26.06.2024

To

BSE Limited (BSE)
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai- 400001
BSE Scrip Code: 543996

Dear Sir/Madam,

Sub: Corrigendum to the Annual Report for the FY 2023-24

With reference to our intimation dated 14th June 2024 related to Annual Report for the FY23-24, we have observed some inadvertent errors in the Annual Report. Thus, this corrigendum is being produced in order to make the necessary corrections.

The Annual report shall now be read with the following amendments:

In the page no 5 – "Our Journey" in FY 2024 the number shall be read as *₹ 640 Crore instead of ₹ 400 Crore*

In the page no 16 – "Key performance indicators" in Revenue portion the financial data will be read as : *FY 2024: Rs.24,680 Mn; FY 2023: Rs.21,121 Mn; FY 2022: Rs.14,979 Mn; FY 2021: Rs.12,163 Mn*

This corrigendum shall form part of the Annual Report 2023-24, which has been sent / dispatched to the shareholders on June 14, 2024. All the other contents remain unchanged. Accordingly, all shareholders, stock exchanges, depositories, share transfer agents, agency appointed for e-voting, other authorities, regulators and all other persons concerned are requested to take note of the changes as mentioned above.

The Annual Report after incorporating changes is enclosed herewith.

We request you to kindly take the same on records.

Thanking You,

Yours faithfully,

For Updater Services Limited

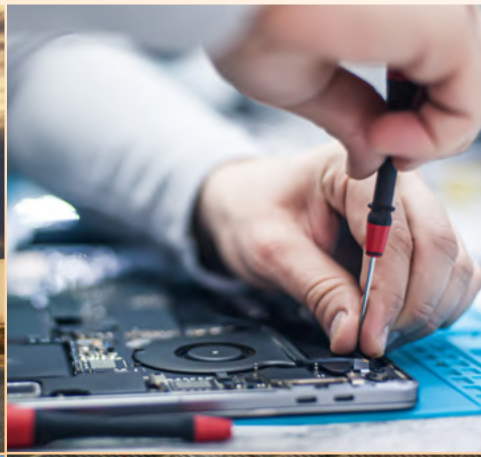
SANDHYA Digitally signed by SANDHYA Date: 2024.06.26 18:57:30 +05'30'

Sandhya Saravanan
Company Secretary and Compliance Officer

Updater Services Limited
Corp. office & Regd. Office: 1st Floor, No.42, Gandhi Mandapam Road, Kotturpuram, Chennai - 600085
+91 44 2446 3234 I 0333 I sales@uds.in I facility@uds.in I www.uds.in I CIN L74140TN2003PLC051955

Redefining Business Services






Annual Report
2023-24

Essential Partner in **Driving Excellence**

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Essential Partner in Driving Excellence

Continuing our journey as an essential partner in driving excellence, Updater Services has made remarkable progress in FY 2023-24. Building on our solid foundation from FY 2022-23, we have continued to lead the market in Integrated Facility Management and Business Support Services. Our commitment to exceptional service has enabled us to diversify and enhance our offerings, meeting the evolving needs of our clients across various sectors.

One of our significant achievements in FY 2023-24 was taking the company public, a milestone that underscores our growth and solidifies our position as a leading integrated business service platform. This transition enhances our financial strength and expands our capacity to innovate and deliver unparalleled value to our clients.

Our unique blend of organic growth and strategic acquisitions continues to propel us forward. We have enriched our service portfolio and fortified our market leadership by integrating complementary businesses. As we move into the next phase, our customer-centric approach will remain at the core of our operations. We are dedicated to surpassing our customers' goals, driving excellence in every endeavour, and solidifying our role as a trusted partner in their success.

Key highlights

₹ 24,680 Mn
Total Revenue
17%

₹ 1,459 Mn
EBITDA
41%

₹ 663 Mn
PAT
91%

IFM - 78
BSS - 51
Logos added

About us

We are UDS

Updater Services (UDS) stands out as a leading integrated business services platform, distinguished by our evolution from solely offering Integrated Facility Management (IFM) to becoming an integrated platform encompassing Business Security Services (BSS) as well. We focus on unlocking value for our clients by adeptly managing their people, assets, and processes through a knowledge-driven, efficient, and innovative approach. We pride ourselves on providing a seamless experience, serving as a single window for accessing best-in-class business services.

Mission and Vision

To be an essential partner of every enterprise by delivering exceptional business services.

Values

Happy people

We foster a work culture where happy people will be engaged at work.

Clear purpose

We make plans that are executed by people working together in harmony with necessary resources.

Better everyday

We use technology and innovation to improve our performance.

Do good

We strive to be good corporate citizens guided by the principles of ethical governance.

Balance all

We attempt to balance the interests of all stakeholders and promote a healthy, diverse and inclusive workplace.

Why UDS

UDS at a glance

India's leading business service company	~35 years of experience	22 branches pan-India
65,000+ Total employees as on 31 March 2024	201 million sq. ft of space serviced	5,102 customer locations

Our journey

Through the diversification of our business lines

We initially established our business solely as a provider of facilities management services. However, a significant shift occurred when a leading global automotive company arrived in Chennai and indicated their interest in outsourcing semi-skilled production support services. Subsequently, we embarked on a path of diversification, expanding our footprint across different verticals through strategic acquisitions. These endeavors bolstered our capabilities, enabling us to effectively cater to the varied requirements of both our current clientele and prospective customers.

Journey from facility management services to an integrated business services platform

FY1990

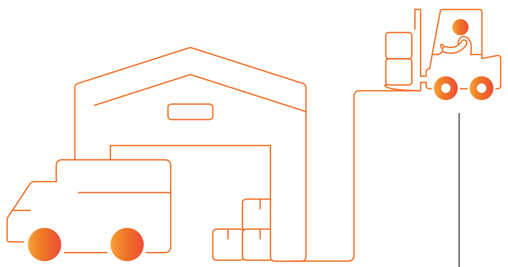
Functioning as a 100% IFM provider

- Soft Services
- Staffing
- Maintenance Contracts
- Other Allied Services

FY2018

Forayed into Institutional Catering

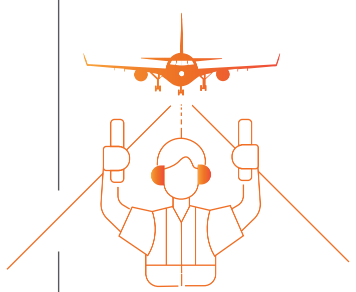
Through the acquisition of a majority stake in Fusion Foods



FY2007

Forayed into Mailroom Management

Through the acquisition of a majority stake in Avon Solutions & Logistics Private Limited



FY2019

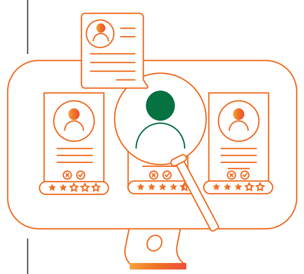
Forayed into the Airport Ground Handling

Through the acquisition of a majority stake in Global Flight Handling Services, which had the requisite qualifications in this space.

FY2020

Forayed into Employee Background Verification and Audit & Assurance Services

Through the acquisition of a majority stake in Matrix Business Services



FY2020

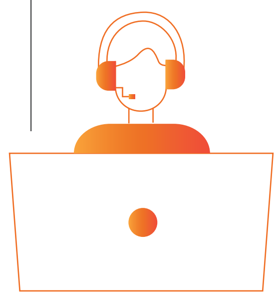
Forayed into Feminine Hygiene

Through the acquisition of a majority stake in Washroom Hygiene Concepts

FY2022

Forayed into Sales Enablement Services

Through the acquisition of a majority stake in Denave



FY2023

Strengthened our Sales Enablement Services

Through the acquisition of a majority stake in Athena BPO

FY2024

Took the Company into an IPO and raised ₹640 Crore

Updater Services Limited | Annual Report 2023-24

Services offered

Powering diverse solutions across industries

We stand as the country's second-largest integrated facility management entity, renowned for our extensive array of offerings. Leveraging a diversified portfolio, we, through our subsidiaries, deliver a wide range of services, including audit and assurance, sales enablement, employee background verification, airport ground handling, mailroom management, industrial catering and specialised logistics solutions. Many of these subsidiaries hold market leadership positions within their respective segments, reflecting our commitment to excellence and innovation across multiple industries.

uds

Redefining Business Services

IFM & Other services

A. IFM

- Soft Services
- Production Support Services
- Engineering Services
- Washroom and Feminine

B. Other services

- Warehouse Management
- General Staffing
- Institutional Catering
- Others

Business Support Services

- Sales Enablement Services
- Employee Background Verification Services
- Audit & Assurance Services
- Airport Ground Handling Services
- Mailroom Management & Niche Logistics and Transport Management Solutions

Our offerings

Integrated Facility Management

Soft services

Our offerings encompass housekeeping, cleaning, disinfection, sanitisation, pest control, horticulture, and facade cleaning.

4th

Market position in India*

Engineering services

Our engineering services are focused on mechanical, electrical, and plumbing (MEP), and cover HVAC system management, power equipment, sewage treatment and fire safety, among others.

Among Top-5

Market position in India*

Production support services (PSS)

Our offerings include solutions for manufacturing facilities, including material handling, warehouse management, inventory control, production support, and equipment maintenance.

1st

Market position in India*

Washroom and feminine hygiene care solutions

Our offerings include feminine hygiene care, and products like air fresheners, sanitisers, and washroom products, through our subsidiary, Washroom Hygiene Concept.

2nd

Market position in India*

Other services

Warehouse management

Our offerings include managing customer warehouses and their operations, including material handling, sorting, packaging, and logistics.

General staffing

Our offerings include providing field staff for various roles, focusing primarily on specialty staffing in healthcare, payroll management, and field force management.

Institutional catering

Our offerings include catering and food services for corporates, educational institutions, and industrial facilities, through our subsidiary, Fusion Foods.

Others

In addition to these, we also provide technology and procurement services through our subsidiaries, Wynwy and Tangy, respectively.

IFM & other services financial performance

Revenue from operations (₹ in million)

FY 2024	16,658
FY 2023	15,288

9% (Y-O-Y)

PBT (₹ in million)

FY 2024	525.65
FY 2023	338.83

55% (Y-O-Y)

PBT (%)

FY 2024	3.1
FY 2023	2.23

+90 Bps

Revenue share in overall business (%)

FY 2024	67.50
FY 2023	71.52

-400 Bps

PBT share in overall business (%)

FY 2024	52
FY 2023	34

+1,800 Bps

Source: As per latest F&S report

* Source: F&S report 22-23

Updater Services Limited | Annual Report 2023-24

Services offered

Business Support Services

Sales enablement services

We provide sales enablement services through our subsidiaries, Denave and Athena. Our offerings include demand generation, lead management, inside sales, data management, digital marketing, analytics, customer outreach, field force management, and outbound telesales. Denave is the largest player in the market and serves global customers in IT/ITES and telecom, among others, whereas Athena predominantly focuses on the BFSI segment B2C telesales.

1st

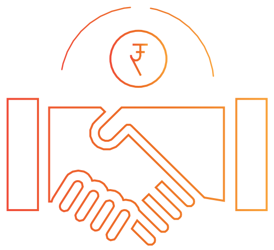
Market position in India*

Employee background verification check services

We provide these services through our subsidiary, Matrix. Our services include the verification of address, identity, educational qualifications, employment history, and legal case history.

3rd

Market position in India*



Audit and assurance services

We also provide these services through our subsidiary, Matrix, with a specialised focus on FMCG and consumer durables companies. Our services include audits of supply chain, warehouse, distributor, and retail. Besides this, we also provide back-office support for marketing programmes and channel partner claim processing.

1st

Market position in India*

Airport ground handling services

We provide these services through our subsidiary, Global Flight Handling. Our offerings include baggage, cargo handling, passenger movement, aircraft turnaround, and meet and greet services.

Mailroom management and niche logistics solutions

We provide these services through our subsidiary, Avon Solutions and Logistics, which specialises in mailroom management. Our services extend to office supplies management and tailored niche logistics solutions, addressing specific customer needs without competing in the broader logistics sector.

1st

Market position in India*

* Source: F&S report 22-23

BSS financial performance

Revenue from operations (₹ In million)

FY 2024	8,022
FY 2023	6,089

32% (Y-O-Y)

PBT (₹ In million)

FY 2024	488.21
FY 2023	659.86

-26% (Y-O-Y)

PBT (%)

FY 2024	6.0
FY 2023	10.8

500 Bps

Revenue share in overall business (%)

FY 2024	32.50
FY 2023	28.48

400 Bps

PBT share in overall business (%)

FY 2024	48.15
FY 2023	66.07

-1,800 Bps

Denave
Sales Enablement and Digital Marketing

Tangy Supplies & Solutions Pvt Ltd
Material and Equipment Supplies

Matrix Business Services Pvt Ltd
Employee Background Verification and Audit & Assurance

Stanworth Management Pvt Ltd
Specialized Hospitality Services

Avon Solutions & Logistics Pvt Ltd
Mailroom Management and Logistics Services

Fusion Foods & Catering Pvt Ltd
Industrial & Institutional Catering

Global Flight Handling Services Pvt Ltd
Airport Ground Handling Services

Washroom Hygiene Concepts Pvt Ltd
Feminine Hygiene Solutions & Services

Athena
Sales Enablement and Outbound Tele Sales

Our presence

Empowering presence, seamless solutions

UDS boasts a robust pan-India presence, fortified by a sizeable and highly efficient workforce. Our extensive network spans not only across the nation but also extends abroad, providing us with a broad reach and unparalleled accessibility. This widespread footprint not only gives us a competitive edge over our peers but also enables us to cater adeptly to the diverse needs of our customers.

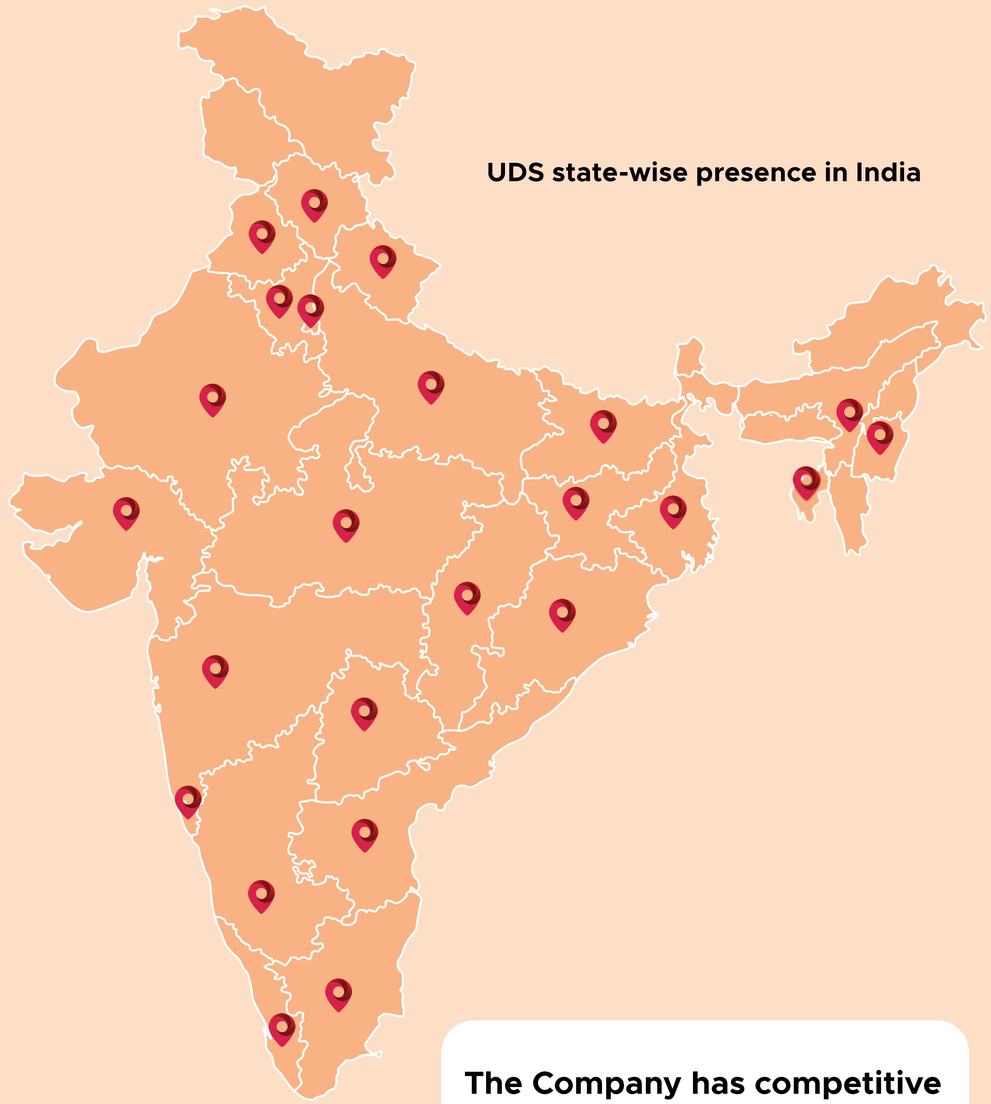
5,102
Customer locations

201.12 mn sq ft
Managed space

121
Points of presence in India

18
Overseas points of presence in South-East Asia, South Korea and Europe

Widespread network with 139 points of presence



UDS state-wise presence in India

Note: Map not to scale

The Company has competitive advantage over its peers in several aspects:

- Preferred service provider
- Quick recruitment capabilities
- Efficient monitoring
- Superior quality
- Advanced technical capabilities

Our diverse clientele

Diverse connections, endless opportunities

We take pride in nurturing enduring relationships with customers spanning diverse sectors. With a customer base characterised by our diversity and low concentration, we possess the unique capability to expand our market share by leveraging cross-selling opportunities. A key pillar of our success lies in our swift delivery model, ensuring short turnaround times while upholding efficient engagement with our dedicated workforce. We maintain a continuous stream of business by adeptly capturing a significant portion of our customers' needs.

2,619

Total customers#

Does not include customers with ticket size less than ₹ 5 lakhs

IFM and other services

1,593

Customer base

Customer Base: 1,593 customers

FY 2022	35.30%
FY 2023	33.96%
FY 2024	28%

Revenue from Top 10 customers

Our key customers

Auto
- Hyundai (Auto)*
- Eicher Motors
- Honda Motorcycle

Manufacturing
- Saint-Gobain*

BFSI
- SBI Life Insurance
- Shriram Transport
- IIFL Finance

Healthcare
- TTK Healthcare

Electronics
- Sony

28%

Revenue share from our Top-10 customers

Business Support Services

1,026

Customer base#

Customer Base: 1,026 customers

FY 2022	46.76%
FY 2023	54.95%
FY 2024	66%

Revenue from Top 10 customers

Our key customers

Technology
- Microsoft

Retail
- Aditya Birla Fashion & Retail
- More Retail

IT/ITES
- TCS
- Mindtree
- Logitech

Aviation
- SpiceJet
- AIX Connect

Consumer goods
- P&G*
- Hershey

Telecom
- Tata Communications

66%

Revenue share from our Top-10 customers

* Key clients with ~10 years of relationship

Does not include customers with ticket size less than ₹ 5 lakhs

Our diverse clientele

Airports

DELHI INDIRA GANDHI INTERNATIONAL AIRPORT GMR HYDERABAD RAJIV GANDHI INTERNATIONAL AIRPORT GMR

Transit systems

Chennai Metro Rail Limited ALSTOM Keolis

Manufacturing

CATERPILLAR Salcomp BOSCH FLSmidth SAINT-GOBAIN HAL Godrej Reliance Industries Limited

IT/ITeS

Infosys Tech Mahindra TATA CONSULTANCY SERVICES SONATA SOFTWARE Ajuba FIS ITC INFOTECH intellect Design for Digital

Logistics

Infosys KUEHNE+NAGEL Yusen Logistics ych where supplychain connects DHL Expeditors

Healthcare

Fortis Chettinad Health City COLUMBIA ASIA GTB Hospital A.M.C Medical Education Trust

BFSI

HDFC BANK FRANKLIN TEMPLETON INVESTMENTS Birla Sun Life Insurance DBS equitas

Retail

SONY METRO bb Nestlé SAMSUNG

Business consulting

EY Building a better working world dun & bradstreet

Automobiles & ancillary

HYUNDAI TATA MOTORS TOYOTA HONDA CAT MRF ROYAL ENFIELD

Monuments

STATUE OF UNITY एक भारत, श्रेष्ठ भारत

Updater Services Limited | Annual Report 2023-24

Key performance indicators

Yearly performance recap

Financial

Revenue

₹ in million

FY 2024	24,680
FY 2023	21,121
FY 2022	14,979
FY 2021	12,163

EBITDA

₹ in million

FY 2024	1,459
FY 2023	1,032
FY 2022	865
FY 2021	741

EBITDA margin

%

FY 2024	5.9
FY 2023	4.9
FY 2022	6.2
FY 2021	6

PAT

₹ in million

FY 2024	663
FY 2023	346
FY 2022	574
FY 2021	476

PAT margin

%

FY 2024	2.7
FY 2023	1.6
FY 2022	3.85
FY 2021	3.92

Return on Capital Employed

%

FY 2024	18.33
FY 2023	17.46
FY 2022	20.23
FY 2021	22.59

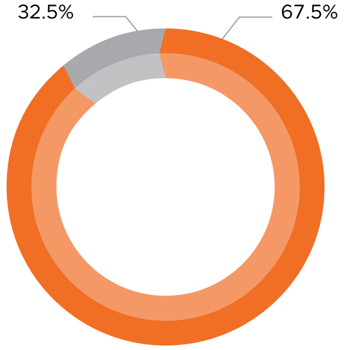
Net debt-Equity

times (X)

FY 2024	(0.39)
FY 2023	0.00
FY 2022	(0.04)
FY 2021	0.18

Revenue by segment

Net debt-Equity



IFM and Other Services
BSS Segment

Non-financial

Total employees

₹ in million

FY 2024	65,232
FY 2023	65,627
FY 2022	62,377
FY 2021	56,317

Customer count

₹ in million

FY 2024	2,619*
FY 2023	3,096
FY 2022	2,448
FY 2021	2,281

Points of presence

₹ in million

FY 2024	139
FY 2023	138
FY 2022	129
FY 2021	127

Total CSR spend

₹ in million

FY 2024	20.5
FY 2023	14.03
FY 2022	9.44
FY 2021	7.33

* BSS Segment doesn't include customers with ticket size less than ₹ 5 Lakhs

Chairman and MD's communique

Raghunandana Tangirala
Promoter, Chairman and Managing Director

In FY2024, our total revenues grew by 16% to ₹ 24,680 million. The BSS segment experienced robust growth, with revenues increasing by 32% to ₹ 8,022 million, driven primarily by the strong performance in the Sales Enablement Business.

Dear Shareholders,

I am pleased to share yet another Annual Report with you. Since I communicated with all of you last year, your Company has made significant progress.

FY2024 has been a landmark year for UDS, marked by impressive financial performance and strategic growth initiatives. Our total revenues saw a notable increase, driven by strong gains in both the Business Support Services (BSS) and Integrated Facility Management (IFM) segments. This year, we focused on enhancing operational efficiency, optimising our revenue mix, and optimising synergies from our strategies to strengthen our market position.

Robust performance

In FY2024, our total revenues grew by 16% to ₹ 24,680 million. The BSS segment experienced robust growth, with revenues increasing by 32% to ₹8,022 million, driven primarily by the strong performance in the Sales Enablement Business. Meanwhile, the IFM segment maintained its focus on margins and capital efficiency, achieving a 9% growth in revenues to ₹16,658 million, reflecting our strategic decision to rationalise low-margin contracts when necessary.

EBITDA for FY2024 was ₹1,459 million, marking a 41% increase. Our PAT has grown to 663 million at 91%. This improvement is driven by increasing business volumes and less impact of fair value adjustments, growing BSS contribution to total revenue and on optimization of costs. We anticipate that margins can further improve by 25-50 basis points annually over the coming years due to operating leverage and a continually improving revenue mix.

Industry trends and strategic focus

The market is evolving towards a preference for fully Integrated Facility Management Companies, driven by a growing demand for solution-based offerings. At UDS, we have consistently prioritised delivering a comprehensive suite of services, enhanced by advanced technical capabilities and superior quality. This strategic focus has set us apart from our peers, positioning us as a leader in the industry.

We are actively pursuing acquisition targets that align with UDS's strategic objectives and expand our service portfolio. We are excited to announce that we are in the final regulatory approval stages of acquiring Denave. This acquisition is anticipated to significantly enhance our capabilities and provide increased cross-selling opportunities.

Way forward

We reflect on the positive developments that have set a promising trajectory for our Company. These early successes suggest significant potential for future growth. While we recognise the challenges ahead, we remain confident in our ability to achieve our objectives and continue our journey towards substantial growth.

Concluding, I extend my gratitude to our stakeholders - your trust, collaboration, and commitment have been the strength of our Company. Moving forward, let us work together, embrace the opportunities and challenges, and shape a prosperous future. Thank you for your continued belief and support in our shared vision.

Story of the year

IPO: A new chapter in stakeholder value

In October 2023, Updater Services Limited marked a transformative milestone by successfully listing on both the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). Priced at ₹300 per share, our Initial Public Offering (IPO) garnered gross proceeds of ₹400 crores, setting a strong foundation for our future growth and strategic initiatives.

₹300
Per share

₹640 Cr
Fund raised

₹240 Cr
Promoter and other payout

Strategic allocation of funds

- Debt Reduction: Repayment and prepayment of borrowings
- Working Capital: Ensuring smooth operational flow
- Inorganic Growth: Pursuing strategic acquisitions
- Corporate Flexibility: Funding general corporate purposes

The proceeds from the IPO are allocated towards several critical objectives aimed at strengthening our company's financial health and operational capabilities. Firstly, a significant portion of the funds will be used for the repayment and pre-payment of specific borrowings, thereby reducing our debt burden and enhancing our financial stability. This step is crucial in maintaining a strong balance sheet and ensuring long-term sustainability.

Enhanced financial stability

- Strengthening our balance sheet
- Supporting day-to-day operational needs
- Investing in future growth opportunities

Secondly, the infusion of capital will address our working capital requirements, ensuring that we have the necessary resources to support our day-to-day operations and meet the demands of our growing business. This will facilitate smoother operations and allow us to capitalise on emerging opportunities in the market.

Commitment to growth

- Driving sustainable growth
- Delivering enhanced value to stakeholders
- Reinforcing our competitive position in the industry

Furthermore, we are committed to pursuing inorganic growth initiatives, leveraging the IPO proceeds to explore and execute strategic acquisitions. These acquisitions will complement our existing offerings, expand our market presence, and drive revenue growth. By integrating new capabilities and services, we aim to strengthen our competitive position and deliver enhanced value to our customers.

Lastly, a portion of the funds will be allocated for general corporate purposes, providing us with the flexibility to address various business needs and invest in future growth opportunities. This includes initiatives to improve operational efficiencies, invest in technology and innovation, and enhance our overall corporate infrastructure.

The successful listing and the strategic utilisation of the IPO proceeds showcase our commitment to driving sustainable growth and delivering value to our stakeholders. We are confident that these initiatives will position Updater Services Limited for continued success and long-term sustainable prosperity, reinforcing our role as a leading player in the industry.

Industry landscape

Leading the IFM and BSS evolution

As the pioneering facility management company in India, UDS holds a unique position in shaping the industry landscape. In an era where outsourcing services were virtually unheard of, we introduced the concept to the market. Fast forward to today, the industry has evolved significantly, marked by a diverse range of end customers demonstrating a strong preference for outsourcing. This trend towards outsourcing is projected to fuel a notable CAGR of ~17% for outsourced IFM from FY 2022-23 to FY28(P). Positioned at the forefront of this evolving industry, we are poised to capitalise on these opportunities.

Source: Krysal

Reasons for the rise in demand for outsourced services

The efficiency and services provided by outsourced players is better than the in-house setup

Enterprises can control attrition issues and operate in a cost-effective way

The industry at a glance

Integrated Facility Management

Outsourced IFM market size

₹25,038 Cr
FY 2017-18

₹56,417 Cr
FY 2023-24

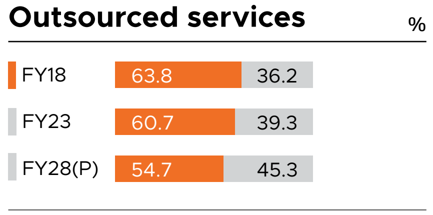
₹86,442 Cr
FY 2027-28

Growth drivers

Increasing share of outsourced IFM services

The share of outsourced IFM services is expected to further increase over the foreseeable future.

IFM: In-house vs Outsourced services



Growing preference for integrated players

Enterprises are increasingly transitioning towards integrated service models from single-contract service models for a number of reasons:

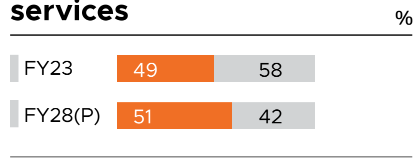
- More cost-effective
- Accelerated technology implementation
- Stringent quality standards and compliance
- Increased need for mechanised cleaning

Industry consolidation

The industry is truly underway, validated by the ever-increasing share of organised players in the market and will continue to do so over the foreseeable future for the following reasons:

- Organised players expanding their services through mergers or partnerships with regional players
- Inability of smaller players to comply with the regulatory and capability challenges

IFM: Un-Organized services



Business Support Services

Outsourced BSS market size

₹4,884 Cr
FY 2017-18

₹14,478 Cr
FY 2027-28

Growth drivers

Sales enablement

- Demand for digital communication, Cloud and digitalisation
- Demand for analytics and content intelligence
- Demand for technology-driven database generation
- Localisation of voice activated instructions

₹4,517 Cr
Projected market size in FY 2027-28

Mailroom management

- Demand for end-to-end asset movement services
- Increasing need for data security
- Cost reductions

₹895 Cr
Projected market size in FY 2027-28

Employee background verification

- Demand for employee background screening and data intelligence
- Minimising discrepancies
- Growth in gig economy
- Emergence of new age business models

₹3,152 Cr
Projected market size in FY 2027-28

Business process audits & assurance

- Increasing integration with third-party companies (suppliers, distributors and outsourced service providers)
- Growth of the retail industry

₹560 Cr
Projected market size in FY 2027-28

Source: Krysal

Growth drivers

We trust our capabilities as we are

Uniquely and attractively placed

We have been able to carve out a unique position in the market through our integrated business model. We have the widest segmental among all our peers and are one of the leading market players in our segments, with some being extremely niche. We have established a significant brand recall in both the IFM and BSS segments and are attractively placed to offer complementary and supplementary services to our customers.

Widespread presence

We have an established national footprint with 121 points of presence in India. In addition to this, we also have 18 points of international presence. Our widespread presence provides us a significant edge over our peers.

Track record of successful integration of acquisitions

We have pursued strategic acquisitions to broaden our presence in the value-added business support services sector. Our primary focus has been on acquiring companies and businesses whose offerings complement and enhance our existing services portfolio. Each acquisition we have made has been carefully chosen, which in turn, has expanded our reach: New customer segments, service lines and geographical areas.

Led by experienced management

We are led by an experienced Board of Directors, who are supported by an efficient management team. They ensure we uphold the highest standards of governance and work relentlessly to bring our strategies to life. In addition to this, we are/were also backed by some marquee private equity investors like New Vernon Private Equity, ICICI Venture Funds Management Company and Motilal Oswal Alternate Investment Advisors throughout various points of our journey. This has enabled us to strengthen our financial controls, enhance productivity, periodic assistance with regard to capital raising, mergers and acquisitions, and strategic business decisions.

Long-standing relationships with customers

Our diverse businesses have enabled us to cater to the demands of customers across a diverse set of sectors. Our gamut of services empowers us with the capability to significantly increase the wallet share from existing customers through cross-selling.

Technology focus

We have continuously been focusing on leveraging technology to take our business to the next level. We are integrating technology within all verticals of our operations to optimise productivity and enhance cost-efficiencies, and investing in technology platforms to gain an advantage over our peers.

Exceeding industry performance

Our focus on optimising productivity and emphasis on niche market segments has resulted in us performing significantly higher than our peers. Our margins and returns on capital employed are above the industry standards, and we expect to sustain these levels as we continue to grow our revenues as well. Besides this, our IFM and BSS segments have been growing at ~15-20% higher than the respective industry CAGRs.

Strategic priorities

Innovative and sustainable growth routes

To secure enduring growth with added value, we've crafted our business strategies into two distinct categories: organic and inorganic.

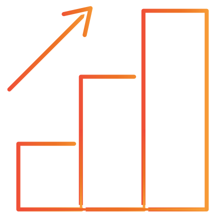
Organic growth strategies

Retain, strengthen and grow the customer base

- Focus on deepening relationships with existing customers
- Increase wallet sharing through cross-selling
- Leveraging technology to improve service delivery

Grow market share in key segments

- Existing customer mining
- Business development using strong sales and marketing team



Introduce new products and services

- Catering to existing and new customer segments
- Entering segments that are large and margin accretive

Continue to improve operating margins

- Changing business mix
- Improving operating leverage
- Using technology to improve service delivery
- Optimise Cost

Pursuing inorganic growth

- Strategic acquisitions of high-margin businesses supplemental to the company's operations

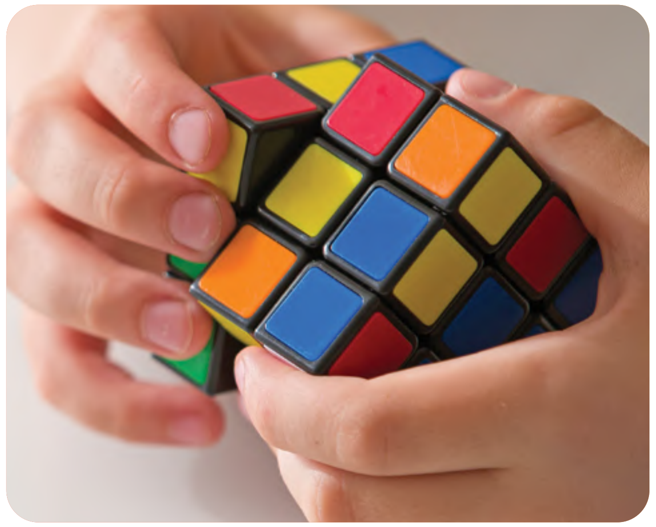
Unique and well-defined inorganic strategy

We intend to pursue inorganic growth opportunities that will allow us to:

- Enhance scale and market position
- Achieve operating leverage in key markets
- Provide platform to extend reach to new geographies within India and selected overseas market, particularly for sales enablement, audit and assurance as well as employee background check services

Add new services that are:

- Complimentary to existing services
- Strategic business to capture revenue opportunities



'PRASAD' – Our one-of-a-kind acquisition strategy

P – Promoter fit	Businesses run by experienced promoters who continue to work with the company both to build their original businesses and add value to the overall organisation
R – Right place	Do not believe in overpaying for any business Use capital in a careful and calibrated manner
A – Accretive margins	Business that improves UDS' services and customer mix such that overall margin profile improves
S – Synergistic business	Synergistic with existing businesses/customers Leverage some of existing experience, expertise or relationships
A – Asset light	Asset light, where the core asset are the people and their expertise coupled with processes and technology (except for ground holding business)
D – Defensible	Target businesses must have competitive advantages and be defensible

Technology integration

Technology doing its 'thing'

At UDS, we recognise the pivotal role of technology in shaping the present and future landscape of businesses. We have established our growth trajectory and ensured its sustainability for the foreseeable future by seamlessly integrating technology into our operations. We have made deliberate investments in cutting-edge technologies, that are instrumental in propelling our success. From streamlining operations to enhancing service delivery, technology remains at the heart of our business strategy, empowering us to stay ahead in a rapidly evolving market.

Our tech-enabled service delivery leverages technology and automation to standardise processes and automate routine tasks at client locations. By constantly collecting data on the performance and operations of people and assets, we ensure transparency and real-time visibility through digital interfaces and compliance management. This approach allows us to track SLAs and KPIs effectively, providing our clients with unparalleled service quality and operational excellence.

Technology in IFM (IoT-driven)

Process

- CMMS
- Helpdesk and ticketing
- Inventory management
- Workforce management
- Asset health monitoring

Benefits

- Seamless standardised maintenance management system
- Optimised and efficient inventory
- Improved response time and equipment availability
- Enhanced service delivery and customer delight
- Cost savings
- Improved maintenance and manpower management

Technology-driven contracts management

Process

- Onboarding
- Digital invoicing
- Digitalised salary processing
- Digital attendance
- Client portal

Benefits

- Reduced paperwork
- Speed and accuracy
- Cost savings
- Compliance
- Real time analytics

Adopted technology to optimise productivity and improve cost efficiencies

Enterprise technology

- Implemented SAP for enterprise management

Service delivery technology

- Using technology to manage 50,000+ field force
- Automated various employee management activities
- Deployed software platform called Matex for employee background verification services

Technology as a product

- Indigenously developed 'Inconn' - tool for Computerised Maintenance Management Systems (CMMS) and Enterprise Asset Management (EAM)

Selectively investing in technology platforms to stay ahead of the curve

Made a minority investment in Aubotz Lab Private Limited

Manufactures autonomous robotic platforms for activities like

- Floor cleaning
- Material handling

Deployed certain robots at customer locations

Benefits

Cleaning robots

- Better and efficient floor cleaning
- Sustainable cleaning solutions with lesser consumptions of electricity and water
- Repetitive and redundant tasks removed

Material handling robots

- Help increase the efficiency of production line and material movement
- Higher safety and productivity
- Precision and accuracy

ESG approach

ESG at UDS

We are deeply committed to creating a more sustainable and environmentally conscious future. As we continue to grow, we aim to integrate sustainability into every aspect of our operations. Our focus is on reducing our environmental footprint, enhancing resource efficiency, and promoting green practices across our value chain.

We strive to achieve long-term growth that benefits our business and contributes positively to the environment and society by investing in innovative technologies and sustainable initiatives. We are dedicated to creating a better tomorrow through responsible and sustainable growth.

Installation of solar power system

In efforts to minimise the environmental impact, UDS has implemented a 90kw solar power system in Thoraipakkam and a 60kw solar power system in Kotturpuram, utilising the ample sunlight to produce clean electricity.

We are dedicated to operating and expanding our business in a socially responsible manner. Our ESG committee ensures that our business processes align with the guiding principles of the National Guidelines on Responsible Business Conduct (NGRBC). This commitment underscores our pledge to uphold social responsibility at every level of our operations.

The UDS Culture

Instilling the UDS culture throughout our organisation is not just about implementing policies and practices; it is the essence of who we are. This cultural bedrock ensures we consistently deliver exceptional services to our customers. To achieve this, we have developed a robust array of learning and development programmes, tailored to reinforce our values and commitment to excellence in every aspect of our service delivery.

Celebrating Leadership Development at UDS

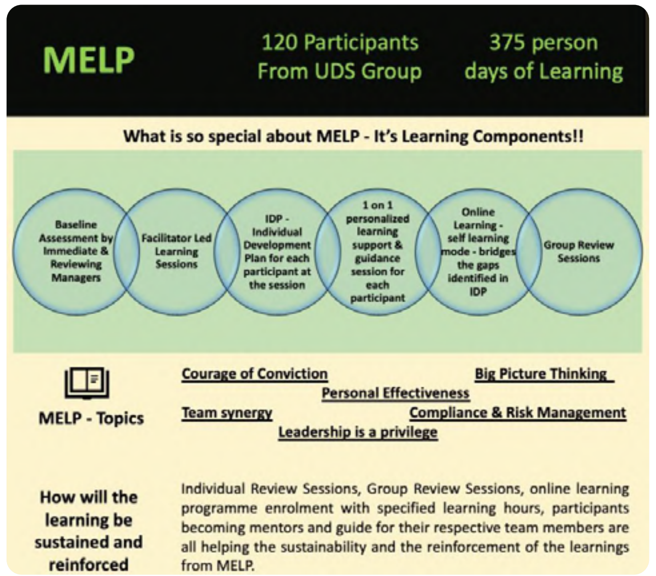
At UDS and our group companies, we recognise our employees as our most valuable assets and are deeply committed to their growth and well-being. In line with this commitment, we have partnered with IIM Trichy to offer a Post Graduate Certification in General Management for our middle and senior managers.

This initiative provides the applicants with a structured approach to management science, honing essential skills such as critical thinking, data-driven decision-making, and strategic vision. Equipped with the right tools, new insights, and fresh perspectives, our managers are now better prepared to navigate the ever-changing VUCA world of business, driving innovation and excellence within our organisation.

Elevating Leadership with MELP

We also launched the Managerial Effectiveness and Leadership Enhancement Programme (MELP) for our middle managers across UDS and our group companies. This initiative has been a catalyst for over 148 middle managers, equipping them with essential leadership skills. The programme entailed 380 person-days of training, involving over 140+ participants, and was met with overwhelmingly positive feedback.

Participants found the programme highly valuable, underscoring its significant contribution to their professional development. The impact has been remarkable, with senior leaders witnessing a notable transformation among middle managers. This reinforces our belief that investing in middle management is crucial to our overall success, and we are committed to continuing such initiatives to create future leaders.



Living the UDS Values

We believe that our core values are the heartbeat of our organisation, shaping our culture and guiding our actions. We have built a compelling value narrative around three fundamental pillars: #happypeople, #ClearPurpose, #bettereveryday, #dogood, and #BalanceAll. These pillars not only define who we are but also drive our strategy forward.

Through our 'LIVE THE UDS WAY' Change Management initiative, we engage our employees in immersive workshops designed to internalise and embody these values. This initiative fosters a culture where managers and their teams work closely together, celebrating achievements, providing mentorship, and enhancing the quality and timeliness of their work. By balancing the needs of vendors, customers, and themselves, our managers play a crucial role in integrating our values into everyday operations, ensuring that UDS remains a place where everyone thrives.

Recognising Excellence: UDS Awards Programme

Impactful Udsian Award

Our Impactful Udsian Award is a prestigious platform designed to honour the outstanding contributions of our employees. Open to all team members with at least nine months of service within a year, this award celebrates individuals who have made a significant positive impact on our business. From frontline executives to senior management, all are eligible for consideration.

What sets this programme apart is the meticulous selection process, overseen by a committee consisting of our Managing Director, Executive Director, and Chief Commercial Officer. Awardees receive a personalised letter from our MD, along with a Merit Certificate and a commemorative memento. Nominations, using the enclosed Annexure 1 format, should be submitted to the Head of HR by the end of June for the previous financial year. Employees can qualify for this prestigious award in successive years based on their ongoing performance.

Rising Udsian Award

At UDS, we are committed to nurturing talent and fostering a culture of growth and development. The Rising Udsian Award is a testament to this dedication, recognising and celebrating promising junior colleagues who demonstrate exceptional potential and dedication to their roles.

Regional RMs and Senior Managers play a crucial role in identifying these rising stars within our organisation. By identifying and nurturing such talent, we are investing in the future of our organisation, ensuring its continued success and growth.

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Social – People and communities

CSR initiatives at UDS

We consider our communities as an integral part of the UDS family, dedicated to bringing transformative changes in their lives through our efforts and various initiatives.

₹20.5 Mn
Amount spent on CSR initiatives during FY 2023-24

Empowering women

At the heart of all our efforts lies a commitment to empowering women and encouraging them to accomplish and live their fullest lives. We offer skill development programmes, equip them with the necessary skills, and provide the required resources to achieve economic independence and contribute actively to their communities.

₹0.5 Mn
Amount spent

Environmental sustainability and rural development

We are committed to implementing eco-friendly practices and supporting advancements in rural areas, while promoting sustainability efforts. We are aiming to create a healthier environment through initiatives that include sustainable farming techniques, water conservation, carbon footprint reduction, etc.

₹5.8 Mn
Amount spent

Eradicating hunger, promoting education and healthcare

We are striving to eradicate hunger, and promote education and healthcare through our community outreach programmes and partnerships with local organisations. Initiatives like food drives, providing nutritious meals to underprivileged families, supporting education by setting up libraries, mentoring students, and focusing on preventive healthcare, health awareness and medical support – we ensure that each individual has equitable access to an enhanced quality of life.

₹13.2 Mn
Amount spent

Skill development

We offer vocational training and professional development programmes in various trades and soft skills to make individuals job-ready for sustainable livelihoods. We collaborate with industry partners to facilitate job placements and entrepreneurial ventures.

₹0.7 Mn
Amount spent

Promoting rural sports

We sponsor local sports events, developing and improving sports facilities, and nurturing young talent within rural communities by investing in sports infrastructure, organising competitions, and building a sense of teamwork and discipline.

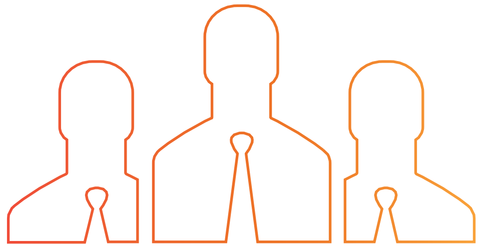
₹0.1 Mn
Amount spent

Awards and accreditations

'Great Place to Work' Certification in 2023	'Best Contact Centre' of the year from CMO Asia	ISO 9001:2015 Quality Management Systems
ISO 14001:2015 Environmental Management Systems	Recognised as 'Top 100 Best Workplace for Women' during FY 2023-24 for Denave – A subsidiary of UD	'Best Inbound and Outbound Tele Sales Agency' from National Business Excellence Award
ISO 45001:2018 Occupational Health & Safety Management Systems	ISO 27001:2013 Information Security Management Systems	SA 8000:2014
Member IFMA from 2009	ISO 41001:2018 Facilities Management Systems	ICRA Credit Rating of A+ (Long Term) and A1+ (Short Term) – B
British Safety Council from May 2019	ISO 55001:2014 Asset Management Systems	65-007-1884 Rating of 5A1
Member CII from 2013		

Governance

Setting strong standards of corporate governance



100%

Board members with ~20 years of experience

Raghunandana Tangirala

Promoter, Chairman and Managing Director

He is the founding director and the promoter, and currently serves as the Chairman of the Board and Managing Director of our company. With 30 years of entrepreneurial experience in the service sector, he spearheads corporate governance, organisational development, capital allocation, and strategic growth. He holds a bachelor's degree in commerce from the University of Madras.

Amitabh Jaipuria

Non-Executive Director

He serves as a Non-Executive Director at UDS, bringing a wealth of experience from his previous roles in well-known organisations such as Ziqitza Healthcare, First Meridian Business Services, Reliance Jio, AGS Transact, Monsanto India, PepsiCo India, Quess Corp, GE Lighting, and Blow Past. At UDS, he is responsible for overseeing corporate affairs, managing investor relations, and spearheading key strategic initiatives. His diverse background and expertise contribute to the company's continued growth and success.

Sunil Chandiramani

Independent Director

He serves as the Independent Director of the Company. He holds a B.Com degree from Sydenham College of Commerce and Economics at the University of Bombay, complemented by a Diploma in Systems Management (Honors) from the National Institute of Information Technology. Furthermore, he is an associate member of the Institute of Chartered Accountants of India (ICAI). His extensive expertise in financial matters is built on his previous role as a partner at Ernst & Young India, where he contributed significantly to the field of finance and accounting.

Sangeeta Sumesh

Independent Director

She serves as an Independent Director, and has previously held pivotal positions, including Executive Director and Chief Financial Officer at Dun & Bradstreet Technologies. She is an associate member of the Institute of Chartered Accountants of India (ICAI), and her experience encompasses roles at Lovelock & Lewes, Lebara Foundation, Thales Software India, Tupperware India, Alstom Limited, and PWC (Price Waterhouse Coopers).

Jigyasa Sharma

Non-Executive Director

Jigyasa Sharma is a Non-Executive Director on the Board of our Company. She is a Smart Communities Programme Manager at US Ignite, where she spearheads initiatives addressing a spectrum of technology policy issues within US Ignite communities. With a keen focus on innovation districts (testbeds), connectivity, mobility, digital trust, data governance, equity, and community engagement, Jigyasa has made significant contributions to projects with the National Science Foundation (NSF), Purdue Research Foundation, and Toyota Mobility Foundation.

Bringing a wealth of experience in economics and policy, Jigyasa has an extensive background in collaborating with non-profits and government entities in diverse global settings, including the United States, Singapore, India, China, and Indonesia. Jigyasa's academic journey is marked by academic excellence, having earned her Bachelor's degree in Economics from the University of Delhi, India, a Master's Degree in Applied Economics from the National University of Singapore, and a second Master's Degree in Public Policy from the prestigious University of California, Berkeley.

Amit Choudhary

Independent Director

He serves as an Independent Director of the Company. He holds a B.Com degree from Calcutta University and has successfully completed the final examination conducted by the Institute of Chartered Accountants of India (ICAI), earning a proficiency certificate. In his previous professional role, Amit served as the Group Manager of Finance & Accounting at Procter & Gamble.

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Management Discussion and Analysis

Global Economy

The global economy has shown remarkable resilience, maintaining steady growth and seeing inflation return to target levels. Following a tumultuous period marked by supply-chain disruptions post-pandemic, the Russia-Ukraine war, and a significant surge in inflation, a globally coordinated monetary policy tightening helped avoid a recession. The banking system remained stable, and major emerging markets did not experience sudden stops. Inflation, despite its initial spike, has been decreasing. Global growth bottomed out at 2.3% in late 2022, and the IMF projects growth of around 3.2% for 2024 and 2025, with inflation dropping from 2.8% at the end of 2024 to 2.4% by the end of 2025, indicating a soft landing.

While fiscal stimulus could temporarily boost growth, it may complicate future adjustments. Productivity gains from structural reforms could have widespread benefits, but potential risks include supply disruptions, sustained inflation, and geopolitical tensions, such as conflicts in the Red Sea. Additionally, growth could be hampered by unexpected tax hikes, budget cuts, or issues in China's property sector. Despite the challenges of recent rate hikes by major central banks, these actions have laid the groundwork for reduced borrowing costs and lower inflation expectations, supporting continued economic progress.

World Economic Outlook Growth Projections

*Growth Projections (%)	2023	2024	2025
Global Economy	3.1	3.1	3.2
Advanced Economies	1.6	1.5	1.8
Emerging Markets and Developing Economies	4.1	4.1	4.2

*Note these estimates are on Current Year Basis and not Financial Year basis

Outlook

The global economic outlook remains positive, with resilient growth despite geopolitical tensions and cost of living challenges. Inflation has decreased faster than expected, wage growth has moderated, and labour markets have improved. In 2023, higher-than-expected government and private spending boosted growth. Strong performances in China and India are expected to stabilise growth in 2024. Multilateral coordination is needed to address debt and climate change issues, while structural reforms are necessary for productivity and debt sustainability.

Europe, especially the Euro Area, faces the highest recession risks due to high sovereign debt, monetary tightening, and potential financial crises. Prudent policymaking is essential to sustain global economic growth amidst evolving uncertainties.

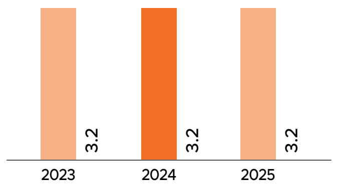
World Economic Outlook Growth Projections

(Real GDP, annual percent change)	2023	Projections 2024	2025
World Output	**3.2**	**3.2**	**3.2**
Advanced Economies	**1.6**	**1.7**	**1.8**
United States	2.5	2.7	1.9
Euro Area	0.4	0.8	1.5
Germany	(0.3)	0.2	1.3
France	0.9	0.7	0.7
Italy	0.9	0.7	0.7
Spain	2.5	1.9	2.1
Japan	1.9	0.9	1.0
United Kingdom	0.1	0.5	1.5
Canada	1.1	1.2	2.3
Other Advanced Economies	1.8	2.0	2.4
Emerging Market and Developing Economies	**4.3**	**4.2**	**4.2**
Emerging and Developing Asia	5.6	5.2	4.9
China	5.2	4.6	4.1
India	7.8	6.8	6.5
Emerging and Developing Europe	3.2	3.1	2.8
Russia	3.6	3.2	1.8
Latin America and the Caribbean	2.3	2.0	2.5
Brazil	2.9	2.2	2.1
Mexico	3.2	2.4	1.4
Middle East and Central Asia	2.0	2.8	4.2
Saudi Arabia	(0.8)	2.6	6.0
Sub-Saharan Africa	3.4	3.8	4.0
Nigeria	2.9	3.3	3.0
South Africa	0.6	0.9	1.2
Memorandum			
Emerging Market and Middle-Income Economies	4.4	4.1	4.1
Low-Income Developing Countries	4.0	4.7	5.2

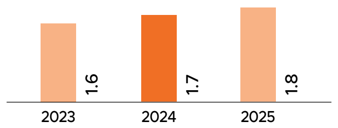
Growth Projections

(Real GDP Growth, Percent Change)

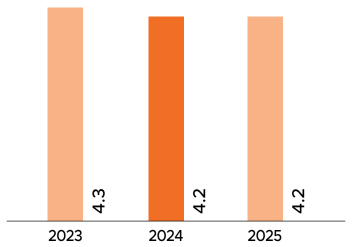
Global Economy



Advanced Economies



Emerging Market & Developing Economies



International Monetary Fund

Sources: https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024

The Indian Economy

India's Gross Domestic Product (GDP) grew 8.2% in the fiscal year 2023-24, an increase from the 7% growth recorded in FY23.

India's economy has shown remarkable resilience and sustained growth over the past three years, defying global economic challenges. This remarkable trajectory has been supported by a combination of stringent policy and regulatory measures, alongside the gradual resurgence of the private sector. The nation is on the cusp of further economic flourishing, propelled by substantial investments in emerging sectors, continued government spending, and efficiency gains driven by advancements in digitalisation and infrastructure.

The vibrancy of India's economy is underpinned by several factors, including the strengthening of consumer purchasing power through disinflation, expected robust agricultural outputs, and a revitalisation in private capital expenditure. Furthermore, governmental initiatives aimed at bolstering rural incomes and enhancing infrastructure spending solidify India's status as the fastest-growing major economy.

https://www.crisil.com/en/home/our-analysis/reports/2024/03/india-outlook-2024-report/growth-marathon.html

Outlook on the Indian Economy

India is on track to approach the $ 7 trillion mark by 2030, becoming the world's third-largest economy. This growth will be fuelled by enhancements in capital and productivity, spurred by the comprehensive integration of digital and physical infrastructure. The manufacturing sector is expected to see a resurgence, supported by global opportunities, domestic policy initiatives, and a focus on transitioning to green energy. Future growth is projected to be driven by significant capital expenditure, backed by industrial strength and efficient infrastructure development. This positive outlook is reinforced by the strong financial health of Indian corporations, steady revenue growth, and favourable commodity prices.

The government's Production Linked Incentive (PLI) scheme is designed to boost India's manufacturing capabilities on the global stage, complemented by a strong banking sector and innovative financing options. India's economic progress is underpinned by domestic reforms, competitive advancements, and a commitment to value-added growth, all supported by extensive infrastructure development.

https://www.crisil.com/en/home/our-analysis/reports/2024/03/india-outlook-2024-report/growth-marathon.html

Our Market Opportunities and Regulatory Impetus

We are conscious of the environment that we operate in the context of business as well as the underlying trends that we see and which we believe may impact our future business. Some of these underlying trends are as follows:

- **Commercial Real Estate:** The burgeoning demand for commercial real estate, including office buildings, retail centres, and industrial parks, underscores the need for robust IFM services. These services encompass maintenance, security, cleaning, and other essential functions to ensure these properties operate smoothly. As businesses seek modern, efficient workplaces, IFM providers play a crucial role in delivering high-quality services that meet evolving needs and enhance tenant satisfaction.
- **Residential Real Estate:** With urbanisation and population growth, the residential real estate sector experiences significant expansion, marked by the construction of residential complexes, gated communities, and apartment buildings. In these settings, IFM solutions are vital for managing common areas, facilities, and amenities, ranging from landscaping and maintenance to security and waste management. By ensuring well-maintained and secure living environments, IFM services contribute to the overall quality of life for residents
- **Rapid Urbanisation:** India's urban population is increasing significantly, leading to the expansion of urban areas and the construction of new residential, commercial, and industrial buildings. This urban growth necessitates the need for efficient management and maintenance of these facilities, creating a substantial demand for IFM services
- **Smart Cities and Infrastructure Projects:** Government initiatives like the Smart Cities Mission and other large-scale infrastructure projects are boosting the construction of modern and complex facilities. These projects require specialised IFM services to ensure they are managed sustainably and efficiently.
- **Outsourcing of Non-core Activities:** Businesses are increasingly turning to outsourcing facilities management services as a strategic approach to gain competitive advantages and achieve market leadership goals. The outsourcing landscape has evolved significantly worldwide over the past decade. While cost optimisation was the primary objective in the past, today's organisations seek to outsource facilities management services to unlock internal resources and deliver strategic value. This shift reflects a broader trend of focusing on core business activities while leveraging strategic partnerships to attain marketable benefits or cost efficiencies through outsourcing arrangements.
- **Outsourcing of Revenue Generating Activities:** Amidst evolving business dynamics and increasing complexity, various services, including employee background verification checks and sales enablement, previously managed internally, are now being outsourced. This shift towards outsourcing is anticipated to continue growing in the long term, consequently driving the demand for Business Support Services (BSS). The evolving market landscape has underscored the significance of sales enablement services, reflecting changing buyer preferences and heightened awareness among buyers. In this context, sellers emphasising value delivery are poised for business success. The growing imperative to enhance internal business processes and leverage advanced technology to bolster sales efforts are pivotal drivers propelling the sales enablement services market in India. Among the primary customer requirements is the enhancement of target accuracy and efficiency of business development teams through the provision of qualified leads. This trend mirrors a global phenomenon, with multinational clients outsourcing activities to delivery partners and centers worldwide, akin to practices observed in the IT industry.
- **Production Linked Incentives (PLI) Schemes:** This was announced in March 2020 and later updated in November 2020 to create national manufacturing champions. The key objectives of the scheme are to scale up domestic manufacturing facilities, increase import substitution through domestic production and generate employment opportunities. The PLI scheme provides turnover linked incentives to investors upon meeting the set criteria in terms of investment, capacity, and turnover.
- **Industry 4.0:** This refers to implementing big data, robotics, the internet of things (**IoT**), artificial intelligence, machine learning and cloud services for industrial operations. India is at a nascent stage in the adoption of Industry 4.0 and has higher growth potential in India, supported by the industrial and digital initiatives by the government.
- **China Plus One Strategy:** This refers to the diversification of supply chains from China. The recent Ukraine-Russia war has caused supply chain disruptions. So, the global companies are looking beyond China for supply chains. India, with its cost competitiveness could benefit from this strategy and develop its manufacturing sector. This would drive demand for IFM services and other support services.

