
PIDF: Payments Infrastructure Development Fund
PoS: Point of Sale
PPI: Prepaid Payment Instruments
PSTN: Public Switched Telephone Network
PSU: Public Sector Undertaking
QR: Quick Response
RBI: Reserve Bank of India
RFID: Radio-Frequency Identification
RFP: Request for Proposal
ROCE: Return on capital employed
ROCE: Return on capital employed
RoE: Return of Equity
ROI: Return on investment
RTA: Registrar and Transfer Agents
SA: Standard Audit
SBEB: Share based Employee Benefits
SC: Supreme Court
SCA: Service Concession Arrangement
SGD: Singapore Dollar
SVIL: Securevalue India Limited
UPI: Unified Payments Interface
USA: United States of America
USD: United States Dollar
VAS: Value Added Services
WLA: White Label ATM



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