SWOT Analysis of UDS based on Economy Outlook and Market Opportunity:

Strengths

- **Unique Integrated Business Support Services Platform:** The company offers the widest range of services in the industry
- **Long-standing Presence in India:** Extensive market understanding due to prolonged operations in the region

- **Successful Acquisition and Integration:** Proven track record of acquiring and integrating high-margin business segments
- **Technological Leadership:** Focus on technology to drive current and future business initiatives

Weaknesses

- **Operational Risks:** Potential for operational disruptions due to unforeseen events such as natural disasters or pandemics
- **Cost Pressures due to industry fragmentation:** Intense competition leading to pressure on pricing and margins
- **Workforce Management:** High turnover rates and the need for continuous training of a large, diverse workforce
- **Client Retention:** Dependence on large major clients can pose risks if contracts are lost
- **Innovation Lag:** Slower adoption of innovative practices compared to more agile competitors

Opportunities

- **Rising Investments in Commercial Real Estate:** Increased capital flow into the commercial real estate sector
- **Growing Government Awareness on Outsourcing Benefits:** Greater recognition of outsourcing advantages by the government sector
- **Sophisticated Building Requirements:** Higher demand for professional companies to operate and maintain advanced buildings
- **Anticipated Public Infrastructure Investments:** Expected funding in public infrastructure and government initiatives for smart, sustainable growth
- **Investments in Infrastructure and Industrial Segments:** Increased investments in infrastructure and industrial sectors

Threats

- **Economic Downturns:** Economic recessions can lead to reduced spending by corporates on services
- **Intense Competition:** High competition from both established players and new entrants can erode market share and margins
- **Geopolitical Instability:** Political instability and conflicts can impact operations, particularly in international markets
- **Labour Shortage:** Difficulty in finding and retaining skilled labour, leading to potential service delivery issues and increased training costs

Significant Factors Affecting our Results of Operations and Financial Condition

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review and may continue to affect our results of operations and financial condition in the future:

Maintaining our Customer Relationships

Our company has built long-term customer relationships, leading to recurring business through customised services across various verticals, reducing vulnerability to economic cycles and dependence on specific customers. Our strong brand, market position, and commitment to quality and operational excellence, supported by technology, drive customer retention and satisfaction. This approach allows us to cross-sell services and increase our share of customer business. However, a slowdown in customer demand could adversely impact our revenues and operations.

What value UDS is bringing to the industry?

UDS stands out in the Integrated Facilities Management (IFM) space due to its comprehensive service offerings and its ability to cater to a wide range of industries. Unlike many competitors who focus primarily on either soft services like housekeeping or hard services such as mechanical and electrical support, UDS provides a holistic solution under one roof. This unique approach allows clients to streamline their facilities management processes, reducing the complexity and cost of dealing with multiple vendors. UDS's extensive portfolio includes everything from housekeeping and landscaping to sophisticated engineering support services for auto manufacturers and airports, demonstrating its versatility and capability to meet diverse client needs efficiently.

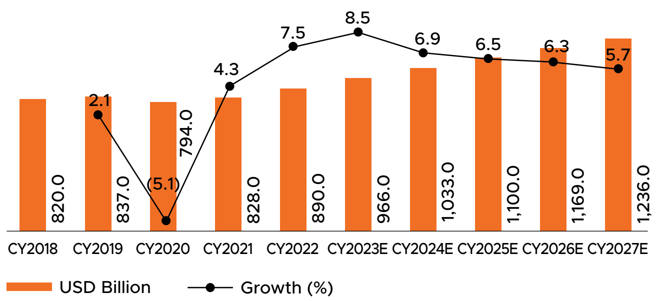
Another significant advantage of UDS is its deep commitment to quality and continuous improvement, which is evident in its range of training programmes and the expertise of its workforce. With a structured 30-day training capsule for new employees and a focus on covering the entire skill pyramid from unskilled to highly skilled labour, UDS ensures that its staff are well-prepared to handle various operational challenges. This dedication to developing a highly skilled workforce not only enhances service delivery but also builds long-term partnerships with clients, as seen with companies like Saint-Gobain India, which has enjoyed a two-decade-long relationship with UDS marked by consistent growth and mutual trust.

Furthermore, UDS's strategic vision to diversify and integrate its services into a cohesive business services platform significantly boosts its value proposition. By expanding into higher-margin business services and acquiring companies in various sectors, UDS has managed to maintain profitability despite the traditionally low margins in the facilities management industry. This integrated approach allows UDS to offer a comprehensive suite of services to clients, ranging from background verification to food services, thereby adding significant value and convenience. The ability to offer such a broad spectrum of services, combined with the implementation of technology and robotics to address resource shortages, positions UDS as a forward-thinking and reliable partner in the IFM sector.

Industry Structure and Developments (IFM)

In 2024, the Indian facility management market is expected to be valued at $2,328 billion. implying a CAGR of **14.6%** This market is highly fragmented with significant potential for consolidation. Its growth is driven by increased outsourcing, government infrastructure investments, rising environmental compliance standards, and a shift towards Integrated Facility Management services. Technological advancements continue to drive the field, enhancing efficiencies and providing greater value to clients. Large customers are moving from input-based relationships to outcome-focused strategic partnerships, recognising cleaning and workplace management services as vital to corporate culture, employee wellness, and engagement. As economies recover from the COVID-19 pandemic and related restrictions, the Facility Management market is expected to expand. Businesses now view Facility Management solution providers as hygiene partners rather than just janitorial service providers.

Exhibit: Outsourced IFM Market: Historic and Forecast Revenue Trend, FY2018 – FY2027



2.1%
CAGR (CY2018 – CY2022)

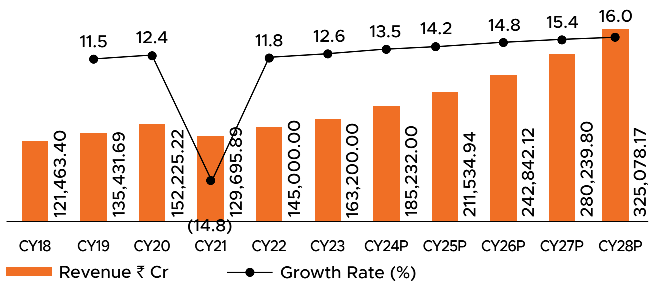
6.0%
CAGR (CY2023E – CY2027)

Note: E Refers to Estimate

Source: Frost & Sullvan Analysis

Soft Services: The Indian Commercial Office segment experienced a strong recovery in returning to office work over the past year, leading to a significant increase in demand for Housekeeping, Cleaning, and Disinfection Services. With the continued trend towards hybrid work models, the demand for these services in the Office segment is expected to remain high in the coming years. Analysing market growth drivers and investments in key end-user segments, the market is projected to reach ₹325,078.17 million by FY2028, with a compound annual growth rate (CAGR) of 14.8%.

Exhibit: Outsourced Soft Services Market: Historic and Forecast Revenue Trend, FY2018–FY2028, India



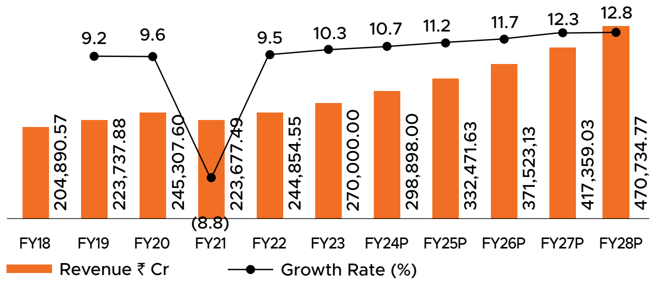
6.1%
CAGR (CY2018 – CY2023)

14.8%
CAGR (CY2023 – CY2028E)

UDS has a 3% Market Share in Soft Services in India

Hard Services Industry: The Hard Services segment is valued at ₹270,000 million having grown at a compound annual growth rate (CAGR) of 5.7% from FY2018 to FY2023.

Exhibit: Outsourced Hard Services Market: Historic and Forecast Revenue Trend, FY2018 – FY2028, India



5.7%
CAGR (CY2018 – CY2023)

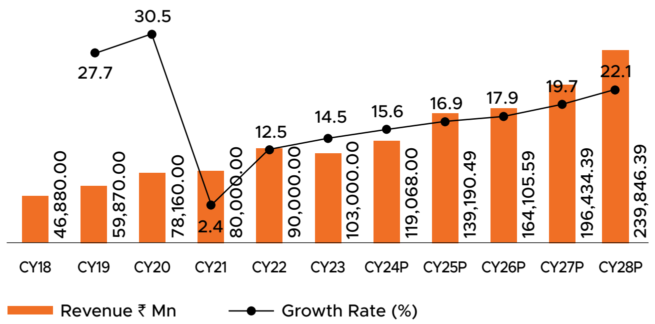
11.8%
CAGR (CY2023 – CY2028E)

P - Projections

Source: Frost & Sullvan Analysis

Production Support Services Industry: In FY 2022-23, the Production Support Services segment was valued at ₹103,000 million and has experienced a compound annual growth rate (CAGR) of 17% between FY2018 and FY 2022-23.

Exhibit: Outsourced Production Support Services Market: Historic and Forecast Revenue Trend, FY 2018-28, India



17.0%
CAGR (CY2018 – CY2023)

18.4%
CAGR (CY2023 – CY2028E)

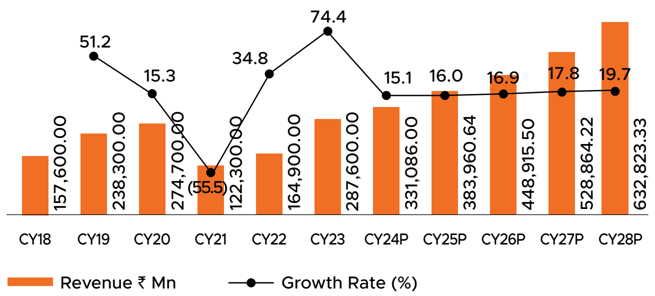
Warehouse Management Industry

India's warehousing sector has significant growth potential, fuelled by investments from E-commerce, FMCD, FMCG, Manufacturing, and Retail sectors. Despite this potential, India's per capita warehousing stock is much lower compared to the US, China, and the UK, making it an attractive market due to rising per capita income and population growth. The sector is highly fragmented, with 40% organised and 60% unorganised. Multinational corporations mainly focus on Tier 1 and Tier 2 cities, while local enterprises primarily serve Tier 3 cities.

Institutional Catering Services Industry

Economic growth in India, coupled with increased investments in services, industry, education, and tourism sectors, has significantly expanded the Catering Services Market. The growth is further propelled by industries and offices relocating to semi-urban areas, boosting demand for on-site kitchens to cater to employees commuting long distances. Additionally, the rise in Meetings, Incentives, Conferences, and Exhibitions (MICE) tourism has driven market expansion, with India now capable of hosting world-class events. The Ministry of Tourism's National Strategy for the MICE Industry is expected to fuel long-term growth, supporting demand for catering services. Valued at ₹287,600 million in FY2023, the Catering Services Market in India experienced a compound annual growth rate (CAGR) of 12.8% from FY2018 to FY2023.

Exhibit: Outsourced Catering Services Market: Historic and Forecast Revenue Trend, FY 2018-28, India



12.8%
CAGR (CY2018 – CY2023)

17.1%
CAGR (CY2023 – CY2028E)

Industry Structure and Developments (BSS)

Sales Enablement

The Sales Enablement Platform Market size is estimated at USD 3.5 billion in 2024, and is expected to reach USD 8.79 billion by 2029, growing at a CAGR of 20.23% during the forecast period (2024-2029). Organisations across industries are adopting the sales enablement platform, enabling their sales and marketing teams to enhance their efficiencies in various areas, including sales communication, content management, onboarding, and training. The BSS market is expected to grow at a CAGR of 15.3% from FY2022 – FY2028 and reach ₹ 14,477.6 crores

(**Source:** https://www.mordorintelligence.com/industry-reports/sales-enablement-platform-market)

Employee Background Verification Industry (Global)

Global Background Check Market size was valued at USD 12.35 billion in 2022 and is poised to grow from USD 13.83 billion in 2023 to USD 34.25 billion by 2031, growing at a CAGR of 12% in the forecast period (2024-2031).

$ 12.35 billion
Global Market size

Cloud-based
Largest Segment

On-premise
Fastest Growth

12% CAGR
Growth Rate

Airport Ground Handling Services Industry

The Airport Ground Handling Systems Market, valued at USD 4.52 billion in 2024, is projected to reach USD 8.44 billion by 2029, growing at a CAGR of 13.33% during this period.

(**Source:** https://www.mordorintelligence.com/industry-reports/airport-ground-handling-systems-market)

IFM & BSS Industry Outlook

The Integrated Facilities Management (IFM) and Business Support Services (BSS) sector in India is poised for significant growth and evolution in the coming years. India's shift towards a formal economy, driven by initiatives like GST expansion and digital payment adoption, is expected to fuel sustained demand for organised IFM services. Additionally, the competitive manufacturing sector, supported by digitalisation efforts, is driving industrial growth and export opportunities, further boosting demand for IFM and BSS.

In 2024, the Indian facility management market is expected to be valued at $2,328 billion and is expected to grow at a CAGR of 14.6% going forward.

Outsourcing facility management and support functions enables businesses to optimise operations, access specialised skills, and enhance agility, driving continued growth in the IFM and BSS sectors. With businesses increasingly recognising the strategic advantages of outsourced services, the demand for organised facility management and business support services is expected to continue growing.

As the industry evolves, there will likely be a greater emphasis on technological integration and innovation to meet the evolving needs of clients. The proliferation of sophisticated building management systems driven by digitalisation will expand the scope for IFM and BSS companies, offering opportunities for service differentiation and value addition.

Overall, the IFM and BSS sector in India is poised for robust growth, driven by the country's economic transition, increasing adoption of outsourcing, and technological advancements. Companies operating in this space are well-positioned to capitalise on these opportunities by delivering comprehensive solutions that optimise efficiency, productivity, and sustainable growth for their clients.

Inorganic Growth through Strategic Acquisitions

Our company has strategically pursued targeted acquisitions to enhance operational scope, global competitiveness, and capitalise on synergies. Each acquisition has expanded our customer base, service portfolio, or geographic reach, enriching our offerings with high-margin services such as employee background verification, audit and assurance, feminine hygiene care, sales enablement, and airport ground handling. These acquisitions have diversified revenue streams, attracted top talent, and extended our presence along the value chain, primarily financed through internal resources. We plan to continue this strategy selectively, aiming to strike a balance between valuation and potential benefits. The Integrated Facilities Management (IFM) market in India is witnessing consolidation, driven by demand for organised and professional services. Leveraging this trend, we aim to enhance our business through strategic inorganic growth initiatives.

We will look to focus on opportunities to undertake acquisitions:

1. That allows us to enhance our scale and market position
2. That allows us to achieve operating leverage in critical markets by unlocking potential efficiency and synergy benefits
3. That provides us with a platform to extend our reach to new geographic markets within India and selected overseas markets, particularly for sales enablement, audit, and assurance, and employee background verification services
4. That adds new services complementary to our service offerings or allows us to enter strategic businesses to capture additional revenue opportunities from our existing customer base to better our margin profile

However, acquisitions present a multitude of challenges, including the financial implications stemming from the historical liabilities of prospective acquisitions, complexities associated with integrating acquired business management and personnel, potential difficulties in retaining or transitioning existing customers of the acquired entity, and legal considerations pertaining to operational restructuring. While we maintain confidence that the incorporation of our acquisitions and the consolidation of their financial outcomes in our consolidated statements will enhance our financial performance, it remains plausible that we may encounter obstacles in fully realising the expected benefits of future acquisitions within our anticipated timeframe.

Regulatory Environment for the Labour Market in India

Our company is subject to labour legislations that protect the interests of workers, as well as laws and regulations relating to employee welfare and benefits such as minimum wage and maximum working hours, overtime, working conditions, non-discrimination, employee compensation, employee insurance, bonus, gratuity, provident fund, leave benefits and other such employee benefits. These laws in India are enacted both by the Central Government and the State Governments in India. These laws and regulations vary from state to state in India and are subject to changes. This legislation requires compliance from time to time, which may, among others, involve payments to be made depending upon their period of employment.

UDS Strategy Going Forward:

- **Retain, strengthen and grow the customer base:** We emphasise deepening relationships with customers through long-term, renewable contracts, creating a stable revenue model. Our strong brand and quality service enable customer retention and cross-selling.
- **Grow market share in key segments:** We aim to expand in key segments like commercial real estate and industrial facilities through customer-focused mining and business development. Our 70-member sales and marketing team drives new customer acquisitions and strengthens existing relationships.
- **Introduce new products and services:** To expand our market share, we will introduce new products and services targeting lucrative segments, leveraging India's economic growth and initiatives like Make in India. We plan to achieve this through organic development, partnerships, and acquisitions, broadening our offerings in integrated facilities management and business support services, including BPO, infrastructure solutions, and specialised staffing.

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- **Continue to improve operating margins:** Our focus on high-value added and highly technical services combined with increased revenue contribution from the BSS Segment should help us boost operating margins by 25-50 bps going forward per year.
- **Pursuing inorganic growth:** We aim to achieve inorganic growth through strategic acquisitions of high-margin businesses that complement our operations. Our successful acquisition history and seamless integration empower us to diversify our service portfolio, offering higher value-added, higher-margin services to customers.

Internal Control Systems and their Adequacy

- Our company maintains all its records and routes all approvals using an ERP system.
- Our company has laid down adequate systems and well-drawn procedures for ensuring internal financial controls. It has appointed an external audit firm to check and monitor internal control measures periodically. Internal auditors are present at the audit committee meetings where internal audit reports get discussed alongside management comments and the final observation of the internal auditor.
- The Board of directors have adopted various policies put in place controls and monitoring measures for ensuring the orderly and efficient conduct of the business of the company, the safeguarding of the 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.
- Our company has availed the services of an external firm of chartered accountants to evaluate the adequacy of the internal financial control systems adopted by the company. They have expressed satisfaction with the existing internal financial control system prevalent in the company.
- The statutory auditors have also expressed satisfaction with their audit report to the shareholders.
- The audit trail feature, as mandated by the Companies (Accounts) Rules 2014 (as amended) with effect from 1 April 2023, has been enabled in the accounting software used by the Company. Our Company also has set up practices for daily backup of the entire database and applications in remote locations.

Discussion on Standalone Financial Performance with Respect to Operational Performance

Particulars	Standalone (in millions)	
	31 March 2024	31 March 2023
Revenues from Operations	14171.16	13,085.42
Other Income	286.53	285.51
Total Income	**14457.69**	**13,370.93**
Profit Before Tax, Finance Charges/Income, depreciation, and Exceptional Items	694.35	654.16
Finance Charges (Net)	138.56	46.91
Provision for Depreciation	156.59	151.50
Profit Before Tax	399.2	378.54

Material Developments in Human Resources/Industrial Relations Front, including Number of People Employed
Relations between the management and the employees were cordial throughout the year under review. Currently our Company employs 65,232 employees across ranks.

Financial Ratios:-

The details of significant changes (ie., change of 25% or more as compared to the immediate previous financial year) in key financial ratios, along with detailed explanations, therefore:

Ratio	As on 31st March, 2024	As on 31st March, 2023	% variance	Reason for variance
a) Current ratio (Times)	1.6	0.8	90%	The ratio has increased from 0.83 for the year ended March 31, 2023 to 1.58 for the year ended March 31, 2024 primarily on account of unutilised IPO funds amounting to ₹2,215.05 million which were temporarily invested in fixed deposits with banks and held in monitoring agency bank account as at March 31, 2024.
b) Debtors Turnover (Times)	4.44	4.69	(5.26%)	-
c) Net profit ratio (%)	2.49%	2.48%	0.58%	-
d) Inventory Turnover	Not Applicable			NA
e) Debt-equity ratio (Times)	0.07	0.55	(88%)	The ratio has decreased from 0.55 for the year ended March 31, 2023 to 0.07 for the year ended March 31, 2024 on account of repayments of borrowings during the year and increase in total equity pursuant to IPO.
Trade receivables turnover ratio	4.44	4.69	(5.3%)	-
g) Interest Coverage Ratio	0.06	0.06	(10%)	-
h) Operating Profit Margin	4.29%	4.74%	9.4%	-
i) Return on Equity	6.5%	10.5%	(38.1%)	The ratio has decreased from 10.52% for the year ended March 31, 2023 to 6.52% for the year ended March 31, 2024 due to increase in average total equity during the year ended March 31, 2024.

*Note all Ratios are calculated on consolidated basis

- Current Ratio Formula: Current Assets/Current Liabilities
- Debtors Turnover Formula: Revenue from Operations/Average Trade Receivable
- Net Profit Ratio Formula: Net Profit/Revenue from Operations
- Debt to Equity Ratio: Gross Debt/Total Equity
- Interest Coverage Ratio Formula: EBIT/Finance Cost
- ROE Formula: PAT/Average Equity

Notice

Notice is hereby given that the 21st Annual General Meeting (AGM) of the Company will be held on Monday, July 08, 2024, at 12.00 PM through Video Conferencing (VC)/Other Audio Visual means, to transact the following business.

Ordinary Business

1. **To receive, consider, approve and adopt the Audited Standalone Financial Statements along with the Reports of the Board of Director and Auditors of the Company for the financial year ended March 31, 2024**

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

    RESOLVED THAT the audited standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

2. **To receive, consider, approve and adopt the Audited Consolidated Financial Statements along with the Reports of the Auditors of the Company for the financial year ended March 31, 2024**

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

    RESOLVED THAT the audited consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

3. **To appoint Mr Amitabh Jaipuria (DIN: 01864871) who retires by rotation, as a Director of the Company:**

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

    "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 Mr Amitabh Jaipuria (DIN: 01864871) Non-Executive Non-Independent Director, who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

Special Business

4. **To consider and approve the Payment of Commission to Mr Sunil Rewachand Chandiramani, Non-Executive Independent Director**

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

    RESOLVED THAT pursuant to the provisions of Sections 149 (9), 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act"), the underlying rules (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, framework for remuneration to non-executive directors and subject to such regulatory approvals as may be required and subject to availability of net profits at the end of financial year and as per NRC recommendation, approval of the Members is hereby accorded to the payment and distribution of such sum in the form of profit related commission (exclusive of applicable taxes) subject to not exceeding 1% of net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, to Mr Sunil Rewachand Chandiramani, Non-Executive Independent Director of the Company as per details given below, for the financial year ending 31 March 2025:

Sl. no	Name of the Director	Period	Commission to be paid
1	Sunil Rewachand Chandiramani, Non-Executive Independent Director	1st April 2024 to 31st March 2025	As per NRC recommendation subject to not exceeding 1% of net profits of the Company calculated in accordance with the provisions of Section 198 of the Act

RESOLVED FURTHER THAT the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to the Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

(By Order of the Board)
For Updater Services Limited

Sandhya Saravanan
Company Secretary and
Compliance Officer

Chennai
20 May 2024

NOTES

1. **AGM through Video Conference (VC)**

    The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021, 21/2021, 02/2022, 03/2022, 10/2022, 11/2022, 09/2023,) (collectively referred to as "MCA Circulars") and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.uds.in

2. **Proxy**

    Since the AGM is being held in accordance with the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

    However, Body Corporates Members, are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting, provided certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote in the AGM, pursuant to Section 113 of the Act, is sent to the Company through e-mail at compliance.officer@uds.in or by post to the Registered Office of the Company at 1st Floor, 42 Gandhi Mandapam Road, Kotturpuram, Chennai – 600 085.

3. **Quorum**

    The attendance of the Members attending the AGM through VC/OAVM will be reckoned for the purpose of quorum, under Section 103 of the Companies Act, 2013 ("the Act").

4. **Register of Directors**

    The Register of Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Companies Act, 2013, and all other documents referred to in this Notice and Statement will be available electronically for inspection by the Members during the AGM without payment of any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 8th July 2024. The said documents will also be available for inspection by Members at the Registered Office of the Company between 10:00 hrs (IST) and 17:00 hrs (IST) on all working days of the Company upto the date of the AGM. Members, seeking to inspect such documents, can send an e-mail to compliance.officer@uds.in.

5. **Particulars of Directors**

    Particulars of Director seeking reappointment, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2), are given in Appendix - A.

6. In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for 2023-24 is sent only through electronic mode, to those Members whose e-mail addresses are registered with their Depository Participants or with the RTA.

    Members may note that he Notice and Annual Report for 2023-24 will also be available on the Company's website www.uds.in, websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL, https://www.evoting.nsdl.com. Instructions to Members for attending the AGM through Video Conference is given in Appendix - B.

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7. Voting Facilities

(a) Remote e-Voting

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, Circulars issued by MCA and SEBI in this regard and as amended from time to time and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, as amended from time to time, the Company provides facility for its Members to exercise their voting right by electronic means in respect of the business to be transacted at the AGM.

The Company has availed the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means.

The remote e-voting period commences on, Thursday 4th July 2024 - (9:00 a.m. IST) and ends on, -Sunday -7th July 2024 (5:00 p.m. IST). During this period, Members holding shares as on 1st July 2024, i.e. cut-off date, may cast their vote electronically.

The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date for e-voting Monday, 1st July 2024

The Board of Directors has appointed SPNP associates Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Process and manner of e-Voting, containing detailed instructions, is given in Appendix -B

(b) Voting at Annual General Meeting (E-Voting during the AGM)

Members present in the AGM through VC and who have not cast their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.

The Procedure for e-Voting on the day of AGM is same as the instructions given for Remote E-Voting in Appendix - B

Members who need assistance before or during the AGM in the use of technology, can send a request to evoting@nsdl.com or call at 022 -4886 7000 or 022 -2499 7000 or Contact Ms Prajakta Pawle, NSDL at the designated e-mail ID: evoting@nsdl.co.in.

8. Permanent Account Number

SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

9. Route Map

Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

10. Nomination Facility

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website www.uds.in. Members are requested to submit these details to their DP.

11. Members are requested to intimate to their Depository Participants the changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., for equity shares held in dematerialised form.

12. SEBI vide its notification dated January 25, 2022 has amended Regulation 40 of the SEBI (LODR) Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the above and to eliminate the risks associated with physical shares, Members are advised to maintain their shares in demat mode.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

14. Members are advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. Declaration of results on the resolutions:

a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast during the AGM and votes cast through remote e-voting and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

b) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.uds.in and on the website of e-voting service provider (NSDL) within two (2) working days from the conclusion of the Meeting. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

c) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. day 8th July 2024

(By Order of the Board)
For Updater Services Limited

Sandhya Saravanan
Company Secretary and
Compliance Officer

Chennai
20th May 2024

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Explanatory statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013.

Item no. 4

Payment of Remuneration to Mr Sunil Chandiramani.

Non Whole-time Directors play a pivotal role in strengthening corporate democracy and governance process. They are called upon to devote considerable time and efforts for due discharge of their role and obligation. It is but fair and equitable that they receive due compensation for this by way of permissible commission within the ceiling prescribed under the Act.

Mr Sunil Chandiramani is a professional with outstanding track record and well versed in the management and administration of business with a good reputation. He is on the Board of several Companies including as Chairman.

Since his appointment in 2017, he has been playing a pivotal role in providing strategic advice with unequivocal commitment to strengthening the company's growth.

Mr Sunil Chandiramani is also the Chairperson of the Audit Committee & Risk Management Committee and as a member of other Committees of the Board, he attends and brings value to the Committees and Board Meetings of the Company.

Considering the valuable time and advice provided by the Non-Executive Independent Director on the strategic and critical issues in the course of the Board meetings and various Committee meetings of the Company and also the valuable suggestions and guidance given by him to the management of the Company from time to time with his rich professional and management and other experience, the Board of Directors at their meeting held on 20th May 2024 and as per the terms of his appointment dated 13.09.2022, and as per NRC recommendation approved the payment and distribution of such sum subject to not exceeding 1% of net profits as stipulated in Section 198 of the Act

It is accordingly proposed to obtain approval of Shareholders by way of Special Resolution for the payment of commission to Mr Sunil Chandiramani for the Financial Year 2024-25.

Copies of relevant Resolutions of the Board and other relevant documents are available for inspection of the Members during business hours on any working day prior to the date of the meeting.

None of the Director, Key Managerial Personnel or relative of them is concerned or interested, financially or otherwise, in this business except for Mr Sunil Chandiramani to whom the resolution relates.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 4 to the shareholders of the Company.

(By Order of the Board)
For Updater Services Limited

Sandhya Saravanan
Company Secretary and Compliance Officer

Chennai
20th May 2024

Appendix-A

Re-appointment of a Director:

The Information in respect of Item No. 3 in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India in respect of a Director seeking appointment/re-appointment at the 21st Annual General Meeting are furnished hereunder:

S. no.	Particulars	Details
1	Name of the Director	Mr Amitabh Jaipuria
2	DIN No	01864871
3	Date of Birth	15-05-1966
4	Date of First Appointment on the Board	04-03-2023
5	Qualifications	Bachelor's degree in science from University of Bombay; and Post-graduate diploma in management from XLRI, Jamshedpur.
6	Experience	He was previously associated with Ziqitza Healthcare Limited as the managing director & CEO, First Meridian Business Services Pvt Ltd as the president-general staffing/managed & allied services, Quess Corp Limited as president & chief executive officer –global services, Reliance Jio Infocomm Limited as the head – fixed business, AGS Transact Technologies Limited as the chief executive officer in the banking department, Monsanto India Limited as the managing director, PepsiCo India Holdings Pvt Ltd as the market unit general manager – west market unit, Reliance Infocomm, GE Lighting India (P) Ltd and Blow Past Limited.
7	Expertise in specific functional areas	Strategy, Finance, Commercial acumen, Economics, General Management & Human Resources
8	Terms and conditions of Appointment	He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company
9	Details of Remuneration Remuneration last drawn Remuneration proposed	Remuneration by way of sitting fees for attending each meeting is 1 Lakh rupees for board and other committee if any He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company
10	Shareholding in the Company	NIL
11	Relationship with other directors and KMP of the Company	None
12	Number of Board Meetings attended during the year	11 out of 13 Board Meetings were attended
13	Resignation of directorships from listed entities during the past 3 years	NIL
14	Directorship, Membership or Chairmanship of committees of other board	Directorship – 1 Membership of Committees – 2 Chairmanship of Committee - NA

Appendix-B

Voting Process and Instructions

1. Pursuant to Circulars of Ministry of Corporate Affairs ("MCA") inter-alia vide its Pursuant to the General Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021, 21/2021, 02/2022, 03/2022, 10/2022, 11/2022, 09/2023, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as "MCA Circulars") and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 1000 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 EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.uds.in. 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 and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of 1st July 2024 only shall be entitled to avail the facility of Remote e-Voting.

8. The Remote e-voting period commences on 4th July 2024. 2024 (9:00 am) and ends on 7th July 2024. 2024 (5:00 pm). During this period, Members of the Company holding shares, as on the cut-off date of 1st July 2024 may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.

9. The details of the process and manner for e-voting and voting during AGM are explained below:

The Instructions for Members for Remote E-Voting and Joining General Meeting are as Under:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on Download on the App Store GET IT ON Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Members holding shares in dematerialised form and whose e-mail IDs are not registered with the Company Depository Participants may follow the process detailed below for registration of e-mail ID to obtain user ID/ Password for e-Voting, Please contact your DP and register your e-mail address and Bank account details in your demat account, as per the process advised by your DP.
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for e-Voting on the Day of the EGM/AGM are as Under:-

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

Instructions for Members for Attending the EGM/AGM Through VC/OAVM are as Under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members can join the AGM in the VC 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 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 Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
7. Shareholders who would like to express their views/ask questions during the meeting, may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail ID, mobile number at compliance.officer@uds.in on or before 05.00 pm IST on Monday, 1st July 2024. Members, who register themselves as speaker Shareholders would receive a separate link from the Company, through which they may join and raise questions during the AGM, as and when allowed by the moderator for the meeting. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Shareholders may also send their questions in advance mentioning their name demat account number/folio number, e-mail ID, mobile number at compliance.officer@uds.in, on or before 05.00 pm IST on 1st July 2024. The same will be replied by the Company suitably.

General Instructions:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to spnpassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms Prajakta Pawle) at evoting@nsdl.com
4. The cut-off date for the purpose of e-Voting has been fixed as 1st July 2024. Members holding shares as on this cut-off date should endeavour to cast their vote in any one of the two modes.
5. Any person holding shares and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date ie 1st July 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call at 022 - 4886 7000.
6. Mr Sriram Parthasarathy Practicing Company Secretary (Membership No. FCS 4862/ COP: 3310), SPNP Associates has been appointed as the Scrutiniser.
7. The Scrutiniser will, after the conclusion of Voting at the AGM:
   (i) First count the votes cast at the meeting through e-Voting;
   (ii) Then unblock the votes cast through Remote E-Voting.
   (iii) All the above will be done in the presence of two witnesses not in the employment of the Company.
   (iv) Make a consolidated Scrutiniser’s Report (integrating the votes cast at the meeting and through Remote e-Voting) of the total votes cast in favour or against, if any, to the Chairman.
   (v) The Scrutiniser’s Report as above would be made soon after the conclusion of AGM and in any event not later than 48 hours from the conclusion of the Meeting.
8. Voting Results:
   (i) The Chairman or a person authorised by him in writing shall declare the result.

The Company will be webcasting the proceedings of the AGM on its corporate website www.uds.in.

The transcript of the AGM proceedings will also be made available on the Company’s website.

Board's Report

Dear Shareholder(s),

Your Directors have the pleasure in presenting the Twenty First (21st) Annual Report of your Company (Updater Services Limited / UDS) on business and operations of the Company along with the Audited Standalone and Consolidated Financial Statements and the Auditors' Report for the year ended March 31, 2024 (Year under review). Consolidated performances of the Company, and its Subsidiaries have been referred to wherever required.

1. Financial Summary for the year ended March 31, 2024

Your Company has achieved a good performance in Financial Year 2024. Revenue from operations on standalone basis has increased from ₹ 13,085.42 Million to ₹ 14171.16 Million, an increase of 8.3%. The consolidated results achieved demonstrate that our subsidiary companies continue to do well and add significantly to the financial performance of the UDS group. Consolidated revenue has increased from 20,988.87 Million to ₹ 24,443.63 Million, which is an increase of 16.5% Consolidated profit before tax has increased from ₹ 541.88 Million to ₹ 845.83 Million and net profit after tax from ₹ 346.05 Million to ₹ 662.64 Million.

On a standalone basis your Company has achieved good results with an increase in profit before tax from ₹ 378.54 Million to ₹ 399.20 Million and a increase of 5.5% in profit before tax.

Particulars	UDS Standalone (₹ Mn)		UDS Consolidated (₹ Mn)	
	31.03.2024	31/03/2023	31.03.2024	31/03/2023
Revenue from Operations	14,171.16	13,085.42	24,443.63	20,988.87
Profit Before Tax, Finance Charges and Depreciation	694.35	654.16	1,578.26	1,057.95
Finance Charges	138.56	124.12	195.87	145.67
Provision for Depreciation	156.59	151.49	539.02	370.4
Profit Before Tax	399.20	378.57	845.83	541.88
Provision for Tax	46.16	54.43	183.19	195.83
Net Profit After Tax	353.04	324.11	662.64	346.05
Other Comprehensive Income/(Loss) for the year, net of tax	18.94	11.88	(0.40)	9.74
Net Profit After Tax & Exceptional Items and Surplus carried to Balance Sheet	371.98	336	662.24	355.79

2. Dividend

The Company is compliant with the Dividend Distribution Policy, which outlines the different criteria the Board may use to recommend or declare a dividend, use of retained profits, etc. in compliance with Regulation 43 of the Listing Regulations. The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the Company's website at https://www.uds.in/webroot/media/relatedlinkfiles/dividend-distribution-policy-file-8476.pdf

The board has decided to conserve cash and retain the profits generated during the year for business expansion activities and hence is not recommending any dividend.

3. Review of Business Operations and Future Prospects:

Your Company has achieved good performance during the current year. On a consolidated basis also, profits rose due to good performances by many of our subsidiary companies, if not for the impairment loss provided.

The Total Income of the Company for the year ended 31st March 2024 was ₹ 14,171.16 Million as compared to ₹ 13,085.42 million in the Previous Year. Profit before Tax was higher at ₹ 399.20 Million as against ₹ 378.54 Million for the previous year and the Profit after Tax considering Other Comprehensive Income/(Loss) was ₹ 371.98 Million compared to ₹ 336 Million during the last year. On a consolidated basis the Total Income of the Company for the year ended 31st March 2024 was ₹ 24,443.63 Million as compared to ₹ 20,988.87 Million in the Previous Year. Profit before Tax was at ₹ 845.83 Million as against ₹ 541.88 Million for the previous year and the Profit after Tax considering Other Comprehensive Income/(Loss) was ₹ 662.24 Million compared to ₹ 355.79 during the last year. Your Directors are optimistic about the company's business prospects and are hopeful of a better performance with considerable increase in revenue and profits in the FY2024-25.

4. Material Changes and Commitment if any Affecting the Financial Position of the Company Which have Occurred Between the end of the Financial Year to which this Financial Statement Relate and the Date of the Report

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year to which the Company's financial statements relate and the date of the report.

5. Transfer to Reserve

Your Company does not propose to carry any amount to reserves, during the financial year ending March 31, 2024.

Your Company did not have any amounts due or outstanding as at Balance Sheet date to be credited to the Investor Education and Protection Fund.

6. Listing

The shares of your Company are listed at National Stock Exchange Limited and BSE Limited on October 04, 2023.

Your Company confirms that it has paid the Annual Listing Fees for the year 2024-25 to National Stock Exchange of India Limited and BSE Limited.

7. Change in the Nature of Business

Your company operates in 2 broad segments;

1. Integrated facilities management – IFM and
2. Business support services – BSS.

Your Company continues to operate in these 2 segments and there has been no change in the nature of business of the Company.

8. Changes In Share Capital, if any

During the financial year, there were changes in the Issued, Subscribed and Paid-up Capital of the Company.

In the Financial Year, on August 10, 2023, your Company have allotted 4,16,888 equity shares pursuant to exercise of ESOP's and application money received from the respective eligible employees.

Further, in the FY 2023-24, your Company made an Initial Public Offering of 2,13,33,333 Equity Shares of the face value of ₹ 10/- each at an issue price of ₹ 300/- per Equity Share, comprising offer for sale of 80,00,000 shares (40 Lakhs equity shares of Tangi Facility Solutions Pvt Ltd, 8 Lakhs equity shares of IBEF-II and 32 Lakhs equity shares of IBEF-IIA) and fresh issue of 1,33,33,333 shares. The Equity Shares of the Company were listed on BSE Limited ("BSE") and National Stock Exchange Limited ("NSE") on October 04, 2023.

Consequent to the Initial Public Offering during the FY 2023-24, the subscribed, paid up and issued share capital of the company increased from ₹ 53,36,93,550/- to ₹ 66,70,26,880/-.

Further on 19th January 2024 &10th February 2024 your Company have alloted 1,80,573 and 65,105 equity shares respectively pursuant to exercise of ESOP's and application money has been received from the respective eligible employees as per Updater Employee Option Plan 2019

Post allotments the Company's paid-up equity share capital stood at ₹ 66,94,83,660/- as on date of the report consisting of 6,69,48,366 equity shares of ₹ 10/- each.

9. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(A) Conservation of energy:

(i) the steps taken or impact on conservation of energy	The company is making continuous efforts to conserve energy in the areas of lighting and air conditioning to optimise energy consumption and the use of power.
(ii) the steps taken by the company for utilising alternate sources of energy.	UDS is committed to environmental stewardship and sustainable practices. As part of our ongoing efforts to combat climate change and reduce our carbon footprint, we have installed 90kw solar power plant in Thoraipakkam and 60 kw solar power plant in Kotturpuram, harnessing the abundant sunlight to generate clean electricity. Along with that, automatic electric censors for electric lights have been installed to reduce Power Consumption. By implementing these measures, we reduce our reliance on fossil fuels and contribute to a greener future.
(iii) the capital investment on energy conservation equipment's	₹ 2.85 Million

(B) Technology absorption:

(i) the effort made towards technology absorption	Your company has always preferred the development and use of technology to improve its operations in various ways such as automation of routine processes, improving accuracy of record keeping, collecting information from customer sites, analysing and presenting data on customer dashboards as well as to deliver our core service. Your company continues to make investments in its subsidiary Wynwy Technologies to develop an industry leading enterprise asset management – EAM cum CMMS software. Your company has also intensified its engagement with Aubotz Labs - the makers of Peppermint branded cleaning and material handling robots.
(ii) the benefits derived like product improvement cost reduction product development or import substitution	Nil
(iii) in case of imported technology (important during the last three years reckoned from the beginning of the financial year)	Nil
The details of technology imported	NA
The Year of import	NA
Whether technology has been fully absorbed	NA
if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
(iv) The expenditure incurred on Research and Development	Nil

(C) Foreign Exchange Earnings and Outgo:

The Company has no activity, which requires reporting under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 with regard to Foreign Exchange Earnings and Outgo.

10. Statement Concerning Development and Implementation of Risk Management Policy of the Company

The Board has an effective audit committee, internal auditors and other control mechanisms to ensure a proper control environment in the company. The board continuously reviews the control framework policies and procedures as well as technology to ensure that controls work as they are designed to. Whenever there are any incidents that still occur in spite of all the controls and whenever an incident gets reported or is detected, the board has taken note of the matter and ensured speedy and proper investigation and follow up action to ensure that controls work effectively and so that the risks involved get managed.

During the year, your Directors have reviewed the Company's enterprise wide risk management framework in respect of the business activities. The Board is of the opinion that sufficient controls exists which are effective and efficient in identifying, monitoring and managing the risks involved.

The Risk Management Policy is posted on the Company's website at https://www.uds.in/webroot/media/relatedlinkfiles/risk-management-policy-file-1181.pdf

11. Corporate Social Responsibility

Pursuant to the provisions of section 135 and schedule VII of the Companies Act, 2013, Corporate Social Responsibility (CSR) Committee was formed to recommend

(a) the policy on CSR and

(b) implementation of the CSR Projects or Programmes to be undertaken by the Company as per CSR Policy for consideration and approval by the Board of Directors. The policy on CSR as approved by the Board is posted on the Company's website at https://www.uds.in/webroot/media/relatedlinkfiles/uds-csr-policy-file-2237.pdf

The Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year ended March 31, 2024 pursuant to Section 135(4)(a) read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed and forms a part of this Report in Annexure I

Composition of the CSR Committee & Details of the meeting held during the year:

The meeting was held on March 27, 2024

Sl. No.	Name of Director	Designation	No. of meetings held during the year	No. of meetings attended
1.	P.C. Balasubramanian	Chairperson	1	1
2.	Raghunandana Tangirala	Member	1	1
3.	Sangeetha Sumesh	Member	1	1

Further the Committee has been reconstituted with the approval of the Board at their meeting held on 28th March 2024, w.e.f. 2nd April 2024 (Closure of Business hours).

The details of Reconstituted committee is mentioned below:

Mr Raghunandana Tangirala, Chairman and Managing director - Chairperson

Mrs Sangeeta Sumesh, Independent Director - Member

Ms Jigyasa Sharma, Non-Executive Non-Independent Director – Member

12. Particulars of Loans, Guarantees or Investments Made Under Section 186 of the Companies Act, 2013

Details of loans and investments made by the Company under Section 186 of the Companies Act, 2013 forms part of the Notes to the Financial Statements. Details with reference to guarantees are given in Annexure II.

Your company has moved forward on its stated path of converting itself into a full value-added business support services platform and has had another great year in the area of acquisitions and towards strengthening its control over its existing partly owned subsidiaries.

Your company has made further investment in Sales enablement and other support and staffing services in Denave India Private Limited.

The details of the investments made by your company during the year are as follows:

The Company acquired additional equity shares of 9.75% in Denave India Private Limited during the Financial Year. Further another material subsidiary of the Company, M/s. Matrix Business Services India Private Limited also acquired equity shares of 10.43% in Denave. So, in total UDS holds 67.27% directly and through Matrix Business Services India Private Limited holds 10.43%.

13. Related Party Transactions

All Related Party Transactions entered during FY 2023-24 were on an arm's length basis and there were no material significant Related Party Transactions entered by the Company during the year that required shareholders' approval under Section 188 of Companies Act 2013 and Regulation 23 of the Listing Regulations. Prior Omnibus approval has been obtained from the Audit Committee for the related party transactions which are repetitive in nature, based on the criteria approved by the Board. In case of transactions which are unforeseen, the Audit Committee grants an approval to enter into such unforeseen transactions, provided the transaction value does not exceed the limit of ₹1 Crore per transaction, in a financial year.

A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval every quarter. Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed reports on related party transactions with the Stock Exchange(s).

None of the transactions with related parties fall under the scope of Section 188(1) of the Companies Act 2013. Pursuant to Section 134(3)(h) read with Rule 8(2) of Companies (Accounts) Rules, 2014, there are no transactions to be reported under Section 188(1) of the Companies Act, 2013.

The policy on Materiality of Related Party Transactions, as approved by the Board of Directors, is available on the Company's website at https://www.uds.in/webroot/media/relatedlinkfiles/materiality-of-related-party-policy-file-1473.pdf

14. Statutory Auditors

As per the recommendations of the Board, the Shareholders at the 20th Annual General Meeting has approved the appointment of M/s BSR & Co, Chartered Accountants, (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company for a period of 5 years, from the conclusion of the 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting. The report issued by the Auditors to the members for the financial year ended March 31, 2024, does not contain any qualification, reservation or adverse remark, or disclaimer.

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15. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SPNP & Associates, Chennai, was appointed as Secretarial Auditor for FY 2023-24 by the Board in its meeting held on 10th October 2023, upon recommendation by the Audit Committee. The MR-3 report of the Secretarial Auditor has been circulated to the Board of Directors. The Secretarial Audit Report issued by M/s. SPNP & Associates Associates is annexed and forms a part of this Report in Annexure III. The Secretarial Audit Report does not contain any reservation or adverse remark for the year under review. Further, the Company complies with the mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs (MCA). Further the Secretarial Audit report of the material subsidiaries is disclosed in the website of the Company

As per the requirement of regulation 24 A of SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, Annual Secretarial Compliance report of the company annexed with the report as Annexure IV.

16. Internal Auditor

M/s. Protiviti India Member Private Limited was appointed as the Internal Auditors for FY 2023 -24, upon recommendation by the Audit Committee, by the Board of Directors at their meeting held on 7th November 2023. The Internal Audit Reports are placed before the Audit Committee on a quarterly basis for its scrutiny and suggestions, if any. The Audit Committee periodically reviews the performance of internal audit function.

17. Maintenance of Cost Records:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Act, is not required by the Company and accordingly, such accounts and records are not maintained.

18. Details in Respect of Frauds Reported by Auditors Under Section 143 (12) Other than those which are Reportable to the Central Government

During the year under review, there were no instances of fraud falling within the purview of Section 143(12) of the Companies Act, 2013 and rules made there under by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted and therefore no details are required to be disclosed under Sec 134(3) of the Act.

19. Particulars of Employees

In accordance with Section 197(12) of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, which is appended as “Annexure V” and is a crucial component of this Report, the Company is obligated to make disclosures.

The statement containing the top 10 employees on roll and particulars of employees employed throughout the year whose remuneration is more than ₹ 10.20 Million or more per annum and employees employed part-time and in receipt of remuneration of ₹ 0.85 Million or more per month as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forms an integral part of this Report. However, the same is not being sent along with this Annual Report to the members of the Company in line with the provision of Section 136 of the Act. Members interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company.

The aforesaid annexure is also available for inspection by the Members at the Registered Office of the Company, 21 days before and up to the date of the ensuing AGM during the business hours on working days.

20. Annual Return

The Annual Return in Form MGT-7 for the financial year ended March 31, 2023, as prescribed under Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, read with Rule 12 of Companies (Management and Administration) Rules, 2014, as amended, is disclosed on the website of the Company https://www.uds.in/related-links/annual-return.

21. Number of Meetings/Conducted During the Year Under Review

The Board met 13 times during the financial year 2023-2024 as per the details furnished in the Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Your Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

Audit Committee

Composition of Audit Committee

The composition of the Audit Committee is as under and it is in compliance with the provisions of Section 177 of the Companies Act 2013 read with the rules there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. The constitution of Audit Committee, scope of the activities of the Audit Committee and the meetings held during the financial year is set out in the Report on Corporate Governance.

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

The Members of the Audit Committee met Ten times during the financial year under review, as per the details stated in the Report on Corporate Governance.

Nomination and Remuneration Committee

The Composition of Nomination and Remuneration Committee is in compliance with the provision of Section 178 of Companies Act 2013 read with rules made thereunder and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Members of the Nomination and Remuneration Committee met four times during the financial year under review. The details of the constitution of the Nomination and Remuneration Committee, terms of reference and the meetings held during the financial year have been stated in the Report on Corporate Governance.

The Policy can be accessed from our website https://www.uds.in/webroot/media/relatedlinkfiles/nomination-and-remuneration-policy-file-1098.pdf. A formal Annual Evaluation by the Board was done as per the Board evaluation policy

Stakeholders Relationship Committee

The Members of the Stakeholders Relationship Committee met 1 time during the financial year under review. The details of the constitution of the Stakeholders Relationship Committee, details of the meetings and terms of reference have been stated in the Report on Corporate Governance.

Risk Management Committee

The risk management committee was constituted on March 21, 2023. The Members of the Risk Management Committee met 1 time during the financial year under review. The details of the constitution / reconstitution if any, of the Risk Management Committee, details of the meetings and terms of reference have been stated in the Report on Corporate Governance.

Corporate Social Responsibility Committee

The Members of the Corporate Social Responsibility Committee met 1 time during the financial year under review. The details of the constitution of the CSR Committee and the Committee meetings held during the financial year have been stated in the Report on Corporate Governance.

IPO Committee:

During the year IPO committee met 5 times to handle various matters pertaining to Initial Public Offer and to determine the utilisation of proceeds of the Fresh Issue and accept and appropriate proceeds of the Fresh Issue in accordance with the applicable laws and to settle all questions. Constitution of the IPO Committee and the Committee meetings held during the financial year have been stated in the Report on Corporate Governance.

Environmental Social Governance Committee (ESG)

During the year the Board of Directors at their meeting held on 28th March 2024, had approved the constitution of ESG committee. The Committee constituted to ensure effective implementation of the framework, demonstrate their commitment to sustainability, social responsibility and corporate governance, and enhance stakeholder trust and confidence in their reporting practices. It plays a crucial role in promoting responsible business practices, managing ESG risks, enhancing stakeholder engagement, and driving long-term value creation for the company and society as a whole. The details of the same have been stated in Report on Corporate Governance.

22. Separate Meeting of Independent Directors

The Independent Directors of the Company had met during the year on 30th March, 2024 to review the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairperson of the Company and also assessed the quality, quantity and timeliness of flow of information between the company management and the Board without the presence of the Non-Independent Directors and members of the Management.

23. Remuneration Policy

The Board has on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration as required under Section 178(3) of the Companies Act, 2013, and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The salient features of the Remuneration Policy are stated in the Report on Corporate Governance. The Remuneration Policy approved by the Board of Directors is posted on the website of the Company https://www.uds.in/webroot/media/relatedlinkfiles/nomination-and-remuneration-policy-file-1098.pdf

24. Board Diversity:

The company thinks that fostering an inclusive and diverse culture is essential to its success. In order to maintain our competitive edge, a diverse Board will have advantage of differences in viewpoint, knowledge, experience in the industry, geographic background, age, race, ethnicity, gender, and knowledge and skills. These include expertise in financial services, global business, leadership, technology, mergers and acquisitions, Board service, strategy, sales and marketing, Environment, Social and Governance (ESG), risk, and cybersecurity, among other areas.

The Board has established a Board Diversity Policy considering the value of varied membership. The Policy guarantees sufficient diversity within its Board of Directors, facilitating their effective operation and promote distinct cognitive processes at the rear with a range of management and industrial experience.

The policy is made available on the Company's website at https://www.uds.in/webroot/media/relatedlinkfiles/uds-board-diversity-policy-file-1713.pdf

25. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

(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 of the profit 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 Company being unlisted, sub clause (e) of section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; 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.

26. Subsidiaries, Joint Ventures and Associate Companies

The Company has no Associates and it has not entered into Joint Venture with any other Company during the financial year under review. The Company has the following subsidiary Companies as on 31st March 2024:

i. Avon Solutions & Logistics Private Limited

ii. Integrated Technical Staffing and Solutions Private Limited

iii. Tangy Supplies & Solutions Private Limited

iv. Stanworth Management Private Limited

v. Fusion Foods & Catering Private Limited

vi. Wynwy Technologies Private Limited (Earlier known as Zappy Home Solutions Private Limited)

vii. Global Flight Handling Services Private Limited

viii. Updater Services (UDS) Foundation (Section 8 Company)

ix. Matrix Business Services India Private Limited

x. Washroom Hygiene Concepts Private Limited

xi. Denave India Private Limited

xii. Athena BPO Private Limited

Pursuant to section 129 and Rule 5 of the Companies (Accounts) Rules 2014, the Financial Performance of the above-mentioned Subsidiary Companies is furnished in Form AOC – 1 which is enclosed as Annexure VI as part of this Report.

During the period under report, as per Section 129(3) of the Companies Act, 2013, read with Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the Subsidiaries audited annual financial statements and related information, wherever applicable, will be made available to shareholders upon request and will also be available for inspection during regular business hours at the registered office of the Company. The audited annual financial statements shall also be available on the website of the Company.

Material Subsidiaries:

As required by the SEBI LODR regulations, the Company has adopted the regulations and formulated a Policy for determining Material Subsidiaries and the said policy is available on the Company's website at https://www.uds.in/webroot/media/relatedlinkfiles/material-subsidiary-policy-file-1679.pdf.

Ms Sangeeta Sumesh Independent Director of the Company is a Director in the Board of M/s. Athena BPO Private Ltd Material Subsidiary of the Company with effect from 23 December 2022.

Ms Sangeeta Sumesh Independent Director of the Company is a Director in the Board of M/s. Matrix Business Service India Pvt Ltd. Material Subsidiary of the Company with effect from 24th June 2022.

Ms Sunil Rewachand Chandiramani Independent Director of the Company is a Director in the Board of M/s. Denave India Pvt Ltd. Material Subsidiary of the Company with effect from 15th June 2022.

The material subsidiary Company has also undertaken the Secretarial Audit in line with the requirements of Regulation 24 of SEBI LODR Regulations 2015.

27. Deposits

During the year under review, the Company has neither invited nor accepted deposits from the public/members under Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 and no amount on account of principal or interest on deposits from public were outstanding as on the date of the balance sheet.

28. Directors and Key Managerial Personnel

During the financial year under review there was Appointment, Change in Designation and Resignation of Directors and Key Managerial Personnel as mentioned below:

S. No.	Name of Director	Current Designation	Changes
1.	Raghunandana Tangirala	Chairman and Managing Director	Re-appointed as Chairman and Managing Director of the Company with effect from 01.01.2024.
2.	P.C. Balasubramanian	Whole Time Director	Resigned from the Company with effect from 2nd April 2024 (closure of Business hours) which was taken note by the Board in its meeting held on 28th March 2024.
3.	Amitabh Jaipuria	Non-Executive Director	Appointed as an Executive Director on 04.03.2023. There was a change in his designation from Executive Director to Non-Executive Director on 01.05.2023 and regularised as a Director in the EGM held on September 18, 2023 He is liable to retirement by rotation at the ensuing 21st Annual General Meeting and being eligible offers himself for re-appointment.
4.	B. Ravishankar	Company Secretary and Compliance Officer	Appointed as the Company Secretary and Compliance Officer with effect from 06.03.2023. Further in the Board meeting held on 10th February 2024, he has resigned from the position with effect from 10th February 2024 (close of Business hours)
5.	Sandhya Saravanan	Company Secretary and Compliance Officer	Appointed as Company Secretary and Compliance Officer of the Company at the Board Meeting held on 10th February 2024, with effect from 10th February 2024 (Close of Business hours)
6.	Ms Jigyasa Sharma	Additional Director	Appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company at the Board meeting held on 28th March 2024 with effect from 2nd April 2024 (close of business hours)

29. Adequacy of Internal Financial Controls with Reference to Financial Statements

Proper and adequate internal control systems pertaining to financial statements have been adopted by your company. Your company ensures that existing internal controls serve to assist the operations in the best possible manner and discrepancies are reduced to the least possible extent, resulting in maximum effectiveness of the operations. During the year, such controls were tested and it was observed that they were operating effectively.

30. Corporate Governance and Shareholders Information

Your Company has taken adequate steps to adhere to all the stipulations laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report.

Certificate from the Practising Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

31. Criteria for making payments to Non-Executive Directors:

The criteria for making payment to Non-Executive Directors is available on the website of the Company at: https://www.uds.in/webroot/media/relatedlinkfiles/uds-criteria-for-making-payment-to-non-executive-directors-file-8584.pdf

32. Familiarisation programme:

The Company has a Familiarisation programme for Independent Directors under Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. It aims to provide Independent Directors Company insight to enable understanding of the business in depth and contribute significantly to the Company. Overview and details of the programme for Independent Directors have been updated on https://www.uds.in/related-links/Familiarisation-programme

33. Management Discussion and Analysis Report

Management Discussion and Analysis Report as required pursuant to Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, ("Listing Regulations") is disclosed separately in Annual Report. As required under the provisions of the Listing Regulations, the Audit Committee of the Company has reviewed the Management Discussion and Analysis Report of the Company for the year ended March 31, 2024.

34. Business Responsibility and Sustainability Report:

As stipulated under Regulation 34(2)(f) of the Listing Regulations, the Company's report on Business Responsibility and Sustainability describing the initiatives taken by the Company from environmental, social and governance perspectives forms a part of this Report as Annexure VII.

35. Declaration from Independent Directors

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 and Regulation 16 and Regulation 25 of the SEBI (LODR) Regulations, 2015 that the Independent Directors of the Company continues to meet the criteria of their Independence laid down in Section 149(6) including the confirmations that their names have been included in the Data Bank maintained by the Indian Institute of Corporate Affairs and None of the Directors of the Company are disqualified from being appointed as Directors under Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

36. Disclosures Under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The company is committed to and implementing the sexual harassment prevention policy in letter and spirit. The company is committed to the cause of diversity and inclusion and to provide a safe and non-discriminatory workplace to all its employees. The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

During the year under review, there were no cases filed pursuant to sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

37. Employees Stock Option Scheme

The company offers share-based incentives to qualified workers in an effort to draw and keep top talent, encouraging workers to match their own goals with the company's, and pushing workers to contribute more to the company's expansion. The following employee stock option plans have been established by the company:

i) Updater Employee Stock Option Plan 2019

ii) Updater Employee Stock Option Plan 2022

iii) Updater Employee Stock Option Plan 2022 – Second

Disclosure with respect to stock options containing details as required under Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI Circular dated June 16, 2015, has been uploaded on the official website of the Company at www.uds.in for the period ended March 31, 2024.

Pursuant to the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a certificate has been issued by the Secretarial Auditor of the Company confirming that the Plan has been implemented in accordance with the said Regulations, would be placed at the ensuing Annual General Meeting of the Company for inspection by the members.

The details of stock options granted & exercised during the year are provided in Notes of the Standalone Financial Statements.

38. Fraud Reporting

The Company has not entered into transactions which are fraudulent or illegal or violative of the Company's code of conduct. No whistle blower complaints was received during the year.

39. Details of Significant and Material Orders Passed by the Regulators, Courts and Tribunals

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

40. Vigil Mechanism/Whistle Blower Policy:

Pursuant to provisions of Section 177(9) of the Act and Regulation 22 of the Listing Regulations your Company has framed a vigil mechanism for Directors / Employees and every employee has the right to report to the concerned Director any genuine concerns or grievances about unprofessional conduct, malpractices, wrongful conduct, fraud, violation of the Company's policies & values, violation of law without any fear of reprisal. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle-Blower Policy is put on the Company's website and can be accessed at: https://www.uds.in/webroot/media/relatedlinkfiles/whistle-blower-policy-file-1565.pdf

The Company has not received any complaints under the Whistle Blower Policy during the Financial year ended March 31, 2024.

41. Code for Prevention of Insider Trading

The Company has adopted a Code of Prevention of Insider Trading with a view to regulating trading in securities by the Promoters, Directors and Designated Persons of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Promoters, Directors and the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Code is put on the website of the Company and can be accessed at https://www.uds.in/webroot/media/relatedlinkfiles/policy-on-prohibition-of-insider-trading-file-1885.pdf

In Compliance with the abovementioned Regulations, Structural Digital Database (SDD) was maintained by the company and necessary entries were made to monitor and record the flow of sharing of Unpublished Price Sensitive Information (UPSI). Adequate training was provided to all employees on the compliance procedures provided in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

42. Board Evaluation:

According to the Company's corporate governance procedures, an annual performance evaluation of each board member and the overall working of the Board and its Working Groups is required. As per the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the Board of Directors conducted an annual evaluation of the performance of the Company, its Committees, and individual Directors, including the Chairman of the Board for the FY 2023-24. A structured questionnaire was prepared covering various aspects of the Board's functioning.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board. The performance evaluation of the Independent Directors was carried out by the entire board excluding the Independent Directors being evaluated.

The Board also evaluated the company's independent directors' compliance with the independence requirements outlined in the Listing Regulations, as well as their separation from management.

The performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company were assessed in a separate meeting of Independent Directors held on March 30, 2024, that was held in accordance with Regulation 25(7) of the Listing Regulations. The evaluation took into consideration the opinions of both Executive and Non-Executive Directors.

43. Compliance with the Provisions of Secretarial Standard - 1 and Secretarial Standard – 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

44. Proceedings Pending Under Insolvency and Bankruptcy Code, 2016

During the year under review there were no application made or any proceedings were instigated under the Insolvency and Bankruptcy Code, 2016.

45. Loan from Banks or Financial Institution and Settlement Thereof

During the year under review there were no instances of one-time settlement and/or the valuation done while taking loan from the Banks or Financial Institutions.

46. Statement of Deviation or Variation:

The Company raised capital through Initial Public offering and listed the securities on 4th October 2023. The Company filed the nil statement of deviation report for every quarter pursuant to Regulation 32 of the SEBI (LODR) Regulations 2015. There is no deviation in the usage of the funds.

47. Alteration of Memorandum of Association and Articles of Association

During the year, the AOA has been altered 1 time. The AOA has been altered in the EGM held on 28.06.2023.

During the year, the MOA not altered.

48. Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from those either expressed or implied in the statement depending on the circumstances.

49. Acknowledgement

Your Directors would like to take this opportunity to appreciate the hard work and efforts put in by all the employees of the company who have discharged their duties diligently and ensured that the company's interests are well taken care of. The company's dedicated and experienced employees and Leadership team have also ensured that the Company's performance continues to be strong and amongst the best in its peer group. Your Directors place on record their appreciation for the Management Team as well.

The Directors also place on record their sincere thanks to all Bankers, Business associates, Consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors' also acknowledge gratefully the shareholders for their support and confidence reposed in your Company.

For and on Behalf of The Board of Directors

Raghunandana Tangirala
Chairman and Managing Director
DIN: 00628914

Chennai
20th May 2024

Annexure I

Annexure A

Annual Report on CSR Activities for the FY 2023-24

1. Brief outline on CSR policy of the company:

The CSR policy of the Company extends to all the CSR activities as covered under Schedule VII of the Companies Act, 2013 and also covers additional and allied activities, as will be notified by Ministry of Corporate Affairs or such other body, as appointed / notified by Central or State Government, from time to time. The Company's CSR policy has been uploaded in the website of the Company.

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Raghunandana Tangirala	Chairman	1	1
2	P C Balasubramanian	Member	1	1
3	Sangeetha Sumesh	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company: https://www.uds.in/related-links/corporate-social-responsibility-committee

4. Provide the executive summary along with the web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: NA

5. a) Average net profit of the company as per sub-section (5) of Section 135: ₹ 37,40,62,209

b) Two percent of average net profit of the company as per sub-section (5) of Section 135: ₹ 74,81,245

c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

d) Amount required to be set-off for the financial year, if any: NIL

e) Total CSR obligation for the financial year {(b)+(c)-(d)}: ₹ 74,81,245

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 74,87,525

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)]: ₹ 74,87,525

e) CSR amount spent or unspent for the financial year: Nil

Total Amount Spent for the Financial Year 2023-24. (in ₹)	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of fund	Amount	Date of transfer
₹ 74,87,525 /-	Nil	--	NA		

b. Details of CSR amount spent against ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project District State	Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency- Name - CSR Registration Number
Not applicable										

c. Details of CSR amount spent against other than ongoing projects for the FY 2023-24

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project District State	Amount spent for the project (₹)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency - Name - CSR Reg. No
1	Medical & Health care Expenses	Promoting health care (Covered under Item -(i) of the Schedule VII)	Yes	Chennai	62,75,261	Yes	NA
2	Education expenses	Promoting education (Covered under Item -(ii) of the Schedule VII)	Yes	Chennai	9,85,014	Yes	NA
3	Skill Development	Enhancing the skills (specifically children and Women) / Promoting Gender equality and Women Empowerment Covered under Item -(iii) of the Schedule VII)	Yes	Chennai	2,27,250	Yes	NA
Total					**74,87,525**		

d. Amount spent in Administrative Overheads: Nil

e. Amount spent on Impact Assessment, if applicable: NA

f. Total amount spent for the FY 2023-24: ₹ 74,87,525

g. Excess amount for set off, if any.

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 74,81,245
(ii)	Total amount spent for the Financial Year	₹ 74,87,525
(iii)	Excess amount spent for the Financial Year	₹ 6,280
(iv)	Surplus arising out of the CSR Projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ 6,280

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No	Preceding Financial year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	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 Year (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	FY - 1							
2	FY - 2			NA				
3	FY - 3							

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

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

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

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

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram Panchayat are to be specified and also the area of the immoveable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend Two percent of the average net profit as per sub-section (5) of section 135: NA

Date: 20.05.2024

Place: Chennai

Raghunandana Tangirala
Chairman & Managing Director
DIN: 00628914

Amitabh Jaipuria
Director
DIN: 01864871

CSR_Compliance Certificate_CFO

Date-31-03-2024

The Board of Director,
No.2/302/A, UDS Salai Off.
Old Mahabalipuram Road
Thoraipakkam, Chennai - 600 097

Sub: Certificate under Rule 4 of CSR Rules, 2014

Dear Sir / Madam,

This is to certify that funds of ₹ 74.81 Lakhs so disbursed for Corporate Social Responsibility (CSR) activity for FY 2023-24 has been utilised for the purpose and in the manner as approved by the Board in their meeting held on March 31, 2024 as per the rules 4 of Companies (CSR) Rules 2014 and Schedule VII of the Companies Act, 2013.

Details of CSR expenditure are as follows:

PARTICULARS	₹ In Lakhs
Amount Outlay (Budgeted)	74,81,245
Amount spent on the projects	74,87,525
Amount unspent	-
Excess amount spent	6,280

Thanking you,

Yours faithfully,
For **Updater Services Limited**

Radha Ramanujan
Group CFO

Annexure II

Annexure – Guarantee

Guarantee/Security given to	Nature of Security	Subsidiary	Reason	Guarantee Amount (cr)	Commission (1%)
Kotak Mahindra Bank	Corporate Guarantee	Global Flight Handling Pvt Ltd	Working capital Loan	26,50,00,000	26,50,000
HDFC Bank	Corporate Guarantee	Stanworth Management Pvt Ltd	Working capital Loan	2,50,00,000	2,50,000
HDFC Bank	Corporate Guarantee	Fusion Foods and Catering Pvt Ltd	Working capital Loan	3,00,00,000	3,00,000

Annexure III

Form No. MR-3

Secretarial Audit Report

Financial Year ended March 31, 2024

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

To,
The Members,
Updater Services Limited,
Formerly **"Updater services private Limited"**
1st Floor, No. 42, Gandhi Mandapam Road,
Kotturpuram, Chennai - 600 085.

We, SPNP & Associates, Practicing Company Secretaries, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. UPDATER SERVICES LIMITED** (herein after 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 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 on March 31, 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 on 31st March, 2024 according to the provisions of:

i) The Companies Act, 2013 and the rules made there under ["Act"];

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

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, 1992

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

(d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

(e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with all the provisions of the Act, Rules, Regulations, standards etc., as mentioned above.

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 to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions were carried out with the requisite approval of the Board.

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, apart from the instances mentioned hereunder, there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

1. During the reporting period, the Company had made Initial Public Offering through Fresh Issue of 13,333,333 Equity shares aggregating ₹ 4,000.00 million and offer for sale of 8,000,000 Equity shares aggregating ₹ 2,400.00 million. Subsequently, the Equity shares of the Company (BSE Scrip Code: 543996 & NSE Symbol: UDS) were listed on October 04, 2023, on both the Stock exchanges (BSE Limited & National Stock Exchange Limited).

2. The shareholders of the Company vide postal ballot dated March 15, 2024, had approved ratification of "Updater Employee Stock option plan 2019" and "Updater Employee stock option plan 2022".

For **SPNP& ASSOCIATES**

Nithya Pasupathy
Partner
Practicing Company Secretaries
Membership Number: 10601
Certificate of Practice Number: 22562
Peer Review Number: 1913/2022
UDIN: F010601F000351711

Date: 11/05/2024
Place: Chennai

Annexure A

To
The Members,
Updater Services Limited
Formerly **"Updater services private Limited"**

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

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, the Company had 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.

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 **SPNP& ASSOCIATES**

Nithya Pasupathy
Partner
Practicing Company Secretaries
Membership Number: 10601
Certificate of Practice Number: 22562
Peer Review Number: 1913/2022
UDIN: F010601F000351711

Date: 11/05/2024
Place: Chennai

Updater Services Limited | Annual Report 2023-24

Annexure IV

SECRETARIAL COMPLIANCE REPORT OF UPDATER SERVICES LIMITED

For The Financial Year Ended March 31, 2024

We, SPNP & Associates have examined:

(a) All the documents and records made available to us and explanation provided by

M/s. Updater Services Limited ("the listed entity"),

(b) The filings/ submissions made by the listed entity to the stock exchanges,

(c) Website of the listed entity,

(d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

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

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the period under review)

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended

(g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993regarding the Companies Act and dealing with client;

(h) Securities and Exchange Board of India(Depositories and Participant) Regulations,2018; and circulars guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

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

S. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the practicing Company Secretary	Management Response	Remarks
NIL										

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

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA						

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2	**Adoption and timely updation of the Policies:** ▪ All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ▪ All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	
3	**Maintenance and disclosures on Website:** ▪ The Listed entity is maintaining a functional website ▪ Timely dissemination of the documents/ information under a separate section on the website ▪ Web-links provided in annual Report on Corporate Governances under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	**Details related to Subsidiaries of listed entities:** i. Identification of material subsidiary companies ii. Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under LODR Regulations.	Yes	
7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8	**Related Party Transactions:** ii. The listed entity has obtained prior approval of Audit Committee for all Related party transactions ii In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes	
9	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed there under.	Yes	

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Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI(Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in last column.	NA	Nil
12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	
13	**Additional Non-compliances, if any:** Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Nil

For **SPNP& ASSOCIATES**

Nithya Pasupathy
Partner
Practicing Company Secretaries
Membership Number: 10601
Certificate of Practice Number: 22562
Peer Review Number: 1913/2022
UDIN: F010601F000351711

Date: 11/05/2024
Place: Chennai

Annexure V

Disclosure u/s 197(12) and Rule 5(1) of each director to the median remuneration of the employees of the company for the financial year ended March 31, 2024

1. **Ratio of remuneration of each director to the median remuneration of the employees of the company and Percentage increase in remuneration each Director, Chief Financial Officer, Company Secretary for the financial year ended March 31, 2024**

S. No	Director	Ratio to median remuneration	Percentage increase in remuneration (%)
1.	Mr Raghunandana Tangirala, Chairman And Managing Director	105:1	NIL
2.	Mr Pondicherry Chidambaram Balasubramanian, Whole time director %	52:1	NIL
3.	Mr Amitabh Jaipuria, Director*	No remuneration was paid during the FY 2023-24 (only sitting fee paid). During the year 2023-24, only Mr Sunil Chandiramani, Independent director has received commission. Hence percentage increase is not applicable.	
4.	Sangeeta Sumesh, Independent Director (Non Executive Director)		
5.	Mr Amit Choudhary, Independent Director		
6.	Mr Sunil Rewachand Chandiramani, Independent Director		
7.	Ms Jigyasa Sharma, Non Executive Non-Independent Director ^		
8.	Mr Balaji Swaminathan, Chief Financial Officer#	NA	NIL
9.	Ms Radha Ramanujan, Chief Financial Officer@	NA	NIL
10.	Mr Ravishankar B, Company Secretary$	NA	NIL
11.	Ms Sandhya Saravanan&	NA	NIL

* Resigned as Executive Director and Appointed as Non -Executive Non Independent Director with effect from 30th April 2023

% Resigned from the Position of Executive Director with effect from 2nd April 2024 (close of Business Hours)

^ Appointed as Non Executive Non-Independent Director with effect from 2nd April 2024 (close of Business Hours)

\# Resigned from the position of Group Chief Financial Officer of the Company with effect from 30th December 2024 (close of Business Hours)

^ Appointed as Group Chief Financial Officer of the Company with effect from 30th December 2024 (close of Business Hours)

$ Resigned from the position of Company Secretary with effect from 10th February 2024 (close of Business Hours). He joined the Company during March 2023

& Appointed as Company Secretary with effect from 10th February 2024 (close of Business Hours)

2. **Percentage increase in the median remuneration of employees in the financial year:** 10%
3. **The number of on the roll employees (both billable and non-billable) of the Company as on March 31, 2024:** - 47523
4. **Average percentiles 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:** Average percentiles increase made in the salaries of employees other than the managerial personnel in the last financial year is 13% and managerial personnel is NIL.
5. **It is affirmed that the remuneration paid is as per the remuneration policy of the company.**- Yes

For and on Behalf of The Board of Directors

Raghunandana Tangirala
Chairman and Managing Director
DIN: 00628914

Chennai
20th May 2024

Statement pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars	Name – Mr Raghunandana Tangirala
Designation of the employee	MD
Age of the employee	64 years
Remuneration	19.2 million per annum
Nature of employment, whether contractual or otherwise	CMD – Employee
Experience and qualifications of the employee	32 years, More than 30 years in the service sector as an entrepreneur. B.Com
Date of commencement of employment	13 November 2003
The last employment held by the employee before joining the Company	NA
The equity shares percentage held by the employee in the Company	23.67 % as on 31 March 2024
Whether such employee is a relative of manager or director of the Company and name of such manager or director	None

Annexure VI

Form AOC-1

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

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

Part A Subsidiaries –

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

1	Name of the subsidiary	Avon Solutions & Logistics Private Limited
2	The date since when subsidiary was acquired	31.07.2006
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees million
5	Share Capital (paid-up capital)	2.48
6	Reserves and Surplus	201.66
7	Total assets	454.92
8	Total Liabilities	250.78
9	Investments	-
10	Turnover	709.45
11	Profit before tax	62.95
12	Provision for taxation/OCI	23.04
13	Profit after taxation	39.91
14	Proposed dividend	-
15	Extent of shareholding	76%

1	Name of the subsidiary	Integrated Technical Staffing and Solutions Private Limited
2	The date since when subsidiary was acquired	14.12.2007
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-million
5	Share Capital (paid-up capital)	0.10
6	Reserves and Surplus	93.29
7	Total assets	166.61
8	Total Liabilities	73.22
9	Investments	46.32
10	Turnover	332.96
11	Profit before tax	21.8
12	Provision for taxation	0.7
13	Profit after taxation	21.1
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Tangy Supplies & Solutions Private Limited
2	The date since when subsidiary was acquired	28/03/2012
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	1
6	Reserves and Surplus	117.87
7	Total assets	197.09
8	Total Liabilities	78.22
9	Investments	-
10	Turnover	311.46
11	Profit before tax	15.14
12	Provision for taxation	4.44
13	Profit after taxation	10.7
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Stanworth Management Private Limited
2	The date since when subsidiary was acquired	12.01.2017
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	17.32
6	Reserves and Surplus	46.03
7	Total assets	115.06
8	Total Liabilities	51.71
9	Investments	-
10	Turnover	333.32
11	Profit before tax	15.14
12	Provision for taxation	1.61
13	Profit after taxation	13.53
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Fusion Foods & Catering Private Limited
2	The date since when subsidiary was acquired	22.09.2017
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	0.17
6	Reserves and Surplus	161.45
7	Total assets	351.58
8	Total Liabilities	189.96
9	Investments	-
10	Turnover	1422.76
11	Profit before tax	61.16
12	Provision for taxation/OCI	21.5
13	Profit after taxation	39.66
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Wynwy Technologies Private Limited (Earlier known as Zappy Home Solutions Private Limited)
2	The date since when subsidiary was acquired	02/11/2017
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees - Millions
5	Share Capital (paid-up capital)	1
6	Reserves and Surplus	-164.97
7	Total assets	69.04
8	Total Liabilities	233.01
9	Investments	-
10	Turnover	0.13
11	Profit before tax	-40.73
12	Provision for taxation/OCI	2.17
13	Profit after taxation	-42.90
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Global Flight Handling Services Private Limited
2	The date since when subsidiary was acquired	16/07/2018
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees
5	Share Capital (paid-up capital)	0.10
6	Reserves and Surplus	-119.27
7	Total assets	290.73
8	Total Liabilities	443.03
9	Investments	18.00
10	Turnover	259.35
11	Profit before tax	-111.3
12	Provision for taxation/OCI	-24.68
13	Profit after taxation	-86.62
14	Proposed dividend	-
15	Extent of shareholding	83.25%

1	Name of the subsidiary	Updater Services (UDS) Foundation
2	The date since when subsidiary was acquired	09/04/2018
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	1
6	Reserves and Surplus	-1.87
7	Total assets	19.06
8	Total Liabilities	0.12
9	Investments	-
10	Turnover	1.123
11	Profit before tax	0.96
12	Provision for taxation	0
13	Profit after taxation	0.96
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Matrix Business Services India Private Limited
2	The date since when subsidiary was acquired	26/04/2019
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	3.84
6	Reserves and Surplus	648.82
7	Total assets	929.16
8	Total Liabilities	276.5
9	Investments	250
10	Turnover	1111.08
11	Profit before tax	82.34
12	Provision for taxation/OCI	19.63
13	Profit after taxation	62.71
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Washroom Hygiene Concepts Private Limited
2	The date since when subsidiary was acquired	05/09/2019
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	0.97
6	Reserves and Surplus	120.94
7	Total assets	142.92
8	Total Liabilities	21.01
9	Investments	-
10	Turnover	171.14
11	Profit before tax	53.91
12	Provision for taxation/OCI	13.65
13	Profit after taxation	40.26
14	Proposed dividend	-
15	Extent of shareholding	100%

1	Name of the subsidiary	Denave India Private Limited
2	The date since when subsidiary was acquired	27/10/2021
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	16.81
6	Reserves and Surplus	861.14
7	Total assets	1636.5
8	Total Liabilities	758.55
9	Investments	NIL
10	Turnover	4542.83
11	Profit before tax	256.5
12	Provision for taxation	54.15
13	Profit after taxation	202.35
14	Proposed dividend	-
15	Extent of shareholding	67.26%

1	Name of the subsidiary	ATHENA BPO PRIVATE LIMITED
2	The date since when subsidiary was acquired	23/12/2022
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2023-2024
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	Rupees-Million
5	Share Capital (paid-up capital)	5.76
6	Reserves and Surplus	699.76
7	Total assets	1175.15
8	Total Liabilities	469.61
9	Investments	-
10	Turnover	1471.22
11	Profit before tax	197.72
12	Provision for taxation	50.7
13	Profit after taxation	147.02
14	Proposed dividend	-
15	Extent of shareholding	57.00%

1. Names of subsidiaries which are yet to commence operations – NA
2. Names of subsidiaries which have been liquidated or sold during the year– NA

Part "B": Associates

Name of Associates	
1. Latest audited Balance Sheet Date	NA
2. Shares of Associate held by the company on the year end	
No. of shares	
Amount of Investment in Associates/Joint Venture	
Extent of Holding %	
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	
6. Profit / Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

1. Names of associates or joint ventures which are yet to commence operations - NA
2. Names of associates or joint ventures which have been liquidated or sold during the year – NA

For and on Behalf of The Board of Directors

	Raghunandana Tangirala	**Amitabh Jaipuria**
Date: 20.05.2024	Managing Director	Director
Place: Chennai	DIN: 00628914	DIN: 01864871

Annexure VII

Business Responsibility & Sustainability Reporting Format

(Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)

Section A: General Disclosures

I. Details of the listed entity

Sr. No.	Particulars	FY 2023-2024
1	Corporate Identity Number (CIN) of the Listed Entity	L74140TN2003PLC051955
2	Name of the Listed Entity	UPDATER SERVICES LIMITED
3	Year of incorporation	13-11-2003
4	Registered office address	First Floor, 42 Gandhi Mandapam Road, Kotturpuram Chennai- 600085, Kotturpuram, Chennai, Chennai City Corporation, Tamil Nadu, India, 600085
5	Corporate address	First Floor, 42 Gandhi Mandapam Road, Kotturpuram Chennai- 600085, Kotturpuram, Chennai, Chennai City Corporation, Tamil Nadu, India, 600085
6	E-mail	jayaram.lb@uds.in
7	Telephone	044 – 24963234
8	Website	www.uds.in
9	Financial year for which reporting is being done	2023-24
10	Name of the Stock Exchange(s) where shares are listed	1. BSE Ltd 2. National Stock Exchange of India Ltd
11	Paid-up Capital	₹ 66,94,83,660
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 Sandhya Saravanan Company Secretary and Compliance Officer compliance.officer@uds.in +91 44 24963234
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).	Standalone Basis
14	Name of assurance provider	NA
15	Type of assurance obtained	NA

Note - Company has not obtained external assurance in FY 2023-24.

II. Products/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	Support services to Organisations	Housekeeping & Maintenance Service	100%

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	Support Services	82990	100%

III. Operations

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

Location	Number of plants	Number of offices	Total
National	0	34	34
International	0	0	0

16. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of States)	26
International (No. of Countries)	2

b. What is the contribution of exports as a percentage of the total turnover of the entity? **0%**

c. A brief on types of customers

UDS offers services across a diverse range of following industries, spanning from large corporations to small and medium-sized enterprises seeking specialised solutions tailored to their business needs:

1. Manufacturing / Engineering services
2. BFSI / Insurance
3. Automobiles/ Auto Ancillary
4. Airports/ Airlines/Ports
5. Healthcare (including Hospitals)
6. IT/ITES
7. Courier / Logistics / Warehousing
8. Retail PSU & Others
9. Real Estate / Construction / Developers
10. Education / Training institutions
11. Energy / Oil / Gas
12. Railways / Metro
13. MSP-Manage Service Partner
14. FMCG
15. Media /Entertainment
16. Service Provider
17. Food/beverages /Agriculture
18. Travel / Tourism / Hospitality
19. Govt Sector
20. Hospitality
21. Pharmaceuticals
22. Electronics
23. Finance
24. Business Services
25. BPO
26. Chemical Industry
27. Transportation
28. Mining Industry
29. Apparel Industry
30. Communication
31. Shipping Industry
32. Mall & Multiplexes
33. Consulting

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
EMPLOYEES						
1	Permanent (D)	47,523	35,797	75.33%	11,726	24.67%
2	Other than Permanent (E)	0	0	0%	0	0%
3	**Total employees (D + E)**	**47,523**	**35,797**	**75.33%**	**11,726**	**24.67%**
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%**

Note – The company has two categories of employees, Billable employees and Non-billable employees. Both categories are included in the count of total permanent employees.

b. Differently abled Employees and workers:

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

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of Females No. (B)	% (B / A)
Board of Directors	6	1	16.67%
Key Management Personnel	2	2	100.00%

22. Turnover rate for permanent employees and workers

Particular	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees*	85.49%	101.04%	89.49%	82.38%	62.13%	76.48%	67.23%	57.85%	64.79%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note – The employee turnover rate for the Company is high as non-billable employees are also included in the employee turnover calculation.

– The Company has no staff in the "Permanent Workers" category.

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

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

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/No)
1	Avon Solutions & Logistics Private Limited	Subsidiary	76.00%	No
2	Denave India Private Limited	Subsidiary	67.00%	No
3	Global Flight Handling Services Private Limited	Subsidiary	83.25%	No
4	Integrated Technical Staffing and Solutions Private Limited	Subsidiary	99.99%	No
5	Matrix Business Services India Private Limited	Subsidiary	99.99%	No
6	Stanworth Management Private Limited	Subsidiary	99.99%	No
7	Tangy Supplies & Solutions Private Limited	Subsidiary	99.99%	No
8	Washroom Hygiene Concepts Private Limited	Subsidiary	99.99%	No
9	Wynwy Technologies Private Limited	Subsidiary	99.99%	No
10	Fusion Foods & Catering Private Limited	Subsidiary	99.99%	No
11	Athena BPO Private Limited	Subsidiary	57.00%	No
12	Updater Services (UDS) Foundation	Subsidiary	99.99%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes

a. Turnover (in ₹) 14,17,11,60,000

b. Net worth (in ₹) 7,55,66,30,000

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)*	FY 2023-24 Current Financial Year: Number of complaints filed during the year	FY 2023-24: Number of complaints pending resolution at close of the year	FY 2023-24: Remarks	FY 2022-23 Previous Financial Year: Number of complaints filed during the year	FY 2022-23: Number of complaints pending resolution at close of the year	FY 2022-23: Remarks
Communities	Yes	0	0	NIL	0	0	NIL
Investors (other than shareholders)	Yes	0	0	NIL	0	0	NIL
Shareholders	Yes	22	0	NIL	0	0	NIL
Employees and workers	Yes	0	0	NIL	0	0	NIL
Customers	Yes	124	10	NIL	151	2	NIL
Value Chain Partners	Yes	0	0	NIL	0	0	NIL

*Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf
Investors (other than shareholders)	https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf
Shareholders	https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf
Employees and workers	https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf
Customers	https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf
Value Chain Partners	https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf

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

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate Change	R	As a service company committed to sustainable practices, UDS' operations have an emphasis on sustainable growth and eco-friendly practices. The company prioritises sustainability and energy efficiency across various service offerings, reflecting the dedication to minimising the environmental footprint. By acknowledging climate change as a material topic, the company recognises its direct relevance to the business operations and the importance of integrating climate resilience into the strategic planning.	UDS is committed to environmental stewardship and sustainable practices. As part of the ongoing efforts to combat climate change and reduce the carbon footprint,90kw solar power plant in Thoraipakkam and 60 kw solar power plant in Kotturpuram, has been installed to harness the abundant sunlight to generate clean electricity. Along with that, automatic electric censors for electric lights have been installed to reduce power consumption. By implementing these measures, UDS reduces the reliance on fossil fuels and contributes to a greener future.	Negative
2	Diversity and Inclusion	O	An organisation's strong commitment to diversity and inclusion fosters a sense of belonging and fairness among employees. Enhancing diversity and inclusion initiatives enables companies to support vulnerable groups, ultimately contributing to a positive reputation.		Positive
3	Regulatory Compliance	R	Adhering to regulatory requirements is paramount for corporations, ensuring alignment with legal and ethical boundaries established by government agencies and industry norMs Non-compliance may lead to substantial financial penalties, legal repercussions, and harm to the company's reputation and customer trust.	To proactively manage regulatory compliance risks, protect the reputation, and enhance operational integrity, third party audits are conducted to strengthen the internal control on a regular basis. External agency has been appointed to do periodic audit, to encourage transparency, ethical behaviour, and adherence to regulations throughout the company.	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.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Policy and management processes									
1. a	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/ No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b	Has the policy been approved by the Board? (Yes/ No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c	Web Link of the Policies, if available	https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf								
2	Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/ certifications/labels/ standards (eg Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 55001:2015	ISO 41001:2018	ISO 45001:2018			1. ISO 14001:2015 2. ISO 50001:2018			1. ISO 41001:2018 2. ISO 9001:2015
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	UDS is currently in the process of development of both short-term and long-term goals aimed at minimising its carbon footprint								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	As this is the first submission of the Business Responsibility and Sustainability Report, A detailed analysis of the performance in relation to the goals will be reported in the subsequent reports.								

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 disclosed in the ESG section of this report).

We are deeply committed to creating a more sustainable and environmentally conscious future. As we continue to grow, we aim to integrate sustainability into every aspect of our operations. Our focus is on reducing our environmental footprint, enhancing resource efficiency, and promoting green practices across our value chain.

We strive to achieve long-term growth that not only benefits our business but also contributes positively to the environment and society, by investing in innovative technologies and sustainable initiatives. We are dedicated to creating a better tomorrow through responsible and sustainable growth.

We are dedicated to operating and expanding our business in a socially responsible manner. Our ESG committee ensures that our business processes align with the guiding principles of the National Guidelines on Responsible Business Conduct (NGRBC). This commitment underscores our pledge to uphold social responsibility at every level of our operations.

Installation of solar power system: In efforts to minimize the environmental impact, UDS has implemented a 90kw solar power system in Thoraipakkam and a 60kw solar power system in Kotturpuram, utilising the ample sunlight to produce clean electricity.

Mr. Raghunandana Tangirala
Chairman & Managing Director

8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Mr Raghunandana Tangirala
Chairman & Managing Director

9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA). Yes

If Yes please provide details

Name of the Committee members:
1. Mr Raghunandana Tangirala – Chairman
2. Ms Radha Ramanujan - Member
3. Mr C R Saravanan – Member

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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								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
a. Performance against above policies and follow up action	Committee of the Board								
b. Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of the Board								

Subject for Review	Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
a. Performance against above policies and follow up action	Annually								
b. Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Annually								
11 Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).	No								
If yes, provide name of the agency.	NA								

12 If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	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)									

Section C: Principle Wise Performance Disclosure

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

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

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	4	1. An overview of the business 2. Regulatory updates 3. Innovative business ideas 4. Corporate Governance 5. Internal audit	50%
Key Managerial Personnel	4	1. IIM Executive Program 2. MELP Leadership Program 3. VMV Values Orientation 4. K Bridge Learnings From IIM	25%
Employees other than BOD and KMPs	62	1. MELP & Live the UDS way 2. Safety first, Personal Safety 3. Chemical Safety 4. Machine Safety 5. Fire Safety 6. Road Safety 7. Environmental Safety	43.51%
Workers	NA	NA	NA

Note - The Company has no staff in the "Workers" category.

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**

Monetary					
Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹) (For Monetary Cases only)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	3,5	Labour officer, Ahmedabad	2,000	NCs observed by the labour authority under Bonus Act while inspecting client place SVP Hospital and levied penalty	No
penalty/ Fine	3,5	Asst. Commissioner of Labour, Ahmedabad	20,000	NCs observed by the labour authority under Gratuity Act while inspecting client place SVP Hospital and levied penalty	No
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding fee	NIL	NIL	NIL	NIL	NIL

Monetary				
Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL

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

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NIL	NIL

4. **Does the entity have anti-corruption or anti-bribery policy? (Yes/ No): Yes**

   If Yes, provide details in brief

   Accepting/giving gifts and taking/giving bribe is strictly prohibited under this policy, disregarding or failing to comply with this standard of business ethics and conduct could lead to disciplinary action, up to and including possible termination of employment for the employees. The Directors and Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business.

   If Yes, Provide a web link to the policy, if available -Web link anti corruption or anti bribery policy is place

   https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf

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

Particular	FY 2023-24	FY 2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	NA	NA

Note - The Company has no staff in the "Workers" category.

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

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

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

   No such incident of corruption and conflict of interest has taken place.

8. **Number of days of accounts payables in the following format:**

Particular	FY 2023-24	FY 2022-23
Number of days of accounts payables	45	41

9. **Open-ness of business**

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

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0	0
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0	0
	b. Number of dealers / distributors to whom sales are made	0	0
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0	0
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	20.13	21.76
	b. Sales (Sales to related parties / Total Sales)	0.53	0.46
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	98.39	97.46
	d. Investments	100.00	100.00

Leadership Indicators

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

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
10	UDS Values	80%

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No): Yes**

   If Yes, provide details of the same.

   Managing conflicts of interest is crucial for maintaining organizational integrity and trust. Members of the board of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to actual conflict of interest with the Company and seek Board authorisation to pursue such transaction.

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

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicator

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.**

Sr. No.	Particular	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
1	R&D	0	0	NA*
2	Capex	1.97	0.042	In efforts to minimise the environmental impact, UDS has implemented a 90kw solar power system in Thoraipakkam and a 60kw solar power system in Kotturpuram, utilising the ample sunlight to produce clean electricity.

* Details of improvements in environmental and social impacts are not applicable as the Company has not done any R&D expenditure.

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

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

Note – The company is planning to establish a procedure for sustainable sourcing.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

(a) Plastics (including packaging): NA

(b) E-waste: NA

(c) Hazardous waste: NA

(d) other waste: NA

Note - As UDS only provides support services and not dealing in sale of products. Hence process in place to safely reclaim the product is not applicable to the Company.

4. **a. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No):**

No

b If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

NA

c If not, provide steps taken to address the same

NA

Note – As UDS only provides support services and not dealing in sale of any product, Extended Producer Responsibility (EPR) is not applicable to UDS.

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

(This principle emphasises the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

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	35,797	35,797	100%	35,797	100%	0	0%	0	0%	0	0%	
Female	11,726	11,726	100%	11,726	100%	11,726	100%	0	0%	0	0%	
Total	**47,523**	**47,523**	**100%**	**47,523**	**100%**	**11,726**	**24.67%**	**0**	**0%**	**0**	**0%**	
Other than permanent employees												
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	

Note – The Company has no staff in the "Other than permanent employees" category.

1. **b. Details of measures for the well-being of workers:**

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	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
Other than permanent employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

Note – The Company has no staff in the "Workers" category.

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

	FY 2023-24	FY 2022-23
Cost incurred on well- being measures as a % of total revenue of the company	0.042%	0.046%

2. **Details of retirement benefits, for Current FY 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	Yes	100%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	81.62%	NA	Yes	84.93%	NA	Yes
Others – (GTLI)	1.59%	NA	Yes	1.34%	NA	Yes

Note – The Company has no staff in the "Workers" category.

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?:

   Yes

   If not, whether any steps are being taken by the entity in this regard.

   NA

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**

   Yes

   If so, provide a web-link to the policy.

   https://www.uds.in/webroot/media/relatedlinkfiles/bsrd-policy-file-1627.pdf

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%	0%	100%	0%
Total	**100%**	**0%**	**100%**	**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.**

Category	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	NA	NA
Other than Permanent Workers	NA	NA
Permanent Employees	Yes	M/s. Updater Services Ltd has created a mechanism for redressal of its employees' grievances related to employment such as, victimisation, attendance issues, salary, promotion, harassment of the employees. The aggrieved employee shall convey his or her grievance verbally or in written to the officer designated by the management to deal with such grievance. The officer will have to reply to the complaints within forty-eight hours of its presentation to him or her. If the grievant is not satisfied with the answer or does not receive the answer within 48 hours, he or she shall, then, present the grievance to the departmental head nominated for this purpose. The head must give his or her reply within three days of the presentation of the grievance. If the aggrieved employee is still not satisfied with the decision of the departmental head or does not receive answer within the stipulated period, the employee can approach the Grievance Committee for the settlement of his or her grievance. The Grievance Committee has to give its recommendations in seven days and report the same to the management. The management must communicate the decision to the grievant within three days. If the aggrieved employee is still not satisfied either with the decision made by the Grievance Committee or does not receive decision from the committee, he or she can make appeal to the management for revision of the decision taken. The management can take a week period for appeal to be considered and the revised decision to inform to the grievant.
Other than Permanent Employees	NA	NA

Note – Company does not have any staff in "other than permanent employees" and "Workers" categories.

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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	**47,523**	**0**	**0%**	**53,496**	**0**	**0%**
Male	35,797	0	0%	39,307	0	0%
Female	11,726	0	0%	14,189	0	0%
Total Permanent Workers	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

Note – The Company has no staff in the "Workers" category.

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	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (C / D)
Employees										
Male	35,797	32,217	90.00%	21,478	60.00%	39,307	35,376	90.00%	23584	60.00%
Female	11,726	10,553	90.00%	7,036	60.00%	14,189	12,770	90.00%	8513	60.00%
Total	**47,523**	**42,770**	**90.00%**	**28,514**	**60.00%**	**53,496**	**48,146**	**90.00%**	**32097**	**60.00%**
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**

Note – The Company has no staff in the "Workers" category.

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 (D)	No. (E)	% (E / D)
Employees						
Male	35,797	35,797	100%	39,307	39,307	100%
Female	11,726	11,726	100%	14,189	14,189	100%
Total	**47,523**	**47,523**	**100%**	**53,496**	**53,496**	**100%**
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

Note – The Company has no staff in the "Workers" category.

10. Health and safety management system

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No): Yes**

   If Yes, the Coverage such systems?

1. Site supervision - Site supervision involves overseeing work activities to ensure compliance with safety protocols, regulations, and best practices.
2. Training on job - Job training covers tasks, equipment operation, emergency procedures, and hazard awareness to ensure that employees stay informed about safety practices.

3. Tool box talks briefings - Toolbox talks are short safety meetings held on-site. These briefings cover specific safety topics relevant to the job or tools being used.

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

Regular inspections are carried out with an aim to identify hazards, assess compliance, and maintain safety standards and occasional audits are conducted to do a comprehensive review of the safety management system.

c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks? (Yes/ No): 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	5.65	5.85
	Workers	0	0
Total recordable work-related injuries	Employees	28	29
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	28	29
	Workers	0	0

* Including in the contract workforce

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

1. Providing Personal Protective Equipment (PPEs): Providing Helmets, gloves and safety glasses as per the job specific risks to safeguard workers from workplace hazards.
2. Implementation of SOPs at client workplace: Collaboration with clients to develop and implement SOPs to outline safe work practices covering tasks, emergency procedures, and risk mitigation.
3. Work permits: Different types of permits are to be obtained by workers before starting the high-risk activities to ensure compliance with safety requirements.

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

Category	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	NIL	0	0	NIL
Health & Safety	0	0	NIL	0	0	NIL

14. **Assessment for the year:**

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	90%
Working Conditions	90%

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.**

Safety measures encompass risk assessments based on Standard Operating Procedures (SOPs) and Work Instructions (WIs) at each site. UDS also adheres to our clients' specific SOPs, WIs, and checklists. Incident details are meticulously recorded in the site incident register, and corrective actions are communicated during monthly safety meetings. Transparency and continuous improvement remain UDS' priorities.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of**

(A) Employees (Y/N): Yes

(B) Workers (Y/N): Yes

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

Ensuring remittance challans are collected from Value Chain Partners as proof of statutory dues deposited with respective authorities. e.g. Dynamics Pest Control Services, who is outsourced for some of the Pest Control Activities, regularly submit such challans with their Invoices.

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

Yes

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

Essential Indicators

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

UDS recognises the significance of stakeholder identification in all the operations. The meticulous approach involves analysing all the operations to identify key stakeholders, including employees, customers, shareholders, suppliers, vendors, government entities, and regulatory authorities. Impact of our business conduct on local communities are also considered, valuing them as essential stakeholders. By understanding their needs and concerns, UDS proactively addresses expectations, manages risks, and fosters lasting relationships critical to the prosperity. The stakeholder identification process is ongoing, ensuring responsiveness to evolving stakeholder needs.

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 & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Meetings	Others - As and when required	Basic amenities for Migrant workers,
Investors / Shareholders	No	1. Website 2. Email, 3. SMS 4. Newspapers	Annually	As per the requirement of SEBI (LODR) regulations 2015, the Company have a functional website and have all the required details in Investor Relations Page. Further communicating the Meeting intimation through Newspaper, Email and SMS
Government and Regulatory Authorities	No	1. Website 2. Email,	Others- As and when required	Compliance and other reports of statutory/ legal requirements.
Suppliers / Value Chain Partners	No	1. Supplier / Partner meetings 2. Calls 3. Workshops	Others- As and when required	Measures for capacity growth and quality enhancement, as well as to talk about their goals and objectives, company strategies,
Community	Yes	Others - CSR activities	Others- As and when required	Putting community projects into action and assisting them in raising their level of living. Further using our CSR actions to create an effect on society
Customers	No	1. Website 2. E-mail 3. Social-media	Others- As and when required	To address all concerns the client may have.

PRINCIPLE 5 Businesses should respect and promote human rights.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

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**

Benefits	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	47,523	47,523	100%	53,496	53,496	100%
Other than permanent	0	0	0%	0	0	0%
Total Employees	**47,523**	**47,523**	**100%**	**53,496**	**53,496**	**100%**
Workers						
Permanent	NA	NA	NA	NA	NA	NA
Other than permanent	NA	NA	NA	NA	NA	NA
Total Workers	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

Note – The Company has no staff in the "Workers" category.

2. **Details of minimum wages paid to employees and workers**

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										
Male	35,797	0	0%	35,797	100%	39,307	0	0%	39,307	100%
Female	11,726	0	0%	11,726	100%	14,189	0	0%	14,189	100%
Total	**47,523**	**0**	**0%**	**47,523**	**100%**	**53,496**	**0**	**0%**	**53,496**	**100%**
Other than Permanent										
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**
Workers										
Permanent										
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**
Other than Permanent										
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**

Note - Company does not have any staff in the "other than permanent employees" and "Workers" categories.

3. **Details of remuneration/salary/wages**

a. Median remuneration / wages:

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	2	1,43,21,628	0	0
Key Managerial Personnel	0	0	2	23,58,733
Employees other than BoD and KMP	35,795	1,81,692	11,724	1,54,092
Workers	NA	NA	NA	NA

Note - Only executive BODs are included in the median remuneration calculation.

Company does not have any staff in the "other than permanent employees" and "Workers" categories.

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

Particular	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	20.57%	21.67%

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, we have committee for addressing human rights impacts/issues caused or contributed to by the business.

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

M/s. Updater Services Ltd has created a mechanism for redressal of its employees' grievances related to employment such as, victimisation, attendance issues, salary, promotion, harassment of the employees.

The aggrieved employee shall convey his or her grievance verbally or in written to the officer designated by the management to deal with such grievance. The officer will have to reply to the complaints within forty-eight hours of its presentation to him or her.

If the grievant is not satisfied with the answer or does not receive the answer within 48 hours, he or she shall, then, present the grievance to the departmental head nominated for this purpose. The head must give his or her reply within three days of the presentation of the grievance.

If the aggrieved employee is still not satisfied with the decision of the departmental head or does not receive answer within the stipulated period, the employee can approach to the Grievance Committee for the settlement of his or her grievance. The Grievance Committee has to give its recommendations in seven days and report the same to the management. The management must communicate the decision to the grievant within three days.

If the aggrieved employee is still not satisfied with the decision made by the Grievance Committee or does not receive decision from the committee, he or she can make appeal to the management for revision of the decision taken. The management can take a week period for appeal to be considered and the revised decision to inform to the grievant.

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

Benefits	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	0	0	NIL	0	0	NIL
Discrimination at workplace	0	0	NIL	0	0	NIL
Child Labour	0	0	NIL	0	0	NIL
Forced Labour/Involuntary Labour	0	0	NIL	0	0	NIL
Wages	0	0	NIL	0	0	NIL
Other human rights related issues	0	0	NIL	0	0	NIL

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

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

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

   To prevent adverse consequences to complainants in discrimination and harassment cases, the company maintains an optimum level of confidentiality, fairness, equality, and impartiality by ensuring unbiased processes and treating all parties with respect. The Company has a detailed policy on Sexual Harassment and Internal Committee which details out procedures to address and resolve all matters related to harassment at the workplace.

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

   Yes

10. **Assessments for the year:**

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	0%
Forced/involuntary labour	0%
Sexual harassment	0%
Discrimination at workplace	0%
Wages	80%

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

    During inspection, all the required statutory documents and licenses are produced. Those documents which are not submitted at times of inspection, submitted to the labour department officials and the inspection notice is closed.

Leadership Indicators

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

   When complaints/grievances are proved, UDS will take stringent action against the wrong doer and modify the process/method of operating functions.

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

   By conducting periodical grievance meeting, UDS intends to respect human rights throughout its operations, including when there are changes in its operations or operating contexts.

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

(This principle emphasises the importance of environmental stewardship. Companies should minimise their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosysteMs)

Essential Indicators

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

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C.)	0	0
Total energy consumed from renewable sources (A+B+C)	**0**	**0**
From non-renewable sources		
Total electricity consumption (D)	1,288.80 (GJ)	1,015.20 (GJ)
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	**1,288.80 (GJ)**	**1,015.20 (GJ)**
Total energy consumed (A+B+C+D+E+F)	**1,288.80 (GJ)**	**1,015.20 (GJ)**
Energy intensity per rupee of turnover		
(Total energy consumed (GJ) / Revenue from operations)	0.000000090	0.00000013
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.0000021	0.0000031
Energy intensity in terms of physical output	NA	NA
Note - Energy intensity in terms of physical output is not applicable as UDS only provides support services and not dealing in sale of any product.		
Energy intensity per total number of employees (Total energy consumed (GJ) / Total number of employees)(	0.027	0.019

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

If yes, name of the external agency.

NA

Note - Company has not obtained any independent assessment/ evaluation/assurance in FY 2023-24.

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? (Yes/No)**

   No

   If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   NA

   Note – PAT Scheme is not applicable as UDS only provides support services and not dealing in sale of any product.

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

Parameter	FY 2023-24	FY 2022-23
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	40,898	36,125
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Rain Water	5,556	2,700
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**46,454**	**38,825**
Total volume of water consumption (in kilolitres)	**46,454**	**38,825**
Water intensity per rupee of turnover		
(Total water consumption / Revenue from operations)	0.0000033	0.0000051
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)		
(Total water consumption / Revenue from operations adjusted for PPP)	0.000075	0.00012
Water intensity in terms of physical output	NA	NA
Note - Water intensity in terms of physical output is not applicable as UDS only provides support services and not dealing in sale of any product.		
Water intensity per total number of employees (Total water consumed (KL) / Total number of employees)	0.98	0.72

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)

No

If yes, name of the external agency.

NA

Note - Company has not obtained any independent assessment/ evaluation/assurance in FY 2023-24.

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	0	0
With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iii) To Seawater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties*		
No treatment	46,454	38,825
With treatment – please specify level of treatment	0	0
(v) Others		
No treatment	0	0
With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	**46,454**	**38,825**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

NA

Note - Company has not obtained any independent assessment/ evaluation/assurance in FY 2023-24.

* The company offices are situated in building space and the water is discharged through the municipal sewage lines.

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

No

If yes, provide details of its coverage and implementation.

NA

Note – Company has not implemented any mechanism for Zero Liquid Discharge.

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	µg/m³	21.75	12.10
SOx	µg/m³	9.85	6.80
Particulate matter (PM)	µg/m³	27.40	21.30
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			
DG STACKING - NO2	mg/Nm³	190.00	70.00
DG STACKING - SO2	mg/Nm³	11.00	10.80
DG STACKING - PM	mg/Nm³	18.70	40.10

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

If yes, name of the external agency.

1. Chennai testing laboratory Pvt Ltd
2. Ekdant Enviro services (P) Limited

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 CO_2, CH_4, N_2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO_2 equivalent	468.22	735.88
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO_2 equivalent	256.33	201.91
Total Scope 1 and Scope 2 emissions per rupee of turnover			
(Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		0.000000051	0.00000012
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)			
(Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.0000012	0.0000028
Total Scope 1 and Scope 2 emission intensity in terms of physical output		NA	NA
Note – Total Scope 1 and Scope 2 emission intensity in terms of physical output is not applicable as UDS only provides support services and not dealing in sale of any product.			
Total Scope 1 and Scope 2 emission intensity per total number of employees (Total Scope 1 and 2 emissions ($MTCO_2e$ / Total number of employees)		0.015	0.017

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

NA

Note - Company has not obtained any independent assessment/ evaluation/assurance in FY 2023-24.

8. **Does the entity have any project related to reducing Green House Gas emission? (Yes/ No)**

   Yes

   If Yes, then provide details.

   1. To reduce our carbon footprint, we have installed 90kw solar power plant in Thoraipakkam and 60 kw solar power plant in Kotturpuram, harnessing the abundant sunlight to generate clean electricity.
   2. Automatic electric censors for electric lights have been installed to reduce power consumption, contributing to reduction in scope – 2 emissions.

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	0
E-waste (B)	0.28	0.25
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0	0
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		
Food waste	6.41	4.08
Total (A+B + C + D + E + F + G + H)	**6.69**	**4.33**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.00000000050	0.00000000060
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.000000011	0.000000013
Waste intensity in terms of physical output	NA	NA
Note – Waste intensity in terms of physical output is not applicable as UDS only provides support services and not dealing in sale of any product.		
Waste intensity per total number of employees (Total waste generated (MT) / Total number of employees)	0.00014	0.000081

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

Category of waste	FY 2023-24	FY 2022-23
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	**0**	**0**

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

Category of waste	FY 2023-24	FY 2022-23
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations (Food Waste)	6.41	4.08
(iv) Other disposal operations (E-Waste)	0.28	0.25
Total	**6.69**	**4.33**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

NA

Note - Company has not obtained any independent assessment/ evaluation/assurance in FY 2023-24.

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.**

    Sanitary waste safe disposal is managed by municipal corporations to safeguard public health and environmental integrity.

    Food waste disposal is managed by authorised third-party agencies.

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:**

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
NIL	NIL	NIL	NIL	NIL

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

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL	NIL	NIL	NIL	NIL	NIL

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).**

    Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA	NA	NA	NA

Note – UDS is complaint with applicable environmental law/regulations/guidelines in India.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.** 2

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.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/ International)
1.	Confederation of Indian Industries	National
2.	International Facility Management Association	International

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
NA	NA	NA

Note – No such adverse order has been received by the Company on any issue related to anti-competitive conduct.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

(This principle emphasises the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and Marginalised groups. They should also contribute to the development of local communities and support social and economic empowerment.)

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL	NIL	NIL	NIL	NIL	NIL

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
NIL	NIL	NIL	NIL	NIL	NIL	NIL

3. **Describe the mechanisms to receive and redress grievances of the community.**

Regular meetings provide a platform for community members to voice their concerns, share feedback, and discuss the issues. The Community may reach out to the Company via the designated email ID. This allows community members to communicate remotely, overcoming geographical barriers, creating an effective grievance redressal mechanism to promote community well-being and trust.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particular	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	24.90%	23.82%
Directly from within India	**100%**	**100%**

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Particular	FY 2023-24	FY 2022-23
Rural	7%	8%
Semi-urban	9%	10%
Urban	15%	18%
Metropolitan	69%	64%

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban/metropolitan)

6. **Details of beneficiaries of CSR Projects:**

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and Marginalised groups
1.	Voluntary Health Services	250	80%
2.	Sri Sathya Sai Seva Organisations, Tamil Nadu (North)	320	100%
3.	Government High School, Chitlapakkam, Chennai – 600064	100	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Consumer complaints and feedback are managed through emails and face-to-face meetings, ensuring a comprehensive approach to resolving issues. This dual strategy offers both clarity and personalised attention, enhancing overall customer satisfaction.

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

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	0%
Safe and responsible usage	0%
Recycling and/or safe disposal	0%

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

Particular	FY 2023-24		Remark	FY 2022-23		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	NIL	0	0	NIL
Advertising	0	0	NIL	0	0	NIL
Cyber-security	0	0	NIL	0	0	NIL
Delivery of essential services	0	0	NIL	0	0	NIL
Restrictive Trade Practices	0	0	NIL	0	0	NIL
Unfair Trade Practices	0	0	NIL	0	0	NIL
Other - Operations	124	10		151	22	

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

Particular	Number	Reason for recall
Voluntary recalls	NA	NA
Forced recalls	NA	NA

Note – Product recalls are not applicable as UDS only provides support services and not dealing in sale of any product.

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)**

   Yes

   If available, provide a web link of the policy

   https://www.uds.in/webroot/media/relatedlinkfiles/data-security-policy-file-1697.pdf

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.**

   NA

   Note – No such instance has been recorded in FY 2023-24.

7. **Provide the following information relating to data breaches**

   a. Number of instances of data breaches along-with impact 0

   b. Percentage of data breaches involving personally identifiable information of customers 0%

   c. Impact, if any, of the data breaches NA

   Note – No such instance of data breach has occurred.

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Website - www.uds.in

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services**

   With the commitment to foster safe and responsible practices, UDS engage with the customers through regular meetings and emails, to impart essential information and guidance about safe and %responsible usage of the services.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   The company proactively informs consumers about any potential risk of service disruption or discontinuation through both email communication and direct meetings. By promptly sharing relevant information, company ensures transparency and allows consumers to prepare for any changes.

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the financial year ended March 31, 2024 as prescribed Under Regulation 34(3) and Chapter IV read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Brief Statement on Company's Philosophy on Corporate Governance

The Company believes in the culture of good Corporate Governance in attaining growth and enhancing long-term shareholder value. Good Corporate Governance is the basis to building a strong business and achieving success in a sustainable and transparent manner. The Company is committed to follow the highest standards of Corporate Governance in dealing with Shareholders, employees, customers, suppliers and other stake holders. This includes checks and balances that facilitate the Board of Directors to have adequate control and oversee activities in such manner that the Company's interests are aligned with those of the stakeholders.

The Management's commitment to these principles are reinforced through the adherence to all Corporate Governance Practices which form part of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") as amended from time to time. The Company has a code of conduct for the Directors and Senior Management personnel and code of Fair Disclosure and conduct as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Board of Directors

The Board of Directors (the Board), consist of persons with considerable professional expertise and experience and they provide leadership and guidance to the management, thereby enhancing stakeholders' value and the quality of the Board's decision making process.

a) Board Composition:

i. As at March 31, 2024, the Board consists of Six (06) Directors, out of which Four (04) are Non-Executive Directors. The Company has a minimum of fifty percent of its Directors as Non-Executive Directors. Out of the Four (04) Non-Executive Directors, Three (03) Directors are Independent Directors, of whom one is a Woman Director. As the Chairman is an Executive director and classified under Promoter category the number of Independent Directors is one-half of the total strength. The composition of the Company's Board is in conformity with the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015("the LODR Regulations").

ii. The Company has an effective mechanism for succession planning which focuses on orderly succession of the Board and Senior Management Team.

iii. The Board of Directors comprises of renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experiences to the Board, which enhances the quality of the Board's decision making process.

iv. None of the directors of the Company is a director in more than ten public limited companies or serves as an Independent Director in more than seven listed companies Further, as per the disclosures made by the Directors under Regulation 17A of SEBI (LODR Regulations), 2015, none of the Directors, hold the position of Whole-Time Director / Managing Director in the Company itself nor serve as an Independent Director in more than three listed entities. Further, none of the Directors on the Board are Members of more than 10 Committees or Chairperson of more than 5 Committees across all the companies in which they are Directors. The Chairmanship and Membership of Committees include only Audit Committee and Stakeholders' Relationship Committee as covered under Regulation 26 of the SEBI (LODR Regulations), 2015.

v. None of the Directors of the Company is related to each other except Raghunandana Tangirala, Chairman and Managing Director and Jigyasa Sharma, Non-Executive Non-Independent Director.

vi. The Company has received declarations from its Independent Directors stating that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR Regulations), 2015, and under Section 149(6) of the Companies Act, 2013 and are qualified to act as Independent Directors. As per Regulation 25(8) of the SEBI (Listing Regulations), 2015, the Independent Directors have also confirmed that they do not have any knowledge of circumstances or situations that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. In the opinion of the Board, the Independent Directors satisfy the conditions specified in the SEBI (LODR Regulations), 2015 and are independent of the management. Further, the Independent Directors have included their names in the Independent Directors data bank maintained by the Indian Institute of Corporate Affairs under Section 150 of the Companies Act, 2013 and Rule 6 of the Companies (Appointment and Qualification) Rules, 2014.

vii. According to the Board, Independent directors of the Company upholds the highest standards of corporate integrity and is fully qualified to carry out their designated roles and responsibilities in a conscientious manner as required by the SEBI (LODR Regulations), 2015 and the Act. During the Financial year 2023-24, none of them owned any equity shares of the company.

b) Board Meeting, Attendance and Directorships

During the financial year, 13 Board meetings were held and the dates of meeting are as follows:

May 8, 2023, July 06, 2023, July 20, 2023, August 24, 2023, September 18, 2023, September 28, 2023, September 30, 2023, October 10, 2023, October 19, 2023, November 07, 2023, December 01, 2023, February 10, 2024, March 28, 2024. The interval between two meetings during the year was not more than 120 days. The last Annual General Meeting (AGM) was held on November 29, 2023.

Details of attendance of Directors at the Board meetings, at the AGM and details of other Directorships and committee memberships / chairmanships as on March 31, 2024 are as under:

Sr. No.	Names of Director and DIN	Category of Directors	Shares held as on 31st March 2024	No. of Board meetings attended during 2023-24		Attendance at last AGM held on November 29, 2023	No. of Directorships in Public Companies as on March 31, 2024 *	No. of Committee Memberships held in Public Companies as on March 31, 2024**	
				Held	Attended			Chairman	Member
1	Mr Raghunandana Tangirala 00628914[%]	Chairman & Managing Director - Executive Non-Independent Director	1,58,49,179	13	13	Yes	9	0	2
2	Mr P.C.Balasubramanian[@] 00584548	Whole time Director–Executive, Non-Independent Director	54,920	13	12	Yes	4	0	2
3	Mr Amitabh Jaipuria[$] 01864871	Non-Executive Director Non Independent Director	-	13	11	Yes	1	0	0
4	Mr Amit Choudhary 07415690	Independent Director	-	13	11	No	1	0	1
5	Mr Sunil Chandiramani 00524035	Independent Director	-	13	13	Yes	6	3	7
6	Mrs Sangeeta Sumesh 07080379	Independent Director	-	13	12	Yes	5	2	4
7	Ms Jigyasa Sharma ^ 10474292	Additional Director (Non-Executive Director Non Independent Director)	-	NA		NA	4	--	0

[%] Reappointed as Chairman and Managing Director of the Company with effect from 1st January 2024

[@] Resigned from the position of Executive Director with effect from 2nd April 2024 (close of Business Hours)

[$] Resigned as Executive Director and Appointed as Non-Executive Non Independent Director with effect from 30th April 2023

^ Appointed as Non-Executive Non-Independent Director of the Company with effect from 2nd April 2024 (close of Business Hours) subject to approval of shareholders

* Excludes Directorships held in Private Limited Companies, Foreign Companies and Section 8 companies (having charitable objects etc.) and includes directorship in Updater Services Limited.

** In accordance with Regulation 26 of the SEBI (LODR Regulations), 2015, Chairmanships / Memberships of only Audit Committee and Stakeholder Relationship Grievance Committee of all Public Limited Companies, whether listed or not, has been considered including that of Updater Services Limited.

The particulars of other listed entities where Directors of the company are Directors and the category of Directorship:

Sr. No.	Name of Director	Names of other listed entities in which the concerned Director is a Director	Category of Directorship
1	Mr Sunil Chandiramani	i) Sapphire Foods India Limited ii) Rupa & Co Limited	ID
2	Mrs Sangeeta Sumesh	IFB Industries Limited	ID

ID – Independent Director

c) Familiarisation Programme for Independent Directors

The Familiarisation program seeks to provide Independent Directors a better understanding of the company's operations, business model, stakeholders, senior management, leadership group, and operations, as well as the concerns and viewpoint of the industry. Upon their initial or subsequent appointment, the Independent Directors have given, with a written letter, outlining their duties, rights, and responsibilities. Periodical presentations are made to the Independent Directors on the Company's strategies and business plans. The details of such familiarisation programmes are uploaded on the official website of the Company.

Web link: https://www.uds.in/related-links/Familiarisation-programme

d) Meeting of Independent Directors

During the year the Independent Directors met on 30th March 2024 inter alia, to discuss the evaluation of the performance of Non-Independent Directors (including Chairman of the Company) and the Board of Directors as a whole; Quality, content and timelines of flow of information between the management and the Board which is necessary for the Board to perform its duties effectively and reasonably. All the Independent Directors were present at the meeting without the presence of Non-Independent Directors and members of the Management.

e) Core Skills/ Expertise/ Competencies of the Board

The Board of Directors comprises of highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experiences to the Board, which enhances the quality of the Board's decision making process. The below list summarises the key skills, expertise and competencies that the Board thinks necessary for the proper functioning in the context of the Company's business and industry and which in the opinion of the Board, its Members possess.

(i) Leadership

(ii) Business Strategy & Development

(iii) Commercial acumen

(iv) Finance including audit, accounts and taxation

(v) Economics and Global Business

(vi) Sales and Marketing

(vii) Information Technology

(viii) General Management & Human Resources

(ix) Corporate Governance

Name of the Director	Area of expertise
Mr Raghunandana Tangirala	Leadership, Business Strategy & Development, Commercial acumen, Finance, Sales and Marketing, Economics & Global Business, Corporate Governance and General Management & Human Resources
Mr P.C.Balasubramanian (till April 2nd 2024)	Business Strategy & Development, Commercial acumen, Finance, Sales and Marketing, General Management & Human Resources
Mr Amitabh Jaipuria	Finance, Commercial acumen, Economics, General Management & Human Resources
Mr Sunil Chandiramani	Leadership, Finance, Business Information Technology, Strategy & Development, Economics & Global Business
Mrs Sangeeta Sumesh	Finance, Business Strategy & Development, General Management & Human Resources, Economic Affairs and Corporate Governance
Mr Amit Choudhary	Finance including audit and taxation, Business Strategy & Development & Corporate Governance
Ms Jigyasa Sharma (w.e.f. April 2nd 2024)	Technology Policy, Program Management, Business Economics, Strategy & Implementation, Organizational Change, Change Management

f) Code of Conduct

The Company has in place, the Code of Conduct of Board of Directors and Senior Management Personnel approved by the Board. The Code has been communicated to Directors and the Senior Management Personnel. The Code has also been displayed in the Company's website in and the same is available in the following link: https://www.uds.in/webroot/media/relatedlinkfiles/code-of-conduct-for-directors-and-senior-management-file-1557.pdf

All the Board Members and Senior Management Personnel have confirmed compliance with the Code for the year ended 31 March 2024. A declaration to this effect signed by the Managing Director is annexed to this report as Annexure I

g) Prevention of Insider Trading:

Company has adopted a Code of Conduct for prevention of Insider Trading to regulate, monitor and report trading by designated persons as per SEBI (Prohibition of Insider Trading) Regulations, 2015. All the Directors and designated persons who could have access to unpublished price sensitive information of the Company are governed by the said Code. The Code has also been displayed in the Company's website in and the same is available in the following linkhttps://www.uds.in/webroot/media/relatedlinkfiles/code-of-conduct-under-pit-regulations-file-7039.pdf

h) Nomination and Remuneration Policy

The Remuneration Policy is available on the Company's website and the weblink is https://www.uds.in/webroot/media/relatedlinkfiles/nomination-and-remuneration-policy-file-1098.pdf

Remuneration of Directors: Based on the Nomination and Remuneration Committee's recommendation, the Board of Directors, where appropriate, proposes that the Members approve all decisions pertaining to the remuneration of Directors. The Company pays remuneration to the Executive Directors by way of salary, perquisites, and allowances. Non-Executive Directors are paid a sitting fee of ₹ 1,00,000/- per meeting for attending the meetings of the Board and Committees. Shareholders have approved the payment of commission to the Independent Director- Mr Sunil Chandiramani of an amount not exceeding 1% per annum of the net profits of the Company.

i) Directors and Officers Insurance

In accordance with the requirements of Regulation 25(10) of the SEBI (LODR) Regulations, 2015, the Company has obtained Directors and Officers Insurance (D&O) for all its Directors and Members of the Senior Management for such quantum and for such risks as determined by the Board.

j) Acceptance of recommendation of Committees

The Board of Directors has accepted all the recommendations received from its mandatory/non-mandatory committees and none of the recommendations made by any of the Committees has been rejected by the Board.

3. Committees of the Board:

For better governance and accountability and as per the provisions of SEBI (LODR) Regulations, 2015, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, IPO Committee, Committee of Independent Directors, Environmental Social and Governance Committee. The Board determines and reviews the terms of reference of these Committees from time to time and as and when there are changes to the relevant statutory provisions. Each of these Committee meetings are convened by the respective Committee Chairman who also informs the Board about the discussions held in the Committee meetings. The minutes of the Committee meetings are sent to respective members individually and circulated to all the Directors too.

a) Audit Committee

The terms of reference of the Audit Committee covers the areas mentioned in Section 177 of the Act and Regulation 18 read with Part C of Schedule II to the SEBI (LODR) Regulations, 2015. The brief terms of reference of the Committee, are as follows:

Brief description of terms of reference

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee;

(3) to obtain outside legal or other professional advice;

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(5) such other powers as may be prescribed under the Companies Act and SEBI (LODR) Regulations, 2015.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) Oversight of financial reporting process and the disclosure of financial information relating to Updater Services Limited (the "Company") to ensure that the financial statements are correct, sufficient and credible;

(2) Recommendation for appointment, re appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

(3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) Formulation of a policy on related party transactions, which shall include materiality of related party transactions;

(5) Reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(6) Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(a) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub section 3 of Section 134 of the Companies Act, 2013

(b) Changes, if any, in accounting policies and practices and reasons for the same

(c) Major accounting entries involving estimates based on the exercise of judgement by management

(d) Significant adjustments made in the financial statements arising out of audit findings

(e) Compliance with listing and other legal requirements relating to financial statements

(f) Disclosure of any related party transactions; and

(g) Modified opinion(s) in the draft audit report.

(7) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(8) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the Offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board of directors of the Company (the "Board" or "Board of Directors") to take up steps in this matter;

(9) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(10) Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI (LODR) Regulations, 2015 and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(11) Scrutiny of inter-corporate loans and investments;

(12) Valuation of undertakings or assets of the Company, wherever it is necessary;

(13) Evaluation of internal financial controls and risk management systems;

(14) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(15) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(16) Discussion with internal auditors of any significant findings and follow up there on;

(17) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(18) 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;

(19) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(20) Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(21) Reviewing the functioning of the whistle-blower mechanism;

(22) Monitoring the end use of funds raised through public offers and related matters;

(23) Overseeing the vigil mechanism established by the Company, with the Chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(24) Approval of appointment of chief financial officer (i.e. the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(25) Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and

(26) Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Further the Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

(c) Management letters/letters of internal control weaknesses issued by the statutory auditors;

(d) Internal audit reports relating to internal control weaknesses;

(e) The appointment, removal and terms of remuneration of the chief internal auditor; and

(f) Statement of deviations in terms of the SEBI Listing Regulations:

i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and

ii. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of the SEBI Listing Regulations.

(g) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

Further the recommendations of the Audit Committee on any matter relating to financial management, including the audit report, shall be binding on the Board. The Boards report under sub-section (3) of Section 134 shall disclose the composition of an Audit Committee and where the Board had not accepted any recommendation of the Audit Committee, the same shall be disclosed in such report along with the reasons thereof.

The Audit Committee shall meet at least four times a year with maximum interval of 120 days between two consecutive meetings, and shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to seek information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary.

The Chairperson of the Audit Committee shall be present at the annual general meeting of the Company to answer shareholder queries.

The Audit Committee may invite such executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on certain occasions it may also meet without the presence of any executives of the Company.

The quorum for a meeting of the Audit Committee shall either be two members or one-third of the members of the Audit Committee, whichever is greater, with at least two independent directors present.

The Company Secretary of the Company shall act as secretary to the Audit Committee.

Composition, names of members and Chairperson

The Audit Committee of the Company is constituted in line with Regulation 18 of the SEBI (LODR) Regulations, 2015, as amended, read with Section 177 of the Companies Act, 2013. The audit committee consists of Mr Sunil Chandiramani, Mr Raghunandana Tangirala and Mr Amit Choudhary.

Mr Sunil Chandiramani, Independent Director is the Chairman of the Audit Committee.

The Company Secretary acts as the Secretary of the Audit Committee

The Chairman of the Audit Committee was present at the last AGM on November 29th 2023 held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

During the year Ten (10) Audit Committee Meetings were held, the dates of which are as follows:

May 05th, 2023; July 06th,2023; July 20th,2023; August 24th,2023; September 18th,2023; October 10th 2023; October 19th,2023; November 07th, 2023; February 10th,2024; March 28th 2024;

Particulars of the meetings and attendance by the members of the Audit Committee are given below:

Name of Director	Category	No. of Meetings held during the year 2023-24	No. of Meetings attended during the year 2023-24
Mr Sunil Chandiramani	Chairman	10	10
Mr Raghunandana Tangirala	Member	10	10
Mr Amit Choudhary	Member	10	10

The requisite quorum was present at the said meetings.

During the year, all the recommendations of the Audit Committee were accepted by the Board.

Audit Committee Meetings were also attended by the Chief Financial Officer, the Company Secretary and the Statutory and Internal Auditors of the Company as and when necessary. Managing Director, other Board Members and Senior Management Personnel were also present as invitees.

The Board of Directors has appointed M/s. Protiviti India Member Private Limited, Chartered Accountants, as Internal Auditors to conduct the internal audit of the various areas of operations and records of the Company. The periodical reports of the said internal auditors were regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies.

(b) Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee was constituted to assist the Board in discharging responsibilities related to performance evaluation, formulating policy for selection and appointment of directors and Key Managerial Personnel ("KMP"), and appointment and compensation of the Company's Executive Directors / KMP. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies, and programmes for the Executive Director. The Committee is entailed to formulate various policies as required under SEBI (LODR) Regulations, 2015, as amended.

Brief description of terms of reference of Nomination and Remuneration Committee

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(1) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. Use the services of an external agencies, if required;

b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. Consider the time commitments of the candidates

(2) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "Board" or "Board of Directors") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy").

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-and long-term performance objectives appropriate to the working of the Company and its goals.

(3) Formulation of criteria for evaluation of independent directors and the Board.

(4) Devising a policy on Board diversity.

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(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director).

(6) Analysing, monitoring and reviewing various human resource and compensation matters.

(7) Deciding 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.

(8) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors.

(9) Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.

(10) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

(11) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.

(12) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable.

(13) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

(14) Perform such other activities as may be delegated by the Board or specified/provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

Composition, Name of Members and Chairperson

The Composition of the Committee is in accordance with Section 178 (1) of the Act and Regulation 19 of the SEBI(LODR) Regulations, 2015.

The Nomination and Remuneration Committee (NRC) consists of Mr Amit Choudhary, Independent Director and Chairperson Mr Sunil Chandiramanl Independent Director, Mrs Sangeeta Sumesh, Independent Director and Mr Raghunandana Tangirala, Chairman & Managing Director.

The Company Secretary acts as the Secretary of the NRC

The particulars of meetings and the attendance by the members of the NRC are given below:

During the year, Four (4) NRC Meetings were held and the dates of the meetings are; November 7th 2023, December 1st 2023, February 10th 2024, March 28th 2024

Name of Director	Category	No. of Meetings held during the year 2023-24	No. of Meetings attended during the year 2023-24
Mr Amit Choudhary	Chairman	4	4
Mr Sunil Chandiramani	Member	4	4
Mr Sangeeta Sumesh	Member	4	3
Mr Raghunandana	Member	4	4

The requisite quorum was present at the said meetings.

Performance Evaluation

Pursuant to the provisions of the Act and Regulation 17(10) of the SEBI(LODR) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, its Directors (including Independent Directors) individually as well as the working of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee based on their attendance, participation in deliberations, understanding company's business and that of the industry and in guiding the Company in decisions affecting the business.

Nomination and Remuneration Policy

The Company's Nomination and Remuneration Policy, as approved by the Board of Directors, covers Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and policy relating to remuneration for the directors, and Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company. The said policy can be accessed at Company's website https://www.uds.in/webroot/media/relatedlinkfiles/nomination-and-remuneration-policy-file-1098.pdf

Implementation of the Policy

The NRC shall take suitable steps to issue guidelines, procedures and such other steps as may be considered appropriate from time to time, for effective implementation of this Remuneration Policy.

Criteria of making payments to Non-executive Non-Independent Directors

During the financial year, Sitting fees was paid to Non-executive Non independent Directors of the Company.

c) Stakeholders' Relationship Committee (SRC)

The Committee has been formed to:

a) look into and resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.

b) Review of measures taken for effective exercise of voting rights by shareholders.

c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

d) Review of the various measures and initiatives taken by the listed entity for reducing the

quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition, Name of Members and Chairperson

The Composition of the Committee is in accordance with Section 178 (5) of the Act and Regulation 20 of the SEBI(LODR) Regulations, 2015.

The SRC was constituted in the Board meeting held on 21.03.2023, at the time of constitution it consisted of Ms Sangeeta Sumesh, Independent Director, Mr Raghunandana Tangirala, Chairman & Managing Director and Mr P.C. Balasubramanian, Whole time Director as its members. Mrs Sangeeta Sumesh, Independent Director, was the Chairperson of the Committee.

Further the Committee has been reconstituted with following members with the Board approval with effect from 2nd April 2024 (closure of business hours)

Ms Sangeeta Sumesh, Independent Director - Chairperson

Mr Raghunandana Tangirala, Chairman & Managing Director- Member

Ms Jigyasa Sharam, Non-Executive Non-Independent Director - Member

The Company Secretary acts as the Secretary of the Committee

The Committee meeting was held on 27th March 2024. The particulars of meetings and the attendance by the members of the SRC are given below:

Name of Director	Category	No. of Meetings held during the year 2023-24	No. of Meetings attended during the year 2023-24
Mrs Sangeeta Sumesh	Chairman	1	1
Mr Raghunandana Tangirala	Member	1	1
Mr P.C Balasubramanian	Member	1	1

The requisite quorum was present at the meeting.

The Chairman of the Stakeholders' Relationship Committee was present at the last AGM on November 29th 2023 held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to answer the Shareholders' queries.

Name, designation, and address of the Compliance Officer:

Mr B.Ravishankar (till 10th February 2024, Closure of Business hours)

Company Secretary and Compliance officer

No.42, Gandhi Mandapam Road, Kotturpuram, Chennai – 600085

Ms Sandhya Saravanan (w.e.f 10th February 2024, Closure of Business hours)

Company Secretary and Compliance officer

No.42, Gandhi Mandapam Road, Kotturpuram, Chennai – 600085

Number of complaints received, solved and pending, if any

Number of complaints received during the year 2023-24	22
Number of complaints solved to the satisfaction of shareholders	22
Number of pending complaints as on March 31, 2024	NIL

d) Risk Management Committee (RMC)

The Risk Management Committee of the Company is constituted in line with Regulation 21 of the SEBI (LODR) Regulations, 2015, as amended. The Chairman of the Committee is an Independent Director.

The Company Secretary acts as the Secretary of the Committee.

Brief description of terms of reference

The brief terms of reference of the RMC as set out in Regulation 21 of the SEBI (LODR) Regulations, 2015 are as follows:

(1) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

(b) Measures for risk mitigation including systems and processes for internal control of identified risks; and

(c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and

(7) To implement and monitor policies and/or processes for ensuring cyber security.

Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI (LODR) Regulations, 2015.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

Composition, Members and Chairperson

The Composition of the Committee is in accordance with Regulation 21 of the SEBI(LODR) Regulations, 2015.

The committee was constituted in the board meeting held on 21.03.2023. At the time of constitution of the Risk Management Committee consisted of Mr Sunil Chandiramani, Mr P.C.Balasubramanian, Mr Amitabh Jaipuria, Mr Balaji Swaminathan and Mr C.R.Saravanan as its members. Mr Sunil Chandiramani is the Chairman of the Committee..

During the year the Committee was reconstituted with effect from 19th January 2024 and the committee members are Mr Sunil Chandiramani, Mr P.C.Balasubramanian, Mr Amitabh Jaipuria, Ms Radha Ramanujan (with effect from 19th January 2024) and Mr C.R.Saravanan as its members. Mr Sunil Chandiramani is the Chairman of the Committee. The Committee meeting was held on 28th March 2024.

Meetings and Attendance during the year

The particulars of meetings and the attendance by the members of the RMC are given below:

Name of Director	Category	No. of Meetings held during the year 2023-24	No. of Meetings attended during the year 2023-24
Mr Sunil Chandiramani	Chairman	1	1
Mr P.C.Balasubramanian	Member	1	1
Mr Amitabh Jaipuria	Member	1	1
Ms Radha Ramanujan	Member	1	1
Mr C.R.Saravanan	Member	1	-

Further the Committee has been re-constituted with the approval of Board with effect from 2nd April 2024 (closure of business hours). The reconstituted committee details are as follows:

Mr Sunil Chandiramani, Independent Director - Chairman

Ms Jigyasa Sharma, Non-Executive Non-Independent Director - Member

Mr Amitabh Jaipuria, Non-Executive Non-Independent Director - Member

Mr Radha Ramanujan, Chief Financial Officer - Member and

Mr C.R.Saravanan, Chief Operating Officer – Member

The role and responsibilities of the Risk Management Committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time.

The policy is also uploaded on the website of the Company at https://www.uds.in/webroot/media/relatedlinkfiles/risk-management-policy-file-1181.pdf

e) Corporate Social Responsibility (CSR) Committee

The Committee has been formed to formulate and recommend to the Board, a Corporate Social Responsibility Policy. The Committee shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013. It will also ensure the amount as required by the law is spent and recommend the amount of expenditure to be incurred on the activities referred above and monitor the Corporate Social Responsibility Policy of the Company from time to time.

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

(a) Formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(b) Identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(d) Delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(e) Review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(f) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time, and

(g) Exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Composition, Members and Chairperson

The CSR committee consists of Mrs Sangeeta Sumesh, Independent Director, Mr Raghunandan Tangirala, Chairman & Managing Director and Mr P.C.Balasubramanian Wholetime director as its members. Mr P.C.Balasubramanian is the Chairman of the Committee.

Further the Committee has been re-constituted with the approval of Board with effect from 2nd April 2024 (Closure of business hours). The reconstituted committee details are as follows:

Mr Raghunandana Tangirala, Chairman and Managing director - Chairperson

Mrs Sangeeta Sumesh, Independent Director - Member

Ms Jigyasa Sharma, Non-Executive Non-Independent Director – Member

The Committee meeting was held on 27th March 2024.

Name of Director	Category	No. of Meetings held during the year 2023-24	No. of Meetings attended during the year 2023-24
Mr P.C.Balasubramanian	Chairman	1	1
Mrs Sangeeta Sumesh	Member	1	1
Mr Raghunandana Tangirala	Member	1	1

The requisite quorum was present at the meeting.

The Company Secretary acts as the Secretary of the CSR Committee

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Other Committees

IPO Committee

The Board of Directors constituted an IPO Committee during the FY 2022-23, to handle various matters pertaining to Initial Public Offer and to determine the utilisation of proceeds of the Fresh Issue and accept and appropriate proceeds of the Fresh Issue in accordance with the applicable laws and to settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may deem fit including authorisation for opening of accounts with banks relating to the IPO and matters incidental thereto and to delegate such of its powers as may be deemed necessary to the officials of the Company.

The IPO Committee as on March 31st 2024, consists of following members:

1. Mr Raghunandana Tangirala, Managing Director (Chairman),
2. Mr Pondicherry Chidambaram Balasubramanian, Whole Time Director (Member); and
3. Mr Amitabh Jaipuria, Non-Executive Director (Member)

During the FY 2023-24, the Committee met 5 times, 6th September 2023; 11th September 2023; 20th September 2023; 22nd September 2023; 28th September 2023;

Environmental Social Governance Committee (ESG Committee)

The Environmental Social Governance Committee (ESG Committee) was constituted at the Board meeting held on 28th March 2024. ESG Committee of the Company specifically focuses on Business Responsibility and Sustainability Reporting (BRSR), the company can ensure effective implementation of the framework, demonstrate their commitment to sustainability, social responsibility and corporate governance, and enhance stakeholder trust and confidence in their reporting practices. It plays a crucial role in promoting responsible business practices, managing ESG risks, enhancing stakeholder engagement, and driving long-term value creation for the company and society as a whole.

The Committee comprises of following members:

1. Mr Raghunandana Tangirala (Chairman and Managing Director) – Chairman
2. Ms Radha Ramanujan (Chief Financial Officer) - Member
3. Mr C R Saravanan (Chief Operating Officer) - Member

4. Subsidiary Company/Policy on Material Subsidiaries

1. Matrix Business Services India Private Limited (Matrix) is the wholly-owned material subsidiary of the Company in the immediately preceding accounting year.

   Regulation 24 (1) of the SEBI(LODR) Regulations, 2015 with respect to governance of material subsidiary of a listed entity prescribes inter alia the listed entity appointing one of its Independent Directors on the Board of its material subsidiary as a Director. One Independent Director of the Company, namely, Ms Sangeeta Sumesh was appointed as Independent Director on the board of the Company's material subsidiary Matrix.

2. Denave India Private Limited (Denave) is a partly owned material subsidiary of the Company in the immediately preceding accounting year.

   Regulation 24 (1) of SEBI(LODR) Regulations, 2015 with respect to governance of material subsidiary of a listed entity prescribes inter alia the listed entity appointing one of its Independent Directors on the Board of its material subsidiary as a Director. One Independent Director of the Company, namely, Mr Sunil Chandramani was appointed as Independent Director on the board of the Company's material subsidiary Denave.

3. Athena BPO Private Limited (Athena) is a partly owned material subsidiary of the Company in the immediately preceding accounting year.

   Regulation 24 (1) of SEBI LODR with respect to governance of material subsidiary of a listed entity prescribes inter alia the listed entity appointing one of its Independent Directors on the Board of its material subsidiary as a Director. Independent Director of the Company, Ms Sangeeta Sumesh was appointed as Independent Director on the board of the Company's material subsidiary Athena.

   Policy for material subsidiary:

   The policy for determining material subsidiary(s) of the Company is hosted on the Company's website. The weblink for the same is https://www.uds.in/webroot/media/relatedlinkfiles/policy-for-determining-material-subsidiary-file-2017.pdf

   The Audit Committee reviews the financial statements of the subsidiary companies and, in particular, the investments made by the subsidiary companies. The minutes of the Board meetings as well as statements of all significant transactions of the subsidiary companies are placed before the Board of Directors of the Company for its review.

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Details with regard to Material Subsidiary

Name	: Matrix Business Services India Private Limited
Date of incorporation	: 29/03/2003
Place of incorporation	: Chennai
Name of the Statutory Auditor	: Ms BSR & Co LLP
Date of appointment	: 14.11.2023
Name	: Denave India Private Limited
Date of incorporation	: 12/01/1999
Place of incorporation	: Delhi
Name of the Statutory Auditor	: M/s. BSR & Co LLP
Date of appointment	: 11.11.2023
Name	: Athena BPO Private Limited
Date of incorporation	: 01/01/1993
Place of incorporation	: Mumbai
Name of the Statutory Auditor	: M/s. BSR & Co LLP
Date of appointment	: 10.11.2023

5. Senior management:

Particulars of senior management including the changes therein since the closure of the previous financial year.

i. Chief Financial Officer

Resignation of Mr Balaji Swaminathan from the position of Chief Financial Officer:

Mr Balaji Swaminathan was the group Chief Financial Officer of the Company. He was associated with the Company since December 11, 2019. He handled finance & accounts and compliances of our Company. He holds a bachelor's degree in commerce from University of Madras. He is an associate member of the Institute of Chartered Accountants of India. Before his association with our Company, he was associated with the Adecco Group (as a country finance manager), Randstad India Private Limited (as a senior vice president – Finance SSC), Ernst & Young LLP (as an associate director), BSR & Co (as a manager), the World Bank (as an accounting analyst), GE Countrywide Consumer Financial Services Limited and the Price Waterhouse (as an assistant manager).

During the FY 2023-24, he had resigned from the position of Chief Financial Officer with effect from 30th December 2023 (closure of business hours). Further the necessary intimations to the Stock Exchanges and form filings with Registrar of Companies for the resignation had been completed.

Appointment of Ms Radha Ramanujan as the Chief Financial Officer:

Ms Radha Ramanujan has served as CFO for 20 years, and with an overall experience of 30 years, have proven records of establishing cross functional partnerships to turn around companies. Partnered with BOD and CEO in converting the organisation mission into executable strategies. Apart from being a CFO & Company Secretary, she headed the Supply Chain, Commercial, Procurement, IT, HR, Admin and Legal functions. She is skilled in setting startups and scaled them to a large business. Established e-commerce for lifestyle products, hyper market business and F&B industry. Set up manufacturing plants, WH and retail network. Developed business models cascading into strategic initiatives. Structured deals & raised funds (VC/PE/IPO/Debt). Managed customer & investors relationship for listed and private companies. Handled merger/demerger/acquisitions and slump sale. Performed due diligence. Expert in direct & indirect taxation. Hands on in establishing SOPs, implementing ERP, transformation projects and structuring ESG initiatives. Her work experience includes companies like Ashirvad by Aliaxis, Reliance Retail, Aditya Birla Neuvo, SPAR-Landmark Group, FMC India, ITC Hotels, Wipro Infotech, HAL, Chai point.

She, was appointed as Chief Financial Officer (CFO) and Key Managerial Personnel of the Company by the Board of Directors from the closure of business hours on December 30, 2023 as per the provisions of Section 203 of the Companies Act, 2013 at their Board Meeting held on 1st December 2023. The necessary intimations to the Stock Exchanges and form filings with Registrar of Companies for the appointment had been completed.

ii. Company Secretary

Resignation of Mr Ravishankar B from the position of Company Secretary:

Ravishankar B was the Company Secretary of the Company. He was associated with the Company since March 6, 2023. In the Company, he was responsible for secretarial compliances. He holds a bachelor degree in commerce from the University of Madras. He is an associate member of the Institute of Chartered Accountants of India and an associate member of the Institute of Company Secretaries in India. Before his association with our Company, he was associated with

McDowell & Company Limited, Maya Appliances Private Limited. (as a general manager for finance), Tamil Nadu Newsprint and Papers Limited (as a company secretary cum assistant general manager), PKF Sridhar & Santhanam LLP (as a senior associate consultant), Samudra Shoes Limited (as a company secretary cum manager accounts), Shriram EPC Ltd (as a general manager for finance and accounts).

During the FY 2023-24, he had resigned from the position of Company Secretary with effect from 10th February 2024 (closure of business hours). Further the necessary intimations to the Stock Exchanges and form filings with Registrar of Companies for the resignation had been completed.

Appointment of Ms Sandhya Saravanan as the Company Secretary:

Ms Sandhya Saravanan has been associated with the company since July 13, 2022. She is handling Secretarial Compliances of the company. She holds an LLB Hons from the School of Excellence in Law, Tamil Nadu and MSc Law, Finance and Accounting from the London School of Economics and Political Science (LSE), London, UK. She is an associate member of the Institute of Company Secretary of India. Before her association with the company, she was associated with Australian Foods India Private Limited as Company Secretary.

She was appointed as the Company Secretary and Key Management Personnel of the company from the closure of business hours on 10th February 2024. The necessary intimations to the Stock Exchanges and form filings with Registrar of Companies for the appointment had been completed.

iii. Chief Operating Officer

Appointment of Mr C.R. Saravanan as the Chief Operating Officer

Mr C.R. Saravanan has been associated with the Company since 2016. He has handled the pan India business operations. Mr Saravanan has consistently displayed good leadership and exceptional dedication to UDS. His approach to operations management has yielded substantial improvements in productivity and cost efficiency. He was appointed as Director - Business Operations in 2016. Further in the Board meeting held on December 1st 2023 and as recommended by the Nomination and Remuneration Committee, the Board has appointed him as Chief Operating Officer of the Company with effect from the January 1, 2024.

Mr Saravanan concentrates to steer the company's strategic direction, drive revenue growth, enhance EBITDA, accelerate technology driven transformation and foster a safe, efficient, and thriving workplace. He also prioritises on optimizing employee productivity and guiding the Company towards greater levels of business success.

iv) P Ravishankar

P. Ravishankar was reappointed as an additional director of the our Subsidiary, Matrix Business Services India Private Limited with effect from 10th April 204 from the position of chief executive officer. He has been associated with our Subsidiary since August 1, 2022. In Matrix Business Services India Private Limited, he handles the pan India business operations. He is an associate member of the Institutes of Chartered Accountants of India. and passed the final examination held by the Institute of Cost and Works Accountants of India. He holds a bachelor's degree in commerce from University of Madras. Before his association with our Company, he was associated with Infosys BPO Ltd (as a business manager - operations), Dataline and Research Technologies India Ltd (as a financial analyst), Spartan Investments Limited (as an assistant manager - finance), Sundaram Asset Management Co Ltd (as a senior analyst) and Cazenove Securities Limited (as a research analyst).

v) Snehashish Bhattacharjee

Snehashish Bhattacharjee is the global chief executive officer of our Subsidiary, Denave India Private Limited. He has been associated with our Denave India since 2000. In Denave India, he handles all executive functions in relation to the business. He holds a bachelors of science degree in maths from Hindu College, University of Delhi and a degree in masters of computer application from the University of Hyderabad. He has completed the 'Leading for Innovation Program' conducted by the Samuel Curtis Johnson Graduate School of Management, Cornell University. He has over 20 years of experience in the sales sector. He was awarded the 'Marketing person of the year' by WIPRO, the 'Influential catalyst of change' at influential leaders of new India, 2021, the 'Entrepreneur of the year in service business BPO' at entrepreneur awards 2018 and the 'Business leader of the year 2022' at the business leaders awards

vi) Chief Culture Officer

Resignation of Mr Madhavan Santhanam from the position of Senior Management personnel

Mr Madhavan Santhanam is the chief culture officer of our Company. He has been associated with our Company since February, 2008. In our Company, his role is to manage organisational culture. He holds a bachelors of commerce degree from the Faculty of Commerce, Madras University. He holds a 'Business English Certificate 2' from the University of Cambridge. Further, he was certified as a solution consultant by the Global SAP Consultant Education Program. Before his association with our Company, he was associated with Air Canada, Bharat Petroleum Corporation Limited, Cosmopolitan Club (as a general manager), Office Tiger Database Systems India Private Limited (as an assistant vice president – human resources), and Vignaraj Infotech Pvt Ltd (Senior Management Consultant). He has resigned from the position of Senior Management Person with effect from March 31st 2024.

6. Remuneration to Directors

Directors with pecuniary relationship or business transaction with the Company

There is no pecuniary or business relationship between the Non-Executive Directors and the Company, except for the sitting fees and commission payable to the Non-Promoter Non-Executive Directors, in accordance with the applicable laws and with the approval of the shareholders. The Executive Directors receive salary, perquisites and allowances, while the Non-Promoter Non-Executive Directors receive sitting fees for attending meetings of the Board and Committees and commission as approved by the shareholders.

Criteria of making payments to Non-executive Non-Independent Directors

During the financial year, Sitting fees were paid to Non-executive Non independent Directors of the Company.

Name of the Director	Sitting Fees (in millions)		Commission#	Grand Total (in Millions)
	Board	Committees		
Mr Amitabh Jaipuria^	1 mn	0.1 mn	-	1.1 mn
Ms Jigyasa Sharma*	-	-	-	-
Total	**1 mn**	**0.1mn**	**-**	**1.1 mn**

^ Amitabh Jaipuria, Non-executive Non-Independent Director was given 100,000 stock options (vested on April 1, 2024).

* Appointed as an Additional director (Non-executive Non-Independent Director) of the Company with effect from 2nd April 2024 (closure of business hours)

Remuneration paid to Independent Directors

The details of remuneration paid to the Non-Executive Independent Directors, in the FY 2023-24, are as follows:

Name of the Director	Sitting Fees (in millions)		Commission#	Grand Total (in Millions)
	Board	Committees		
Mr Sunil Chandiramani	1.4 mn	1.5 mn	1.83 mn	4.73 mn
Mrs Sangeeta Sumesh	1.2 mn	0.6 mn	-	1.8 mn
Mr Amit Choudhary	1.2 mn	1.4 mn	-	2.6 mn
Total	**3.8 mn**	**3.5 mn**	**1.83 mn**	**9.13 mn**

Remuneration paid for the period till 31st March 2024.

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Remuneration paid to Executive Directors

Particulars of remuneration paid to Chairman & Managing Director, Executive and wholetime director during the FY 2023-24:

Name of the Director	Salary, Allowances & Perquisites (₹)	Contribution to Funds (₹)	Total
Mr Raghunandana Tangirala Chairman & Managing Director	1,92,00,000	0	1,92,00,000
Mr P.C.Balasubramanian Wholetime Director*	88,76,664	5,66,592	94,43,256

*Remuneration paid for the period till 31st March 2024.

7. General Meeting

i) Annual General Meeting:

Location and time where the annual general meetings were held during the last three years and the details of Special resolutions passed as follows:

Financial Year	Date	Location	Time	Special Resolution
2020-21	29th September 2021	2/302-A, UDS SALAI, OFF OLD MAHABALIPURAM ROAD, THORAIPAKKAM, CHENNAI 600097	04.00 P.M.	Granting of Loan to Global Flight Handling Services Private Limited
2021-22	31st December 2022	2/302-A, UDS SALAI, OFF OLD MAHABALIPURAM ROAD, THORAIPAKKAM, CHENNAI 600097 (held through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	04.00 P.M.	To approve the Corporate Guarantee to be issued in favour of Kotak Mahindra Bank on behalf of M/s. Global Flight Handling Services (VIZAG) Private Limited To approve the Corporate Guarantee to be issued in favour of Kotak Mahindra Bank on behalf of M/s. Global Flight Handling Services (Surat) Private Limited To approve the Corporate Guarantee to be issued in favour of Kotak Mahindra Bank on behalf of M/s. Global Flight Handling Services (Raipur) Private Limited To approve the Corporate Guarantee to be issued in favour of Kotak Mahindra Bank on behalf of M/s. Global Flight Handling Services (Patna) Private Limited To approve the variation in the terms and conditions of employment with Mr Raghunandana Tangirala
2022-23	29th November 2023	Through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	12.00 PM	To approve the Payment of Commission to Non-Wholetime Directors

ii) Postal Ballot:

The Postal Ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders are provided the facility to vote either through e-voting facility for the postal ballot. The postal ballot notice is sent to shareholders as per the permitted mode wherever applicable. The Company also publishes a notice in the newspapers in accordance with the requirement under the Companies Act, 2013.

Shareholders holding equity shares as on the cut-off date may cast their votes through e-voting for Postal Ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by Postal Ballot are announced within 2 working days of the conclusion of the voting period. The results are displayed on the website of the Company https://www.uds.in/related-links/postal-ballot and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for receipt of duly completed through e-voting.

Postal Ballot facility has been provided as per the framework set out in MCA Circulars. In accordance with those circulars, the Shareholders casted their votes only through the remote e-voting process.

Details of special resolution passed through Postal Ballot during the FY 2023-24:

S. no	Date	Special Resolutions	Details of the Scrutinizer
1.	29th December 2023	To consider and approve revised limits of granting of loan by the Company to Global Flight Handling Services Private Limited in terms of the provisions of Section 185 of the Companies Act 2013 Variation of Terms Of 'Updater Employee Stock Option Plan 2022-Second' ("ESOP 2022-Second"/ "Second Plan")	Ms Nithya Pasupathy (FCS 10601/ COP:22562) Partner of SPNP Associates, was appointed as the scrutinizer to scrutinize the e-voting in connection with postal ballot
2	15th March 2024	Ratification and amendment of "Updater Employee Stock Option Plan 2022' ("ESOP PLAN – 2022'/"PLAN") Ratification of "Updater Employee Stock Option Plan 2019' ("ESOP PLAN – 2019' / "PLAN")	Ms Nithya Pasupathy (FCS 10601/ COP:22562) Partner of SPNP Associates, was appointed as the scrutinizer to scrutinize the e-voting in connection with postal ballot

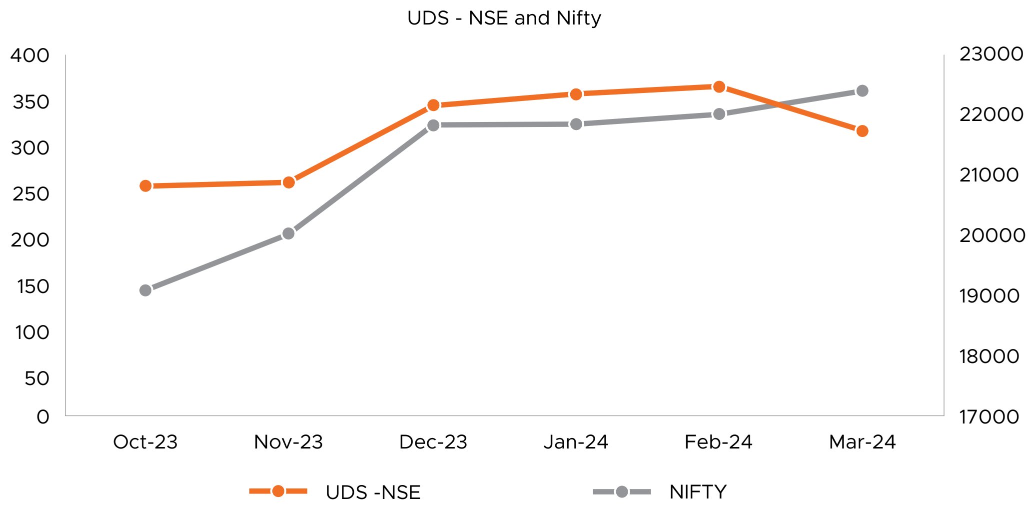
9. General Shareholder Information

a	Annual General Meeting, Date, Time and Mode	Date : 8th July 2024 Time : 12.00 noon Mode : Video Conference / Other Audio Visual Means (OAVM)
b	Financial Year	1st April, 2024 to 31st March, 2025
	Financial reporting for the quarter ending	Financial calendar (tentative)
	30th June 2024	On or before 14th August 2024
	30th September, 2024	On or before 14th November, 2024
	31st December, 2024	On or before 14th February, 2025
	31st March, 2025	On or before 30th May, 2025
c	Dividend Payment date	NA
d	Name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)	
	Name & Address of the Stock Exchange	Stock code / Symbol
	BSE Ltd Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	SCRIP CODE: 543996
	National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 050	SCRIP SYMBOL: UDS
	ISIN allotted by Depositories (Company ID Number)	INE851I01011
	Annual listing fees and Custody / issuer fees for the year 2024-25 were duly paid to the above Stock Exchanges and to Depositories.	

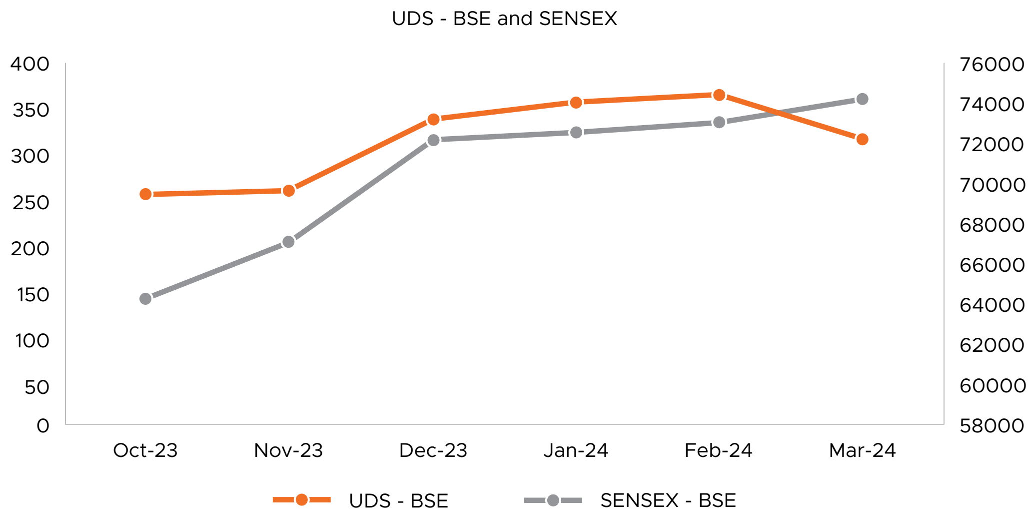
e) Market price data for the FY 2023-24

Month	NSE Open Price	NSE High Price	NSE Low Price	NSE Close Price	NSE Total Traded Quantity	BSE Open Price	BSE High Price	BSE Low Price	BSE Close Price	BSE Total Traded Quantity
Oct-23	285	301.75	235.3	258	69,32,615	299.9	301.95	241.1	257.8	6,68,658
Nov-23	256.25	284.8	252.05	261.95	35,49,918	251.3	284.4	251.3	262.8	1,54,276
Dec-23	263	373	261.8	336.95	1,57,96,559	262.8	372	261.3	336.8	9,82,188
Jan-24	338.85	384.1	302.5	358.8	91,99,757	340	383.25	302.9	359.05	7,39,847
Feb-24	362	384.9	323.2	361.8	1,02,84,706	360.05	384.65	324.3	361.7	24,10,872
Mar - 24	363.45	365.55	300.65	320.35	48,62,045	369.9	369.9	301.45	320.3	4,50,362

UDS NSE comparison with Nifty



UDS BSE comparison with Sensex



f) Dividend Policy

The declaration and payment of dividend will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the Act. The dividend, if any, will depend on several factors, including but not limited to growth plans, capital requirements and the available distributable surplus. This Policy is available on the Company's website at https://www.uds.in/webroot/media/relatedlinkfiles/dividend-distribution-policy-file-1228.pdf

g) Registrar and Share Transfer Agents of the Company

The Registrar & Share Transfer Agent deals with all shareholders communications regarding change of address, transfer of shares, change of mandate, dematerialisation of shares, non-receipt of dividend, etc., The address of the Registrar & Share Transfer Agent is as under:

Link Intime India Private Limited

C-101, 247 Park

1st Floor, L.B.S. Marg

Vikhroli (West), Mumbai – 400 083

Maharashtra, India

Telephone: +91 810 811 4949

E-mail: uds.ipo@linkintime.co.in

Website: www.linkintime.co.in

Investor grievance e-mail: uds.ipo@linkintime.co.in

Contact person: Shanti Gopalkrishnan

SEBI registration number: INR000004058

h) Share Transfer System

The Company's entire share capital is in dematerialised form. Transfer of equity shares in electronic form are done through the depositories with no involvement of the Company.

The shareholders are, therefore, requested to correspond with the Share Transfer Agent for any queries pertaining to their shareholdings, dividends, etc., at the address given in this report. Investors may register complaints, if any, by e-mailing to compliance.officer@uds.in.

i) Distribution of Shareholding

Distribution of Shareholding as on31.03.2024:

S. no	Shares Range From	Shares Range To	Number of Shareholders	% of Total Shareholders	Total shares for the Range	% of Issued Capital
1	1	500	22561	93.7464	1518813	2.27
2	501	1000	694	2.8837	547086	0.82
3	1001	2000	352	1.4626	547613	0.82
4	2001	3000	130	0.5402	347647	0.52
5	3001	4000	62	0.2576	221789	0.33
6	4001	5000	69	0.2867	335182	0.50
7	5001	10000	84	0.3490	617827	0.92
8	10001	Above	114	0.4737	62812409	93.82
Total			**24066**	**100**	**66948366**	**100**

j) Shareholding Pattern

Shareholding Pattern as on 31.03.2024:

S. no	Category	No. of Shareholders	No. of Shares	% to total paid up share capital
1	Promoter & Promoter Group:			
	Shanthi Tangirala	1	1,62,37,705	24.25
	Raghunandana Tangirala	1	1,58,49,179	23.67
	Tangi Facility Solutions Private Limited	1	71,73,440	10.71
	Promoter & Promoter Group: (A)	**3**	**3,92,60,324**	**58.63**
2	Institutions	16	1,27,52,145	19.06
3	Body Corporate	113	14,48,191	2.16
4	Individuals	22,815	87,36,816	13.05
5	Non Resident Individuals	223	84,213	0.13
6	Foreign Companies	1	29,39,468	4.39
	Sub-total (B)	**23168**	**2,59,60,833**	**38.79**
7	Any Others			
	Trusts	2	11,48,081	1.72
	LLP	11	1,89,561	0.28
	HUF	680	3,89,566	0.58
	Clearing Member	1	1	0
	Sub-total (C)	**694**	**17,27,209**	**2.58**
Total (A+B+C)		**23,865**	**6,69,48,366**	**100**

k) Dematerialisation of shares and liquidity

All its shares i.e. 100% of the share capital of the Company, are in dematerialised form including Promoters' shareholding. The equity shares of the Company was listed on October 04, 2023 and are regularly traded on NSE and BSE.

The promoter and promoter group hold their entire shareholding only in dematerialised form.

l) Outstanding GDRs/ADRs/warrants/any other convertible instruments:

The Company has not issued any Global Depository Receipt/ American Depository Receipt/ Warrant or any convertible instrument, which is likely to have impact on the Company's equity.

m) Commodity Price risk or Foreign Exchange Risk and Hedging Activities

The Company does not have any policy for hedging exchange fluctuations. The Company does not hedge for any future payments / receipts in foreign currency. Exchange differences on account of conversion of foreign currency transactions are recognised as income / expense, as the case may be, in the financial statements.

n) Address for Communication

Company Secretary and Compliance Officer

Sandhya Saravanan

Updater Services Limited (formerly Updater Services Private Limited)

Registered Office 42, Gandhi Mandapam Road,

Kotturpuram, Chennai – 600 085, Tamil Nadu, India

Tel: +91 44 24963234

E-mail: compliance.officer@uds.in Website: www.uds.in

10. Means of Communication

Financial Results: Prior intimations of the Board Meeting to consider and approve Unaudited/ Audited Financial Results of the Company for the quarter / year ended were intimated to the Stock Exchanges and also disseminated on the official website of the Company at https://www.uds.in/related-links/company-financials.

Financial Results are immediately intimated to the Stock Exchange(s) after the same is approved at the Board Meeting. The Annual Audited Financial Statements are sent to every member of the Company in the prescribed manner. In terms of Regulation 10 of the Listing Regulations, the Company complies with the online filing requirements on electronic platforms of BSE Limited (BSE), National Stock Exchange of India Limited (NSE).

Website: The website of the Company https://www.uds.in/investor-relations contains a dedicated section "Investor Relations" which contains details/ information of interest to various stakeholders, including Financial Results, Shareholding Pattern, Press Releases, Company Policies, etc. The Members/ Investors can view the details of electronic filings done by the Company on the respective websites of BSE and NSE i.e., www.bseindia.com and www.nseindia.com.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redressal system. Centralised database of all complaints received, online uploading of the Action Taken Reports (ATRs) by the Company and online viewing by investors of actions taken on the complaint and its current status are updated/ resolved electronically in the SEBI SCORES system.

Newspapers: The quarterly, half-yearly and annual Financial Results of the Company were published in widely circulated daily Newspapers, viz: Economic Times (English) and in Makkal Kural (Tamil). Further all other intimation / Notice was published in Financial Express (English) and in Makkal Kural (Tamil).

News Releases, Presentations: Official news/Press releases are sent to the stock exchanges and also displayed on the Company's website https://www.uds.in/investor-relations

Presentations to institutional investors/ analysts: All price sensitive information is promptly intimated to the Stock Exchanges before releasing to the media, other stakeholders and uploading on the Company's official website. During the year under review, the Company had several investors/analyst conference calls. Further the investor presentations were prepared and intimated to the Stock Exchanges. The details are also displayed on the Company's official website: https://www.uds.in/related-links/schedule-of-analysts-or-institutional-investor-meet-or-earnings-call-or-transcripts

Annual Report: The Annual Report circulated to members and others entitled thereto in electronic mode is disseminated to Stock Exchanges and uploaded on the Company's official website.

11. Other Disclosures

a) Related Party Transactions:

Materially significant related party transactions

All transactions entered into with Related Parties as defined under the Act, during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant transactions with related parties during the financial year which are in conflict with the interest of the Company. Suitable disclosure as required by the IND AS 18 has been made in the notes to the Financial Statements.

Policy on dealing with Related Party Transactions:

The policy on dealing with related party transactions of the Company is uploaded on the Company's website. The weblink for the same is https://www.uds.in/webroot/media/relatedlinkfiles/materiality-of-related-party-transaction-policy-file-1904.pdf

b) Risk Management

During the year, your Directors have reviewed the Company's enterprise wide risk management framework in respect of the business activities. The Board is of the opinion that sufficient controls exists which are effective and efficient in identifying, monitoring and managing the risks involved.

c) Instances of non-compliance(s), if any

There were no instances of material non-compliance, and no strictures or penalties were imposed on the Company either by Securities Exchange Board of India (SEBI), Stock Exchanges, or any statutory authorities on any matter related to capital markets during the last three years.

d) Disclosure by Senior Management Personnel

The senior management personnel have made disclosures to the Board relating to all material, financial and other transactions stating that they did not have any personal interest that could result in a conflict with the interest of the Company at large.

e) Disclosure for loans and advances in the nature of loans to firms/companies in which directors are interested by name and amounts:

Particulars	Nature of Relationship	Name of the Related party	₹ In Crores
Loan and accrued interest receivable	Subsidiary Company	Wynwy Technologies Private Limited (excluding Impairments on loan)	22.36
Loan and accrued interest receivable	Subsidiary Company	Global Flight Handling Services Private Limited	23.05

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f) Details of total fees paid to Statutory Auditors

The details of total fees for all services paid by the Company 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 are as follows:

Type of Service	(in millions)
Audit Fees	20.09

g) Sexual Harassment at workplace

During the year under review, the Company has not received any complaints in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the Financial Year – Nil

Number of complaints disposed off during the Financial Year – NA

Number of complaints pending as on end of the Financial Year – Nil

h) Whistle-Blower Policy

The Company has adopted an ethical code of conduct for the highest degree of transparency, integrity, accountability, and corporate social responsibility. Any actual or potential violation of the Code would be a matter of serious concern for the Company. The Directors, Employees or any person dealing with the Company can play an important role in pointing out such violations of the Code.

Accordingly, this policy has been formulated with a view:

(a) To provide a mechanism for employees of the Company and other persons dealing with the Company to report to the Audit Committee or Director who is nominated by the Audit Committee, as Ombudsman, any instance of unethical behaviour, actual or suspected fraud or violation of Company's Ethics Policy.

(b) To safeguard the confidentiality and interest of such employees/other persons dealing with the Company against victimisation, who notice and report any unethical or improper practices, and

(c) To appropriately communicate the existence of such mechanism, within the organisation and to the outsiders.

To meet the objective of the Policy, a dedicated e-mail id uds@boardmembers.in has been created.

The policy has been posted on the website of the Company viz. https://www.uds.in/webroot/media/relatedlinkfiles/whistle-blower-policy-file-1565.pdf

No employee or any other person has been denied access to the Chairman of the Audit Committee.

During the year, no instance was reported under this policy.

i) Details of Credit rating

ICRA limited vide their letter dated 21st March 2024 had reaffirmed the credit ratings facilities availed by the Company from bankers:

Facility	Amount (₹ in Crores)	Rating
Long Term Bank Facilities (Fund Based)	135	A+ (Stable)
Short Term Bank Facilities (Non-Fund Based)	44	A1+
Short Term Bank Facilities (Fund Based)	35	A1+

The same was intimated to both Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

j) Recommendations of Committees to Board

During the FY 2023-24, the Board has accepted all the recommendations of its Committees.

k) Compliance with mandatory / non-mandatory requirements

l) Compliance with mandatory/non-mandatory requirements

The Company has complied with all applicable mandatory requirements in terms of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. The discretionary requirements of Part E of Schedule II will be adopted by the Company, as and when required.

12. Transfer of Unclaimed Dividend Shares to Investor Education and Protection Fund Authority (IEPF Authority)

As required under Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

There is no dividend amount liable to be transferred to Investor Education and Protection Fund.

13. Branch Locations

1 Door No 52-1/1-1C, Lakshmi Nilayam, Veterinary Colony Service Road, National Highway -16, Vijayawada, Krishna, Andhra Pradesh, 520008

2 P.O. P.S. Azara, Rani Gate Opposite BSF Campus, Guwahati, Azara Sub Post Office, Azara, Kamrup Metropolitan, Assam, 781017

3 Near Nalanda Biscuit Factory, Phulwari sharif Aiims khagaul Road Tulsi Nagar in Front of Alankar Honda show Room, Patna, Patna, Bihar, 801505

4 1105, Sector 12, Chandigarh, Chandigarh, Chandigarh,160012

5 Shop NO - 29, Govind Sarang Parisar, New Rajendra Nagar, Raipur, Raipur, Chhattisgarh,492006

6 A-81, Road NO.2 MAHIPAL PUR EXTN, New Delhi, New Delhi, Delhi, 110037

7 2nd Floor, H.No.107/28/S-F-F-1, Kamaxi Building, Opp.Bharat Petrol Pump, Kesarval, Cortalim, Goa, South Goa, Goa, 403710

8 No.806, Shapath-II, Opp Rajpath Club Sarkhej Gandhinagar Highway, Bodakdev, Ahmedabad, Gujarat, 380059

9 3rd Floor, Plot No. 774, Udyog Vihar, Phase-5, Gurgaon, Gurugram, Haryana, 122016

10 1st Floor, P.O. And Teh Balichowki, Behad, Mandi, Himachal Pradesh, 175106

11 Barganwa, Thana-Namkum, Village - Chay Bagan, Namkum, Ranchi, Ranchi, Jharkhand, 834010

12 2, Charisma, 2 and 3 Jeevan Bhima Nagar Main Road, HAL III Stage J.B.Nagar, Bengaluru Rural, Karnataka, 560075

13 First Floor, No.20, MIG, Hudco, 1st Stage, New Kantharaju Urs Road, Kuvempunagar, Mysore, Mysuru, Karnataka, 570023

14 House No 41/ 1426, Nandhavan House, Sangamam LANE, Padivattom, Alinchuvadu, Edappilly P.O, Ernakulam, Kerala,682024

15 Near South Indian Bank By Pass View, House NO TC 99/2381, Thykkoottathil Veedu, Vssc Road, Kulathoor P O Thiruvananthapuram, Thiruvananthapuram, Kerala, 695583

16 Ground Floor, 280-1, Anoop Nagar, Ward 43, Zone-10, Indore, Indore, Madhya Pradesh, 452007

17 Office No. 101 & 102, Ashayog Plot No 2104, Vijaya Nagar Colony, Sane Guruji Marg, Sadashiv Peth, Pune, Pune, Maharashtra, 411030

18 16th Floor, Plot No 616, Office Premises No.16, Sunshine Tower, Senapati Bapat Marg, Dadar West, Mumbai, Mumbai, Maharashtra, 400013

19 2nd Floor Chingamathak, P S Singjamei, Singjamei Chongtham Leikai, Imphal, Imphal West, Manipur, 795001

20 105, Saheed nagar main road, Saheed nagar Bhubaneswar, Khordha, Odisha, 751007

21 21, 1 cross, Natesan nagar west, Puducherry, Puducherry,605005

22 1, SHOP NO 1, Near D A V College, Amritsar, Amritsar, Punjab, 143001

23 108, Sutar Khana Ward S 32, Janta Colony, Jaipur, Rajasthan, 302004

24 Old No. 42, New No. 15, Gandhi Mandapam Road, Kotturpuram, Chennai, Chennai, Tamil Nadu, 600085

25 No.2/302/A, UDS Salai, Off. Old Mahabalipuram Road, Thoraipakkam, Chennai, Tamil Nadu, 600097

26 B Block, Shop No 601, Suriyadevi Complex, Vandalur-Walajabad Main Road, Oragadam, Kancheepuram, Tamil Nadu, 602105

27 2nd Floor, P No 47, 5th Street, Sri Ram Nagar Main Road, Kattur Post, Thiruverumbur Thaluk, Ellakudy, Pappakurichi, Kattur, Tiruchirappalli, Tamil Nadu, 620019

28 3rd Floor, Gowtham Centre, Annex Building, Avinashi Road, Coimbatore, Coimbatore, Tamil Nadu, 641018

29 No.18/1-18/2, Padma Complex, Sri Mookambika Nagar, Kattupakkm, Chennai, Tamil Nadu, 600056

30 Door No. 105, First floor left wing, Guindy, Saidapet, Anna salai, Chennai, Chennai, Tamil Nadu, 600032

31 4th FLOOR, H No 1-98 9 57 Plot No 57 Survey No 74 75, Dwaraka Central, Jaihind Enclave, Madhapur, Hyderabad, Rangareddy, Telangana, 500081

32 Matarbari Udaipur court, Gomati, Matabari Gram Panchayet, Bura Dighi Par, Udaipur, Gomati, Tripura, 799113

33 Shop 11, H C Tower Iii, First Floor, Sharma Market, Choura Village, Sector-22, Gautambuddha Nagar, Uttar Pradesh, 201301

34 Haldi Tdc Colony, Near Phool Bagh, Udham Singh Nagar, Udham Singh Nagar, Uttarakhand, 263145

35 First Floor, 4B, Dr Sarat Banerjee Road, Kolkata, Kolkata, West Bengal, 700029

14. Disclosure of commodity price risks and commodity hedging activities – Nil

15. Disclosures with respect to demat suspense account / unclaimed suspense account: Nil

16. Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation - 32 (7A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 - NIL

17. Certificate from Practising Company Secretary for non-disqualification of Directors

The Company has received a certificate from the Secretarial Auditor of the Company stating that none of the Directors on the Board of the Company has 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. The certificate is enclosed with this report as Annexure II

18. Compliance with Corporate Governance Requirements

The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations as applicable.

19. MD and CFO certification

The Managing Director and Chief Financial Officer of the Company have certified to the Board of Directors, inter-alia, the accuracy of financial statements of the Company as required under SEBI(LODR)Regulations 2015. Attached herewith as Annexure III

20. Compliance Certificate on Corporate Governance

Certificate received from Ms Nitya Pasupathy (Membership number: 10601) Partner, M/s. SPNP & Associates - Practising Company Secretaries, Chennai, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 (3) read with Schedule V (E) of the SEBI LODR Regulations, 2015 for the FY 2023-24 is annexed to this Report on Corporate Governance as Annexure IV

Annexure - I

Annexure to Report on Corporate Governance

Declaration from Managing Director regarding the adherence to the Code of Conduct for Directors and Senior Management

To
The Shareholders,
Updater Services Limited
1st Floor, No.42, Gandhi Mandapam Road,
Kotturpuram, Chennai – 600085

On the basis of the written declaration received from Members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that the Members of the Board of Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company during the year ended March 31, 2024.

Raghunandana Tangirala
Chairman & Managing Director
DIN: 00628914

Date: May 20th, 2024
Place: Chennai

Annexure - II

Certificate of Non-Disqualification of Directors

(Pursuant to regulation 34(3) and schedule v para c clause (10)(i) of the SEBI (listing obligations and disclosure requirements) regulations, 2015)

To,
The Members,
M/s. UPDATER SERVICES LIMITED,
1st Floor, No.42, Gandhi Mandapam Road,
Kotturpuram, Chennai, Chennai City Corporation,
Tamil Nadu, India, 600085.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. UPDATER SERVICES LIMITED having CIN L74140TN2003PLC051955 and having registered office 1stFloor, No.42, Gandhi Mandapam Road, Kotturpuram, Chennai, Chennai City Corporation, Tamil Nadu, India, 600085(hereinafter referred to as 'the Company'), produced before us by the Company in electronic mode, for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of director	DIN	Designation	Original date of appointment in company	Date of appointment in the current designation
1	Mr Raghunandana Tangirala(#)	00628914	Chairman and Managing Director	13/11/2003	01/01/2024
2	Mr Amitabh Jaipuria(##)	01864871	Non-Executive - Non-Independent Director	04/03/2023	04/03/2023
3	Mrs Sangeeta Sumesh	07080379	Independent Director	13/09/2022	13/09/2022
4	Mr Amit Choudhary	07415690	Independent Director	25/04/2020	13/09/2022
5	Mr Sunil Rewachand Chandiramani	00524035	Independent Director	20/06/2017	13/09/2022
6	Mr Pondicherry Chidambaram Balasubramanian	00584548	Whole-time director	13/09/2022	31/12/2022

Mr Raghunandana Tangirala was Re-appointed as Chairman and Managing Director for a period of three years with effect from January 01, 2024 to December 31, 2026.

The designation of Mr Amitabh Jaipuria was changed from 'Additional Director (Executive Director)' to 'Non-executive Director' with effect from April 30, 2023.

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.

For **SPNP& ASSOCIATES**

Nithya Pasupathy
Partner
Practicing Company Secretaries
Membership Number: 10601
Certificate of Practice Number: 22562
Peer Review Number: 1913/2022
UDIN: F010601F000351711

Date: 11/05/2024
Place: Chennai

Annexure - III
Certificate from Managing Director and Chief Financial Officer

To
The Board of Directors,
Updater Services Limited
1st Floor, No.42, Gandhi Mandapam Road, Kotturpuram,
Chennai – 600085

Sub: Certificate in terms of Regulation 17(8) read with Schedule II of Part B of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

We Raghunandana Tangirala, Chairman & Managing Director and Radha Ramanujan, Chief Financial Officer, hereby certify that:

We have reviewed the Financial Statements and Cash flow Statements for the financial year ended as on March 31, 2024 and that to the best of our knowledge and belief:

(1) These Statements do not contain any materially untrue Statement or omit any material fact or contain statements that might be misleading;

(2) These Statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal, or violative of the listed entity's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Company's internal control systems of the listed entity pertaining to financial reporting and they 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.

We have indicated to the auditors and Audit Committee that there are no:

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 they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

	Raghunandana Tangirala	**Radha Ramanujan**
Date: May 20th, 2024	Managing Director	Chief Financial Officer
Place: Chennai	DIN: 00628914	DIN: 01864871

Annexure - IV
Corporate Governance Compliance Certificate

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER REGULATION 34 (3) SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATIONS, 2015

To
The members,
M/s. UPDATER SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. UPDATER SERVICES LIMITED, for the year ended March 31, 2024as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Management Responsibility:

The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditors Responsibility:

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the all the provisions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and Paragraphs C, D and E of Schedule V of the Listing Regulations, during the ended March 31, 2024.

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 **SPNP& ASSOCIATES**

Nithya Pasupathy
Partner
Practicing Company Secretaries
Membership Number: 10601
Certificate of Practice Number: 22562
Peer Review Number: 1913/2022
UDIN: F010601F000351711

Date: 11/05/2024
Place: Chennai

Independent Auditor's Report

To the Members of Updater Services Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Updater Services Limited (the "Company") 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 profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those 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
Revenue recognition See Note 18 to standalone financial statements	
The Company is primarily engaged in the business of providing facility management services. Revenues from facility management service contracts are recognised over a period of time in accordance with the requirements of Ind-AS 115, "Revenue from Contracts with Customers" as and when the Company satisfies performance obligations by rendering the promised services to its customers. The performance obligations in the contracts are fulfilled based on customer acceptances for delivery of work/ attendance of resources, where applicable, or as per terms of arrangements entered with the customers. Inappropriate assessment could lead to risk of revenue being recognised before satisfaction of performance obligation. The Company and its external stakeholders focus on revenue as a key performance indicator of the Company. Timing of revenue recognition is a key audit matter as there could be incentives or external pressures to meet expectations resulting in revenue being overstated or recognised before the control has been transferred.	In view of the significance of the matter, we applied the following audit procedures in this area, amongst others to obtain sufficient appropriate audit evidence: ▪ Obtained an understanding of the process followed by the Company for measurement and recognition of revenue; ▪ Evaluated the accounting policy for revenue recognition by comparing it with the relevant accounting standards; ▪ Evaluating the design and implementation of the Company's key internal financial controls in relation to timing of revenue recognition and tested the operating effectiveness of such controls for selected samples; ▪ Performed test of details by selecting samples of revenue transactions recorded during the year using statistical sampling. We assessed fulfilment of performance obligations by verifying the underlying documents which included contract with customers, invoices, customer acceptances for delivery of work/ attendance of resources etc., where applicable; ▪ Inspected the credit notes/reversals of revenue, if any, in the subsequent period to assess if revenue is appropriately recognised in the period in which related service is rendered; ▪ Scrutinised journal entries posted to revenue account on a sample basis, based upon specific risk based criteria to identify unusual or irregular items.

The key audit matter	How the matter was addressed in our audit
Impairment assessment of non-current investments and loans to subsidiaries See Note 4 and 5 to standalone financial statements	
The Company has significant investment by way of equity and loans in / to subsidiaries at March 31, 2024. The Company performs impairment testing of its investment in subsidiaries when any impairment indicator exists, based on internal or external sources of information. The recoverable amount of the investment in subsidiary, which is based on the higher of the value in use or fair value less costs to sell has been derived using a discounted cash flow model. These models use several key assumptions, concerning estimates of future cash flow forecasts, near and long-term growth rate and the discount rate. We identified the impairment assessment of non-current investments as a key audit matter because the assessment process is complex and involves significant estimates and judgements where applicable.	In view of the significance of the matter, we performed the following audit procedures, amongst others, to obtain sufficient appropriate audit evidence: ▪ Assessed the appropriateness of the accounting policy for impairment of investments in subsidiaries with relevant accounting standards; ▪ Evaluated the design and implementation and tested the operating effectiveness of key controls in respect of the Company's impairment assessment process, specifically related to the recoverability of the investments, including the estimation of future cash flows forecasts, near and long-term growth rate and the discount rate, where applicable; ▪ Examined the valuation report for the purpose of impairment testing obtained by the Company from an independent Management expert, where applicable; Assessed the professional competence, experience and objectivity of the expert. Further, challenged the work performed by management's external valuation expert, including the valuation methodology and the key assumptions used; ▪ Involved our internal valuation specialists, where applicable, to examine and evaluate the reasonability of methodology, approach and assumptions used in the valuation carried out for determining the carrying value of investments; ▪ Performed sensitivity analysis considering possible changes in key assumptions used, where applicable; ▪ Compared the carrying value of the Company's investment in subsidiary with the value in use and assessed the need for impairment (if any). ▪ Evaluated the adequacy of disclosures made in the standalone financial statements in respect of the investment in the subsidiaries.

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 Director's 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic 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)(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 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 standalone financial statements of the Company for the year ended March 31, 2023 were audited by the predecessor auditor who had expressed an unmodified opinion on July 6, 2023.

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 for the matters stated in the paragraph 2(B) (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 31 March 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 qualification 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 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 32 to the standalone financial statements.

b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts –

Refer Note 5 and Note 15 to the standalone financial statements.

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 has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 39 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 has represented that, to the best of its knowledge and belief, as disclosed in the Note 39 to the standalone financial statements, no funds have been received by the Company from any person(s)

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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.

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

- The feature of audit trail (edit log) was not enabled at the database layer of the accounting software for the entire audit period;
- The feature of audit trail (edit log) was not enabled at the application layer for certain fields of tables for payroll, procurement, revenue, property, plant and equipment and financial reporting processes;

Further, where the audit trail (edit log) facility was enabled for the respective accounting software, 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 by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. 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

K Sudhakar
Partner
Membership No.: 214150
ICAI UDIN:24214150BKETAV3354

Place: Chennai
Date: 20 May 2024

Updater Services Limited | Annual Report 2023-24

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Updater Services 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 accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, the 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) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(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 Company is a service company, primarily rendering integrated facilities management services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(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 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:

(₹ in million)

Quarter	Particulars	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Whether return/statement subsequently rectified
June 2023	Sales	3,515.96	3,491.80	(24.16)	Refer Note 13 to the standalone financial statements.
	Trade receivables	3,125.65	3,248.11	122.46	
	Trade payables	325.36	320.37	(4.99)	
	Borrowings	1,847.77	1,838.80	8.97	
September 2023	Sales	6,981.85	6,892.68	(89.17)	
	Trade receivables	3,264.57	3,395.21	130.64	
	Trade payables	586.29	314.62	(271.67)	
	Borrowings	2,169.27	2,146.60	(22.67)	
December 2023	Sales	10,485.88	10,471.43	(14.45)	
	Trade receivables	3,218.71	3,411.14	192.43	
	Trade payables	512.87	474.34	(38.53)	
	Borrowings	725.21	716.90	(8.31)	
March 2024	Sales	14,155.85	14,094.16	(61.69)	
	Trade receivables	3,143.06	3,455.83	312.77	
	Trade payables	378.88	373.94	(4.94)	
	Borrowings	498.31	488.20	(10.11)	

(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 not made any investments, provided guarantee or security, granted loans or advances in the nature of loans, secured or unsecured to firms and limited liability partnership during the year. The Company has not provided security or advances in the nature of loans, secured or unsecured to any company during the year. The Company has made investments, granted loans and stood guarantee to companies during the year in respect of which the requisite information, as applicable, is provided below. The Company has not provided guarantee or security, granted secured loans, secured or unsecured advances in the nature of loans to any other parties during the year. However, the Company has made investments in mutual funds and granted unsecured loans to employees.

(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 stood guarantee, or provided security to entities as below:

(₹ in million)

Particulars	Guarantees	Loans
Aggregate amount during the year		
Subsidiaries*	265.00	162.17
Joint ventures*	-	-
Associates*	-	-
Others	-	4.21
Balance outstanding as at balance sheet date		
Subsidiaries*	305.00	230.56**
Joint ventures*	-	-
Associates*	-	-
Others	-	2.72**

*As per the Companies Act, 2013

**Represents amount (net of loss allowance)

(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 loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except for the following cases where there were instances of delays noted in repayment of principal or payment of interest or there is no stipulation of schedule for repayment of principal and payment of interest, as applicable. Accordingly, we are unable to comment on regularity of payment of interest in cases where the terms of payment of interest has not been stipulated.

Particulars	Amount* (₹ in million)	Remarks
Stanworth Management Private Limited	2.56	There is a delay in remittance of principal and interest by 80 days.
Wynwy Technologies Private Limited	223.67	There is no stipulation of schedule of payment of interest accrued of ₹ 36.95 million.
Global Flight Handling Services Private Limited	230.56	There is no stipulation of schedule of payment of interest accrued of ₹ 21.53 million.

*Represents principal and interest accrued

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, in case of loans of ₹ 209.03 million given to M/s. Global Flight Handling Services Private Limited and ₹ 186.72 million given to M/s. Wynwy Technologies Private Limited, the schedule for payment of interest has not been stipulated and accordingly we are unable to comment on the amount overdue for more than ninety days. In our opinion, reasonable steps have not been taken by the Company for recovery of the interest though it has been represented to us that the Company will take steps for recovery shortly. Further, the Company has not given any advance 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.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, except as referred to in clause iii(c) above.

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

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, except in the case of professional tax where there were certain instances with delays upto 229 days.

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 Cess 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 payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due date	Date of payment
Labour Welfare Fund Act	Dues relating to gratuity, salary and bonus payable to employees unpaid for a period greater than 3 years to be transferred to Labour welfare fund	106.57	FY 2016- 17 to FY 2020-21	Various dates	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, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute, except as follows:

Name of the statute	Nature of the dues	Disputed amount	Amount unpaid	Period to which the amount relates	Forum where dispute is pending
The Gujarat Panchayats, Municipalities, Municipal Corporation and State Tax on Professions Traders, Callings and Employment Act, 1976	Professional tax	5.61*	-	March 2011 to December 2019	The Court of Professional Tax Officer and Taluka Development Officer at Sanand.
The Provident Fund Act, 1952	Provident Fund	3.63	3.63	January 2012 to October 2014	Regional Assistant Provident Fund Commissioner (RAPFC)
Goods and Services Tax Act, 2017	Goods and services tax	66.87	65.93	FY 2017- 18	Deputy Commissioner
Goods and Services Tax Act, 2017	Goods and services tax	30.22	30.22	FY 2018- 19	Deputy Commissioner
Goods and Services Tax Act, 2017	Goods and services tax	1.79	1.63	FY 2019- 20	Deputy Commissioner
Goods and Services Tax Act, 2017	Goods and services tax	1.13	1.05	FY 2021- 22	Joint Commissioner Appeals Chennai
Income-tax Act, 1961	Income tax	410.72	410.72	FY 2016- 17	Commissioner of Income tax (Appeals)

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(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.

(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 as defined under the Act. The Company does not hold any investment in any associate or joint venture as defined under the Companies 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 (as defined under the Act). The Company does not hold any investment in any associate or joint venture as defined under the Companies Act.

(x) (a) In our opinion and according to the information and explanations given to us, the Company has utilised the money raised by way of initial public offer for the purposes for which they were raised. The Company has raised funds by way of initial public offer in the month of October 2023 and the unutilised amounts as at the year ended March 31, 2024 were deposited in fixed deposits and bank account with the monitoring agency. There were no funds raised by way of further public offer (including debt instruments).

(Amount ₹ in million)

Nature of the fund raised through public offer	Purpose for which funds were raised	Total amount raised (net of IPO expenses)	Amount utilised	Unutilised balance as at balance sheet date
Initial public offer	Repayment and /or prepayment of certain borrowings availed by the Company	1,330.00	1,330.00	-
	Funding working capital requirements	1,150.00	-	1,150.00*
	Pursuing inorganic initiatives	800.00	233.65	566.35
	General corporate purposes	498.70	-	498.70**

*includes ₹ 700 million estimated for utilisation by FY 2023-24 as per the prospectus dated September 28, 2023

**includes ₹ 250 million estimated for utilisation by FY 2023-24 as per the prospectus dated September 28, 2023

(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.

(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) According to the information and explanations given to us and 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 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 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, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

K Sudhakar
Partner
Membership No.: 214150
ICAI UDIN:24214150BKETAV3354

Place: Chennai
Date: 20 May 2024

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Annexure B to the Independent Auditor's Report on the standalone financial statements of Updater Services 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 Updater Services 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 internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's 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 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.

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

K Sudhakar
Partner
Membership No.: 214150
ICAI UDIN:24214150BKETAV3354

Place: Chennai
Date: 20 May 2024

Standalone Balance Sheet

as at 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	341.92	331.96
Other Intangible assets	3B	-	0.06
Capital work-in-progress	3A	94.52	-
Right-of-use assets	29	29.87	30.71
Contract assets	8	224.22	219.93
Financial assets			
(i) Investments	4	3,993.67	3,782.38
(ii) Loans	5	230.56	109.24
(iii) Other financial assets	6	95.14	60.68
Deferred tax assets (net)	26B	336.65	351.41
Non-current tax assets (net)	26A	563.05	414.12
Other non-current assets	7	39.70	21.71
Total non-current assets		**5,949.30**	**5,322.20**
Current assets			
Contract assets	8	455.43	318.16
Financial assets			
(i) Trade receivables	9	3,125.35	2,872.48
(ii) Cash and cash equivalents	10A	18.66	240.64
(iii) Bank balances other than cash and cash equivalents	10B	199.10	89.29
(iv) Loans	5	2.72	6.12
(v) Other financial assets	6	2,392.22	125.36
Other current assets	7	92.18	161.88
Total Current assets		**6,285.66**	**3,813.93**
TOTAL ASSETS		**12,234.96**	**9,136.13**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	669.48	529.52
Other equity	12	6,887.15	2,745.94
Total Equity		**7,556.63**	**3,275.46**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	13	-	179.25
(ii) Lease liabilities	29	36.37	25.95
(iii) Other financial liabilities	15	311.63	608.02
Provisions	16	361.78	462.36
Total Non-current liabilities		**709.78**	**1,275.58**
Current Liabilities			
Financial liabilities			
(i) Borrowings	13	498.31	1,586.23
(ii) Lease liabilities	29	16.40	15.54
(iii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	14	26.15	37.69
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	340.66	250.98
(iv) Other financial liabilities	15	2,205.13	1,938.84
Other current liabilities	17	550.71	511.80
Provisions	16	322.05	234.87
Current tax liabilities (net)	26A	9.14	9.14
Total Current Liabilities		**3,968.55**	**4,585.09**
Total Liabilities		**4,678.33**	**5,860.67**
TOTAL EQUITY AND LIABILITIES		**12,234.96**	**9,136.13**

Significant accounting policies 2

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

K Sudhakar
Partner
Membership No: 214150
Place: Chennai
Date: May 20, 2024

Raghunandana Tangirala
Managing Director
DIN: 00628914
Place: Chennai
Date: May 20, 2024

Amitabh Jaipuria
Director
DIN: 01864871
Place: Chennai
Date: May 20, 2024

Radha Ramanujan
Chief Financial Officer

Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Standalone Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	18	14,171.16	13,085.42
Other income	19	286.53	285.51
Total Income		**14,457.69**	**13,370.93**
Expenses			
Employee benefits expenses	20	12,142.41	11,434.72
Finance costs	21	138.56	124.12
Depreciation and amortisation expense	22	156.59	151.50
Impairment losses	23	135.81	67.22
Fair value change in liabilities payable to promoters of acquired subsidiaries	24	48.86	21.43
Other expenses	25	1,436.26	1,193.40
Total Expenses		**14,058.49**	**12,992.39**
Profit before tax		**399.20**	**378.54**
Tax expenses:	26		
Current tax		37.77	25.90
Deferred tax		8.39	28.53
Total Tax expenses		**46.16**	**54.43**
Profit for the year		**353.04**	**324.11**
Other Comprehensive income:			
Items that will not to be reclassified to profit or loss			
Re-measurement gains on defined benefit obligations (net)		25.31	15.87
Income tax relating to items that will not be reclassified to profit or loss	26C	(6.37)	(3.99)
Other comprehensive income for the year, net of tax		**18.94**	**11.88**
Total comprehensive income for the year, net of tax		**371.98**	**335.99**
Earnings per share (EPS) (in ₹)			
- Basic	27	5.90	6.14
- Diluted	27	5.87	6.07

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

K Sudhakar
Partner
Membership No: 214150
Place: Chennai
Date: May 20, 2024

Raghunandana Tangirala
Managing Director
DIN: 00628914
Place: Chennai
Date: May 20, 2024

Amitabh Jaipuria
Director
DIN: 01864871
Place: Chennai
Date: May 20, 2024

Radha Ramanujan
Chief Financial Officer

Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Standalone Statement of Changes in Equity

for the year ended March 31, 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

(a) Equity share capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	Number of shares	Amount
Balance as on April 1, 2023	**5,29,52,467**	**529.52**
Add: Changes in equity share capital during the year	1,39,95,899	139.96
Balance as at March 31, 2024	**6,69,48,366**	**669.48**
Balance as on April 1, 2022	5,28,17,479	528.18
Add: Changes in equity share capital during the year	1,34,988	1.34
Balance as at March 31, 2023	**5,29,52,467**	**529.52**

(b) Other equity

Particulars	Retained Earnings	Capital redemption reserve	Securities premium	Employee Stock Options Reserve	Total
As at April 1, 2023	**2,075.16**	**20.75**	**601.95**	**48.08**	**2,745.94**
Profit for the year	353.04	-	-	-	353.04
Other comprehensive Income	18.94	-	-	-	18.94
Total comprehensive Income	**371.98**	**-**	**-**	**-**	**371.98**
Transactions with owners of the Company					
Contributions and distributions					
Employee stock options provided (refer Note 30)	-	-	-	58.27	58.27
Premium on issue of shares	-	-	3,866.67	-	3,866.67
Exercise of stock options	-	-	62.18	(36.37)	25.81
IPO expenses adjusted against securities premium (refer Note 38)	-	-	(181.52)	-	(181.52)
As at March 31, 2024	**2,447.14**	**20.75**	**4,349.28**	**69.98**	**6,887.15**
As at April 1, 2022	**1,739.17**	**20.75**	**559.43**	**36.36**	**2,355.71**
Profit for the year	324.11	-	-	-	324.11
Other comprehensive income for the year	11.88	-	-	-	11.88
Total comprehensive income for the year	**335.99**	**-**	**-**	**-**	**335.99**
Transactions with owners of the Company					
Contributions and distributions					
Premium on issue of shares for consideration other than cash	-	-	42.52	-	42.52
Employee stock options provided (refer Note 30)	-	-	-	11.72	11.72
As at March 31, 2023	**2,075.16**	**20.75**	**601.95**	**48.08**	**2,745.94**

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

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DIN: 01864871
Place: Chennai
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Radha Ramanujan
Chief Financial Officer

Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Standalone Statement of Cash Flows

as at March 31, 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flows from operating activities			
Profit before tax		399.20	378.54
Adjustments for:			
Depreciation and amortisation expense		156.59	151.50
Finance cost		138.56	124.12
Interest income		(117.31)	(47.00)
Fair value (gain) / loss in Liability payable to promoters of acquired subsidiary (net)		38.01	(124.35)
Net loss on fair value of derivative financial instruments		43.30	-
Impairment losses		135.81	67.22
Liabilities / Provisions no longer required written back		(37.22)	(57.48)
Profit on sale of Property, Plant and Equipment		(6.23)	(1.06)
Commission income		(2.76)	-
Employee stock option expenses		35.60	3.10
Dividend income		(103.86)	(30.21)
Unrealised exchange differences (net)		-	0.10
Operating cash flow before working capital changes		**679.69**	**464.48**
Movements in working capital :			
(Increase)/decrease in trade receivables and contracts assets		(420.37)	(499.00)
(Increase)/decrease in other financial assets		(9.24)	(55.94)
(Increase)/decrease in other assets		72.80	(60.98)
Increase/(decrease) in trade payables and other liabilities		110.09	59.71
Increase/ (decrease) in financial liabilities		82.86	286.75
Cash generated from operations		**515.83**	**195.02**
Income taxes paid, net		(186.70)	(29.92)
Net cash flow from operating activities	**A**	**329.13**	**165.10**
Cash flow from investing activities			
Purchase of property, plant and equipment including capital work-in-progress, capital creditors and capital advances		(254.43)	(148.32)
Proceeds from sale of property, plant and equipment		16.96	4.09
Payment towards purchase of non-current investments		(361.89)	(855.28)
Investments in fixed deposits		(2,563.27)	(2,943.96)
Investment in Bank balances other than cash and cash equivalents (net)		(167.75)	-
Redemption/Maturity of fixed deposits		342.55	2,945.47
Dividend received		103.86	30.21
Loans given		(159.47)	(107.02)
Proceeds from repayment of loans given		6.16	18.71
Interest received		56.46	41.46
Net cash flow used in investing activities	**B**	**(2,980.82)**	**(1,014.64)**

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Standalone Statement of Cash Flows

as at March 31, 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flow from financing activities			
Proceeds from issue of equity shares		6,400.00	-
Payment to selling shareholders		(2,400.00)	-
Payment towards IPO related expenses		(181.52)	-
Proceed from exercise of employee shares options		32.46	-
Proceeds of long-term borrowings		-	303.99
Repayment of long-term borrowings		(256.08)	(47.92)
Proceeds from short-term-borrowings		10,226.96	10,486.28
Repayment of short-term-borrowings		(11,229.36)	(9,560.04)
Payment of principal portion towards lease liabilities		(18.56)	(7.64)
Payment of interest towards lease liabilities		(4.52)	-
Repayment of finance cost		(139.67)	(106.13)
Net cash flow from financing activities	**C**	**2,429.71**	**1,068.54**
Net increase/(decrease) in cash and cash equivalents	**A+B+C**	**(221.98)**	**219.00**
Cash and cash equivalents at the beginning of the year		240.64	21.64
Cash and cash equivalents at the end of the year		18.66	240.64
Refer Note 13.8 for change in liabilities arising from financing activities			
Significant accounting policies	2		

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of Board of Directors
Updater Services Limited
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Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

1. Corporate information

The Standalone Financial Statements comprise financial statements of Updater Services Limited (formerly known as Updater Services Private Limited) ('the Company', 'UDS') for the year ended March 31, 2024. The Company is domiciled and incorporated as a public limited company in India under the provisions of the Companies Act, 2013 with its equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company's registered office is at First floor, 42, Gandhi Mandapam Road, Kotturpuram, Chennai 600 085. The Company is engaged in providing facility management services like integrated facility management services to various industries such as information technology enabled services, manufacturing, hospitality and other industries and catering services, which includes industrial catering, and services at food courts.

Facility management services includes housekeeping, janitorial, garden management, pest control, waste management, vendor management, cleaning and mail room services, mechanical and electrical services, water management, hygiene management, plumbing, energy/safety audit, design erection, installation, testing and commissioning and catering solutions.

The Company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on March 4, 2023 and consequently the name of the Company has changed to "Updater Services Limited" pursuant to a fresh certificate of incorporation by the Registrar of Companies on March 24, 2022.

The Standalone Financial Statements were approved for issue in accordance with a resolution of the Board of directors on May 20, 2024.

Details of the Company's material accounting policies are included in Note 2.2 to the Standalone financial statements.

2.1 Basis of preparation

A. Statement of compliance

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under section 133 of the Companies Act 2013 ("Act") and other relevant provisions of the Act and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statements.

B. Basis of measurement

The Standalone financial statements have been prepared on an accrual basis under the historical cost convention except for the following:

a) Certain financial assets and liabilities measured at fair value as explained in the accounting policies;

b) Net defined benefit (plan asset)/ liability measured at fair value of plan assets less the present value of the defined benefit obligation.

C. Functional and presentation currency

The Company's Standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded to nearest millions except when otherwise stated.

D. Use of judgements and estimates

In preparing these Standalone financial statements, management has made judgements and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

a) **Judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 35 – Determining the lease term of contracts with renewal and termination options – Company as Lessee
- Note 41 and Note 42 - Fair value measurement of financial instruments

Updater Services Limited | Annual Report 2023-24

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

b) **Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Notes 2.2(g) and 18: revenue recognition: estimate of expected price concessions;
- Note 2.2(k) and Note 28: measurement of defined benefit obligations: key actuarial assumptions;
- Note 2.2(i) and Note 26E: recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;
- Note 2.2(e): impairment test of intangible assets and investment in subsidiaries: key assumptions underlying recoverable amounts
- Notes 32: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 35 – Impairment of financial assets
- Note 30 - determination of fair value of employee stock option

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer. The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest. The principle or the most advantageous market must be accessible by the Company.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Involvement of external valuers is decided upon annually by the Company. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. Other fair value related disclosures are given in the relevant notes.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. Also refer Note 36.

F. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2 Material accounting policies

a. Foreign currencies Transactions and Balances

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Updater Services Limited | Annual Report 2023-24

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

b. Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

The cost of property, plant and equipment not ready for intended use before such date is disclosed under capital work-in- progress.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment and depreciated separately based on their specific useful lives.

All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure, are charged to the statement of profit and loss for the period during which such expenses are incurred when recognition criteria are not met.

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

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2017 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

Depreciation

The Company, based on technical assessment made by experts and management estimates, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013 based on the pattern of consumption of such assets and having regard to the nature of assets in this industry. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation is calculated on a straight line basis that closely reflects the expected pattern of consumption of future economic benefits embodied in the respective assets over the estimated useful lives of the assets.

Asset Classification	Estimated Useful Life (Years)	Schedule II Life (years)
Plant and machinery	5 to 15	15
Furniture and fittings	10	10
Office equipment	5	5
Vehicles	8	8
Computer and accessories	3	5
Building	60	30
Leasehold improvements#	1-5 years	NA

Leasehold Improvements are depreciated over the leasehold period or useful life estimated by management whichever is lesser.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on additions/(disposals) is provided on a pro-rata basis i.e. from/ (upto) the date on which asset is ready for use/ (disposed off).

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

The Company has charged depreciation on property, plant & equipment (PPE) based on Written Down Value ("WDV") method upto December 31, 2023. With effect from January 1, 2024, the Company has changed its method of depreciation from WDV to Straight Line Method ("SLM") based upon the technical assessment of expected pattern of consumption of the future economic benefits embodied in the assets.

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Expenditure on research activities is recognised in profit or 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 profit or loss as incurred.

Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost of the asset can be measured reliably. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The Company has elected to continue with the carrying value of intangible assets recognised as of April 1, 2017 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

Asset Classification	Useful Life (Years)	Amortisation method	Internally generated or acquired
Software	3 to 10 years	Amortised on a straight-line basis over the life	Acquired

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

d. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that a non-financial asset (other than inventories, contract assets and deferred tax assets) may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the services, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses including impairment on inventories, are recognised in the statement of profit and loss. After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment for assets excluding goodwill is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation / amortisation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

e. Revenue from contracts with customers

The Company derives revenue primarily from Integrated Facility Management services ('IFM'). Revenues from contracts with customers are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable.

Revenue from contracts with customers is recognised when control of the goods or services ("performance obligations") are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the Transaction price of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks. Revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The contract with customers for IFM services generally contains a single performance obligation. The Company's contracts may include variable consideration including discounts and penalties which are reduced from revenues and recognised based on an estimate of the expected pay out relating to these considerations (expected price concessions). Revenue is adjusted for expected price concessions based on the management estimates.

Goods and Service Tax (GST) is not received by the Company or Company on its own account. Rather, it is the tax collected on value added on the services and commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

If contractual unconditional right to consideration is dependent on completion of contractual obligations including right to receive the reimbursement of gratuity cost from the customers, then such assets are classified as contract assets.

The specific recognition criteria described below must also be met before revenue is recognised.

Income from facility management services

Revenues from facility management service contracts are recognised over a period of time in accordance with the requirements of Ind-AS 115, "Revenue from Contracts with Customers" as and when the Company satisfies performance obligations by rendering the promised services to its customers, and are net of discounts. The performance obligations in the contracts are fulfilled based on customer acceptances for delivery of work/ attendance of resources, where applicable, or as per terms of arrangements entered with the customers.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company renders services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Upon completion of the service period and acceptance by the customer (generally by confirming the attendance records), the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section "Financial instruments – initial recognition and subsequent measurement". Refer section (i)

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

f. Recognition of dividend income and interest income

Dividend income on investments is recognised when the unconditional right to receive dividend is established. Interest income is recognised using the effective interest rate method.

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

g. Investment in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and written down immediately to its recoverable amount.

h. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) are recognised initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that

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are attributable to the acquisition of the financial asset. A trade receivable without a significant financing component is initially measured at the transaction price.

Effective interest method

The effective interest method (EIR) is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial assets at amortised cost

A 'Financial asset' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 10 (Trade Receivables).

Financial asset at FVTOCI

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst FVTOCI debt instrument is reported as interest income using the EIR method. The Company does not have any debt instrument at FVTOCI.

Financial asset at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss. Contingent consideration classified as financial liability recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. The Company does not have any debt instrument at FVTPL.

Financial assets – Business model assessment

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

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

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

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

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

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

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

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

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Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's Standalone balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company performs impairment testing of its investment in subsidiaries when any impairment indicator exists, based on internal or external sources of information. The recoverable amount of the investment in subsidiary, which is based on the higher of the value in use or fair value less costs to sell has been derived using a discounted cash flow model. These models use several key assumptions, concerning estimates of future cash flow forecasts, near and long-term growth rate and the discount rate.

The Company applies expected credit loss model for recognising impairment loss on financial assets measured at amortised cost. The Company measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss (ECL). The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix under simplified approach. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Provision for ECL is recognised for financial assets measured at amortised cost and fair value through other comprehensive income. It is the Company's policy to measure ECLs on financial assets on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as expenses in the statement of profit and loss (P&L). This amount is reflected under the head 'Impairment losses on financial instrument and contract assets' in the P&L.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. Financial assets that

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are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, borrowings including bank overdrafts, redemption liability and financial guarantee contracts.

Subsequent measurement

All financial liabilities except derivatives are subsequently measured at amortised cost using the effective interest rate method or at Fair Value through profit and loss.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

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.

Derivative Financial Instruments

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met. Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are held at cost.

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Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged, and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(1) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the Effective portion of cash flow hedges, while any ineffective portion is recognised immediately in the statement of profit and loss. The Effective portion of cash flow hedges is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

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The Company designates only the spot element of a forward contract as a hedging instrument. The forward element is recognised in OCI.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

Hedges of a net investment

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as OCI while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is reclassified to the statement of profit and loss (as a reclassification adjustment).

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

i. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

i. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Asset Classification	Estimated Useful Life (Years)
Building	2 – 7

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (f) Impairment of non- financial assets.

ii. Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

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The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. (Refer Note 41)

iii. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of Buildings and Machinery and Equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

j. Retirement and other employee benefits

a. Short-term employment benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

b. Compensated absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as non-current employee benefit for measurement purposes. Such non-current compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred.

c. Termination benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted. The liabilities are presented as provision for employee benefits in the balance sheet.

d. Post-employment obligations

The Company operates the following post-employment schemes:

i. Gratuity obligations

Gratuity liability under the Payment of Gratuity Act, 1972 is a defined benefit obligation. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company provides the gratuity benefit through annual contribution to a fund managed by the Life Insurance Corporation of India (LIC). Under this scheme the settlement obligation remains with the Company although the LIC administers the scheme and determines the contribution premium required to be paid by the Company. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method.

In addition to the above, the Company recognises its liability in respect of gratuity for employees (where customer reimburses gratuity) and its right of reimbursement as an asset. Employee benefits expense in respect of gratuity to employees and reimbursement right is presented in accordance with Ind AS – 19.

Remeasurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurement is not reclassified to profit or loss in subsequent periods.

Past service cost is recognised in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs and
- Net interest expense or income.

ii. Retirement benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

k. Taxes Current tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current income tax

assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income. The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Current tax assets and 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.

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Deferred tax

Deferred tax is recognised using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future and at the time of the transaction, it does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction, it does not give rise to equal taxable and deductible temporary differences. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets shall be recognised to the extent that, and only to the extent that, it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

Deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as a deferred tax asset. The Company reviews the “MAT credit

entitlement” asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. 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 relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

l. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed or is deducted in the related expense. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

The Company has opted for the Pradhan Mantri Rojgar Protsahan Yojana (PMRPY) scheme. The PMRPY Scheme aims to incentivise employers for employment generation by the Government paying the full employers’ EPS contribution of 12%, for the new employees, for the first three years of their employment and is proposed to be made applicable for unemployed persons that are semi-skilled and unskilled.

m. Segment reporting

Segments are identified based on the manner in which the Chief Operating Decision Maker (‘CODM’) decides about resource allocation and reviews performance. Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. The Managing Director of the Company has been identified as being the chief operating decision maker (CODM), he evaluates the Company’s performance, allocate resources based on the analysis of the various performance indicator of the Company. There is only one reportable operating segment, viz, Facility management services.

n. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss before OCI 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.

o. Dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

p. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

When the Company expects some or all of its provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

The amount recognised as a provision is the best estimate of the consideration required to settle present obligation at the end of reporting period, taking into account the risk and uncertainty surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of receivable can be measured reliably.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

q. Onerous contract

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

r. Contingent liabilities and Contingent Assets

Contingent liability is disclosed for,

(i) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or

(ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

Contingent asset is not recognised in Standalone financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised. Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

s. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, balance with banks and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above. Bank overdrafts are shown under the head "Borrowings" in financial liabilities in the Balance Sheet.

t. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

u. Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. Further details are given in Note 36.

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

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share

v. Share capital

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

2.1 Standards issued but not yet 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. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

3 Property, Plant and Equipment

(See accounting policy in Note 2.2 (b))

Particulars	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Leasehold improvements	Total
Cost								
Balance as at April 1, 2022	**17.76**	**188.24**	**10.37**	**167.98**	**7.59**	**21.12**	**1.00**	**414.06**
Additions	-	95.55	-	132.69	0.57	11.67	-	240.48
Disposals	-	(32.74)	(2.38)	(1.39)	(0.78)	(5.34)	-	(42.63)
Balance at March 31, 2023	**17.76**	**251.05**	**7.99**	**299.28**	**7.38**	**27.45**	**1.00**	**611.91**
Additions	-	80.35	13.20	24.45	7.12	12.40	7.71	145.23
Disposals	(17.76)	(8.03)	-	(2.15)	-	-	-	(27.94)
Balance at March 31, 2024	**-**	**323.37**	**21.19**	**321.58**	**14.50**	**39.85**	**8.71**	**729.20**
Accumulated depreciation								
Balance as at April 1, 2022	**6.47**	**130.22**	**5.87**	**22.00**	**6.64**	**13.21**	**0.81**	**185.22**
Depreciation	1.07	49.45	1.41	73.61	0.67	8.01	0.11	134.33
Disposals	-	(30.46)	(2.25)	(1.23)	(0.74)	(4.92)	-	(39.60)
Balance at March 31, 2023	**7.54**	**149.21**	**5.03**	**94.38**	**6.57**	**16.30**	**0.92**	**279.95**
Depreciation	0.28	49.56	2.45	57.42	2.61	9.36	2.86	124.54
Disposals	(7.82)	(7.55)	-	(1.84)	-	-	-	(17.21)
Balance at March 31, 2024	**-**	**191.22**	**7.48**	**149.96**	**9.18**	**25.66**	**3.78**	**387.28**
Carrying amounts								
As at March 31, 2023	10.22	101.84	2.96	204.90	0.81	11.15	0.08	331.96
As at March 31, 2024	**-**	**132.15**	**13.71**	**171.62**	**5.32**	**14.19**	**4.93**	**341.92**

Notes:

(i) Cash Credit, Working Capital Demand Loan and Short-term revolving loans are secured by a first pari-passu charge on certain moveable assets of the Company. Term loans are secured by a charge on certain movable Property, Plant and Equipment of the Company and second charge on current assets of the Company (refer Note 13)

(ii) The Depreciation on Property, plant and equipment was charged based on Written Down Value ("WDV") method upto December 31, 2023. With effect from January 1, 2024, the depreciation method is changed to Straight Line Method (SLM) based upon the technical assessment of expected pattern of consumption of the future economic benefits embodied in the assets. Hence the carrying value of the assets as on December 31, 2023 has been depreciated as per SLM over the remaining useful lives of the assets. Due to this change in accounting estimate, the depreciation expense is lower and the profit before tax is higher by ₹14.96 million for the quarter and year ended March 31, 2024.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

The impact, on account of this change in method of depreciation, on the future periods is given below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2027	Later years
(Decrease) / Increase in Depreciation expense	(14.96)	(48.41)	(6.89)	13.06	57.20

3A Capital work-in-progress (CWIP)

Particulars	March 31, 2024	March 31, 2023
Balance as at the beginning of the year	-	18.47
Additions	94.52	-
Less: capitalised during the year	-	(18.47)
Balance as at the end of the year	**94.52**	**-**

CWIP Ageing schedule as at March 31, 2024

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	94.52	-	-	-	94.52
Projects temporarily suspended	-	-	-	-	-

Notes:

(i) There was no CWIP as at March 31, 2023.

(ii) The Company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable.

3B Other Intangible assets

(See accounting policy in Note 2.2(c))

Particulars	Computer software	Total
Cost		
Balance as at April 1, 2022	**3.58**	**3.58**
Additions	-	-
Disposals	-	-
Balance at March 31, 2023	**3.58**	**3.58**
Additions	-	-
Disposals	-	-
Balance at March 31, 2024	**3.58**	**3.58**
Accumulated amortisation		
Balance at April 1, 2022	**3.44**	**3.44**
Amortisation	0.08	0.08
Disposals	-	-
Balance at March 31, 2023	**3.52**	**3.52**
Amortisation	0.06	0.06
Disposals	-	-
Balance at March 31, 2024	**3.58**	**3.58**
Carrying amounts		
Balance at March 31, 2023	**0.06**	**0.06**
Balance at March 31, 2024	**-**	**-**

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

4 Investments

(See accounting policy in Note 2.2(h))

		As at March 31, 2024	As at March 31, 2023
A	**Non-current investments**		
	Investments in equity instruments measured at cost		
	Unquoted		
	Athena BPO Private Limited	1,437.74	1,437.74
	57,584 (March 31, 2023: 57,584) equity shares of ₹ 100 each fully paid up		
	Denave India Private Limited	1,607.07	1,397.45
	11,304,744 (March 31, 2023: 9,666,329) equity shares of ₹ 10 each fully paid up		
	Matrix Business Services India Private Limited	488.02	488.02
	383,710 (March 31, 2023: 383,710) Equity Shares of ₹ 10 each, fully paid up		
	Washroom Hygiene Concept Private Limited	188.08	188.06
	97,148 (March 31, 2023: 97,148) Equity Shares of ₹ 10 each, fully paid up		
	Fusion Foods and Catering Private Limited	142.50	142.50
	17,401 (March 31, 2023: 17,401) equity shares of ₹ 10 each fully paid up		
	Avon Solutions and Logistics Private Limited	68.64	68.64
	18,883 (March 31, 2023: 18,883) equity shares of ₹ 100 each fully paid up		
	Stanworth Management Private Limited	26.57	26.57
	1,732,000 (March 31, 2023: 1,732,000) equity shares of ₹ 10 each fully paid up		
	Global Flight Handling Services Private Limited	33.85	31.20
	8,325 (March 31, 2023: 8,325) equity shares of ₹ 10 each fully paid up		
	Tangy Supplies & Solutions Private Limited	1.00	1.00
	99,999 (March 31, 2023: 99,999) equity shares of ₹ 10 each fully paid up		
	Wynwy Technologies Private Limited	1.00	1.00
	99,999 (March 31, 2023: 99,999) equity shares of ₹ 10 each fully paid up		
	Less: Impairment of Investment	(1.00)	-
	Integrated Technical Staffing and Solutions Private Limited	0.10	0.10
	9,999 (March 31, 2023: 9,999) equity shares of ₹ 10 each fully paid up		
	Updater Services (UDS) Foundation	0.10	0.10
	9,999 (March 31, 2023: 9,999) equity shares of ₹ 10 each fully paid up		
	Total	**3,993.67**	**3,782.38**
	Aggregate book value of quoted investments	-	-
	Aggregate market value of quoted investments	-	-
	Aggregate value of unquoted investments	3,994.67	3,782.38
	Aggregate amount of impairment in value of investments	(1.00)	-
		3,993.67	**3,782.38**

Notes:

a) Athena BPO Private Limited - During the year ended March 31, 2023, the Company had acquired 57% equity ownership in Athena BPO Private Limited ("Athena") at an investment of ₹ 1,437.74 Million as equity share capital. Athena is in the business of providing business process outsourcing (BPO) services to Banking, Financial Services and Insurance companies. Investment recorded during the year ended March 31, 2023 included an amount of ₹ 586.74 million on account of obligation to purchase future shares, recognised pursuant to Shareholder's Agreement between the Company and the erstwhile promoters of Athena. The obligation has been remeasured and the corresponding fair value change has been accounted in the Statement of profit and loss. (Refer Note 15 and Note 24).

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

b) Denave India Private Limited - During the year ended March 31, 2022, the Company had acquired 52% equity ownership in Denave India Private Limited ("Denave") at an investment of ₹ 629.96 million as equity share capital. Denave is primarily engaged in the business of providing sales enablement & other support and staffing services to various industries. Investment recorded during the previous year ended March 31, 2022 includes an amount of ₹ 123.20 million of put option liability on account of option to purchase additional shares in future pursuant to Shareholder's Agreement between the Company and the erstwhile promoters of Denave.

As at March 31, 2023, the Company had an obligation to buy additional 24% stake in Denave for Tranche II as per the terms of the share purchase agreement and addendums thereto entered with promoters of Denave, and the Company had recorded additional investment of ₹ 644.30 million during the year ended March 31, 2023 towards Tranche II.

During the year ended March 31, 2024, the Company has de-recognised investment towards investment recorded for Tranche II consideration pursuant to buy-back of shares in Denave and investment by another subsidiary company, viz, Matrix Business Services India Private Limited ("Matrix') of ₹ 171.30 million and ₹ 250.00 million respectively. As at March 31, 2024, the Company has an obligation to buy the remaining stake in Denave (such shares will be acquired subsequent to balance sheet date) as per the terms of the share purchase agreement entered with promoters of Denave. Accordingly, the Company has recorded additional investment of ₹ 630.91 million during the year ended March 31, 2024 towards Third and Final tranche.

The derivative option has been remeasured and the corresponding fair value change by way of charge / (credit) of ₹ 43.30 million [March 31, 2023: (145.78 million)] has been recorded in the Statement of Profit and loss during the respective years (also refer Note 6, Note 19 and Note 25).

c) Matrix Business Services India Private Limited ("Matrix") - During the year ended March 31, 2020, the Company had acquired 75% equity ownership in Matrix by investing a total of ₹ 391.50 Million as equity share capital. Matrix is primarily engaged in the business of providing assurance services, claims processing, including employee background verifications checks and product and process audits inter alia of warehouses, depots, distributors and distribution centres, retail points and outlets and franchisees. Investment recorded during the previous years included ₹ 96.52 Million on account of obligation to purchase future share, recognised pursuant to Shareholder's Agreement between the Company and the erstwhile promoters of Matrix. During the year ended March 31, 2022 the Company had acquired 12.5% Equity ownership in Matrix, out of total obligation of future purchase of shares.

During the year ended March 31, 2023, the Company had entered into an addendum agreement with erstwhile promoters for acquisition of remaining equity shares of Tranche III -52,276 equity shares, wherein the erstwhile promoters had participated in the buy-back offer extended by Matrix vide letter dated September 19, 2022 for 34,500 equity shares. Further, the Company had acquired 8,888 equity shares of Matrix by paying a consideration of ₹ 43.87 million and for balance equity shares, the Company had allotted 134,988 equity shares of Updater Services Limited for consideration other than cash to the erstwhile promoters of Matrix aggregating to ₹ 43.87 million by way of preferential allotment in lieu of acquisition of the balance 8,888 equity shares of Matrix.

d) Global Flight Services Private Limited (""GFHSPL""): GFHSPL is engaged in the business of Flight Handling, Ground Handling and Facility Management Services including House Keeping, Manpower Recruitment, Security and Maintenance services for Airlines, Business and Industrial Undertakings. As at March 31, 2022, the Company had investments in 7,000 shares of GFHSPL aggregating to ₹ 1.19 million (70.00% stake). During the year ended March 31, 2023, the Company had entered into an agreement with the erstwhile promoters of GFHSL to acquire further 1,325 Shares (13.25% stake) in Global Flight Handling Services Private Limited for ₹ 29.81 million. As per the agreement, the Company has an obligation to acquire additional 875 shares which are subject to achievement of performance conditions specified in the agreement for FY 2025-26.

The Company had accounted an investment of ₹ 2.65 million during the year ended March 31, 2024 (March 31, 2023: ₹ 0.20 million) pursuant to corporate guarantee of ₹ 265.00 million given by the Company to the bankers on behalf of GFHSPL. Also refer note 32.

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(All amounts are in million of Indian Rupees unless otherwise stated)

e) The Company has been performing an impairment assessment of investments made and loans given to Wynwy Technologies Private Limited ('Wynwy'), triggered due to Wynwy's continuing losses incurred and negative net worth during the current and earlier years. Consequent to the same, a provision for impairment towards carrying value of investments and loans of ₹ 224.65 million (March 31, 2023: ₹ 158.45 million) has been recorded in the standalone financial statements. Also refer Note 5 and Note 23.

Information about the Company's exposure to credit risk and market risk are disclosed in Note 35.

Refer Note 33 for balances with related parties.

5 Loans

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Loans to related parties				
- unsecured and considered good	230.56	109.24	-	2.50
- credit impaired	223.65	158.45	-	-
	454.21	**267.69**	**-**	**2.50**
Less: Loss allowance (refer note (v) below)	(223.65)	(158.45)	-	-
	230.56	**109.24**	**-**	**2.50**
Loans to employees				
- unsecured and considered good	-	-	2.72	3.62
- credit impaired	-	-	4.71	3.41
	-	**-**	**7.43**	**7.03**
Less: Loss allowance	-	-	(4.71)	(3.41)
	-	**-**	**2.72**	**3.62**
	230.56	**109.24**	**2.72**	**6.12**

Notes:

i) Refer Note 33 for balance recoverable from related parties

ii) The Company has not given any loans or advances to directors or KMPs.

iii) Information about the Company's exposure to credit risk and market risk are disclosed in Note 35.

iv) The Company has provided loan to its subsidiaries, viz, Wynwy Technologies Private Limited ('Wynwy') and Global Flight Handling Services Private Limited carrying interest of 9.50% pa (March 31, 2023: 9.50% p.a.). As per the terms of agreement and addendums thereto, the schedule of repayment of loan commences from FY 2024-25.

v) Refer note 4(e) in relation to impairment of loans.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

vi) Disclosure as per Schedule V of Regulation 34 of the listing regulations - Loans

Name of the Company	As at March 31, 2024	Maximum outstanding during the year 2023-24	As at March 31, 2023	Maximum outstanding during the year 2022-23
Wynwy Technologies Private Limited	223.65	223.65	158.45	158.45
Global Flight Handling Services Private Limited	230.56	230.56	109.24	111.26
Stanworth Management Private Limited	-	2.56	2.50	2.52

vii) Disclosure under Section 186(4) of the Companies Act, 2013

Below are the loans* given by the Company to its subsidiaries:

Name of the Company	Rate of Interest	Secured/ unsecured	As at March 31, 2024	As at March 31, 2023
Wynwy Technologies Private Limited	9.50%	Unsecured	223.65	158.45
Global Flight Handling Services Private Limited	9.50%	Unsecured	230.56	109.24
Stanworth Management Private Limited	9.50%	Unsecured	-	2.50
Total			**454.21**	**270.19**

viii) As per the terms of repayment schedule of loans* provided to Wynwy Technologies Private Limited and Global Flight Handling Services Private Limited, the principal outstanding as at March 31, 2024 is repayable over 4 financial years commencing from FY 2024-25. The terms of payment of interest accrued as at December 31, 2023 is not stipulated. Disclosure under Schedule III in set out below:

Type of borrower	As at March 31, 2024		As at March 31, 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	0.00%	-	0.00%
Directors	-	0.00%	-	0.00%
KMPs	-	0.00%	-	0.00%
Related parties (before impairment)	454.21	100.00%	270.19	100.00%

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Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

6 Other financial assets

(See accounting policy in Note 2.2(h))

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good, unless otherwise stated				
Security deposits				
- considered good	59.10	17.02	16.97	36.09
- credit impaired	6.42	-	4.89	14.76
	65.52	**17.02**	**21.86**	**50.85**
Less: Loss allowance	(6.42)	-	(4.89)	(14.76)
	59.10	**17.02**	**16.97**	**36.09**
Rental deposits				
- considered good	27.61	13.34	30.65	35.57
- credit impaired	5.23	3.08	-	-
	32.84	**16.42**	**30.65**	**35.57**
Less: Loss allowance	(5.23)	(3.08)	-	-
	27.61	**13.34**	**30.65**	**35.57**
Retention deposits				
- considered good	-	0.20	-	-
- credit impaired	0.53	0.60	-	-
	0.53	**0.80**	**-**	**-**
Less: Loss allowance	(0.53)	(0.60)	-	-
	-	**0.20**	**-**	**-**
Advances recoverable in cash				
- considered good	-	-	-	0.93
- credit impaired	-	-	0.53	0.31
	-	**-**	**0.53**	**1.24**
Less: Loss allowance	-	-	(0.53)	(0.31)
	-	**-**	**-**	**0.93**
Bank balances other than cash and cash equivalents				
- Margin money deposits with banks	8.43	30.12	76.49	-
- in long term deposits with original maturity more than 12 months#	-	-	2,236.83	-
	8.43	**30.12**	**2,313.32**	**-**
Interest accrued and not due on bank deposits	-	-	-	0.86
Other receivables (also refer Note 33)	-	-	31.28	8.61
At Fair Value Through Profit or Loss (FVTPL):				
Call/Put Option asset (Refer Note 4(a), 4(b))	-	-	-	43.30
Total	**95.14**	**60.68**	**2,392.22**	**125.36**

Notes:

i) Information about the Company's exposure to credit risk and market risk are disclosed in Note 35.

ii) Fixed deposits under lien with various banks in respect of guarantees issued to third parties include ₹ 84.92 million as at March 31, 2024 (March 31, 2023 ₹ 30.12 million)

iii) The balance of bank deposits mentioned above includes an amount of ₹ 2,236.83 million as at March 31, 2024, (March, 2023: Nil) held with various banks representing unutilised IPO proceeds. Also refer Note 38.

iv) Refer Note 33 for balances outstanding with related parties.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

7 Other assets

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Balance with government authorities				
- considered good	6.79	5.61	4.58	31.21
- credit impaired	-	-	-	4.16
	6.79	**5.61**	**4.58**	**35.37**
Less: Provision for doubtful receivables	-	-	-	(4.16)
	6.79	**5.61**	**4.58**	**31.21**
Capital advance				
- considered good	32.18	16.10	-	-
- credit impaired	0.06	0.06	-	-
	32.24	**16.16**	**-**	**-**
Less: Provision for doubtful advances	(0.06)	(0.06)	-	-
	32.18	**16.10**	**-**	**-**
Advances to suppliers				
- considered good	-	-	22.57	17.52
- credit impaired	-	-	-	14.38
	-	**-**	**22.57**	**31.90**
Less: Provision for doubtful advances	-	-	-	(14.38)
	-	**-**	**22.57**	**17.52**
Advance to employees				
- considered good	-	-	11.04	17.04
- credit impaired	-	-	6.21	2.01
	-	**-**	**17.25**	**19.05**
Less: Provision for doubtful advances	-	-	(6.21)	(2.01)
	-	**-**	**11.04**	**17.04**
Prepaid expenses	0.73	-	53.99	36.19
Share issue expenses receivable*	-	-	-	59.92
	39.70	**21.71**	**92.18**	**161.88**

*During the year ended March 31, 2023, the Company had incurred share issue expenses in connection with proposed public issue of equity shares amounting to ₹ 59.92 million. In accordance with the Companies Act, 2013 ("the Act") and the terms of the offer agreement entered between the Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to respective shares offered for the sale. Subsequently, the Company has recovered the expenses incurred in connection with the issue, on completion of Initial Public Offer (IPO). Also refer Note 38.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

8 Contract assets

(See accounting policy in Note 2.2(d) and Note 2.2(e))

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Reimbursement right of gratuity#				
- considered good	224.22	219.93	232.89	156.12
- credit impaired	-	-	45.20	22.96
	224.22	**219.93**	**278.09**	**179.08**
Less: Provision for expected credit loss	-	-	(45.20)	(22.96)
	224.22	**219.93**	**232.89**	**156.12**
Unbilled revenue*	-	-	222.54	162.04
	-	**-**	**222.54**	**162.04**
Total	**224.22**	**219.93**	**455.43**	**318.16**

*Classified as contract assets as there is no unconditional right to consideration and it is dependent on completion of contractual obligations. These are considered good.

#The Company has recognised gratuity liability and reimbursement right in respect of employees where there is contractual right to receive reimbursement from customers, pursuant to paragraph 116 of Ind AS - 19. Also refer Note 28.

Movement of Contract assets

Particulars	March 31, 2024	March 31, 2023
Opening balance	561.05	513.19
Add: Addition during the year	240.96	260.19
Less: Billed during the year	-77.16	-212.33
Closing balance	**724.85**	**561.05**
Movement in loss allowance of contract assets		
Opening balance	22.96	11.32
Provision / (reversal) of impairment loss on financial assets (refer Note 23)	22.24	11.64
Closing balance	**45.20**	**22.96**

9 Trade Receivables

(See accounting policy in Note 2.2(h))

Particulars	As at March 31, 2024	As at March 31, 2023
A. Trade receivables		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	2,221.23	2,100.59
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	83.50	65.85
	2,304.73	2,166.44
Less: Loss allowance	(83.50)	(65.85)
Net Trade Receivables (A)	**2,221.23**	**2,100.59**
B. Unbilled Trade receivables		
Unbilled Trade receivables#	904.12	771.89
Total Unbilled Trade receivables (B)	**904.12**	**771.89**
Total Trade receivables (A + B)	**3,125.35**	**2,872.48**
Movement in loss allowance of Trade receivables		
Opening balance	65.85	115.45
Provision / (reversal) of impairment loss on financial assets (refer Note 19 and 23)	17.65	(49.60)
Closing balance	**83.50**	**65.85**

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Movement of Unbilled Trade receivables		
Opening balance	771.89	620.14
Add: Addition during the year	904.12	730.71
Less: Billed during the year	(771.89)	(578.96)
Closing balance	**904.12**	**771.89**

Classified as unbilled Trade receivables as the right to consideration is unconditional upon passage of time. These are considered good.

Notes:

(i) No trade or other receivables are due from Directors or other officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days based on the type of the customer. For balances, terms and conditions relating to related parties, refer Note 33.

(ii) Information about the Company's exposure to credit risk and market risk are disclosed in Note 35.

(iii) **Trade Receivable ageing as on March 31, 2024**

Particulars	Unbilled	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	904.12	1,296.85	787.91	86.88	64.35	4.94	4.52	3,149.57
(ii) Undisputed Trade Receivables - credit impaired	-	-	2.07	4.92	9.08	11.38	10.07	37.52
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - credit impaired	-	-	-	1.73	2.74	3.08	14.21	21.76
	904.12	**1,296.85**	**789.98**	**93.53**	**76.17**	**19.40**	**28.80**	**3,208.85**

Trade Receivable ageing as on March 31, 2023

Particulars	Unbilled	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	771.89	1,229.06	803.14	52.29	17.43	0.71	0.12	2,874.64
(ii) Undisputed Trade Receivables - credit impaired	-	-	6.24	6.53	13.71	13.94	4.67	45.09
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - credit impaired	-	-	1.50	-	2.96	0.77	13.37	18.60
	771.89	**1,229.06**	**810.88**	**58.82**	**34.10**	**15.42**	**18.16**	**2,938.33**

10A Cash and cash equivalents

(See accounting policy in Note 2.2(s))

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
- in current accounts	18.66	240.64
	18.66	**240.64**

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

10B Bank Balances other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Bank deposits (with original maturity of more than 3 months but less than 12 months) (Refer note (iv) below)	11.63	-
Earmarked balances with banks and balances held with banks to extent held as margin money (refer note(i) to (iii) below*	187.47	89.29
Total Bank Balances other than cash and cash equivalents	**199.10**	**89.29**

Notes:

(i) Fixed deposits under lien with various banks in respect of guarantees issued to third parties include ₹ 16.77 million as at March 31, 2024 (March 31, 2023: ₹ 86.34 million)

(ii) Balance includes an amount of ₹ 170.63 million as at March 31, 2024, (March, 2023: Nil) held with ICICI Bank (Monitoring Agency account and IPO Public issue account) as the IPO Public Issue Account.

(iii) Earmarked balances representing advances received from Government for a specified project of ₹ 0.07 million as at March 31, 2024 (March, 2023: ₹ 2.95 million). Such advances received are utilised only for the said project.

(iv) The balance of bank deposits mentioned above includes an amount of ₹ 10.10 million as at March 31, 2024, (March, 2023: Nil) held with various banks representing unutilised IPO proceeds.

11 Equity share capital

(See accounting policy in Note 2.2 (v))

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised		
75,000,000 (March 31, 2023: 75,000,000) equity shares of ₹ 10 each	750.00	750.00
Issued, subscribed and paid up		
66,948,366 (March 31, 2023: 52,952,467) equity shares of ₹ 10 each fully paid up	669.48	529.52

Note: Pursuant to the resolution passed on Extraordinary General Meeting dated March 4, 2023, the authorised share capital of the Company had increased from ₹ 530 million to ₹ 750 million.

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

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
At the beginning of the year	5,29,52,467	529.52	5,28,17,479	528.17
Add: Shares issued during the year	1,39,95,899	139.96	1,34,988	1.35
Outstanding at the end of the year	**6,69,48,366**	**669.48**	**5,29,52,467**	**529.52**

(b) Terms / rights attached to equity shares:

The Company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. The Company declares dividend in Indian Rupees.

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

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

c) For the period of five years immediately preceding the date at which the Balance Sheet is prepared:

(i) During the year ended March 31, 2023, 134,988 equity shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash.

(ii) The Company has not issued any bonus shares.

(ii) The Company has not bought-back any equity shares.

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

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 10 each fully paid				
Mr. Raghunandana Tangirala	1,58,49,179	23.67%	1,55,87,702	29.44%
Ms. Shanthi Tangirala	1,62,37,705	24.25%	1,62,37,705	30.66%
Tangi Facility Solutions Private Limited	71,73,440	10.71%	1,11,73,440	21.10%
India Business Excellence Fund – II	*	*	28,89,161	5.46%
India Business Excellence Fund – IIA	*	*	61,39,468	11.59%

*not disclosed as shareholding is less than 5%.

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

(e) Shares reserved for issue under options:

For details of shares reserved for issue under the Share based payment plan of the Company, please refer Note 30.

(f) Promoter's shareholding details:

Particulars	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	% of Total Shares	% change during the year
As at March 31, 2024					
Mr. Raghunandana Tangirala	1,55,87,702	2,61,477	1,58,49,179	23.67%	(5.77%)
Ms. Shanthi Tangirala	1,62,37,705	-	1,62,37,705	24.25%	(6.41%)
Tangi Facility Solutions Private Limited	1,11,73,440	(40,00,000)	71,73,440	10.71%	(10.39%)
As at March 31, 2023					
Mr. Raghunandana Tangirala	1,63,77,702	(7,90,000)	1,55,87,702	29.44%	(1.57%)
Ms. Shanthi Tangirala	1,62,37,705	-	1,62,37,705	30.66%	(0.08%)
Tangi Facility Solutions Private Limited	1,11,73,440	-	1,11,73,440	21.10%	(0.05%)

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

12 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Securities premium	4,349.28	601.95
Capital redemption reserve	20.75	20.75
Share options outstanding account	69.98	48.08
Retained earnings	2,447.14	2,075.16
Total Other equity	**6,887.15**	**2,745.94**

(a) Securities premium

Particulars	March 31, 2024	March 31, 2023
Opening balance	**601.95**	**559.43**
Premium on issue of shares	3,866.67	42.52
IPO expense adjusted against the securities premium (Refer note 38)	(181.52)	-
Exercise of stock options	62.18	-
Closing balance	**4349.28**	**601.95**

(b) Capital Redemption Reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	**20.75**	**20.75**
Changes during the year	-	-
Closing balance	**20.75**	**20.75**

(c) Share options outstanding account

Particulars	March 31, 2024	March 31, 2023
Opening balance	**48.08**	**36.36**
Employee stock options provided	58.27	11.72
Exercise of stock options	(36.37)	-
Closing balance	**69.98**	**48.08**

(d) Retained earnings

Particulars	March 31, 2024	March 31, 2023
Opening balance	**2,075.16**	**1,739.17**
Add: Profit for the year	353.04	324.11
Add: Other comprehensive gain / (loss)	18.94	11.88
Closing balance	**2,447.14**	**2,075.16**

Nature and purpose of reserves

(a) Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

(b) Capital Redemption Reserve

The Company has recognised Capital Redemption Reserve on buy-back of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back. The Company can utilised in accordance with the provision of the Companies Act, 2013.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

(c) Share options outstanding account

The Company has established various equity-settled share-based payment plans for certain categories of employees of the Company. See Note 30 for further details on these plans.

(d) Retained earnings

Retained earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. This reserve can be utilised for distribution of dividend by the Company considering the requirements of the Companies Act, 2013.

13 Borrowings

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Secured loans (at amortised cost)				
Term loans from bank (secured) (Refer note 13.1)	-	179.25	-	-
Current maturities of non-current term loans from banks (secured) (Refer note 13.1)	-	-	-	78.63
Cash credit from banks (secured) (Refer note 13.2)	-	-	9.33	-
Working capital loan (secured) (Refer note 13.3)	-	-	488.98	1,155.41
Short-term revolving loan (secured) (Refer note 13.4)	-	-	-	352.19
	-	**179.25**	**498.31**	**1,586.23**

Notes:

13.1 During the year ended March 31, 2023, the Company had taken a term loan facility with an interest rate ranging between 8.25% to 8.61% (March 31, 2023 7.15% to 8.25%) p.a., secured by way of charge on certain movable fixed assets of the Company and second charge on current assets of the Company. This facility is repayable by way of 48 equal monthly instalments. The aforesaid term loan has been pre-closed during the year.

13.2 The Company has taken cash credit having interest rate ranging from 6.00% to 11.25% p.a. (March 31, 2023: 6.00% to 24.00% p.a). These facilities are repayable on demand and are secured primarily by way of pari-passu first charge on the entire present and future current assets of the Company and collateral by way of pari-passu first charge on the entire present and future movable assets of the Company.

13.3 The Company has taken working capital loan from banks having interest rate ranging from 6.80 % to 11.85% p.a (March 31, 2023: 4.46% to 8.40% p.a). These facilities are repayable within 7 - 90 days and are secured primarily by way of pari-passu first charge on the present and future current assets of the Company and collateral by way of pari-passu first charge on the entire movable assets of the Company.

13.4 The Company has taken a short-term revolving loan with an interest rate of 8.75% p.a (March 31, 2023: 8.15% to 8.75% p.a). These facilities are repayable within 12 months and are secured primarily by way of first pari-passu charge over present and future current assets (Inventory and book debt) & first pari-passu charge on movable fixed assets (excluding those exclusively charged to term lenders of the borrower).

13.5 During the previous year, there was a breach in the financial covenants relating to term loan and working capital demand loan facilities availed by the Company from two banks as at March 31, 2023. The Company had obtained condonation from the respective banks subsequent to the financial year end for the breach of covenants applicable for the term loan and working capital demand loan obtained from the two banks, and hence there were no changes made to the classification of these loans for the year ended March 31, 2023.

13.6 The summary of differences noted in quarterly statements filed by the Company with banks are as follows:

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(All amounts are in million of Indian Rupees unless otherwise stated)

For the year ended March 31, 2024

Quarter	Particulars	Bank name	Amount as per books of accounts	Amount as per quarterly statement	Difference (Refer below Note)
June 30, 2023	Sales	Refer note (a) below	3,515.96	3,491.80	24.16
	Trade receivables	Refer note (a) below	3,125.65	3,248.11	(122.46)
	Trade payables	Refer note (a) below	325.36	320.37	4.99
	Borrowings	Refer note (a) below	1,847.77	1,838.80	8.97
September 30, 2023	Sales	Refer note (a) below	6,981.85	6,892.68	89.17
	Trade receivables	Refer note (a) below	3,264.57	3,395.21	(130.64)
	Trade payables	Refer note (a) below	586.29	314.62	271.67
	Borrowings	Refer note (a) below	2,169.27	2,146.60	22.67
December 31, 2023	Sales	Refer note (a) below	10,485.88	10,471.43	14.45
	Trade receivables	Refer note (a) below	3,218.71	3,411.14	(192.43)
	Trade payables	Refer note (a) below	512.87	474.34	38.53
	Borrowings	Refer note (a) below	725.21	716.9	8.31
March 31, 2024	Sales	Refer note (a) below	14,155.85	14,094.16	61.69
	Trade receivables	Refer note (a) below	3,143.06	3,455.83	(312.77)
	Trade payables	Refer note (a) below	378.88	373.94	4.94
	Borrowings	Refer note (a) below	498.31	488.2	10.11

Notes:

a) The Company has submitted quarterly returns to the banks in respect of borrowings taken against the security of current assets. These quarterly returns are submitted for all quarters to HDFC Bank, Kotak Bank, ICICI Bank, Citi Bank, Standard Chartered Bank and DBS Bank. The quarterly returns were submitted to Bajaj Finance Limited for the quarters ended June 30, 2023, September 30, 2023 and December 31, 2023.

b) The Company reported the amounts on a provisional basis for the purpose of the said quarterly filing made to the banks and consequently accounting principles comprising of recognition, measurement and presentation criteria amongst others, in accordance with the requirements of Ind AS were not considered in quarterly returns / statements. Management is of the view that the Company has sufficient unutilised borrowing facilities as per the terms of arrangement with its lenders which is higher than the excess balance disclosed in the quarterly returns / statements as tabulated above.

c) The Company has subsequently made submission of revised returns to the aforesaid banks except Bajaj Finance Limited.

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

13.7 For the year ended March 31, 2023

Quarter	Particulars	Bank name	Amount as per books of accounts	Amount as per quarterly statement	Difference (refer below Note)
June 30, 2022	Debtors	All Banks	2,721.48	3,046.41	(324.93)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	233.21	66.18	167.03
	Creditors	ICICI	233.21	-	233.21
	Sales	HDFC, SCB, DBS, Citi, Kotak	2,974.45	2,975.50	(1.05)
	Sales	ICICI	2,974.45	29,755.00	(26,780.55)
	Purchases	ICICI	238.24	1,600.00	(1,361.76)
	Borrowings	HDFC, SCB, DBS, Citi, Kotak	1,005.08	1,005.00	0.08
	Borrowings	ICICI	1,005.08	920.00	85.08
September 30, 2022	Debtors	HDFC, SCB, DBS, ICICI, Kotak	2,866.53	3,399.90	(533.37)
	Debtors	Citi	2,866.53	3,386.60	(520.07)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	271.76	153.80	117.96
	Creditors	ICICI	271.76	-	271.76
	Sales	HDFC, SCB, DBS, Citi, Kotak	6,230.53	6,189.40	41.13
	Sales	ICICI	6,230.53	61,894.00	(55,663.47)
	Purchases	ICICI	515.30	5,499.00	(4,983.70)
	Borrowings	HDFC, SCB, DBS, Citi	1,698.18	1,441.20	256.98
	Borrowings	Kotak	1,698.18	1,084.00	614.18
	Borrowings	ICICI	1,698.18	750.00	948.18
December 31, 2022	Debtors	All Banks	2,179.65	3,295.16	(1,115.51)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	306.89	271.49	35.40
	Creditors	ICICI	306.89	-	306.89
	Sales	All Banks	9,672.04	9,690.57	(18.53)
	Purchases	ICICI	808.71	772.22	36.49
	Borrowings	HDFC, SCB, DBS, Citi, Kotak	1,934.01	1,853.60	80.41
	Borrowings	ICICI	1,934.01	1,350.00	584.01
March 31, 2023	Debtors	All Banks	2,872.48	2,944.43	(71.95)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	288.67	348.92	(60.25)
	Creditors	ICICI	288.67	-	288.67
	Sales	All Banks	13,085.42	12,981.21	104.21
	Purchases	ICICI	1,102.93	1,152.75	(49.82)
	Borrowings	Citi, Kotak	1,765.48	2,018.60	(253.12)
	Borrowings	HDFC, DBS, SCB	1,765.48	1,768.60	(3.12)
	Borrowings	ICICI	1,765.48	1,755.58	9.90

Notes:

a) The Company has submitted quarterly returns to the banks in respect of borrowings taken against the security of current assets. These quarterly returns are submitted to HDFC Bank, ICICI Bank, SCB Bank, Citi Bank, DBS Bank and Kotak Mahindra Bank.

b) The discrepancy in respect of debtors, creditors, sales for the period, purchases for the period and borrowings for the period were attributable to the Company's financial closure process being not fully completed at the time of filing quarterly statements and clerical errors at the time of filing returns with banks.

c) The Company has subsequent to year end, re-submitted the above statements to the respective banks in the month of July 2023.

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(All amounts are in million of Indian Rupees unless otherwise stated)

13.8 **Reconciliation of movement of liabilities to cash flows arising from financing activities**

Particulars	Borrowings	Lease Liabilities
As at April 1, 2022	**575.76**	**4.64**
Cash inflows	10,788.28	-
New leases	-	43.26
Interest	120.13	1.22
Cash outflows	(9,718.69)	(7.63)
As at March 31, 2023	**1,765.48**	**41.49**
Cash inflows	10,226.96	-
New leases	-	29.84
Interest	130.98	4.52
Cash outflows	(11,625.11)	(23.08)
As at March 31, 2024	**498.31**	**52.77**

13.9 The Company's exposure to credit, currency and liquidity risk related to borrowings is disclosed in Note 35.

14 Trade payables

(See accounting policy in Note 2.2(h))

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	26.15	37.69
Total outstanding dues of creditors other than micro enterprises and small enterprises	340.66	250.98
	366.81	**288.67**

Trade payables ageing schedule as at March 31, 2024

Particulars	Outstanding for the following periods from the due date of payment						
	Unbilled dues	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed outstanding dues of MSMEs	-	10.39	14.31	0.97	0.22	0.26	26.15
Undisputed outstanding dues of creditors other than MSMEs	177.31	69.52	84.97	5.56	1.60	1.70	340.66
Disputed outstanding dues of MSMEs	-	-	-	-	-	-	-
Disputed outstanding dues of creditors other than MSMEs	-	-	-	-	-	-	-
Total	**177.31**	**79.91**	**99.28**	**6.53**	**1.82**	**1.96**	**366.81**

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Trade payables ageing schedule as at March 31, 2023

Particulars	Outstanding for the following periods from the due date of payment						
	Unbilled dues	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed outstanding dues of MSMEs	-	13.98	21.29	0.67	0.80	0.58	37.32
Undisputed outstanding dues of creditors other than MSMEs	92.46	30.18	97.46	13.06	4.17	7.12	151.99
Disputed outstanding dues of MSMEs	-	-	-	-	-	0.37	0.37
Disputed outstanding dues of creditors other than MSMEs	-	-	-	-	-	6.53	6.53
Total	**92.46**	**44.16**	**118.75**	**13.73**	**4.97**	**14.60**	**288.67**

Notes:

(i) Trade payables are non-interest bearing and are normally settled on 30 to 60 day term.

(ii) For terms and conditions relating to related parties, refer Note 33.

(iii) These details have been provided based on the information available with the Company in respect of the registration status of its vendors/suppliers.

(iv) All trades payables are 'current'.

(v) The Company's exposure to credit, currency and liquidity risk related to trade payables is disclosed in Note 35.

Details of dues to micro enterprises and small enterprises

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" ("MSMED Act, 2006") is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on request made by the Company.

	Particulars	As at March 31, 2024	As at March 31, 2023
(a)	The principal amount remaining unpaid to any supplier as at the end of the year	19.50	22.21
(b)	Interest due thereon remaining unpaid to any supplier as at the end of the year	1.62	2.52
(c)	Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
(d)	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	170.91	183.92
(e)	Interest due and payable to suppliers under MSMED Act, for payments already made	5.03	7.87
(f)	The amount of interest accrued and remaining unpaid at the end of the year	6.65	15.49
(g)	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	-	-

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15 Other financial liabilities

(See accounting policy in Note 2.2(h))

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
(At Amortised Cost)				
Capital creditors^	-	-	10.35	10.00
Employee benefits payable	-	-	943.47	862.31
Financial guarantee obligation	-	-	0.27	0.37
Bonus payable	-	-	312.46	329.35
Other payables^	-	-	20.36	0.72
(At Fair Value through Profit or Loss)				
Liability payable to promoters of acquired subsidiaries*	311.63	608.02	918.22	736.09
	311.63	**608.02**	**2,205.13**	**1,938.84**

^Refer Note 33 for balances recoverable from related parties.

*Refer Note 4a and 4b.

The Company's exposure to credit, currency and liquidity risk related to other financial liabilities is disclosed in Note 35.

16 Provisions

(See accounting policy in Note 2.2(p))

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits				
Provision for gratuity (refer Note 28)	176.13	242.43	80.00	50.00
Provision for gratuity - reimbursement employees (refer Note 28)	154.33	219.93	230.57	123.20
Provision for compensated absences	31.32	-	8.68	58.87
	361.78	**462.36**	**319.25**	**232.07**
Other provisions				
Provision for tax litigations*	-	-	2.80	2.80
	361.78	**462.36**	**322.05**	**234.87**

*The table gives the information about movement of the provisions:

Provision for litigations

Particulars	As at March 31, 2024	As at March 31, 2023
At the beginning of the year		
Created during the year	2.80	2.80
Utilised during the year	-	-
At the end of the year	-	-
	2.80	**2.80**

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17 Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
	14.47	2.34
Statutory dues and related liabilities*	497.53	460.73
Other liabilities	38.71	48.73
Total Other current liabilities	**550.71**	**511.80**

*Statutory dues and related liabilities include Provident Fund, Employee State Insurance, Professional Tax, Labour Welfare Fund, Tax Deducted at Source and Goods and Services Tax, amongst others.

18 Revenue from contracts with customers

(See accounting policy in Note 2.2(c))

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Sale of services (A)	14,105.50	13,031.34
Other operating revenue (B)		
Rental income on equipments	65.66	54.08
Total Revenue from contracts with customers (A) + (B)	**14,171.16**	**13,085.42**
Disaggregated revenue information		
Set out below is the disaggregation of the Company's revenue from contracts with customers:		
Revenue by geography		
India	14,156.09	13,069.89
Outside India	15.07	15.53
Total Revenue from contracts with customers	**14,171.16**	**13,085.42**
Timing of revenue recognition		
Service transferred over a period of time	14,171.16	13,085.42
Total	**14,171.16**	**13,085.42**
Contract balances		
Trade receivables (refer Note 9)	3,125.35	2,872.48
Contract assets (Unbilled revenue) (refer Note 8)	679.65	538.09
Contract Liabilities		
(refer Note 17)	14.47	2.34

Refer Note 33 for transactions with related parties.

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

19 Other income

(see accounting policy in note 2.2(f))

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Interest income under the effective interest method on:		
- bank deposits	86.20	20.73
- others	31.11	19.86
Interest income on income tax refund	-	6.41
Fair value gain on financial Assets at FVTPL	10.85	145.78
Profit on sale of Property, Plant and Equipment (Net)	6.23	3.19
Liabilities / provisions no longer required written back*	37.22	57.48
Commission income	2.76	0.38
Dividend income	103.86	30.21
Other non-operating income	8.30	1.47
	286.53	**285.51**

Refer Note 33 for transactions with related parties.

*For the year ended March 31, 2023, the balance includes reversal of impairment allowance of ₹ 47.18 million relating to certain receivables in respect of which management had estimated the recovery to be the doubtful in the previous years.

20 Employee benefits expense

(see accounting policy in note 2.2(j))

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Salaries, wages and bonus	10,835.21	10,171.66
Contribution to provident and other fund (refer Note 28)	1,182.55	1,151.32
Less: Income from government grants	-	(1.70)
Gratuity expense (refer Note 28)	41.95	68.79
Staff welfare expenses	47.10	41.55
Employee stock option expenses (refer Note 30)	35.60	3.10
Total	**12,142.41**	**11,434.72**

Refer Note 33 for transactions with related parties.

21 Finance costs

(see accounting policy in note 2.2(t))

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Interest expense on financial liabilities measured at amortised cost		
- Interest on borrowings	130.98	113.19
- Interest on lease liabilities (refer Note 29)	4.52	1.22
Other borrowing costs	3.06	9.71
	138.56	**124.12**

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(All amounts are in million of Indian Rupees unless otherwise stated)

22 Depreciation and amortisation expense

(see accounting policy in note 2.2(b) and (c))

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Depreciation of Property, Plant and Equipment (refer Note 3)	124.54	134.33
Depreciation of Right-of-use assets (refer Note 29)	31.99	17.09
Amortisation of intangible assets (refer Note 3B)	0.06	0.08
	156.59	**151.50**

23 Impairment losses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Impairment on loans to related parties (refer Note 5)	65.20	45.09
Impairment on loans to employees (refer Note 5)	1.30	-
Impairment on non-current investments (refer Note 4)	1.00	-
Expected credit loss on reimbursement right of gratuity (refer Note 8)	22.24	11.64
Impairment for doubtful trade receivables (refer Note 9)	17.65	-
Impairment on doubtful deposits and advances	28.42	10.49
	135.81	**67.22**

24 Fair value change in liabilities payable to promoters of acquired subsidiaries

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Fair value change in liabilities payable to promoters of acquired subsidiaries (Refer Note 4(a))	48.86	21.43
	48.86	**21.43**

25 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Site maintenance expenses	719.94	521.65
Cleaning materials and consumables	326.66	340.09
Canteen materials	59.01	48.20
Travelling and conveyance	44.26	48.15
Rent	30.46	29.82
Legal and professional fees	53.15	43.26
Non-executive Director's Commission	5.24	1.83
Net loss on Derivative Financial instruments (refer Note 4(b))	43.30	-
Power and fuel	8.21	5.35
Training expenses	31.24	55.39
Repairs and maintenance	18.17	34.61
Communication expenses	12.66	10.63
Printing and stationery	8.14	7.51
Director sitting fees	8.21	4.60
Payment to auditors (Refer note 25.1 below)	9.00	6.43
Rates and taxes	9.34	18.07
Expenditure on corporate social responsibility (CSR) (Refer note 25.2 below)	7.49	6.68
Loss on sale of Property, Plant and Equipment	-	2.13
Miscellaneous expenses	41.78	9.00
	1,436.26	**1,193.40**

Refer note 33 for transactions with related parties.

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Payment to auditors

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
As auditor		
Statutory audit fees*	6.00	6.34
Limited review services of quarterly results**	2.75	-
Reimbursement of expenses	1.20	0.09

*Audit fees (including reimbursement of expenses) for the year ended March 31, 2024 excludes an amount of ₹ 9.63 million (March 31, 2023: excludes amount of ₹13.57 million) pertaining to services rendered in connection with IPO to the predecessor auditor. Also refer Note 7.

** Includes an amount of ₹ 2.50 million paid to predecessor auditor towards limited review of quarterly results for the period ended June 30, 2023 and September 30, 2023.

Details of corporate social responsibility expenditure

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
a) Amount required to be spent by the Company during the year	6.83	6.68
b) Amount of expenditure incurred		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above (refer note below)	7.49	6.68
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous years shortfall	Nil	Nil
e) Reason for shortfall	Not applicable	Not applicable
f) Nature of CSR activities	Refer note below	Refer note below
g) Details of related party transactions	Nil	Nil
h) Movement in the provision for unspent CSR (relating to ongoing project)	Not applicable	Not applicable

Note:

Nature of CSR activities - The Company has primarily spent CSR expenditure towards promoting skill development, healthcare, education and upliftment of the poor people. The expenditure incurred has been approved by the Board of Directors.

26 Income tax

(See accounting policy in note 2.2(k))

26A Amounts recorded in Balance sheet

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current tax assets (net)		
Advance tax (net of provision for tax)	563.05	414.12
	563.05	**414.12**
Current tax liabilities (Net)		
Provision for tax (net of advance tax)	9.14	9.14
	9.14	**9.14**

Notes to Standalone Financial Statements

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(All amounts are in million of Indian Rupees unless otherwise stated)

26B Recognised deferred tax assets and liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Reconciliation of Deferred tax assets / liabilities		
Opening balance Deferred tax assets	351.41	383.93
Tax expense during the year recognised in Statement of Profit and Loss	(8.39)	(28.53)
Tax (income) / expense during the year recognised in OCI	(6.37)	(3.99)
Closing Deferred tax assets (net)	**336.65**	**351.41**

Deferred tax assets and liabilities along with movement in temporary differences are attributable to the following:

For the year ended March 31, 2024

Deferred tax assets	Balance as at April 1, 2023	Recognised in profit or loss	Recognised in OCI	Balance as at March 31, 2024
Property, Plant and Equipment and Intangible assets	40.10	(3.76)	0.00	36.34
Provision for doubtful trade receivables	37.59	(5.27)	0.00	32.32
Provision for doubtful assets	56.47	18.39	0.00	74.86
Provision for employee benefits	117.57	(12.91)	(6.37)	98.29
Expenses allowable on payment basis	96.02	(7.64)	0.00	88.38
Others	3.66	2.80	0.00	6.46
	351.41	**(8.39)**	**(6.37)**	**336.65**

For the year ended March 31, 2023

Deferred tax assets	Balance as at April 1, 2022	Recognised in profit or loss	Recognised in OCI	Balance as at March 31, 2023
Property, Plant and Equipment and Intangible assets	40.35	-0.25	-	40.10
Provision for doubtful trade receivables	110.74	-73.15	-	37.59
Provision for doubtful assets	40.37	16.10	-	56.47
Provision for employee benefits	103.60	17.96	-3.99	117.57
Expenses allowable on payment basis	79.31	16.71	-	96.02
Others	9.55	-5.90	-	3.66
	383.92	**-28.53**	**-3.99**	**351.41**

26C Income tax recognised in other comprehensive income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Income tax effect on Remeasurements of defined benefit liability (asset)	(6.37)	(3.99)
	(6.37)	**(3.99)**

26D Amounts recorded in the statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
The major components of tax expense for the respective periods are:		
Current tax:		
Current tax	40.08	20.63
Adjustment of tax relating to earlier years	(2.31)	5.27
Deferred tax:		
Deferred tax	8.39	28.53
Total tax expense recorded in the statement of profit or loss	**46.16**	**54.43**

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26E Reconciliation of effective tax rate / tax expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Profit before tax	**399.20**	**378.54**
Enacted tax rate in India	25.17%	25.17%
Profit before tax multiplied by enacted tax rate	100.47	95.27
Effects of:		
Adjustment in respect of tax related to earlier years	(2.31)	5.27
Additional deduction under Income Tax based on employment generation	(67.66)	(55.26)
Income from Deemed Dividend u/s 2(22)(e) of Income Tax Act 1961 - Loan by a subsidiary to another fellow subsidiary	(10.07)	10.07
Re-measurement of liability payable to promoters of acquired subsidiary	12.30	(31.33)
Others	13.43	30.41
Net effective income tax	**46.16**	**54.43**

Note: The Company has elected to exercise the option permitted under section 115BAA of The Income Tax Act,1961 as introduced by the taxation laws (Amendment) ordinance, 2019. Accordingly, the Company has recognised provision for income tax and deferred tax for the year basis the rate prescribed under that section.

27 Earnings per equity share

The calculation of basic EPS has been based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding.

The calculation of diluted EPS has been based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding after adjustment for the effects of all dilutive potential equity shares.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Profit attributable to equity shareholders (Basic)	353.04	324.11
Profit attributable to equity shareholders (Diluted)	353.04	324.11
Weighted average number of Equity shares for basic EPS	5,98,00,883	5,28,21,547
Effect of dilution:		
Employee stock options	3,43,298	5,57,444
Weighted average number of Equity shares adjusted for the effect of dilution	6,01,44,181	5,33,78,991
Earning per share of ₹10 each		
- Basic	5.90	6.14
- Diluted	5.87	6.07

28 Disclosure pursuant to Ind AS 19 “Employee benefits”:

(i) Defined contribution plan:

The Company’s provident fund is a defined contribution plan. An amount of ₹1,182.55 million being contribution made to recognised provident fund is recognised as an expense for the year ended March 31, 2024 (March 31, 2023: ₹1,151.32 million) and included under Employee benefits expense (Note 20) in the Statement of Profit and loss.

Notes to Standalone Financial Statements

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(ii) Defined benefit plans:

A. Gratuity (Regular)

The Company has a defined benefit gratuity plan (“Plan”) in India, governed by the Payment of Gratuity Act, 1972. The Plan entitles an employee, who has rendered at least five years of continuous service, to gratuity payable on termination of his employment at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

(a) The amounts recognised in Balance Sheet are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of defined benefit obligation	276.59	305.17
Fair value of plan assets	(20.46)	(12.74)
Net liability	**256.13**	**292.43**
Current	80.00	50.00
Non-current	176.13	242.43

(b) The amounts recognised in the Statement of Profit and Loss are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Service cost:		
Current service cost	56.32	55.39
Transfer out	(33.26)	-
Net interest cost:		
Interest expense on defined benefit obligation	20.05	13.94
Interest income on plan assets	(1.16)	(0.54)
Total included in Employee benefits expense (refer Note 20)	**41.95**	**68.79**

(c) Remeasurement recognised in other comprehensive income:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Components of actuarial gain/losses on obligations		
Due to change in financial assumptions	4.50	(14.25)
Due to change in demographic assumption	0.84	0.25
Due to experience adjustments	(31.35)	(1.92)
Return on plan assets	0.70	0.05
Total	**(25.31)**	**(15.87)**

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(d) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening defined benefit obligation	305.17	289.61
Defined benefit obligation for acquisition during the year		
Current service cost	56.32	55.39
Interest cost	20.05	13.94
Transfer out	(33.26)	-
Actuarial losses/(gains)		
Due to change in financial assumptions	4.50	(14.25)
Due to change in demographic assumption	0.84	0.25
Due to experience adjustments	(31.35)	(1.92)
Benefit paid	(45.68)	(37.85)
Closing balance of the present value of defined benefit obligation	**276.59**	**305.17**

(e) The changes in the present value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening plan assets	12.74	8.67
Expected return on plan assets	1.16	0.54
Contributions	52.94	41.43
Benefits paid and charges deducted	(45.68)	(37.85)
Actuarial gain/ (loss) on plan assets	(0.70)	(0.05)
Closing balance of the present value of plan assets	**20.46**	**12.74**

(f) Reconciliation of Net liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Net liability as at the beginning of the year	292.43	280.94
Defined benefit cost included in the statement of profit and loss	41.95	68.79
Defined benefit cost included in other comprehensive income	(25.31)	(15.87)
Contribution paid	(52.94)	(41.43)
Net liability at the end of the year	**256.13**	**292.43**

(g) Principal actuarial assumptions at the balance sheet date:

Particulars	As at March 31, 2024	As at March 31, 2023
1) Discount rate	6.94%	7.10%
2) Salary growth rate	6.43% to 10.02%	6.67% to 7.86%
3) Attrition rate	24.79% to 42.44%	26.38% to 42.90%
4) Retirement age	58	58
5) Maturity tables	Indian Assured Lives Mortality (2012-14) Ultimate Table	Indian Assured Lives Mortality (2012-14) Ultimate Table

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The overall expected rate of return on assets is determined based on market prices prevailing on that date, applicable to the period over which the obligation is to be settled. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The Company expects to make contribution to the gratuity fund in the future based on the actuarial valuation report.

(h) Quantitative sensitivity analysis for significant assumption:

	As at March 31, 2024		As at March 31, 2023	
	Change	Obligation	Change	Obligation
(i) Discount rate	+0.5%	273.31	+0.5%	301.06
	-0.5%	279.95	-0.5%	309.39
(ii) Salary growth rate	+0.5%	280.42	+0.5%	309.97
	-0.5%	272.82	-0.5%	300.45

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

(i) Expected cashflows based on past service liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Year 1	91.19	99.46
Year 2	65.78	76.80
Year 3	50.14	59.06
Year 4	36.71	43.38
Year 5	27.97	29.57
More than 5 years	50.99	49.28

(j) The major categories of plan assets of the fair value of the total plan assets are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Investment details		
Funds managed by Insurer	20.46	12.74
Total	**20.46**	**12.74**

The average duration of the defined benefit obligation for the year ended March 31, 2024 is 3.1 years (March 31, 2023 is 2.9 years).

B. Gratuity (reimbursement from customers)

The Company has a defined benefit gratuity plan ("Plan") in India, governed by the Payment of Gratuity Act, 1972. The Plan entitles an employee, who has rendered at least five years of continuous service, to gratuity payable on termination of his employment at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The Company has recognised gratuity liability and reimbursement right for its employees in accordance with Ind AS 19. The defined benefit plans typically expose the Company to actuarial risks such as interest rate risk and salary risk.

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for the year ended 31 March 2024

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The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

(a) Net defined benefit liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of defined benefit obligation	384.90	343.13
Fair value of plan assets	-	-
Net liability	**384.90**	**343.13**
Current	154.33	123.20
Non-current	230.57	219.93

(b) Net benefit cost:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Current service cost	70.05	61.83
Interest cost on defined benefit obligation	23.25	14.40
Net actuarial (gain) / loss recognised in the year	(53.57)	(0.55)
Net benefit cost	**39.73**	**75.68**

(c) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening defined benefit obligation	343.13	291.78
Current service cost	70.05	61.83
Interest cost	23.25	14.40
Actuarial losses/(gains)		
Due to change in financial assumptions	(3.91)	(23.92)
Transfer in employees from regular to reimbursement category	33.26	-
Due to change in demographic assumption	(4.85)	2.24
Due to experience adjustments	(44.81)	21.13
Benefit paid	(31.22)	(24.33)
Closing balance of the present value of defined benefit obligation	**384.90**	**343.13**

(d) The changes in the present value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening plan assets	-	-
Expected return on plan assets	-	-
Contributions	31.22	24.33
Benefits paid and charges deducted	(31.22)	(24.33)
Actuarial gain/ (loss) on plan assets	-	-
Closing balance of the present value of plan assets	-	-

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(e) Principal actuarial assumptions at the Balance Sheet date:

Particulars	As at March 31, 2024	As at March 31, 2023
1) Discount rate	6.94%	7.10%
2) Salary growth rate	6.12%	6.65%
3) Attrition rate	41.37%	39.13%
4) Retirement age	58	58
5) Maturity tables	Indian Assured Lives Mortality (2012-14) Ultimate Table	Indian Assured Lives Mortality (2012-14) Ultimate Table

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(f) Quantitative sensitivity analysis for significant assumption:

	As at March 31, 2024		As at March 31, 2023	
	Change	Obligation	Change	Obligation
(i) Discount rate	+0.5%	381.01	+0.5%	338.53
	-0.5%	388.87	-0.5%	347.85
(ii) Salary growth rate	+0.5%	389.79	+0.5%	348.54
	-0.5%	380.07	-0.5%	337.82

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

(g) Expected cashflows based on past service liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Year 1	141.72	111.64
Year 2	99.77	87.00
Year 3	68.10	65.22
Year 4	50.45	47.12
Year 5	34.99	35.51
More than 5 years	50.36	56.65

The average duration of the defined benefit plan obligation at the end of the reporting period is 2.7 years (March 31, 2023: 2.9 years).

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29 Leases

(See accounting policy in Note 2.2 (i))

The Company has lease contracts for building used in its operations. Lease of building generally have lease terms between 2 - 7 years. The Company also has certain leases of building, machinery, furniture and fittings with lease term less than 12 months where it applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases. Refer Note 25 for payment made towards short-term lease

Information about leases for which the Company is a lessee is presented below.

(i) Right-of-use assets

Particulars	Buildings	Total
As on April 1, 2022	0.76	0.76
Additions	47.04	47.04
Deletions	-	-
Depreciation of right-of-use assets	(17.09)	(17.09)
As on March 31, 2023	**30.71**	**30.71**
Additions	31.15	31.15
Deletions	-	-
Depreciation of right-of-use assets	(31.99)	(31.99)
As on March 31, 2024	**29.87**	**29.87**

(ii) Set out below are the carrying amounts of lease liabilities (included under financial liabilities) and the movements of Lease liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
As at beginning of the year	41.49	4.64
Additions	29.84	44.70
Deletions	-	(1.43)
Interest on lease liabilities (refer Note 21)	4.52	1.22
Payments	(23.08)	(7.64)
As at end of the year	**52.77**	**41.49**
Current	16.40	15.54
Non-Current	36.37	25.95

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term for the Company:

March 31, 2024	Within five years	More than five years	Total
Extension options expected not to be exercised	5.96	3.92	9.88
Termination options expected to be exercised	58.42	-	58.42

March 31, 2023	Within five years	More than five years	Total
Extension options expected not to be exercised	-	-	-
Termination options expected to be exercised	46.92	10.39	57.31

Some property leases contain extension options exercisable by the Company up to one year before the end of the non-cancellable contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The Company assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

Notes to Standalone Financial Statements

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The carrying amount of financial assets and financial liabilities in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that eventually be received or settled.

The maturity analysis of lease liabilities are disclosed in Note 35 (Financial risk management). The effective interest rate for lease liabilities is ranging between 7.50% to 9.00%, with maturity between 2023-2028.

The following are the amounts recognised in profit or loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation expense of right-of-use assets	31.99	17.09
Interest expense on lease liabilities	4.52	1.22
Expense relating to short-term leases (included in other expenses)	30.46	29.82
Total amount recognised in statement of profit and loss	**66.97**	**48.13**

The Company had total cash outflows for leases of ₹ 23.08 million for the year ended March 31, 2024 (₹ 7.64 million for the year ended March 31, 2023).

Company as a lessor

The Company has entered into short-term operating lease with a term of 11 months for leasing out certain assets included under Plant & machinery and Vehicles to be used in ground handling services at airports. Rental income recognised during the year March 31, 2023 is ₹ 69.77 million (March 31, 2023 is ₹ 54.08 million). Also refer Note 33.

30 Share-based payments

(See accounting policy in Note 2.2 (u))

a) Employee Share-option Plan - 2019

On April 17, 2019, 'Updater Employee Stock Option Plan' 2019 ("ESOP 2019") was approved by the Board of Directors and was also approved in the Extra-Ordinary General Meeting of the members of the Company. The purpose of the ESOP 2019 is to reward the certain employees for their association, dedication and contribution to the goals of the Company. The options issued under the plan has a term of 1-3 years as provided in the stock grant agreement and vest based on the terms of individual grants. When exercisable, each option is convertible into one equity share.

The expense recognised (net of reversal) for share options during the year ended March 31, 2024 is ₹ Nil (March 31, 2023: ₹ Nil). There are no cancellations or modifications to the awards for the year ended March 31, 2023. The outstanding options as on March 31, 2023 has been exercised during the year ended March 31, 2024.

Tranche I (A)

The Company has granted certain options during the previous year to the employees based on past performance of such employees and vesting condition being continued employment with the Company as on date of vesting. (April 17, 2020)"

Tranche I (B), II and III

The Company has granted certain options during the previous year with future performance of the Company as criteria which has been defined based on a matrix as per the ESOP 2019 (for Tranche I (B), II and III). During the financial year 2021-22, the Company has modified the vesting conditions (other than market condition) stipulated with respect to the options granted already pursuant to the Updater Employee Stock Option Plan 2019 [25-Sep-2020 & 25-Sep-2021] in a manner which is beneficial to employees. The performance criteria stipulated in the grant letter issued to the employees was revised according to the actual performance achieved for the financial years 2019-20 and 2020-21 and consequently, the options granted to the eligible employees are vested with immediate effect. Accordingly, the ESOP reserve was created based on the revised plan.

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A. Details of ESOP 2019

Name of the scheme - ESOP 2019	Tranche - I (A)	Tranche - I (B)	Tranche - II	Tranche - III
Date of grant	April 17, 2019	April 17, 2019	October 18, 2019	January 10, 2020
Number granted	4,06,772	5,21,235	1,44,788	77,220
Exercise price (in INR)	10.00	111.00	111.00	111.00
Vesting period	1 year	1 - 3 years	1 - 3 years	1 - 3 years
Vesting condition	100% on April 17, 2020	25% on September 30, 2020 25% on September 30, 2021 50% on September 30, 2022	25% on September 30, 2020 25% on September 30, 2021 50% on September 30, 2022	25% on September 30, 2020 25% on September 30, 2021 50% on September 30, 2022

B. Movement in the options granted to employees

Particulars	Number of options		Weighted average exercise price	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	6,62,563	6,62,563	48.99	48.99
Options granted during the year	-	-	-	-
Options exercised during the year	(6,62,563)	-	(48.99)	-
Options expired during the year	-	-		111.00
Outstanding at the end of the year	**-**	**6,62,563**	**-**	**48.99**
Exercisable at the end of the year	-	6,62,563	-	-

The range of exercise prices for options outstanding at the end of the year was Nil (March 31, 2023: ₹ 10 to ₹ 111).

The weighted average remaining contractual life for the share options outstanding as at March 31, 2024 is Nil (March 31, 2023: Nil).

The exercise period for the options granted to employees under the plan was 5 years from the date of vesting or 30 days from the date of listing of Company's shares in stock exchange whichever is later.

C. Fair value of options granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price	10 to 111	10 to 111
Expected volatility	20%	20%
Expected dividend yield (%)	0%	0%
Risk free interest rates	7.40%	7.40%
Expected life of the option	1 - 3 years	1 - 3 years
Weighted average share price	93	93
Fair value of the option	83.71	83.71

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

As on the grant date, fair value of the option is ₹ 83.71 and weighted average share price is ₹ 93.

Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

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for the year ended 31 March 2024

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b) (I) Employee Share-option Plan - 2022

The shareholders had approved two Employee Stock Option Schemes "Updater Employee Stock Option Plan 2022" and " Updater Employee Stock Option Plan 2022 - Second" ("ESOP 2022" or "Plan") on December 3, 2022, and March 4, 2023, respectively. The primary objective of the above two schemes is to reward certain employees of Company and its subsidiaries for their association, dedication and contribution to the goals of the Company. Under the Scheme, 18,33,000 stock options were granted to the said employees at an exercise price of ₹ 300 in multiple tranches. The options issued under the plan has a term of 1-4 years as provided in the stock options grant letter and vest based on the terms of individual grants. When exercisable, each option is convertible into one equity share.

The Company has granted certain options during the year with future performance of the Company as criteria which has been defined based on a matrix as per the ESOP 2022 scheme. The performance criteria stipulated in the grant letter issued to the employees was based on pre determined EBITDA Target which will be communicated to employees either in the March month of the previous financial year or at the beginning of the respective financial year. Also, the plan has a rollover to next financial year wherein catch up opportunity of 1 more year is available in case the EBITDA Target is not achieved for a particular financial year. Further, management has considered future projections and related estimates in determining the number of options expected to be vested and has accounted for the ESOP reserve accordingly.

The expense recognised (net of reversal) for share options during the year ended March 31, 2024 is ₹ 35.60 million [March 31, 2023: ₹ 3.10 million]. There are no cancellations or modifications to the awards during the year ended March 31 2024.

A. Details of ESOP 2022

Name of the scheme - ESOP 2022	Tenure based		Performance based	
	Tranche -T I	Tranche -T II	Tranche -E I	Tranche -E II
Date of grant	December 16, 2022	March 04, 2023	December 16, 2022	March 04, 2023
Number granted	3,90,508	4,76,000	3,90,492	4,76,000
Exercise price (in INR) per share	300	300	300	300
Vesting period	4 Years Graded Vesting		4 Years Graded Vesting	
Method of settlement	Equity-Settled		Equity-Settled	
Method of accounting	Fair Value		Fair Value	
Vesting condition	Service condition - Tenure based		Performance condition - EBITDA linked	
Method of valuation	Black Scholes model		Black Scholes model	

B. Movement in the options granted to employees

Particulars	Number of options		Weighted average exercise price	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	17,33,000		300.00	-
Options granted during the year	-	17,33,000		300.00
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Options expired during the year	-2,81,806	-	300.00	-
Outstanding at the end of the year	14,51,194	17,33,000	300.00	300.00
Exercisable at the end of the year	-	-	-	-

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C. Fair value of options granted

The Black-scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price per share (INR)	300	300
Expected volatility	38.16% - 41.50%	38.16% - 41.50%
Expected dividend yield (%)	0%	0%
Risk free interest rates	7.43%	7.43%
Expected life of the option		
-As on grant date :16-12-2022	2 - 3.5 Years	2 - 3.5 Years
-As on grant date :04-03-2023	1.79 - 3.33 Years	1.79 - 3.33 Years
Weighted average share price	301.89	301.89
Weighted average remaining contractual life as at year-end	1.31 years	2.31 years
Fair value of the option as on grant date		
- As on grant date: December 16, 2023	₹ 82.59 - ₹ 110.74	₹ 82.59 - ₹ 110.74
- As on grant date: March 4, 2023	₹ 83.32- ₹ 116.61	₹ 83.32- ₹ 116.61

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

The exercise period would commence from the date of vesting and will expire on completion of 2 (Two) years from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.

Date of grant	Option details	No of shares	Fair value per share	Value of the options	Weighted average value	Weighted average price
December 16, 2023	Tranche -T I	3,90,508	293.45	11,45,94,573	0.23	66.12
March 4, 2023	Tranche -T II	4,76,000	308.80	14,69,88,800	0.27	84.82
December 16, 2023	Tranche -E I	3,90,492	293.45	11,45,89,877	0.23	66.12
March 4, 2023	Tranche -E II	4,76,000	308.80	14,69,88,800	0.27	84.82
		17,33,000		**52,31,62,050**	**1.00**	**301.89**

A2. Details of ESOP 2022 - Second

Name of the scheme - ESOP 2022	Tenure based Tranche -T 0 (A)	Listing based Tranche -IPO (A)
Date of grant	March 04, 2023	March 04, 2023
Number granted	50,000	50,000
Exercise price (in INR) per share	300	300
Vesting period	1 Year	1- 2 Years
Method of settlement	Equity-settled	Equity-settled
Method of accounting	Fair value	Fair value
Vesting condition*	Service condition - Tenure based	Performance condition - IPO linked
Method of valuation	Black Scholes model	Black Scholes model

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B2. Movement in the options granted to employees

Particulars	Number of options		Weighted average exercise price	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	1,00,000	-	-	-
Options granted during the year		1,00,000		300.00
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Options expired during the year	-	-	-	-
Outstanding at the end of the year	**1,00,000**	**1,00,000**	**300.00**	**300.00**
Exercisable at the end of the year	-	-	-	-

C. Fair value of options granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price per share (INR)	300	300
Expected volatility	41.50%	41.50%
Expected dividend yield (%)	0	0
Risk free interest rates	7.43%	7.43%
Expected life of the option		
- As on grant date: December 16, 2023	2 - 3.5 Years	2 - 3.5 Years
- For options granted on: March 4, 2023	1.79 - 3.33 Years	1.79 - 3.33 Years
Weighted average share price	308.80	308.80
Weighted average remaining contractual life as at year-end	0.67 years	1.67 years
Fair value of the option as on grant date		
- As on grant date: March 4, 2023	INR 83.32	INR 83.32

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

The exercise period would commence from the date of vesting and will expire on completion of 2 (Two) years from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.

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31 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current borrowings	-	179.25
Current borrowings	498.31	1,586.23
Lease liabilities	52.77	41.49
Less: Cash and cash equivalents	(18.66)	(240.64)
Less: Bank balances other than cash and cash equivalents	(199.10)	(89.29)
Less: Bank balances in long term deposits with original maturity more than 12 months (forming part of other financial assets)	(2,236.83)	-
Net Debt	**(1,903.51)**	**1,477.04**
Total Capital	**7,556.63**	**3,275.46**
Total Capital and Net Debt	**5,653.12**	**4,752.50**
Gearing ratio	**-33.67%**	**31.08%**

Total Capital represents total equity

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

32 Commitments and contingencies

(See accounting policy in Note 2.2 (r))

Particulars	As at March 31, 2024	As at March 31, 2023
a. Contingent liabilities		
Income tax (refer below note 1)	410.72	566.33
Professional Tax (refer below note 2)	5.61	5.61
Corporate guarantee given on behalf of subsidiaries (refer below note 3)	320.00	75.00
Goods and Services Tax	100.01	1.13
Others (refer below note 4)	3.20	3.20
b. Commitments		
Estimated amount of contracts remaining to be executed for purchase of Property, plant and equipment (net of capital advances)	25.79	16.30

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Notes:

1. Income Tax

   a) The Company had claimed a deduction u/s 80JJAA of the Income tax Act for Assessment Year 2019-20 amounting to ₹ 445.30 million (tax impact of ₹ 106.78 million), wherein the Company had filed a belated return of income on January 24, 2020 claiming the said deduction (due date for the Company being October 31, 2019). The Company had filed an application with Central Board of Direct Taxes ['CBDT'] on January 30, 2020 to condone the delay in filing the return of income on the grounds that due to unavoidable circumstances there was a delay in finalization of audit and books of accounts leading to delay in filing of return of income. During the year ended March 31, 2022, the assessment u/s 143(3) of the Income-tax Act, 1961 was completed for the said AY disallowing the said claim of the Company on the grounds that the return of income was filed beyond the due date prescribed u/s 139(1) of the Income-tax Act, 1961. The Company had filed condonation request before the Central Board of Direct Taxes (CBDT). Subsequent to the balance sheet date, the Company has received an order in favour of the Company.

   b) During the year ended March 31, 2023, the Company had received an order under section 263 of the Income-tax Act, 1961 for AY 2017-18. As per given order, there are certain adjustments relating to buy-back of shares which were added to the total taxable income amounting to ₹ 1,420.19 million (tax demand of ₹ 410.72 million). The Company had filed an appeal with Commissioner of Income Tax Appeals against the said order. Management is confident of a favourable outcome on this matter and hence no provision is considered necessary as on date.

2. The Gujarat Panchayats and Municipal Corporations has made claim against the Company for amount ₹ 5.61 million in respect of professional tax. The Company has filed the appeal at Court of Professional Tax Officer and Taluka Development Officer at Sanand and deposited the said amount under Protest and presented same as Balance with Government Authority in the standalone financial statements.

3. The details of Corporate Guarantees given by the Company on behalf of its subsidiaries is tabulated below:

Particulars	As at March 31, 2024	As at March 31, 2023
Global Flight Handling Services Private Limited	265.00	20.00
Stanworth Management Private Limited	25.00	25.00
Fusion Foods and Catering Private Limited	30.00	30.00
	320.00	**75.00**

4. Includes claim made against the Company in Labour court by ex-employees of the Company amounting to ₹ 3.20 million in respect of reinstatement of employment with back wages.

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33 Related party disclosures

(A) Names of related parties and nature of relationship:

Relationship	Name of the related parties
Subsidiary	Wynwy Technologies Private Limited
	Stanworth Management Private Limited
	Global Flight Handling Services Private Limited
	Tangy Supplies and Solutions Private Limited
	Integrated Technical Staffing and Solutions Private Limited
	Fusion Foods and Catering Services Private Limited
	Avon Solutions and Logistics Private Limited
	Matrix Business Services India Private Limited
	Washroom Hygiene Concept Private Limited
	Denave India Private Limited
	Athena BPO Private Limited (from December 14, 2022)
	Updater Services Foundation (Section 8 Company)*
Step-down Subsidiary	Denave Europe Limited, UK
	Denave (M) SDN BHD, Malaysia
	Denave SG Pte Limited, Singapore
	Denave Pte Limited, Singapore (amalgamated with Denave SG Pte Limited, Singapore with effect from May 01, 2023)
	Global Flight Handling Services (Pune) Private Limited
	Global Flight Handling Services (Patna) Private Limited
	Global Flight Handling Services (Raipur) Private Limited
	Global Flight Handling Services (Vizag) Private Limited
	Global Flight Handling Services (Surat) Private Limited
	Athena Call Center Private Limited (from December 14, 2022)
Entities under Common Control	Best Security Services Private Limited
	Tangi Facility Solutions Private Limited
	Tangirala Infrastructure Development Private Limited
	Updater services Private Limited - Employees group gratuity scheme
Key Management Personnel (KMP)	Mr. Raghunandana Tangirala, Managing Director
	Ms. Shanthi Tangirala, Non-Executive Director (until June 23, 2022)
	Mr. Jayaram L B, Company Secretary (until March 04, 2023)
	Mr. B Ravishankar, Company Secretary (w.e.f. March 06, 2023 until February 10, 2024)
	Mrs. Sandhya Saravanan, Company Secretary (w.e.f February 10, 2024)
	Mr. Balaji Swaminathan, Chief Financial Officer (until December 30, 2023)
	Mrs. Radha Ramanujan, Chief Financial Officer (w.e.f. December 30, 2023)
	Mr. Sunil Rewachand Chandiramani, Independent Director
	Mr. Amitabh Jaipuria Chief Executive Officer (from March 1, 2022 till March 04, 2023) Executive Director (from March 04, 2023 till April 30, 2023) Non-executive Director from w.e.f. May, 01 2023
	Mr. Shankar Gopalakrishnan, Nominee Director (from April 25, 2020 until March 21, 2023)
	Mr. Vijay Dhanuka, Nominee Director (from February 13, 2017 until March 21, 2023)
	Mr. Amit Choudhary, Independent Director
	Mr. Pondicherry Chidambaram Balasubramanian, Whole-time Director (from September 13, 2022 until April 2, 2024)
	Ms. Jigyasa Sharma (w.e.f. April 2, 2024)

* The shareholding of this entity is held by the Company and therefore this entity would constitute a subsidiary under the Companies Act, 2013. However, the Group has determined that the Company does not control the entity since there's neither any exposure nor any right over any kind of returns from investee. Hence, basis the requirements of IND AS 110, the same is not considered a subsidiary for the purpose of these standalone financial statements.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

(B) Transactions during the year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Material purchased		
Tangy Supplies and Solutions Private Limited	236.17	230.18
Washroom Hygiene Concept Private Limited	1.32	0.35
Purchase of property, plant and equipment		
Tangy Supplies and Solutions Private Limited	48.44	32.46
Rent expense		
Mr. Raghunandana Tangirala	11.44	11.44
Ms. Shanthi Tangirala	11.44	11.44
Interest income on loans to related parties		
Stanworth Management Private Limited	0.05	0.24
Wynwy Technologies Private Limited	15.76	10.86
Global Flight Handling Services Private Limited	15.30	8.76
Services received		
Best Security Services Private Limited	47.62	25.29
Matrix Business Services India Private Limited	0.23	0.15
Washroom Hygiene Concept Private Limited	-	0.85
Avon Solutions and Logistics Private Limited	-	0.01
Integrated Technical Staffing and Solutions Private Limited	3.80	2.07
Fusion Foods and Catering Private Limited	-	0.76
Revenue from operations		
Wynwy Technologies Private Limited	0.02	0.06
Tangy Supplies and Solutions Private Limited	0.06	0.75
Avon Solutions and Logistics Private Limited	5.14	4.26
Matrix Business Services India Private Limited	2.15	0.96
Stanworth Management Private Limited	0.01	-
Integrated Technical Staffing and Solutions Private Limited	0.03	-
Global Flight Handling Services (Pune) Private Limited	24.54	14.96
Global Flight Handling Services (Patna) Private Limited	19.75	21.36
Global Flight Handling Services (Raipur) Private Limited	2.22	3.35
Global Flight Handling Services (Vizag) Private Limited	16.41	13.85
Global Flight Handling Services (Surat) Private Limited	6.84	0.56
Fusion Foods and Catering Private Limited	2.60	0.47
Managerial remuneration#		
Mr. Raghunandana Tangirala	19.20	13.69
Mr. Jayaram L B	-	1.17
Mr. Amitabh Jaipuria	0.68	21.39
Mr. Balaji Swaminathan	5.22	6.50
Mr. Pondicherry Chidambaram Balasubramanian	8.88	5.61
Mr. Ravishankar B	2.75	0.19
Mrs. Sandhya Saravanan, Company Secretary (w.e.f February 10, 2024)	0.24	-
Mrs. Radha Ramanujan, Chief Financial Officer (w.e.f. December 30, 2023)	3.78	-
# Excludes employees stock option expenses, details of which are disclosed separately below		

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Commission to Non-executive directors		
Mr. Sunil Rewachand Chandiramani	5.05	1.83
Employee stock option expenses		
Mr. Amitabh Jaipuria	7.70	0.61
Mr. Pondicherry Chidambaram Balasubramanian	2.32	0.27
Mr. Balaji Swaminathan	-	0.13
Impairment on Loans to Related Parties		
Wynwy Technologies Private Limited	65.20	45.09
Impairment on investments		
Wynwy Technologies Private Limited	1.00	-
Dividend income		
Avon Solutions and Logistics Private Limited	103.86	30.21
Liability paid to erstwhile promoters of acquired subsidiary		
Mr. Pondicherry Chidambaram Balasubramanian		
- Issue of shares for consideration other than cash	-	17.85
- Consideration paid for acquisition of additional stake in subsidiary	-	17.83
Director sitting fees		
Mr. Sunil Rewachand Chandiramani	2.80	2.00
Mr. Amit Choudhary	2.40	1.70
Ms. Sangeetha Sumesh	1.80	0.90
Mr. Amitabh Jaipuria	1.40	-
Investment in equity		
Denave India Private Limited	630.91	644.30
Athena BPO Private Limited	-	1,437.74
Global Flight Handling Services Private Limited	2.65	29.81
Investment derecognised during the year		
Denave India Private Limited	421.29	-
Reimbursement of Expenses (Audit fees)		
Tangy Supplies and Solutions Private Limited	-	0.45
Global Flight Handling Services Private Limited	-	0.53
Integrated Technical Staffing and Solutions Private Limited	-	0.23
Matrix Business Services India Private Limited	-	5.89
Fusion Foods and Catering Private Limited	-	0.50
Wynwy Technologies Private Limited	-	0.45
Stanworth Management Private Limited	-	0.40
Corporate guarantees provided to banks on behalf of subsidiaries		
Stanworth Management Private Limited	-	0.25
Global Flight Handling Services Private Limited	265.00	0.20
Fusion Foods and Catering Services Private Limited	-	0.30
Related party disclosures (continued)		

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Commission income on guarantee issued to banks on behalf of related parties		
Stanworth Management Private Limited	0.14	0.11
Global Flight Handling Services Private Limited	2.38	0.20
Fusion Foods and Catering Services Private Limited	0.24	0.07
Reimbursement of ESOP from subsidiaries		
Fusion Foods and Catering Private Limited	0.74	0.21
Global Flight Handling Services Private Limited	1.76	0.36
Matrix Business Services India Private Limited	7.18	2.99
Denave India Private Limited	10.60	3.16
Avon Solutions and Logistics Private Limited	1.93	0.87
Tangy Supplies and Solutions Private Limited	0.47	1.03
Loan given to subsidiaries		
Wynwy Technologies Private Limited	51.01	37.48
Global Flight Handling Services Private Limited	111.14	53.86
Repayment of loans by subsidiaries		
Wynwy Technologies Private Limited	-	3.47
Stanworth Management Private Limited	2.56	0.24
Global Flight Handling Services Private Limited	3.60	19.14
Contribution to gratuity		
Updater Services Private Limited - Employees Company Gratuity Scheme	52.93	41.43

(C) Balance outstanding at the end of the year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Investment in Equity		
Tangy Supplies and Solutions Private Limited	1.00	1.00
Avon Solutions and Logistics Private Limited	68.64	68.64
Integrated Technical Staffing and Solutions Private Limited	0.10	0.10
Stanworth Management Private Limited	26.57	26.57
Wynwy Technologies Private Limited (net of impairment)	-	1.00
Fusion Foods and Catering Private Limited	142.50	142.50
Global Flight Handling Services Private Limited	33.85	31.20
Updater Services (UDS) Foundation	0.10	0.10
Denave India Private Limited	1,607.07	1,397.45
Matrix Business Services India Private Limited	488.02	488.02
Washroom Hygiene Concept Private Limited	188.08	188.06
Athena BPO Private Limited	1,437.74	1,437.74
Security deposits (Other financial assets)		
Mr. Raghunandana Tangirala	11.44	11.44
Ms. Shanthi Tangirala	11.44	11.44
Loans (including interest accrued)		
Stanworth Management Private Limited	-	2.50
Wynwy Technologies Private Limited (excluding Impairments on loan)	223.65	158.45
Global Flight Handling Services Private Limited	230.56	109.24

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Rent payable		
Mr. Raghunandana Tangirala	1.06	-
Ms. Shanthi Tangirala	1.14	0.68
Trade payables		
Tangy Supplies and Solutions Private Limited	97.27	61.40
Best Security Services Private Limited	4.81	3.57
Stanworth Management Private Limited	-	0.43
Integrated Technical Staffing and Solutions Private Limited	5.43	1.86
Denave India Private Limited	1.06	-
Matrix Business Services India Private Limited	0.07	0.31
Washroom Hygiene Concept Private Limited	0.68	0.57
Global Flight Handling Services Private Limited	0.43	-
Avon Solutions and Logistics Private Limited	0.00	-
Athena BPO Services Private Limited	1.21	-
Other payable		
Tangy Supplies and Solutions Private Limited	-	0.45
Global Flight Handling Services Private Limited	-	0.53
Integrated Technical Staffing and Solutions Private Limited	-	0.23
Matrix Business Services India Private Limited	-	6.12
Fusion Foods and Catering Private Limited	-	0.50
Stanworth Management Private Limited	-	0.40
Capital creditors (other financial liabilities)		
Tangy Supplies and Solutions Private Limited	9.07	6.70
Advance to suppliers		
Stanworth Management Private Limited	0.27	-
Director fee payable		
Mr. Amit Choudhary	-	0.27
Mr. Sunil Rewachand Chandiramani	7.34	0.27
Ms. Sangeetha Sumesh	-	0.18
Mr. Raghunandana Tangirala	1.05	-
Managerial remuneration payable		
Mr. Amitabh Jaipuria	-	5.00
Mr. Pondicherry Chidambaram Balasubramanian	0.04	-
Mrs. Radha Ramanujan, Chief Financial Officer (w.e.f. December 30, 2023)	0.36	-
Mrs. Sandhya Saravanan, Company Secretary (w.e.f February 10, 2024)	0.10	-
Commission payable		
Mr. Sunil Rewachand Chandiramani	5.05	1.83

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Trade receivables		
Tangy Supplies and Solutions Private Limited	-	0.66
Global Flight Handling Services Private Limited	-	69.81
Global Flight Handling Services (Pune) Private Limited	54.16	
Global Flight Handling Services (Patna) Private Limited	45.41	
Global Flight Handling Services (Raipur) Private Limited	7.25	
Global Flight Handling Services (Vizag) Private Limited	36.54	
Global Flight Handling Services (Surat) Private Limited	7.93	
Matrix Business Services India Private Limited	0.18	-
Fusion Foods and Catering Private Limited	0.01	0.54
Avon Solutions And Logistics Private Limited	3.25	-
Other receivable - ESOP		
Fusion Foods and Catering Private Limited	0.94	0.21
Global Flight Handling Services Private Limited	2.12	0.36
Matrix Business Services India Private Limited	10.17	2.99
Denave India Private Limited	13.75	3.16
Avon Solutions and Logistics Private Limited	2.80	0.87
Tangy Supplies and Solutions Private Limited	1.50	1.03

*Amounts are less than ₹ 5,000.

(D) Consideration to key managerial personnel during the year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024
Salaries and other employee benefits*	50.77	49.56

*The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as these are determined on an actuarial basis for the Company as a whole. The employee stock compensation expenses for the year ended March 31, 2024 includes charge of ₹ 10.02 million (March 31, 2023: ₹ 1.01 million) towards key managerial personnel respectively.

Terms and conditions of transactions with related parties:

The sales to and purchases from related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period ended are unsecured and interest free and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

34 Operating segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues 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. All operating segments' operating results are reviewed regularly by the Company's Managing Director (MD) to make decisions about resources to be allocated to the segments and assess their performance.

The Company is engaged in only one business i.e. facility management services. The entity's chief operating decision maker considers the Company as a whole to make decisions about resources to be allocated to the segment and assess its performance. Accordingly, the Company does not have multiple segments and these standalone financial statements are reflective of the information required by the Ind AS 108 for facility management services.

Information in respect of geographical areas

The geographical information analyses the Company's revenues by the Company's country of domicile (i.e., India) and outside India. In presenting the geographical information on segment revenue has been based on the geographical location of customers. The Company has only one geographical location based on location of assets and hence the additional information relating to carrying amount of segment assets and cost to acquire tangible and intangible fixed assets based on location of assets has not been disclosed.

Revenue by Geography

Particulars	As at March 31, 2024	As at March 31, 2023
India	14,156.09	13,069.89
Outside India	15.07	15.53
	14,171.16	**13,085.42**

Non-current assets of the Company are entirely held in India.

Revenue from one customer amounting to Nil (March 31, 2023: ₹1,648.18 million) constitute more than 10% of the total revenue of the Holding Company in the respective years.

35 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 in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Note	March 31, 2024			Fair value		
		Carrying amounts	Measured at FVTPL	Measured at amortised cost	Level 1	Level 2	Level 3
Financial assets not measured at fair value							
Investments (non-current)*	4	3,993.67	-	3,993.67			
Loans (current and non-current)*	5	233.28	-	233.28			
Other financial assets (current and non-current)*	6	95.14	-	95.14			
Trade receivables*	9	3,125.35	-	3,125.35			
Cash and cash equivalents*	10A	18.66	-	18.66			
Bank balances other than cash and cash equivalents above*	10B	199.10	-	199.10			
Other financial assets (current)*	6	2,392.22	-	2,392.22			
		10,057.42	**-**	**10,057.42**	**-**	**-**	**-**
Financial liabilities measured at fair value							

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

	Note	March 31, 2024			Fair value		
		Carrying amounts	Measured at FVTPL	Measured at amortised cost	Level 1	Level 2	Level 3
Other financial liabilities (current and non-current)	15	1,229.85	1,229.85	-	-	-	1,229.85
Financial liabilities not measured at fair value							
Borrowings (current)*	13	498.31	-	498.31			
Trade payables*	14	366.81	-	366.81			
Other financial liabilities (current)*	15	1,286.91	-	1,286.91			
		3,381.88	**1,229.85**	**2,152.03**	**-**	**-**	**-**

	Note	March 31, 2023			Fair value		
		Carrying amounts	Measured at FVTPL	Measured at amortised cost	Level 1	Level 2	Level 3
Financial assets measured at fair value							
Other financial assets (current)	6	43.30	43.30	-	-	-	43.30
Financial assets not measured at fair value							
Investments (current and non-current)*	4	3,782.38		3,782.38			
Loans (current and non-current)*	5	115.36	-	115.36			
Other financial assets (non-current)*	6	60.68	-	60.68			
Trade receivables*	9	2,872.48	-	2,872.48			
Cash and cash equivalents*	10A	240.64	-	240.64			
Bank balances other than cash and cash equivalents above*	10B	89.29	-	89.29			
Other financial assets (current)*	6	82.06	-	82.06			
		7,286.19	**43.30**	**7,242.89**			
Financial liabilities measured at fair value							
Other financial liabilities (current and non-current)**	15	1,344.11	1,344.11	-	-	-	1,344.11
Financial liabilities not measured at fair value							
Borrowings (current and non-current)*	13	1,765.48	-	1,765.48			
Trade payables*	14	288.67	-	288.67			
Other financial liabilities (current)*	15	1,202.75	-	1,202.75			
		4,601.01	**1,344.11**	**3,256.90**	**-**	**-**	**-**

*The Company has not disclosed the fair values of these financial instruments because their carrying amounts are a reasonable approximation of fair value.

There have been no transfers between the levels during the year ended March 31, 2024 and March 31, 2023.

Refer 2.2(h) to the standalone financial statements.

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs are not based on observable market data (unobservable inputs).

**The Company has used Projected EBITDA of subsidiaries, EBITDA multiples, scenario analysis, Risk free rate, market return as inputs and Monte Carlo simulation method for valuation of liability payable to erstwhile promoters of acquired subsidiaries.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments, which is addressed through measures set out below:

- credit risk (see (B)(ii));
- liquidity risk (see (B) (iii)); and
- market risk (see (B)(iv))

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 Board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of directors on its activities.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The Company is exposed to credit risk from Trade receivables, loans, cash and bank balances, and other financial assets.

The maximum exposure to credit risk for trade and other receivables are as follows:

	Note	Carrying amount	
		31-Mar-24	31-Mar-23
Loans (current and non-current)	5	233.28	115.36
Other financial assets (non-current)	6	95.14	60.68
Trade receivables	9	3,125.35	2,872.48
Cash and cash equivalents	10A	18.66	240.64
Bank balances other than cash and cash equivalents above	10B	199.10	89.29
Other financial assets (current)	6	2,392.22	82.06

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Trade receivables

In cases of customers where credit is allowed, the average credit period on such sale of services ranges from 1 to 90 days. The customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the individual credit limits are defined in accordance with this assessment and outstanding customer receivables are regularly monitored. The management believes that unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss at the reporting dates related to customers that have defaulted on their payments to the Company are not expected to be able to pay their outstanding dues, mainly due to economic circumstances.

Ind AS requires an entity to recognise in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a age wise provision matrix which is prepared considering the historical data for collection of receivables.

The concentration of credit risk is limited due to the customer base being large and unrelated. Further, the Company constantly evaluates the quality of trade receivable and provides impairment loss on financial assets (trade receivables) based on expected credit loss model.

For movement of loss allowance in trade receivables, refer Note 9.

Cash and cash equivalents (including other bank balances)

The Company held cash and cash equivalents and margin money deposits with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of the banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

Other financial assets

Other financial assets primarily consists of non-current bank deposits, security deposits, interest accrued on bank deposits and other receivables. The Company does not expect any loss from non-performance by these counter-parties.

iii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company monitors its risk of a shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest.

As at March 31, 2024

Particulars	Carrying amounts	Within 1 year	1-3 years	3-5 years	Total
Borrowings (current)	498.31	498.31	-	-	498.31
Lease liabilities (current and non-current)	52.77	16.40	30.45	5.92	52.77
Trade payables	366.81	366.81	-	-	366.81
Other financial liabilities (non-current)	311.63	-	195.18	116.45	311.63
Other financial liabilities (current)	2,205.13	2,205.13	-	-	2,205.13
Total	**3,434.65**	**3,086.65**	**225.63**	**122.37**	**3,434.65**

As at March 31, 2023

Particulars	Carrying amounts	Within 1 year	1-3 years	3-5 years	Total
Borrowings (current and non-current)*	1,765.48	1,586.23	153.64	25.61	1,765.48
Lease liabilities (current and non-current)	47.01	18.41	24.44	4.16	47.01
Trade payables	288.67	288.67	-	-	288.67
Other financial liabilities (non-current)	608.02	-	452.02	156.00	608.02
Other financial liabilities (current)	1,938.84	1,938.84	-	-	1,938.84
Total	**4,648.02**	**3,832.15**	**630.10**	**185.77**	**4,648.02**

iv. Market risk

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the foreign exchange rates, interest rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risk (currency risk). The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising returns.

(a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company operating activities (when revenue or expense is denominated in a foreign currency). However the net investment in subsidiaries are in Indian rupees, as a result there is no exposure to the risk of changes in foreign exchange rates. Consequently, the group does not uses derivative financial instruments, such as foreign exchange forward contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of is forecasted cash flows and trade receivables.

Foreign currency risk management:

The carrying amounts of the Company's foreign currency (FC) denominated monetary assets and monetary liabilities at the end of each reporting period are as follows:

Particulars	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in FC (million)	Amount in ₹ (million)	Amount in FC (million)	Amount in ₹ (million)
Trade receivables	USD	0.00	0.07	0.07	5.96

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Sensitivity analysis

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives.

The following table details the Company's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates a increase in profit or equity where the ₹ strengthens 5% against the relevant currency. For a 5% weakening of the ₹ against the relevant currency, there would be a comparable impact on the profit or equity and balance below would be negative.

Particulars	Profit before Tax		Effect on pre-tax Equity	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
March 31, 2024				
USD	0.00	(0.00)	0.00	(0.00)
March 31, 2023				
USD	0.30	(0.30)	0.30	-0.30

Note:

This is mainly attributable to the exposure of receivable and payable outstanding in the above mentioned currencies to the Company at the end of the reporting period.

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, with all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Effect on profit before tax		Equity, net of tax	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Increase in rate by 2%	(30.38)	(25.31)	(22.73)	(18.94)
Decrease in rate by 2%	30.38	25.31	22.73	18.94

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

Fixed-rate instrument	Nominal amount	
	March 31, 2024	March 31, 2023
Borrowings	498.31	1,765.48

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

36 Ratios as per the schedule III requirements:

a) Current Ratio = Total current assets divided by total current liabilities

Particulars	March 31, 2024	March 31, 2023
Total current assets	6,285.66	3,813.93
Total current liabilities	3,968.55	4,585.09
Ratio	**1.58**	**0.83**
% change from previous year	**90.41%**	

Reason for change more than 25% : The ratio has increased from 0.83 for the year ended March 31, 2023 to 1.58 for the year ended March 31, 2024 primarily on account of unutilised IPO funds amounting to ₹ 2,215.05 million which were temporarily invested in fixed deposits with banks and held in monitoring agency bank account as at March 31, 2024.

b) Debt-Equity Ratio = Total debt divided by total equity where total debt represents total of non-current borrowings and current borrowings

Particulars	March 31, 2024	March 31, 2023
Total debt	498.31	1,765.48
Total equity	7,556.63	3,275.46
Ratio	**0.07**	**0.55**
% change from previous year	**-87.99%**	

Reason for change more than 25% : The ratio has decreased from 0.55 for the year ended March 31, 2023 to 0.07 for the year ended March 31, 2024 on account of repayments of borrowings during the year and increase in total equity pursuant to IPO.

c) Debt Service Coverage Ratio = Earnings available for debt services divided by debt service comprising interest, lease payments and principal repayments

Particulars	As at March 31, 2024	As at March 31, 2023
Net profit after tax	353.04	324.11
Add: Non-cash operating expenses and finance cost		
Depreciation and amortisation expense	156.59	151.50
Finance cost	138.56	124.12
Earnings available for debt service	**648.19**	**599.73**
Interest payments	144.19	106.13
Principal repayments	11,504.00	9,615.60
Total interest and principal repayments	**11,648.19**	**9,721.73**
Ratio	**0.06**	**0.06**
% change from previous year	**-9.79%**	

Reason for change more than 25%: Not applicable.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

d) Return on Equity ratio = Net profit after tax divided by average total equity

Particulars	As at March 31, 2024	As at March 31, 2023
Net profit after tax	353.04	324.11
Average total equity (refer note below)	5,416.05	3,079.67
Ratio	**6.52%**	**10.52%**
% change from previous year	**-38.06%**	

Note: Average total equity = (Total equity as at beginning of respective year + Total equity as at end of respective year) divided by 2

Reason for change more than 25% : The ratio has decreased from 10.52% for the year ended March 31, 2023 to 6.52% for the year ended March 31, 2024 due to increase in average total equity during the year ended March 31, 2024.

e) Trade receivables turnover ratio = Sales divided by average trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Sales (refer note 1 below)	14,171.16	13,085.42
Average trade receivables (refer note 2 below)	3,191.21	2,791.60
Ratio	**4.44**	**4.69**
% change from previous year	**-5.26%**	

Notes:

1. Sales represents revenue from operations
2. Average trade receivables = (Total trade receivables and unbilled revenue as at beginning of respective year + Total trade receivables and unbilled revenue as at end of respective year) divided by 2

Reason for change more than 25%: Not applicable.

f) Trade payables turnover ratio = Purchases divided by average trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Purchases / expenses (refer note 1 below)	1,385.47	1,186.72
Average trade payables (refer note 2 below)	327.74	254.14
Ratio	**4.23**	**4.67**
% change from previous year	**-9.47%**	

Notes:

1. Purchases/expenses is calculated by reducing expenditure on CSR and Net loss on Derivative Financial instruments from the Total Other expenses.
2. Average trade payables = (Total trade payables as at beginning of respective year + Total trade payables as at end of respective year) divided by 2

Reason for change more than 25%: Not applicable.

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Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

g) Net capital turnover ratio = Revenue from operations divided by working capital

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from operations	14,171.16	13,085.42
Working capital (refer note below)	2,317.11	-771.16
Ratio	**6.12**	**-16.97**
% change from previous year	**136.04%**	

Note: Working capital = Total Current assets - Total Current Liabilities

Reason for change more than 25% : The ratio has increased from minus 16.97 for the year ended March 31, 2023 to 6.12 for the year ended March 31, 2024 on account of increase in Total Current Assets and decrease in Total Current Liabilities during the year.

h) Net profit ratio = Net profit after tax divided by revenue from operations

Particulars	As at March 31, 2024	As at March 31, 2023
Net profit after tax	353.04	324.11
Revenue from operations	14,171.16	13,085.42
Ratio	**2.49%**	**2.48%**
% change from previous year	**0.58%**	

Reason for change more than 25%: Not applicable.

i) Return on Capital employed = Earnings before interest and taxes (EBIT) divided by capital employed

Particulars	As at March 31, 2024	As at March 31, 2023
Earnings before interest and taxes (refer note 1 below)	537.76	502.66
Capital employed (refer note 2 below)	8,054.94	5,040.94
Ratio	**6.68%**	**9.97%**
% change from previous year	**-33.05%**	

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Note:

1. EBIT = Profit before tax + Finance costs
2. Capital employed = Total equity + Total Debt (Current and Non-current borrowings)

Reason for change more than 25% : The ratio has decreased from 9.97 % for the year ended March 31, 2023 to 6.68 % for the year ended March 31, 2024 on account of increase in equity share capital and other equity during the year pursuant to Initial Public Offering.

j) Return on Investment = Income generated from invested funds by average invested funds in treasury investments

Particulars	As at March 31, 2024	As at March 31, 2023
Interest income on bank deposits	86.20	20.73
Average invested funds in treasury (b)	1,233.31	119.02
Ratio	**6.99%**	**17.42%**
% change from previous year	**-59.87%**	

Note: Average invested funds in treasury instruments = Total Bank deposits as at beginning of respective year + Total Bank deposits as at end of respective year) divided by 2

Reason for change more than 25% : The ratio has decreased from 17.42% for the year ended March 31, 2023 to 6.99% for the year ended March 31, 2024 primarily on account of net IPO proceeds which were un-utilised as at March 31, 2024 being temporarily invested in fixed deposits with banks. Also refer note 38.

37 Code on wages, 2019 and Code on Social Security, 2020

The Parliament has approved the Code on Wages, 2019 and the Code on Social Security, 2020 which govern, and are likely to impact, the contributions by the Company towards certain employee benefits. The government has released draft rules for these Codes and has invited suggestions from stakeholders which are under active consideration by the concerned Ministry. The effective date of these Codes have not yet been notified and the Company will assess the impact of these codes as and when they become effective and will provide for the appropriate impact in its standalone financial statements during the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

38 Utilisation of IPO proceeds

The Company has completed an Initial Public Offer ("IPO") by way of fresh issue of 13,333,333 equity shares of face value of ₹ 10 each and an offer for sale of 8,000,000 equity shares of face value of ₹ 10 each of the Company at an issue price of ₹ 300 per equity share aggregating to ₹ 6,400 million (comprising fresh issue of equity shares of ₹ 4,000 million and payable to selling shareholders towards offer for sale of ₹ 2,400 million). The Company allotted 13,333,333 fresh equity shares of ₹ 10 each at a premium of ₹ 290 per equity share on September 30, 2023. The total share premium arising on IPO amounting to ₹ 3,866.67 million had been accounted under securities premium reserve and the IPO related expenses amounting to ₹ 181.52 million, being Company's share of total estimated IPO expense had been adjusted against the premium amount as above. The equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited on October 4, 2023. Details of utilisation of IPO proceeds are tabulated below:

(₹ in million)

	Amount as proposed in offer document	Utilisation up to March 31, 2024	Unutilised up to March 31, 2024
Repayment and /or prepayment of certain borrowings availed by the Company	1,330.00	(1,330.00)	-
Funding working capital requirements	1,150.00	-	1,150.00*
Pursuing inorganic growth initiatives	800.00	(233.65)	566.35
General corporate purposes	498.70	-	498.70**
Total	**3,778.70**	**(1,563.65)**	**2,215.05**

"*includes ₹ 700 million estimated for utilisation by FY 2023-24 as per the prospectus dated September 28, 2023

**includes ₹ 250 million estimated for utilisation by FY 2023-24 as per the prospectus dated September 28, 2023

Net IPO proceeds which were un-utilised as at March 31, 2024 were temporarily invested in fixed deposits with banks, Monitoring Agency bank account and IPO Public issue account.

In this regard, the unutilised IPO fund balance has been carried forward for utilisation in FY 2024-25 in accordance with applicable laws, based on approval obtained from the Board of Directors.

Also refer note 11 and 12 to the standalone financial statements.

39 Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

(iii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iv) The Company has not been declared as wilful defaulters by any bank or financial institution or government or any government authority.

(v) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period except in respect of charge created with State Bank of India of ₹ 2.50 million which has not been satisfied as at March 31, 2024.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

(vi) The Company has the following balance/transactions with the below-mentioned companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck-off company	Nature of transaction with struck off company	Balances outstanding		Relationship with the struck off company
		As at March 31, 2024	As at March 31, 2023	
Air Mech Engineers Private Limited	Services received	1.72	0.03	None
Bajaj Electronics	Services received	-	0.01	None
Cross Limits Services and Solutions	Trade payables	-	0.06	None
Pancyber Infotech Private Limited	Trade payables	-	0.03	None

(vii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(viii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year. Also refer Note 40.

(ix) (a) During the year ended March 31, 2024, the Company advanced loans of ₹ 111.14 million to its subsidiary, Global Flight Handling Services Private Limited ('GFHSPL') (CIN U74900TN2014PTC097283) on various dates towards its working capital requirements. Subsequently, GFHSPL has further advanced loans aggregating ₹ 27.03 million, ₹ 18.20 million, ₹ 11.41 million, ₹ 3.75 million, ₹ 20.13 million and ₹ 12.03 million to its subsidiaries namely, Global Flight Handling Services (Pune) Private Limited, Global Flight Handling Services (Patna) Private Limited, Global Flight Handling Services (Raipur) Private Limited, Global Flight Handling Services (Vizag) Private Limited and Global Flight Handling Services (Surat) Private Limited respectively on various dates for the purpose of providing funding to these step-down subsidiaries in connection with their pursuit of flight handling services business at the respective airports operated by these entities during the year. The balance amount of ₹ 36.79 million has been used by Global Flight Handling Services Private Limited towards its working capital requirements.

The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act, 2013 for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

During the year ended March 31, 2023, the Company advanced loans of ₹ 111.14 million to its subsidiary, Global Flight Handling Services Private Limited ('GFHSPL') (CIN U74900TN2014PTC097283) on various dates towards its working capital requirements. Subsequently, GFHSPL had further advanced loans aggregating ₹ 12.00 million, ₹ 18.20 million, ₹ 2.26 million, ₹ 9.73 million and ₹ 0.57 million to its subsidiaries namely, Global Flight Handling Services (Pune) Private Limited, Global Flight Handling Services (Patna) Private limited, Global Flight Handling Services (Raipur) Private Limited, Global Flight Handling Services (Vizag) Private Limited and Global Flight Handling Services (Surat) Private Limited respectively on various dates for the purpose of providing funding to these step-down subsidiaries in connection with their pursuit of flight handling services business at the respective airports operated by these entities during the previous year.

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Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Complete details of the intermediary and ultimate beneficiary is provided below:

Name of the Entity	Registered Address	CIN	Relationship with Holding Company
Global Flight Handling Services Private Limited	Rayala Towers", Tower II, First Floor, New No.158 Old No.781, Shop No.24A, Anna Salai, Chennai TN 600002 India	U74900TN2014PTC097283	Subsidiary
Global Flight Handling Services (Pune) Private Limited (Ultimate Beneficiary)	No 101,Amrut Siddhi Apartment, Lakshmi Park, Behind Bhide Hospital, Navi Pune MH 411030 India	U93090PN2021PTC198665	Step-subsidiary
Global Flight Handling Services (Patna) Private Limited (Ultimate Beneficiary)	Door No 401, 4th Floor, OP Complex P N Mall Road (Patliputra - Kurji Road) NA Patna BR 800010 India	U62200BR2021PTC052021	Step-subsidiary
Global Flight Handling Services (Raipur) Private Limited(Ultimate Beneficiary)	OTB Ground Floor, Swami Vivekananda Airport, Mana Raipur CT 492015 India	U63040CT2021PTC012256	Step-subsidiary
Global Flight Handling Services (Vizag) Private Limited(Ultimate Beneficiary)	First Floor, D.No.1-168, Susarla Colony Gopalapatnam Visakhapatnam AP 530027 India	U62100AP2021PTC118299	Step-subsidiary
Global Flight Handling Services (Surat) Private Limited(Ultimate Beneficiary)	Cabin No.2, First Floor, Inside Terminal Building Arrival Hall, ATC Building, Dumas Road, Surat GJ 395007 India	U63030GJ2021PTC126393	Step-subsidiary

(x) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(x) The Company does not have any loans or advances in the nature of loans granted to promoters, directors, KMPs and the related parties either severally or jointly with any other person, that are (a) repayable on demand or (b) without specifying any terms or period of repayment, except as referred to in Note 5.

(xi) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).

(xii) The Company has not traded or invested in crypto currency or virtual Currency during the year.

Notes to Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

40 Events after reporting period

(a) The Board of Directors of the Company in their meeting held on May 20, 2024, considered and approved the proposed scheme of amalgamation (Scheme') of wholly-owned subsidiaries, viz, Stanworth Management Private Limited ('Stanworth') and Tangy Supplies & Solutions Private Limited ('Tangy') with Updater Services Limited with effect from April 1, 2024 ('the appointed date') under sections 230 to 233 of the Companies Act, 2013, and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder. The aforesaid scheme is subject to the approval of shareholders and creditors of the respective companies, Stock Exchanges, National Company Law Tribunal and such other approvals as may be required.

(b) The Board of Directors of the Holding Company in their meeting held on May 20, 2024, considered and approved the proposed scheme of merger of two wholly-owned entities (Scheme') wherein shares of Integrated Technical Staffing and Solutions Private Limited ('ITSS') will be swapped with that of Wynwy Technologies Private Limited ('Wynwy') consequent upon merger of the two entities with effect from June 1, 2024 ('the appointed date'). The aforesaid scheme is subject to the approval of respective entities' Board of Directors, Shareholders, Stock Exchanges, National Company Law Tribunal and such other approvals as may be required.

As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

K Sudhakar
Partner
Membership No: 214150
Place: Chennai
Date: May 20, 2024

Raghunandana Tangirala
Managing Director
DIN: 00628914
Place: Chennai
Date: May 20, 2024

Amitabh Jaipuria
Director
DIN: 01864871
Place: Chennai
Date: May 20, 2024

Radha Ramanujan
Chief Financial Officer
Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

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Independent Auditor's Report

To the Members of Updater Services Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Updater Services Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), 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 the other auditors on separate/ consolidated 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 as at 31 March 2024, of its consolidated profit and other comprehensive 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 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 (b) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter

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.

The key audit matter	How the matter was addressed in our audit
Revenue recognition See Note 2(g) and Note 20 to consolidated financial statements	
The Group is primarily engaged in the business of providing facility management services and business support services. Revenues from facility management service and business support services contracts are recognised in accordance with the requirements of Ind-AS 115, "Revenue from Contracts with Customers" as and when the Group satisfies performance obligations by rendering the promised services to its customers. The performance obligations in the contracts are fulfilled based on customer acceptances for delivery of work/ attendance of resources, where applicable, or as per terms of arrangements entered with the customers. The Group and its external stakeholders focus on revenue as a key performance indicator of the Group. Timing of revenue recognition is a key audit matter as there could be incentives or external pressures to meet expectations resulting in revenue being overstated or recognised before the control has been transferred.	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: ▪ Obtained an understanding the process followed by the Group for measurement and recognition of revenue. ▪ Assessed the appropriateness of the Group's revenue recognition accounting policies with reference to the relevant accounting standards. ▪ Evaluating the design and implementation of key internal financial controls in relation to timing of revenue recognition and tested the operating effectiveness of such controls for selected samples; ▪ Inspected the credit notes/reversals of revenue, if any, in the subsequent period to assess if revenue is appropriately recognised in the period in which related service is rendered; ▪ Scrutinised journal entries posted to revenue account on a sample basis, based upon specific risk based criteria to identify unusual or irregular items.

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 Annual Report, but does not include the financial statements and auditor's reports thereon. The 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' 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 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 included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company 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 included in the Group are responsible for assessing the ability of each company 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 either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

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- 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 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 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 (b) 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.

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. The consolidated financial statements of the Group for the year ended March 31, 2023 were audited by the predecessor auditor who had expressed an unmodified opinion on July 6, 2023.

b. We did not audit the financial statements of seven subsidiaries and eight step-down subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 1,892.92 million as at March 31, 2024, total revenues (before consolidation adjustments) of ₹ 4,476.84 million and net cash flows (before consolidation adjustments) amounting to ₹ 35.65 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.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

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/consolidated 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.

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 following:

   - in respect of one subsidiary, back-up of the books of account and other relevant books and papers in electronic mode has not been kept on servers physically located in India on a daily basis for certain number of days during the period 13 April 2023 to 30 October 2023.
   - in respect of one subsidiary, back-up of the books of account and other relevant books and papers in electronic mode has not been kept on servers physically located in India on a daily basis;
   - 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 31 March 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of 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 qualification 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 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/consolidated 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. Refer Note 38 to the consolidated financial statements.

b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 19 to the consolidated financial statements in respect of such items as it relates to the Group.

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 of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, other than as disclosed in the Note 49 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 any of such subsidiary companies 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 any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, other than as disclosed in the Note 49 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies 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 performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or the 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 interim dividend declared and paid by the subsidiary company incorporated in India during the year and until the date of this audit report is in accordance with Section 123 of the Act.

f. Based on our examination which included test checks, and that performed by respective auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary have used an accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

i. In respect of the Holding Company, the feature of audit trail (edit log) was not enabled (a) at the database layer of the accounting software for the entire audit period; (b) at the application layer for certain fields of tables for payroll, procurement, revenue, property, plant and equipment and financial reporting processes;

ii. In respect of one subsidiary company, the feature of audit trail (edit log) was not enabled for the period April 01, 2023 to January 10, 2024.

iii. In respect of two subsidiary companies, the feature of audit trail (edit log) was not enabled in respect of an ancillary accounting software for maintenance of employee records and revenue recognition.

iv. In the case of three subsidiary companies, an ancillary payroll accounting software operated by a third party software service provider wherein the reporting on compliance with the audit trail on Systems and Organization Controls (SOC) Type 2 report or SOC Type 2 report is not available. Accordingly, we are unable to comment whether audit trail feature of the said software was enabled and operated for the aforesaid period;

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

A. 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 and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid 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

K Sudhakar
Partner
Membership No.: 214150
ICAI UDIN:24214150BKETAV3354

Place: Chennai
Date: 20 May 2024

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Updater Services 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 unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Updater Services Limited	U74140TN2003PLC051955	Holding Company	(ii)(b), iii(c),(iii)(d), (iii)(f),(vii)(a), (x)(a)
2	Avon Solutions & Logistics Private Limited	U72200TN2002PTC049961	Subsidiary	(iii)(f), (vii)(a), (vii)(b)
3	Fusion Foods and Catering Private Limited	U55100TN2008PTC068154	Subsidiary	(vii)(a)
4	Wynwy Technologies Private Limited	U74999TN2017PTC119356	Subsidiary	(xvii), (xix), (vii)(a)
5	Denave India Private Limited	U85110DL1999PTC190362	Subsidiary	(vii) (a), (vii) (b)
6	Matrix Business Services India Private Limited	U74140TN2003PTC051482	Subsidiary	(vii) (a), (vii) (b)

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

K Sudhakar
Partner
Membership No.: 214150
ICAI UDIN:24214150BKETAV3354

Place: Chennai
Date: 20 May 2024

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Updater Services 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 Updater Services 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 and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditors, 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 and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to 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.

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.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to seven subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

K Sudhakar
Partner
Membership No.: 214150
ICAI UDIN:24214150BKETAV3354

Place: Chennai
Date: 20 May 2024

Consolidated Balance Sheet

as at 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	602.74	607.94
Capital work-in-progress	3A	103.59	-
Goodwill	3B	1,947.90	1,947.90
Other Intangible assets	3C	555.36	636.06
Intangible assets under development	3E	5.18	2.27
Right-of-use assets	35	460.29	402.09
Contract assets	9	226.88	221.55
Financial assets			
(i) Investments	4	48.10	0.10
(ii) Loans	5	0.57	1.26
(iii) Other financial assets	6	232.69	273.88
Deferred tax assets (net)	32E	474.46	488.07
Non-current tax assets (net)	32A	773.28	547.19
Other non-current assets	7	54.67	23.65
Total Non-current assets		**5,485.71**	**5,151.96**
Current assets			
Inventories	8	69.91	69.86
Contract assets	9	490.10	668.18
Financial assets			
(i) Investments	4	16.32	38.00
(ii) Trade receivables	10	5,039.00	4,277.28
(iii) Cash and cash equivalents	11A	836.16	1,146.67
(iv) Bank balances other than cash and cash equivalents	11B	671.24	504.27
(v) Loans	5	6.80	7.36
(vi) Other financial assets	6	2,476.49	66.80
Other current assets	7	256.27	239.09
Total Current assets		**9,862.29**	**7,017.51**
Total Assets		**15,348.00**	**12,169.47**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	669.48	529.52
Other equity	13	7,731.87	3,279.41
Equity attributable to equity holders of the parent		**8,401.35**	**3,808.93**
Non-controlling interests	14	59.46	69.18
Total Equity		**8,460.81**	**3,878.11**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	15	0.34	179.25
(ii) Lease liabilities	35	325.23	284.23
(iii) Other financial liabilities	17	311.63	1,138.71
Provisions	18	496.85	539.49
Deferred tax liabilities (net)	32E	117.03	157.50
Total Non-current liabilities		**1,251.08**	**2,299.18**
Current Liabilities			
Financial liabilities			
(i) Borrowings	15	528.67	1,586.13
(ii) Lease liabilities	35	192.70	149.02
(iii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	16	137.23	174.35
Total outstanding dues of creditors other than micro enterprises and small enterprises	16	655.38	618.96
(iv) Other current financial liabilities	17	2,827.95	2,321.90
Other current liabilities	19	813.10	754.43
Provisions	18	401.31	330.09
Current tax liabilities (net)	32A	79.77	57.30
Total Current Liabilities		**5,636.11**	**5,992.18**
Total Liabilities		**6,887.19**	**8,291.36**
TOTAL EQUITY AND LIABILITIES		**15,348.00**	**12,169.47**

Significant accounting policies 2

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

K Sudhakar
Partner
Membership No: 214150
Place: Chennai
Date: May 20, 2024

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

Raghunandana Tangirala
Managing Director
DIN: 00628914
Place: Chennai
Date: May 20, 2024

Amitabh Jaipuria
Director
DIN: 01864871
Place: Chennai
Date: May 20, 2024

Radha Ramanujan
Chief Financial Officer

Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Consolidated Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	20	24,443.63	20,988.87
Other income	21	236.10	132.03
Total Income		**24,679.73**	**21,120.90**
Expenses			
Cost of materials consumed	22	974.94	768.04
Purchase of traded goods	23	44.30	23.72
Cost of services	24	-	2,667.09
Changes in inventories of Finished goods and Stock-in-trade	25	0.38	10.41
Employee benefits expenses	26	18,156.51	13,840.58
Finance costs	27	192.83	145.67
Depreciation and amortisation expense	28	539.60	370.40
Impairment losses	29	69.61	36.34
Fair value change in liabilities payable to promoters of acquired subsidiaries	30	105.92	413.63
Other expenses	31	3,749.81	2,303.14
Total Expenses		**23,833.90**	**20,579.02**
Profit before tax		**845.83**	**541.88**
Tax expense:	32B		
Current tax		213.50	237.10
Deferred tax		(30.31)	(41.27)
Total Tax expense		**183.19**	**195.83**
Profit for the year		**662.64**	**346.05**
Other Comprehensive income:			
Items that will not to be reclassified to profit or loss			
Re-measurement gains on defined benefit obligations (net)		10.45	12.86
Income tax relating to items that will not be reclassified to profit or loss	32C	(3.72)	(3.12)
Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations	13	(7.13)	-
Income tax relating to items that will be reclassified to profit or loss	32C	-	-
Other comprehensive income for the year, net of tax		**(0.40)**	**9.74**
Total comprehensive income for the year		**662.24**	**355.79**
Profit for the year attributable to:			
Equity holders of the parent		679.46	357.86
Non-controlling interests		(16.82)	(11.81)
Other comprehensive income for the year attributable to:			
Equity holders of the parent		0.37	9.65
Non-controlling interests		(0.77)	0.09
Total comprehensive income for the year attributable to:			
Equity holders of the parent		679.83	367.51
Non-controlling interests		(17.59)	(11.72)
Earnings per equity share (in ₹)			
Basic	33	11.36	6.77
Diluted	33	11.30	6.70

Significant accounting policies 2

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

K Sudhakar
Partner
Membership No: 214150
Place: Chennai
Date: May 20, 2024

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

Raghunandana Tangirala
Managing Director
DIN: 00628914
Place: Chennai
Date: May 20, 2024

Amitabh Jaipuria
Director
DIN: 01864871
Place: Chennai
Date: May 20, 2024

Radha Ramanujan
Chief Financial Officer

Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Consolidated Statement of Cash Flows

as at March 31, 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax		845.83	541.88
Adjustment to reconcile profit before tax to net cash flows			
Depreciation and amortisation expense		539.60	370.40
Finance cost		192.83	145.67
Interest income		(119.15)	(60.24)
Fair value change in Liability payable to promoters of acquired subsidiary		74.59	412.84
Impairment losses		69.61	36.34
Bad debts written off		12.34	1.55
Liabilities / Provisions no longer required written back*		(52.91)	(61.81)
(Profit) Loss on sale of Property, Plant and Equipment (net)		(4.80)	0.52
Intangible asset under development Written off		0.29	-
Employee stock option expenses		100.60	38.89
Unrealised exchange differences (net)		0.76	23.87
Operating cash flow before working capital changes		**1,659.59**	**1,449.91**
Movements in working capital:			
(Increase)/decrease in Trade receivables and contracts assets		(618.96)	(673.68)
(Increase)/decrease in loans, financial and other assets		(61.65)	263.38
(Increase)/decrease in Inventory		(0.05)	(1.70)
Increase/ (decrease) in provisions, trade payables, financial and other liabilities		462.47	313.77
Cash generated from operations		**1,441.41**	**1,351.68**
Income taxes paid, net		(415.02)	(203.86)
Net cash flow from operating activities	A	**1,026.39**	**1,147.82**
Cash flow from investing activities			
Purchase of property, plant and equipment including capital work in progress, capital creditors and capital advances		(385.50)	(515.56)
(Purchase) /Sale proceeds of Investments		(26.32)	(38.00)
Investments in fixed deposits		(2,696.03)	(3,355.97)
Investment in Bank balances other than cash and cash equivalents (net)		(167.75)	-
Redemption/Maturity of fixed deposits		360.06	3,095.47
Proceeds from sale of property, plant and equipment		20.96	9.24
Settlement to erstwhile promoters of acquired subsidiaries, (net)		(763.40)	(761.77)
Interest received		93.84	36.77

Consolidated Statement of Cash Flows

as at March 31, 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
Net cash flow used in investing activities	B	**(3,564.14)**	**(1,529.82)**
Cash flow from financing activities			
Proceeds from issue of equity shares		6,400.00	-
Payment to selling shareholders		(2,400.00)	-
Payment towards IPO related expenses		(181.52)	-
Proceeds from exercise of employee shares options		32.46	-
Proceeds of long-term borrowings		-	304.00
Repayment of long-term borrowings		(256.08)	(47.92)
Proceeds from short-term-borrowings		10,239.62	10,493.69
Repayment of short-term-borrowings		(11,211.22)	(9,569.83)
Payment of principal portion towards lease liabilities		(162.13)	(68.92)
Payment of interest towards lease liabilities		(50.87)	(20.97)
Dividends paid to non-controlling interests		(32.80)	(9.54)
Repayment of finance cost		(150.22)	(124.70)
Net cash flow from financing activities	**C**	**2,227.25**	**955.81**
Net increase/(decrease) in cash and cash equivalents	**A+B+C**	**(310.51)**	**573.81**
Cash and cash equivalents at the beginning of the year		1,146.67	572.86
Cash and cash equivalents at the end of the year		836.16	1,146.67

Refer Note 15.9 for change in liabilities arising from financing activities

Significant accounting policies 2

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

K Sudhakar
Partner
Membership No: 214150
Place: Chennai
Date: May 20, 2024

Raghunandana Tangirala
Managing Director
DIN: 00628914
Place: Chennai
Date: May 20, 2024

Amitabh Jaipuria
Director
DIN: 01864871
Place: Chennai
Date: May 20, 2024

Radha Ramanujan
Chief Financial Officer

Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

(a) Equity share capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	Number of shares	Amount
Balance as on April 1, 2023	5,29,52,467	529.52
Add: Changes in equity share capital during the year	1,39,95,899	139.96
Balance as at March 31, 2024	**6,69,48,366**	**669.48**
Balance as on April 1, 2022	5,28,17,479	528.18
Add: Changes in equity share capital during the year	1,34,988	1.34
Balance as at March 31, 2023	**5,29,52,467**	**529.52**

(b) Other equity

Particulars	Reserves and surplus					OCI	Total Equity attributable to equity shareholders of parent	Non-controlling Interests ('NCI')	Total
	Retained Earnings	Capital redemption reserve	General reserve	Securities premium	Employee Stock Options Reserve	Exchange differences on translation of foreign operations			
As at April 1, 2023	**2,554.32**	**21.09**	**26.60**	**601.95**	**53.89**	**21.56**	**3,279.41**	**69.18**	**3,348.59**
Profit for the year	679.46	-	-	-	-	-	679.46	(16.82)	662.64
Other comprehensive Income	7.50	-	-	-		(7.13)	0.37	(0.77)	(0.40)
Total comprehensive Income	**686.97**	**-**	**-**	**-**	**-**	**(7.13)**	**679.84**	**(17.59)**	**662.24**
Transactions with owners of the Company									
Contributions and distributions									
Employee stock options provided (refer Note 36)	-	-	-	-	100.60	-	100.60	-	100.60
Premium on issue of shares	-	-	-	3,866.67		-	3,866.67	-	3,866.67
Exercise of share options**	-	-	-	62.18	(75.30)	-	13.13	40.67	27.54
IPO expenses adjusted against securities premium (refer Note 48)	-	-	-	(181.52)	-	-	(181.52)	-	(181.52)
Dividend Payment to NCI	-	-	-	-	-	-	-	(32.80)	(32.80)
Buy-back of equity shares-(refer Note 50)	6.15	1.07	(7.22)				-	-	-

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Reserves and surplus					OCI	Total Equity attributable to equity shareholders of parent	Non-controlling Interests ('NCI')	Total
	Retained Earnings	Capital redemption reserve	General reserve	Securities premium	Employee Stock Options Reserve	Exchange differences on translation of foreign operations			
As at March 31, 2024	**3,247.44**	**22.16**	**19.38**	**4,349.28**	**79.19**	**14.43**	**7,731.87**	**59.46**	**7,791.33**
As at April 1, 2022	**2,227.14**	**20.75**	**26.60**	**559.43**	**42.17**	**-**	**2,876.09**	**53.09**	**2,929.18**
Profit for the year	357.86	-	-	-	-	-	357.86	(11.81)	346.05
Other comprehensive income for the year	9.65	-	-	-	-	-	9.65	0.09	9.74
Total comprehensive income for the year	**367.51**	**-**	**-**	**-**	**-**	**-**	**367.51**	**(11.72)**	**355.79**
Adjustments relating to acquisition of NCI	(39.99)	-	-	-	-	-	(39.99)	10.18	(29.81)
Transfer to Capital Redemption Reserve	(0.34)	0.34	-	-	-	-	-	-	-
Premium on issue of shares for consideration other than cash	-	-	-	42.52	-	-	42.52	-	42.52
Employee stock options provided (refer Note 36)	-	-	-	-	38.89	-	38.89	-	38.89
Exercise of share options**	-	-	-	-	(27.17)	-	(27.17)	27.17	-
Dividend payment to NCI	-	-	-	-	-	-	-	(9.54)	(9.54)
Foreign currency translation reserve				-	-	21.56	21.56	-	21.56
As at March 31, 2023	**2,554.32**	**21.09**	**26.60**	**601.95**	**53.89**	**21.56**	**3,279.41**	**69.18**	**3,348.59**

The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

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Partner
Membership No: 214150
Place: Chennai
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Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Updater Services Limited | Annual Report 2023-24

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

1. Corporate information

The Consolidated Financial Statements comprise financial statements of Updater Services Limited (formerly known as Updater Services Private Limited) ('the Company', 'UDS', 'Holding Company', "Parent", and "Parent Company") and its subsidiaries (collectively, the 'Group') for the year ended March 31, 2024. The Company is domiciled and incorporated as a public limited company in India under the provisions of the Companies Act, 2013 with its equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company's registered office is at No.2/302-A, Uds Salai, Off Old Mahabalipuram Road Thoraipakkam, Kancheepuram, Chennai, Tamil Nadu, India, 600097. The Group is engaged in providing facility management services like integrated facility management services to various industries such as information technology enabled services, manufacturing, hospitality and other industries and catering services, which includes industrial catering, and services at food courts.

Facility management services includes housekeeping, janitorial, garden management, pest control, waste management, vendor management, cleaning and mail room services, mechanical and electrical services, water management, hygiene management, plumbing, energy/safety audit, design erection, installation, testing and commissioning and catering solutions. Business Support services include Mailroom management Services, Employee background verification Services, Retail/Channel/ Trade Audits & Assurance Services, Sales Enablement Services and Airports Ground Handling Services. Information on the Group's structure is provided in Note 44 Group information. Information on other related party relationships of the Group is provided in Note 40 Related party transactions.

The Holding Company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on March 4, 2023 and consequently the name of the Company has changed to "Updater Services Limited" pursuant to a fresh certificate of incorporation by the Registrar of Companies on March 24, 2022.

The Consolidated Financial Statements were approved for issue in accordance with a resolution of the Board of directors on May 20, 2024.

Details of the Group's material accounting policies are included in Note 2.2 to the consolidated financial statements.

2.1 Basis of preparation

A. Statement of compliance

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under section 133 of the Companies Act 2013 ("Act") and other relevant provisions of the Act and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statements.

B. Basis of measurement

The consolidated financial statements have been prepared on an accrual basis under the historical cost convention except for the following:

a) Certain financial assets and liabilities measured at fair value as explained in the accounting policies;

b) Net defined benefit (plan asset)/ liability measured at fair value of plan assets less the present value of the defined benefit obligation.

C. Functional and presentation currency

The Group's consolidated financial statements are presented in Indian Rupees (INR), which is also the Holding Company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. All values are rounded to nearest millions except when otherwise stated.

D. Use of judgements and estimates

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

a) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

- Note 35 – Determining the lease term of contracts with renewal and termination options – Group as Lessee
- Note 41 and Note 42 - Fair value measurement of financial instruments

b) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Notes 2.2(g) and 20: revenue recognition: estimate of expected price concessions;
- Note 2.2(k) and Note 34: measurement of defined benefit obligations: key actuarial assumptions;
- Note 2.2(i) and Note 33: recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;
- Note 2.2(e): impairment test of intangible assets and goodwill: key assumptions underlying recoverable amounts
- Notes 18: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 42 – Impairment of financial assets
- Note 36 - determination of fair value of employee stock option

E. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer. The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest. The principle or the most advantageous market must be accessible by the Group.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

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

Involvement of external valuers is decided upon annually by the Group. At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the Group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. Other fair value related disclosures are given in the relevant notes.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. Also refer Note 42.

F. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.
- A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.2 Material accounting policies

a. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries as at March 31, 2024. Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- exposure, or rights, to variable returns from its involvement with the investee, and
- the ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee
- rights arising from other contractual arrangements
- the Group's voting rights and potential voting rights
- the size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated financial statements from the date the Group gains control until the date the group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended March 31,2024. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Non-Controlling Interests ('NCI') are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the NCI, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

Updater Services Limited | Annual Report 2023-24

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

b. **Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred except if related to the issue of debt or equity securities. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

c. **Foreign currencies**

For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Updater Services Limited | Annual Report 2023-24

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI except to the extent that the exchange differences are allocated to NCI. When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reallocated to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (April 1, 2017), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

d. Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

The cost of property, plant and equipment not ready for intended use before such date is disclosed under capital work-in- progress.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment and depreciated separately based on their specific useful lives.

All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure, are charged to the statement of profit and loss for the period during which such expenses are incurred when recognition criteria are not met.

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

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

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

The Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2017 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

Depreciation

The Group, based on technical assessment made by experts and management estimates, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013 based on the pattern of consumption of such assets and having regard to the nature of assets in this industry. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation is calculated on a straight line basis that closely reflects the expected pattern of consumption of future economic benefits embodied in the respective assets over the estimated useful lives of the assets.

Asset Classification	Estimated Useful Life (Years)	Schedule II Life (years)
Plant and machinery	5 to 15	15
Furniture and fittings	10	10
Office equipment	5	5
Vehicles	8	8
Computer and accessories	3	5
Building	60	30
Leasehold improvements#	1-5 years	NA

#Leasehold Improvements are depreciated over the leasehold period or useful life estimated by management whichever is lesser.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on additions/(disposals) is provided on a pro-rata basis i.e. from/ (upto) the date on which asset is ready for use/ (disposed off).

The Holding Company has charged depreciation on property, plant & equipment (PPE) based on Written Down Value ("WDV") method upto December 31, 2023. With effect from January 1, 2024, the Holding Company has changed its

method of depreciation from WDV to Straight Line Method ("SLM") based upon the technical assessment of expected pattern of consumption of the future economic benefits embodied in the assets.

e. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Expenditure on research activities is recognised in profit or 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 profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost of the asset can be measured reliably. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

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The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The Group has elected to continue with the carrying value of intangible assets recognised as of April 1, 2017 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

Asset Classification	Useful Life (Years)	Amortisation method	Internally generated or acquired
Software	3 to 10 years	Amortised on a straight-line basis over the life	Acquired
Goodwill	Indefinite	Assessed for impairment at the end of every year	Acquired
Customer Relationship	5 – 8.5 years	Amortised on a straight-line basis over the life	Acquired
Non-compete	8 – 10 years	Amortised on a straight-line basis over the life	Acquired
Vendor Contract	5 years	Amortised on a straight-line basis over the life	Acquired
Brand	Indefinite	Assessed for impairment at the end of every year	Acquired

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

f. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that a non-financial asset (other than inventories, contract assets and deferred tax assets) may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long- term average growth rate for the services, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

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Impairment losses including impairment on inventories, are recognised in the statement of profit and loss. After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment for assets excluding goodwill is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation / amortisation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

g. Revenue from contracts with customers

The Group derives revenue primarily from Integrated Facility Management services ('IFM') and Business Support Services('BSS'). Revenues from contracts with customers are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable.

Revenue from contracts with customers is recognised when control of the goods or services ("performance obligations") are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured at the Transaction price of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks. Revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The contract with customers for IFM services and BSS, generally contains a single performance obligation. The Holding Company's contracts may include variable consideration including discounts and penalties which are reduced from revenues and recognised based on an estimate of the expected pay out relating to these considerations (expected price concessions). Revenue is adjusted for expected price concessions based on the management estimates.

Goods and Service Tax (GST) is not received by the Holding Company or Group on its own account. Rather, it is the tax collected on value added on the services and commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

If contractual unconditional right to consideration is dependent on completion of contractual obligations including right to receive the reimbursement of gratuity cost from the customers, then such assets are classified as contract assets.

The specific recognition criteria described below must also be met before revenue is recognised.

Income from facility management services

Revenues from facility management service contracts are recognised over a period of time in accordance with the requirements of Ind-AS 115, "Revenue from Contracts with Customers" as and when the Company satisfies performance obligations by rendering the promised services to its customers, and are net of discounts.

Income from Mailroom services / Courier services

Mailroom services consist of in-house operations of mail room and mail delivery including inter-office mails. It involves MIS generation, cost management, vendor management, inbound and outbound mail management and pre-processing of mails. Revenue from mailroom services is accounted over time as and when the related services are rendered and is net of discounts and taxes.

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Mail logistics / Courier services and pickup & delivery services refer to packing and delivery of goods' articles. Revenue from such services is recognised at a point in time upon delivery of courier package as the related services are rendered in accordance with the terms and conditions of the contract/ agreement with the customer.

Sales Enablement and other staffing services

Revenues from knowledge process outsourcing, human resource outsourcing service contracts are recognised over time and accounted on accrual basis on performance of the services agreed in the contract with the customers.

Audit & Assurance and Employee Background Verification Services

The Groups revenue comprises of Audit and Assurance (A&A) and Employee Background Verification (EBGV) services for customers in India and outside India. Agreements with customers are either on a fixed price – fixed time frame or on a time- and - material basis. Revenue on time-and-material basis contracts is recognised as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue. Revenue from time bound fixed price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised as per the proportionate completion method to the extent of cost incurred. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Business Process Outsourcing (BPO) services

Revenues from Business Process Outsourcing (BPO) services comprises of time/unit price and fixed fees-based service contracts. Revenue from time/unit price-based contract is recognised over time as services are rendered and is billed in accordance with the contractual terms specified in the customer contracts. Revenue from fixed fees-based service contracts is recognised on achievement of performance milestones specified in customer contracts.

Contract balances Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Upon completion of the service period and acceptance by the customer (generally by confirming the attendance records), the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section "Financial instruments – initial recognition and subsequent measurement". Refer section (i)

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

h. Recognition of dividend income and interest income

Dividend income on investments is recognised when the unconditional right to receive dividend is established. Interest income is recognised using the effective interest rate method.

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

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i. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- **Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.
- **Stock-in-trade:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-Item basis.

j. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Trade receivables are initially realizing when they are originated. All other financial assets and financial liabilities are initially realizing when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) are recognised initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. A trade receivable without a significant financing component is initially measured at the transaction price.

Effective interest method

The effective interest method (EIR) is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial assets at amortised cost

A 'Financial asset' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included

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in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 10 (Trade Receivables).

Financial asset at FVTOCI

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method. The Group does not have any debt instrument at FVTOCI.

Financial asset at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss. Contingent consideration classified as financial liability recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. The Group does not have any debt instrument at FVTPL.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, entities in the Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value. Such election is made on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets – Business model assessment

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

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

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Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

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

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

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

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

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

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group applies expected credit loss model for recognising impairment loss on financial assets measured at amortised cost. The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss

(ECL). The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix under simplified approach. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due.

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The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Provision for ECL is recognised for financial assets measured at amortised cost and fair value through other comprehensive income. It is the Group's policy to measure ECLs on financial assets on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as expenses in the statement of profit and loss (P&L). This amount is reflected under the head 'Impairment losses on financial instrument and contract assets' in the P&L.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. Financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortized cost, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, borrowings including bank overdrafts, redemption liability and financial guarantee contracts.

Subsequent measurement

All financial liabilities except derivatives are subsequently measured at amortised cost using the effective interest rate method or at Fair Value through profit and loss.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Liability towards unacquired shares of subsidiary:

The Group has not recognised a non-controlling interest in subsidiaries where the Group has a right / obligation to purchase the shares held by NCI. The Group has formulated its accounting policy based on Ind AS 32, and consequently, any contractual obligation to purchase NCI, such as an NCI put, gives rise to a financial liability measured at the present value of the redemption amount which is subsequently measured in accordance with Ind AS 109.

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.

Derivative Financial Instruments

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met. Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged, and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

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Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(1) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the Effective portion of cash flow hedges, while any ineffective portion is recognised immediately in the statement of profit and loss. The Effective portion of cash flow hedges is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

The Group designates only the spot element of a forward contract as a hedging instrument. The forward element is recognised in OCI.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

Hedges of a net investment

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as OCI while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is reclassified to the statement of profit and loss (as a reclassification adjustment).

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

k. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

i. Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Asset Classification	Estimated Useful Life (Years)
Building	1 – 5
Vehicles	1 – 3
Furniture and fittings	1 – 2

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (f) Impairment of non- financial assets.

ii. Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. (Refer Note 41)

iii. Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of Buildings and Machinery and Equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

l. Retirement and other employee benefits

a. Short-term employment benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

b. Compensated absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as non-current employee benefit for measurement purposes. Such non-current compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred.

c. Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted. The liabilities are presented as provision for employee benefits in the balance sheet.

d. Post-employment obligations

The Group operates the following post-employment schemes:

i. Gratuity obligations

Gratuity liability under the Payment of Gratuity Act, 1972 is a defined benefit obligation. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Group provides the gratuity benefit through annual contribution to a fund managed by the Life Insurance Corporation of India (LIC). Under this scheme the settlement obligation remains with the Group although the LIC administers the scheme and determines the contribution premium required to be paid by the Group. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method.

In addition to the above, the Group recognises its liability in respect of gratuity for employees (where customer reimburses gratuity) and its right of reimbursement as an asset. Employee benefits expense in respect of gratuity to employees and reimbursement right is presented in accordance with Ind AS – 19.

Remeasurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurement is not reclassified to profit or loss in subsequent periods.

Past service cost is recognised in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Group recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs and
- Net interest expense or income.

ii. Retirement benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

m. Taxes Current tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current income tax

assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Current tax assets and 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.

Deferred tax

Deferred tax is recognised using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future and at the time of the transaction, it does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction, it does not give rise to equal taxable and deductible temporary differences. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets shall be recognised to the extent that, and only to the extent that, it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

Deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

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for the year ended 31 March 2024
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Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as a deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. 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 relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

n. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed or is deducted in the related expense. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

The Group has opted for the Pradhan Mantri Rojgar Protsahan Yojana (PMRPY) scheme. The PMRPY Scheme aims to incentivise employers for employment generation by the Government paying the full employers' EPS contribution of 12%, for the new employees, for the first three years of their employment and is proposed to be made applicable for unemployed persons that are semi-skilled and unskilled.

o. Segment reporting

Segments are identified based on the manner in which the Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance. Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. The Managing Director of the Group has been identified as being the chief operating decision maker (CODM), he evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group into two segments viz. 'Integrated Facility Management Services' and 'Business Support Services'.

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p. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss before OCI 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.

q. Dividend

The Group recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

r. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

The amount recognised as a provision is the best estimate of the consideration required to settle present obligation at the end of reporting period, taking into account the risk and uncertainty surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of receivable can be measured reliably.

s. Onerous contract

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

t. Contingent liabilities and Contingent Assets

Contingent liability is disclosed for,

(i) Possible obligation which will be confirmed only by future events not wholly within the control of the Group or

(ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

Contingent asset is not recognised in consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised. Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

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u. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, balance with banks and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above. Bank overdrafts are shown under the head "Borrowings" in financial liabilities in the Balance Sheet.

v. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

w. Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. Further details are given in Note 36.

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

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

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When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

x. Share capital

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

2.3 Standards issued but not yet 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. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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3 Property, Plant and Equipment

(See accounting policy in Note 2.2 (d))

Particulars	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Leasehold improvements	Total
Cost								
Balance as at April 1, 2022	**20.09**	**277.92**	**30.33**	**174.39**	**30.19**	**96.96**	**15.81**	**645.69**
Additions	-	141.08	6.08	132.76	8.14	58.77	1.08	347.91
Acquisitions through business combinations (Note 45)	1.21	23.54	15.04	18.35	-	48.66	40.79	147.59
Disposals	-	(55.04)	(5.58)	(2.05)	(6.78)	(14.18)	(0.16)	(83.79)
Balance at March 31, 2023	**21.30**	**387.50**	**45.87**	**323.45**	**31.55**	**190.21**	**57.52**	**1,057.40**
Additions	-	121.15	19.44	32.45	15.74	58.39	9.53	256.71
Disposals	(17.76)	(10.68)	(2.42)	(2.94)	(2.07)	(3.36)	-	(39.23)
Balance at March 31, 2024	**3.54**	**497.97**	**62.89**	**352.96**	**45.22**	**245.25**	**67.05**	**1,274.88**
Accumulated depreciation								
Balance as at April 1, 2022	8.80	199.87	12.10	25.15	17.90	44.07	5.78	313.67
Depreciation	1.11	72.80	4.88	75.68	6.81	41.63	6.91	209.82
Disposals	-	(49.68)	(3.33)	(1.80)	(5.71)	(13.35)	(0.16)	(74.03)
Balance at March 31, 2023	**9.91**	**222.99**	**13.65**	**99.03**	**19.00**	**72.35**	**12.53**	**449.46**
Depreciation	0.43	78.64	7.92	62.06	9.86	68.21	16.98	244.11
Disposals	(7.82)	(8.35)	(0.98)	(2.70)	(1.02)	(1.30)	-	(22.17)
Foreign exchange fluctuation/ adjustments	-	-	-	-	0.41	0.34	-	0.70
Balance at March 31, 2024	**2.52**	**293.28**	**20.59**	**158.39**	**28.19**	**139.60**	**29.51**	**672.09**
Carrying amounts								
As at March 31, 2023	**11.39**	**164.51**	**32.22**	**224.42**	**12.55**	**117.86**	**44.99**	**607.94**
As at March 31, 2024	**1.02**	**204.69**	**42.30**	**194.57**	**16.98**	**105.65**	**37.54**	**602.74**

Notes:

(i) Cash Credit, Working Capital Demand Loan and Short term revolving loans are secured by a first pari-passu charge on certain moveable assets of the Company. Term loans are secured by a charge on certain movable Property, Plant and Equipment of the Holding Company and second charge on current assets of the Holding Company. (Refer Note 15)

(ii) The depreciation on Property, plant and equipment was charged based on Written Down Value ("WDV") method upto December 31, 2023. Based upon the technical assessment of expected pattern of consumption of the future economic benefits embodied in the assets, with effect from January 1, 2024 the depreciation method is changed to Straight Line Method (SLM) hence the carrying value of the assets as on December 31, 2023 has been depreciated as per SLM method over the remaining useful lives of the assets. Due to this change in accounting estimate, the depreciation expense is lower and the profit before tax is higher by ₹ 21.13 million for the year ended March 31, 2024.

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The impact, on account of this change in method of depreciation, on the future periods is given below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2027	Later years
(Decrease) / Increase in Depreciation expense	(21.13)	(60.53)	(5.61)	18.48	68.79

3A Capital work-in-progress (CWIP)

Particulars	March 31, 2024	March 31, 2023
Balance as at the beginning of the year	-	41.24
Additions	103.59	-
Less: capitalised during the year	-	(41.24)
Balance as at the end of the year	**103.59**	**-**

CWIP Ageing schedule as at March 31, 2024

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	103.59	-	-	-	103.59
Projects temporarily suspended	-	-	-	-	-

Notes:

(i) There was no CWIP as at March 31, 2023.

(ii) The Company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable.

3B Goodwill

(See accounting policy in Note 2.2(b))

Particulars	Computer software
Balance as at April 1, 2022	**1,280.28**
Acquisitions through business combinations (Note 45)	667.62
Balance at March 31, 2023	**1,947.90**
Additions	-
Balance at March 31, 2024	**1,947.90**

The Goodwill and intangible assets (other than computer software) are recognised at the time of acquisition of the subsidiaries - Avon Logistics & Solutions Private Limited ('Avon'), Fusion Foods and Catering Private Limited ('Fusion'), Matrix Business Services India Private Limited ('Matrix'), Washroom Hygiene Concepts Private Limited ('WHC'), Denave India Private Limited ('Denave') and Athena BPO Private Limited ('Athena') by the Group.

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3C Other Intangible assets

(See accounting policy in Note 2.2(e))

Particulars	Computer software	Customer relationship	Non-compete	Vendor contract	Brand	Total
Cost						
Balance as at April 1, 2022	**47.55**	**184.50**	**47.20**	**61.70**	**69.20**	**410.15**
Additions	38.61	-	-	-	-	38.61
Acquisitions through business combinations (Note 45)	10.16	309.70	5.10	-	31.80	356.76
Disposals	-	-	-	-	-	-
Balance at March 31, 2023	**96.32**	**494.20**	**52.30**	**61.70**	**101.00**	**805.52**
Additions	24.22	-	-	-	-	24.22
Disposals	-	-	-	-	-	-
Balance at March 31, 2024	**120.54**	**494.20**	**52.30**	**61.70**	**101.00**	**829.74**
Accumulated amortisation						
Balance as at April 1, 2022	**29.32**	**29.78**	**8.08**	**31.72**	**-**	**98.90**
Amortisation	8.51	42.73	6.98	12.34	-	70.56
Disposals	-				-	-
Balance at March 31, 2023	**37.83**	**72.51**	**15.06**	**44.06**	**-**	**169.46**
Amortisation	16.30	68.44	7.84	12.34	-	104.92
Disposals	-	-	-	-	-	-
Balance at March 31, 2024	**54.13**	**140.95**	**22.90**	**56.40**	**-**	**274.38**
Carrying amounts						
Balance at March 31, 2023	**58.49**	**421.69**	**37.24**	**17.64**	**101.00**	**636.06**
Balance at March 31, 2024	**66.41**	**353.25**	**29.40**	**5.30**	**101.00**	**555.36**

3D Impairment testing of goodwill and other intangible assets with indefinite lives

For impairment testing the carrying amount of goodwill and brand was allocated to cash generating units as follows:

Particulars	Goodwill		Brand	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Athena BPO Private Limited (refer Note 45)	667.62	667.62	31.80	31.80
Denave India Private Limited (refer Note 45)	823.25	823.25	53.70	53.70
Matrix Business Services India Private Limited	263.73	263.73	-	-
Fusion Foods India Private Limited	108.87	108.87	-	-
Washroom Hygiene Concepts Private Limited	35.70	35.70	15.50	15.50
Avon Solutions and Logistics Private Limited	26.45	26.45	-	-
Stanworth Management Private Limited	22.28	22.28	-	-
Total	**1,947.90**	**1,947.90**	**101.00**	**101.00**

The Group performed its annual impairment test for the years ended March 31, 2024 and March 31, 2023. The Group considers cash flow projections, profitability, external factors such as discount rate and growth rate etc. when reviewing for indicators of impairment. The recoverable amount of the respective CGU's has been determined based on value in use calculation using cash flow projections from financial budgets approved by the respective Board of Directors covering a four to five year period. The pre-tax discount rate applied to cash flow projections for impairment testing during the current year is 20% and cash flow beyond the four/five years are extrapolated using a growth rate of 1% to 2% that is the same as the long term average growth rate for the industry in which the Group operates. It was concluded that the fair value less costs of disposal did not exceed the value in use and the recoverable amounts exceeded their carrying amount.

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Key assumptions used for value in use calculations

a. **Growth rates used to extrapolate cash flows beyond the forecast period**

Growth rate is used in terminal value calculation and is estimated by the Group considering the specific market conditions and historical growth trends of the Industry and the Company.

b. **Discount rates**

Discount rate is estimated at pre-tax rate that reflect current market assessment of time value of money and risks specific to the asset not adjusted in cash flows. For this purposes, Group has arrived at appropriate debt/equity structure and computed cost of equity and cost of debt using Weighted average cost of capital (WACC) which fairly represents the pre tax rate required by the standard. Debt cost is considered basis of Group's ability to obtain loans at market interest rates considering its risk profile and country specific market conditions.

c. **Revenue and EBITDA growth rate in the forecast**

The forecasted revenues and EBITDA included in impairment calculations are developed using inputs from business teams. Specific past trends are assessed and analyzed to compute the impact on the future projections after factoring into the existing and potential customer contracts etc.

On October 27, 2021, the Group acquired 52% equity ownership in Denave for a consideration of ₹629.96 million. Denave is primarily engaged in the business of providing sales enablement and other support and staffing services. The total value of purchase consideration of ₹1,412.10 million includes ₹782.15 million on account of obligation to purchase the remaining equity shares (48%) in the future, pursuant to Shareholder's Agreement between the Group and the erstwhile promoters of Denave.

On December 23, 2022, the Group acquired 57% equity ownership in Athena for a consideration of ₹819.40 million. Athena is in the business of providing business process outsourcing (BPO) services. The total value of purchase consideration of ₹1,437.74 million includes ₹656.88 million on account of obligation to purchase the remaining equity shares (43%) in the future, pursuant to Shareholder's Agreement between the Group and the erstwhile promoters of Athena.

Consequent to the future purchases, the Group will hold 100% of the equity shares of Denave and Athena. The Group has not recognised non-controlling interest in Denave and Athena as the unacquired shares from the erstwhile promoters of Denave and Athena are recognised as financial liabilities in the consolidated financial statements and consequently Denave and Athena are considered to be 100% owned by the Group for the purpose of consolidation.

There is no impairment noted in the above CGUs based on the assessment performed by the Management. Management has performed sensitivity analysis around the base assumption and have concluded that no reasonable possible change in key assumptions would cause the recoverable amount of the CGU lower than the carrying amount of CGU. No impairment on goodwill was recognised during the current year or earlier years.

Intangible assets out of acquisition during the year ended March 31, 2023

Customer relationship

Customer contracts and related customer relationships include the relationships that Denave and Athena has established with customers that are tied to them through a contract, as well as the potential extension of such contracts/additional relationships that would arise as a result of these contracts, and therefore, meet both the contractual/legal criteria and the separability criterion for recognition of an Intangible Asset under 'Ind AS 38 Intangible Assets'. The income approach has been considered for arriving at the value of the intangible asset as defined in ""Ind AS 113 Fair Value Measurement"". The intangible asset is considered having a useful life of 8.5 years from the date of acquisition (Athena) and useful life of 6 years from the date of acquisition (Denave).

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Non-compete

Non-compete is based on the contractual agreement which protects the value of the purchased assets from Denave and Athena (both tangible and intangible) by restricting the respective promoters' competitive conduct post the respective investment dates and accordingly meet both the contractual/legal criteria and separability criterion for recognition of an Intangible Asset under 'Ind AS 38 Intangible Assets'.

As per the investment agreements for Athena, the promoters have agreed to a non-compete for a period of 5 years from the expiry of Contract of service or the promoters ceasing to hold any securities of Athena (i.e. after October 31, 2026). Thus effectively 8 years from the date of acquisition of Athena.

As per the investment agreements for Denave, the promoters have agreed to a non-compete for a period of 3 years from the expiry of Contract of service or the promoters ceasing to hold any securities of Denave (i.e. after June 30, 2027). Thus effectively 5.5 years from the date of acquisition of Denave.

The income approach has been considered for arriving at the value of the intangible asset as defined in "Ind AS 113 Fair Value Measurement."

Brand

Brand includes intangible assets acquired through business combinations. Denave and Athena use the brand "Denave" and "Athena" respectively for its traditional as well as new businesses. The Group will continue to use the similar strategy in future for all its new generation businesses. The brand serves to create associations and expectations among products made by Denave and Athena. This meets the legal criterion and the separability criterion for recognition of an Intangible Asset under 'Ind AS 38 Intangible Assets'.

The income approach has been considered for arriving at the value of the intangible asset as defined in "Ind AS 113 Fair Value Measurement". The intangible asset is considered having an indefinite useful life and will be assessed for impairment every year.

3E Intangible assets under development

Particulars	Amount
As at April 1, 2022	-
Add: Additions during the year	2.27
Less: Capitalised during the year	-
As at March 31, 2023	**2.27**
Add: Additions during the year	24.15
Less: Capitalised during the year	(21.24)
As at March 31, 2024	**5.18**

Ageing schedule for Intangible assets under development as at March 31, 2024 is as follows:

Particulars	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	2.91	2.27	-	-	5.18
Projects temporarily suspended	-	-	-	-	-

Ageing for Intangible assets under development as at March 31, 2023 is as follows:

Particulars	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	2.27	-	-	-	2.27
Projects temporarily suspended	-	-	-	-	-

Note: There are no assets / projects forming part of Intangible assets under development where the completion is overdue or where the cost has exceeded compared to their original plans.

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

4 Investments

(See accounting policy in Note 2.2(j))

		As at March 31, 2024	As at March 31, 2023
A	**Non-current investments**		
	Investments in equity instruments measured at cost		
	Unquoted		
	9,999 (March 31, 2023: 9,999) equity shares of ₹ 10 each fully paid up in Updater Services (UDS) Foundation (Also refer Note 40)	0.10	0.10
	Investments at FVTPL		
	Unquoted		
	Investments in cumulative convertible debentures		
	300,000 (March 31, 2023: 300,000) Cumulative Convertible Debentures of ₹ 100 each of Aubotz Labs Private Limited*	30.00	-
	Investments in equity instruments		
	1,000 (March 31, 2023: Nil) equity shares of ₹ 10 each fully paid up in Bird Airport Services (Chennai) Private Limited	18.00	-
		48.10	**0.10**
B	**Current investments**		
	Investments in mutual fund at Fair Value through Profit or Loss		
	Quoted		
	HSBC Ultra Short Duration Fund - Direct Growth (Formerly known as L&T Low Duration Fund Direct Plan - Growth) 6,648.12 units (March 31, 2023: 3,526.19 units)]	11.90	4.00
	Baroda BNP Paribas Ultra Short Duration Fund - Direct Plan Growth 3,101.84 units (March 31, 2023: 3,101.84 units)]	4.42	4.00
	Unquoted		
	Investments in cumulative convertible debentures		
	300,000 (March 31, 2023: 300,000) Cumulative Convertible Debentures of ₹ 100 each of Aubotz Labs Private Limited*	-	30.00
		16.32	**38.00**
	Non-current	48.10	0.10
	Current	16.32	38.00
	Total	**64.42**	**38.10**
	Aggregate book value of quoted investments	16.32	8.00
	Aggregate market value of quoted investments	16.32	8.00
	Aggregate value of unquoted investments	48.10	30.10
	Aggregate amount of impairment in value of investments	-	-

*During the year ended March 31, 2023, one of the subsidiaries, Integrated Technical Staffing and Solutions Private Limited (ITSS) had invested in Cumulative Convertible Debentures of Aubotz Labs Private Limited (Aubotz) an amount of ₹ 30 million with a lock-in period of 2 years, during which interest shall not be paid. As per the terms of the agreement, if Aubotz meets its targets as specified in the investment agreement, equity shares will be subscribed at a discount of 25% at the time of issuance of shares.

Details of quoted investments in mutual funds

Particulars	As at March 31, 2024		As at March 31, 2023	
	Units	Amount	Units	Amount
HSBC Ultra Short Duration Fund - Direct Growth (Formerly known as L&T Low Duration Fund Direct Plan - Growth)	6,648.12	11.90	3,526.19	4.00
Baroda BNP Paribas Ultra Short Duration Fund - Direct Plan Growth	3,101.84	4.42	3,101.84	4.00

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5 Loans

(See accounting policy in Note 2.2(j))

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Loans to employees				
- unsecured and considered good	0.57	1.26	6.80	7.36
- credit impaired	-	-	4.71	3.41
	0.57	**1.26**	**11.51**	**10.77**
Less: Loss allowance	-	-	(4.71)	(3.41)
	0.57	**1.26**	**6.80**	**7.36**

Note: The Group has not given any loans or advances to directors or KMPs.

Information about the Group's exposure to credit risk and market risk are disclosed in Note 41.

6 Other financial assets

(See accounting policy in Note 2.2(j))

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good, unless otherwise stated				
Security deposits				
- considered good	119.11	69.17	47.79	49.04
- credit impaired	7.98	1.56	5.14	15.49
	127.09	**70.73**	**52.93**	**64.53**
Less: Loss allowance	(7.98)	(1.56)	(5.14)	(15.49)
	119.11	**69.17**	**47.79**	**49.04**
Rental deposits				
- considered good	32.66	76.06	35.60	8.15
- credit impaired	5.23	3.08	-	-
	37.89	**79.14**	**35.60**	**8.15**
Less: Loss allowance	(5.23)	(3.08)	-	-
	32.66	**76.06**	**35.60**	**8.15**
Retention deposits				
- considered good	0.10	0.30	-	-
- credit impaired	0.53	0.60	-	-
	0.63	**0.90**	**-**	**-**
Less: Loss allowance	(0.53)	(0.60)	-	-
	0.10	**0.30**	**-**	**-**
Advances recoverable in cash				
- considered good	0.01	-	0.01	0.94
- credit impaired	-	-	0.53	0.41
	0.01	**-**	**0.54**	**1.35**
Less: Loss allowance	-	-	(0.53)	(0.41)
	0.01	**-**	**0.01**	**0.94**

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Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Bank balances other than cash and cash equivalents				
- Margin money deposits with banks*	28.47	30.12	76.49	-
- in long term deposits with maturity more than 12 months	52.35	98.23	2,316.09	-
	80.82	**128.35**	**2,392.58**	**-**
Interest accrued and not due on bank deposits	-	-	-	8.67
Other receivables	-	-	0.52	-
	232.69	**273.88**	**2,476.49**	**66.80**

*Fixed deposits are under lien with various banks with respect to guarantees issued to third parties.

(i) Information about the Group's exposure to credit risk and market risk are disclosed in Note 41.

ii) Fixed deposits under lien with various banks in respect of guarantees issued to third parties include ₹104.96 million as at March 31, 2024 (March 31, 2023 ₹30.12 million).

iii) The balance of bank deposits (including interest accrued) mentioned above includes an amount of ₹2,236.83 million as at March 31, 2024, (March, 2023: Nil) held with various banks representing unutilised IPO proceeds. Also refer Note 48.

iv) Refer Note 40 for balances outstanding with related parties.

7 Other assets

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Balance with government authorities				
- considered good	13.21	7.45	60.12	66.17
- credit impaired	-	-	-	4.16
	13.21	**7.45**	**60.12**	**70.33**
Less: Provision for doubtful receivables	-	-	-	(4.16)
	13.21	**7.45**	**60.12**	**66.17**
Capital advance				
- considered good	32.18	15.96	-	-
- credit impaired	0.06	0.06	-	-
	32.24	**16.02**	**-**	**-**
Less: Provision for doubtful advances	(0.06)	(0.06)	-	-
	32.18	**15.96**	**-**	**-**
Advances to suppliers				
- considered good	-	-	91.55	21.01
- credit impaired	-	-	-	15.81
	-	**-**	**91.55**	**36.82**
Less: Provision for doubtful advances	-	-	-	(15.81)
	-	**-**	**91.55**	**21.01**
Advance to employees				
- considered good	-	0.24	14.49	21.32
- credit impaired	-	-	6.21	2.52
	-	**0.24**	**20.70**	**23.84**
Less: Provision for doubtful advances	-	-	(6.21)	(2.52)
	-	**0.24**	**14.49**	**21.32**

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	7.71	-	88.26	69.15
Share issue expenses receivable*	-	-	-	59.92
Other advances	1.57	-	1.85	1.52
	54.67	**23.65**	**256.27**	**239.09**

*During the year ended March 31, 2023, the Holding Company had incurred share issue expenses in connection with proposed public issue of equity shares amounting to ₹ 59.92 million. In accordance with the Companies Act, 2013 ("the Act") and the terms of the offer agreement entered between the Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to respective shares offered for the sale. Subsequently, the Company has recovered the expenses incurred in connection with the issue, on completion of Initial Public Offer (IPO). Also refer Note 48.

8 Inventories

(See accounting policy in Note 2.2(i))

	As at March 31, 2024	As at March 31, 2023
Raw materials	15.22	17.68
Stock-in-trade	37.20	32.38
Finished goods	10.08	15.13
Consumables	7.41	4.67
	69.91	**69.86**

9 Contract assets

(See accounting policy in Note 2.2(g) and Note 2.2(j))

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Reimbursement right of gratuity	226.88	221.55	278.09	179.74
Less: Provision for expected credit loss	-	-	-45.20	(22.96)
	226.88	**221.55**	**232.89**	**156.78**
Unbilled revenue*	-	-	257.21	511.40
	-	-	257.21	511.40
	226.88	**221.55**	**490.10**	**668.18**

*Classified as contract assets as there is no unconditional right to consideration and it is dependent on completion of contractual obligations. These are considered good. The Group has recognised gratuity liability and reimbursement right in respect of employees where there is contractual right to receive reimbursement from customers, pursuant to paragraph 116 of Ind AS - 19. Also refer Note 34.

Movement of Contract assets

	As at March 31, 2024	As at March 31, 2023
Opening balance	912.69	748.69
Add: Addition during the year	278.29	582.59
Less: Billed during the year	(428.80)	(418.59)
Closing balance	**762.18**	**912.69**
Movement in loss allowance of contract assets		
Opening balance	22.96	10.55
Provision / (reversal) of impairment loss on financial assets (refer Note 29)	22.24	12.41
Closing balance	**45.20**	**22.96**

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10 Trade Receivables

(See accounting policy in Note 2.2(j))

		As at March 31, 2024	As at March 31, 2023
A.	**Trade receivables**		
	Trade receivables considered good - secured	-	-
	Trade receivables considered good - unsecured	4,018.87	3,359.88
	Trade receivables which have significant increase in credit risk	1.09	-
	Trade receivables - credit impaired	144.95	126.91
	Total Trade receivables	**4,164.91**	**3,486.79**
	Less: Loss allowance	**(144.95)**	**(126.91)**
	Net Trade Receivables (A)	**4,019.96**	**3,359.88**
B.	**Unbilled Trade receivables**		
	Unbilled Trade receivables # considered good	1,019.04	917.40
	Total Unbilled Trade receivables (B)	**1,019.04**	**917.40**
	Total Trade receivables (A + B)	**5,039.00**	**4,277.28**
	#Classified as unbilled Trade receivables as the right to consideration is unconditional upon passage of time. These are considered good.		
	Movement in loss allowance of Trade receivables		
	Opening balance	126.91	165.85
	Provision / (reversal) of impairment loss on financial assets (refer Note 29 and 37)	18.04	(38.94)
	Closing balance	**144.95**	**126.91**
	Movement of Unbilled Trade receivables		
	Opening balance	917.40	786.33
	Add: Addition during the year	1,019.04	917.40
	Less: Billed during the year	-917.40	-786.33
	Closing balance	**1,019.04**	**917.40**

Notes:

(i) No trade or other receivables are due from Directors or other officers of the Group either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days based on the type of the customer. For balances, terms and conditions relating to related parties, refer Note 40.

(ii) Information about the Group's exposure to credit risk and market risk are disclosed in Note 41.

(iv) **Trade Receivable ageing as on March 31, 2024**

	Particulars	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables - considered good	1,537.72	2,213.52	1,028.08	131.79	112.08	19.07	8.27	5,050.52
(ii)	Undisputed Trade Receivables - credit impaired	9.56	3.44	5.73	13.87	16.84	20.87	12.77	83.08
(iii)	Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables - credit impaired	-	-	-	17.35	2.74	3.08	27.18	50.35
		1,547.28	**2,216.96**	**1,033.81**	**163.01**	**131.65**	**43.02**	**48.22**	**5,183.95**

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Trade Receivable ageing as on March 31, 2023

Particulars	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	917.40	1,854.55	1,425.40	46.67	21.47	5.11	6.68	4,277.27
(ii) Undisputed Trade Receivables - credit impaired	-	25.11	13.09	14.01	20.38	17.33	18.39	108.32
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - credit impaired	-	-	1.50	-	2.96	0.77	13.37	18.60
	917.40	**1,879.66**	**1,439.99**	**60.68**	**44.81**	**23.21**	**38.44**	**4,404.19**

11A Cash and cash equivalents

(See accounting policy in Note 2.2(u))

	As at March 31, 2024	As at March 31, 2023
Balances with banks		
- in current accounts	222.42	864.06
- deposits with original maturity of less than three months	613.18	282.03
Cash on hand	0.57	0.58
	836.16	**1,146.67**

Information about the Group's exposure to credit risk and market risk are disclosed in Note 41.

11B Bank Balances other than cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Bank deposits (with original maturity of more than 3 months but less than 12 months) (refer note (iv) below	483.19	414.98
Earmarked balances with banks and balances held with banks to extent held as margin money (refer note(i) to (iii) below	188.05	89.29
Total Bank Balances other than cash and cash equivalents	**671.24**	**504.27**

Notes:

(i) Fixed deposits under lien with various banks in respect of guarantees issued to third parties of ₹ 17.35 million (March 31, 2023: ₹ 89.29 million).

(ii Balance includes an amount of ₹ 170.63 million as at March 31, 2024, (March, 2023: Nil) held with ICICI Bank (Monitoring Agency account and IPO Public issue account) as the IPO Public Issue Account.

(iii) Earmarked balances representing advances received from Government for a specified project of ₹ 0.07 million as at March 31, 2024 (March, 2023: ₹ 2.95 million). Such advances received are utilised only for the said project.

(iv) The balance of bank deposits (including interest accrued) mentioned above includes an amount of ₹ 10.10 million as at March 31, 2024, (March, 2023: Nil) held with various banks representing unutilised IPO proceeds.

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12 Equity share capital

	As at March 31, 2024	As at March 31, 2023
Authorised		
75,000,000 (March 31, 2023: 75,000,000) equity shares of ₹ 10 each	750.00	750.00
Issued, subscribed and paid up		
66,948,467 (March 31, 2023: 52,952,467) equity shares of ₹ 10 each fully paid up	669.48	529.52

Pursuant to the resolution passed on Extraordinary General Meeting dated March 4, 2023, the authorised share capital of the Holding Company had increased from ₹ 530 million to ₹ 750 million.

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

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
At the beginning of the year	5,29,52,467	529.52	5,28,17,479	528.18
Add: Shares issued during the year	1,39,95,899	139.96	1,34,988	1.34
Outstanding at the end of the year	**6,69,48,366**	**669.48**	**5,29,52,467**	**529.52**

(b) Terms / rights attached to equity shares:

The Holding Company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. The Group declares dividend in Indian Rupees.

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

c) For the period of five years immediately preceding the date at which the Balance Sheet is prepared:

(i) During the year ended March 31, 2023, 134,988 equity shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash.

(ii) The Holding Company has not issued any bonus shares.

(ii) The Holding Company has not bought-back any equity shares.

(d) Details of shareholders holding more than 5% shares in the Holding Company:

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 10 each fully paid				
Mr.Raghunandana Tangirala	1,58,49,179	23.67%	1,55,87,702	29.44%
Ms.Shanthi Tangirala	1,62,37,705	24.25%	1,62,37,705	30.66%
Tangi Facility Solutions Private Limited	71,73,440	10.71%	1,11,73,440	21.10%
India Business Excellence Fund – II	*	*	28,89,161	5.46%
India Business Excellence Fund – IIA	*	*	61,39,468	11.59%

*not disclosed as shareholding is less than 5%.

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

(e) Shares reserved for issue under options:

For details of shares reserved for issue under the Share based payment plan of the Group, please refer Note 36.

(f) Promoter's shareholding details:

Particulars	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	% of Total Shares	% change during the year
As at March 31, 2024					
Mr.Raghunandana Tangirala	1,55,87,702	2,61,477	1,58,49,179	23.67%	(5.76%)
Ms.Shanthi Tangirala	1,62,37,705	-	1,62,37,705	24.25%	(6.41%)
Tangi Facility Solutions Private Limited	1,11,73,440	(40,00,000)	71,73,440	10.71%	(10.39%)
As at March 31, 2023					
Mr.Raghunandana Tangirala	1,63,77,702	(7,90,000)	1,55,87,702	29.44%	(1.57%)
Ms.Shanthi Tangirala	1,62,37,705	-	1,62,37,705	30.66%	(0.08%)
Tangi Facility Solutions Private Limited	1,11,73,440	-	1,11,73,440	21.10%	(0.05%)

13 Other equity

	As at March 31, 2024	As at March 31, 2023
Securities premium	4,349.28	601.95
Capital redemption reserve	22.16	21.09
Foreign currency translation reserve	14.43	21.56
Share options outstanding account	79.18	53.89
General reserve	19.38	26.60
Retained earnings	3,247.44	2,554.32
Total Other equity	**7,731.87**	**3,279.41**

(a) Securities premium

Particulars	March 31, 2024	March 31, 2023
Opening balance	**601.95**	**559.43**
Premium on issue of shares	3,866.67	42.52
IPO expense adjusted against securities premium (refer Note 48)	(181.52)	-
Exercise of stock options	62.18	-
Closing balance	**4,349.28**	**601.95**

(b) Capital Redemption Reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	21.09	20.75
Changes during the year	1.07	0.34
Closing balance	**22.16**	**21.09**

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(c) Foreign currency translation reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	21.56	-
Changes during the year	(7.13)	21.56
Closing balance	**14.43**	**21.56**

(d) Share options outstanding account

Particulars	March 31, 2024	March 31, 2023
Opening balance	53.89	42.17
Add: Employee stock options provided	100.60	38.89
Less: Exercise of stock options	(75.30)	(27.17)
Closing balance	**79.19**	**53.89**

(e) General reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	26.60	26.60
Less: Buyback of shares	(7.22)	
Closing balance	**19.38**	**26.60**

(f) Retained earnings

Particulars	March 31, 2024	March 31, 2023
Opening balance	**2,554.32**	**2,227.14**
Add: Profit for the year	679.46	357.86
Add: Other comprehensive gain / (loss)	7.50	9.65
Less: Buy-back of equity shares	7.22	
Less: Transfer to capital redemption reserve	(1.07)	(0.34)
Add: Adjustments relating to acquisition of NCI	-	(39.99)
Closing balance	**3,247.44**	**2,554.32**

Nature and purpose of reserves

(a) Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

(b) Capital Redemption Reserve

The Group has recognised Capital Redemption Reserve on buy-back of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back. The Company can utilise in accordance with the provision of the Companies Act, 2013.

(c) Foreign currency translation reserve

Exchange differences in translating financial statements of foreign operations are the foreign currency translation differences.

(d) Share options outstanding account

The Group has established various equity-settled share-based payment plans for certain categories of employees of the Group. See Note 36 for further details on these plans.

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(All amounts are in million of Indian Rupees unless otherwise stated)

(e) General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(f) Retained earnings

Retained earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. This reserve can be utilised for distribution of dividend by the Company considering the requirements of the Companies Act, 2013.

14 Non-controlling interests

Movement of NCI	March 31, 2024	March 31, 2023
Opening balance	**69.18**	**53.09**
Total comprehensive income for the year	(17.59)	(11.72)
Dividend payment to NCI	(32.80)	(9.54)
Adjustments relating to acquisition of NCI	-	10.18
Exercise of share options	40.67	27.17
Closing balance	**59.46**	**69.18**

15 Borrowings

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Secured loans (at amortised cost)				
Term loans from bank (secured) (refer Note 15.1)	-	179.25	-	-
Current maturities of non-current term loans from banks (secured)(refer Note 15.1)	-	-	-	78.63
Cash credit from banks (secured) (refer Note 15.2)	-	-	26.31	-
Working capital loan (secured) (refer Note 15.3)	0.34	-	502.36	1,155.31
Short-term revolving loan (secured) (refer Note 15.4)	-		-	352.19
	0.34	**179.25**	**528.67**	**1,586.13**

Notes:

15.1 *During the year ended March 31, 2023, the Holding Company had taken a term loan facility from HDFC Bank with an interest rate ranging between 8.25% to 8.61% (March 31, 2023 7.15% to 8.25%) p.a., secured by way of charge on certain movable fixed assets of the Company and second charge on current assets of the Company. This facility is repayable by way of 48 equal monthly instalments. The aforesaid term loan has been pre-closed during the year.

15.2 **The Holding Company has taken cash credit having interest rate ranging from 6.00% to 11.25% p.a. (March 31, 2023: 6.00% to 24.00% p.a). These facilities are repayable on demand and are secured primarily by way of pari-passu first charge on the entire present and future current assets of the Company and collateral by way of pari-passu first charge on the entire present and future movable assets of the Company.

15.3 ***The Holding Company has taken working capital loan from banks having interest rate ranging from 6.80 % to 11.85% p.a (March 31, 2023: 4.46% to 8.40% p.a). These facilities are repayable within 7 - 90 days and are secured primarily by way of pari-passu first charge on the present and future current assets of the Company and collateral by way of pari-passu first charge on the entire movable assets of the Company.

15.4 ****The Holding Company has taken a short-term revolving loan with an interest rate of 8.75% p.a (March 31, 2023: 8.15% to 8.75% p.a). These facilities are repayable within 12 months and are secured primarily by way of first pari-passu charge over present and future current assets (Inventory and book debt) & first pari-passu charge on movable fixed assets (excluding those exclusively charged to term lenders of the borrower).

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15.5 During the previous year, there was a breach in the financial covenants relating to term loan and working capital demand loan facilities availed by the Holding Company from two banks as at March 31, 2023. The Company had obtained condonation from the respective banks subsequent to the financial year end for the breach of covenants applicable for the term loan and working capital demand loan obtained from the two banks, and hence there were no changes made to the classification of these loans for the year ended March 31, 2023..

15.6 The summary of differences noted in quarterly statements filed by the Holding Company with banks are as follows:

As at March 31, 2024

Quarter	Particulars	Bank name	Amount as per books of accounts	Amount as per quarterly statement	Difference (Refer below Note)
June 30, 2023	Sales	Refer note (a) below	3,515.96	3,491.80	(24.16)
	Trade receivables	Refer note (a) below	3,125.65	3,248.11	122.46
	Trade payables	Refer note (a) below	325.36	320.37	(4.99)
	Borrowings	Refer note (a) below	1,847.77	1,838.80	(8.97)
September 30, 2023	Sales	Refer note (a) below	6,981.85	6,892.68	(89.17)
	Trade receivables	Refer note (a) below	3,264.57	3,395.21	130.64
	Trade payables	Refer note (a) below	586.29	314.62	(271.67)
	Borrowings	Refer note (a) below	2,169.27	2,146.60	(22.67)
December 31, 2023	Sales	Refer note (a) below	10,485.88	10,471.43	(14.45)
	Trade receivables	Refer note (a) below	3,218.71	3,411.14	192.43
	Trade payables	Refer note (a) below	512.87	474.34	(38.53)
	Borrowings	Refer note (a) below	725.21	716.9	(8.31)
March 31, 2024	Sales	Refer note (a) below	14,155.85	14,094.16	(61.69)
	Trade receivables	Refer note (a) below	3,143.06	3,455.83	312.77
	Trade payables	Refer note (a) below	378.88	373.94	(4.94)
	Borrowings	Refer note (a) below	498.31	488.2	(10.11)

Notes:

a) The Holding Company has submitted quarterly returns to the banks in respect of borrowings taken against the security of current assets. These quarterly returns are submitted to HDFC Bank, Kotak Bank, Bajaj Finance Limited, ICICI Bank, Citi Bank, Standard Chartered Bank, DBS Bank.

b) The Holding Company reported the amounts on a provisional basis for the purpose of the said quarterly filing made to the banks and consequently accounting principles comprising of recognition, measurement and presentation criteria amongst others, in accordance with the requirements of Ind AS were not considered in quarterly returns / statements. Management is of the view that the Holding Company has sufficient unutilised borrowing facilities as per the terms of arrangement with its lenders which is higher than the excess balance disclosed in the quarterly returns / statements as tabulated above.

c) The Holding Company has subsequently submitted revised returns to the aforesaid banks except Bajaj Finance Limited.

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(All amounts are in million of Indian Rupees unless otherwise stated)

As at March 31, 2023

Quarter	Particulars	Bank name	Amount as per books of accounts	Amount as per quarterly statement	Difference (refer below Note)
June 30, 2022	Debtors	All Banks	2,721.48	3,046.41	(324.93)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	233.21	66.18	167.03
	Creditors	ICICI	233.21	-	233.21
	Sales	HDFC, SCB, DBS, Citi, Kotak	2,974.45	2,975.50	(1.05)
	Sales	ICICI	2,974.45	29,755.00	(26,780.55)
	Purchases	ICICI	238.24	1,600.00	(1,361.76)
	Borrowings	HDFC, SCB, DBS, Citi, Kotak	1,005.08	1,005.00	0.08
	Borrowings	ICICI	1,005.08	920.00	85.08
September 30, 2022	Debtors	HDFC, SCB, DBS, ICICI, Kotak	2,866.53	3,399.90	(533.37)
	Debtors	Citi	2,866.53	3,386.60	(520.07)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	271.76	153.80	117.96
	Creditors	ICICI	271.76	-	271.76
	Sales	HDFC, SCB, DBS, Citi, Kotak	6,230.53	6,189.40	41.13
	Sales	ICICI	6,230.53	61,894.00	(55,663.47)
	Purchases	ICICI	515.30	5,499.00	(4,983.70)
	Borrowings	HDFC, SCB, DBS, Citi	1,698.18	1,441.20	256.98
	Borrowings	Kotak	1,698.18	1,084.00	614.18
	Borrowings	ICICI	1,698.18	750.00	948.18
December 31, 2022	Debtors	All Banks	2,179.65	3,295.16	(1,115.51)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	306.89	271.49	35.40
	Creditors	ICICI	306.89	-	306.89
	Sales	All Banks	9,672.04	9,690.57	(18.53)
	Purchases	ICICI	808.71	772.22	36.49
	Borrowings	HDFC, SCB, DBS, Citi, Kotak	1,934.01	1,853.60	80.41
	Borrowings	ICICI	1,934.01	1,350.00	584.01
March 31, 2023	Debtors	All Banks	2,872.48	2,944.43	(71.95)
	Creditors	HDFC, SCB, DBS, Citi, Kotak	288.67	348.92	(60.25)
	Creditors	ICICI	288.67	-	288.67
	Sales	All Banks	13,085.42	12,981.21	104.21
	Purchases	ICICI	1,102.93	1,152.75	(49.82)
	Borrowings	Citi, Kotak	1,765.48	2,018.60	(253.12)
	Borrowings	HDFC, DBS, SCB	1,765.48	1,768.60	(3.12)
	Borrowings	ICICI	1,765.48	1,755.58	9.90

Notes:

a) The Holding Company has submitted quarterly returns to the banks in respect of borrowings taken against the security of current assets. These quarterly returns are submitted to HDFC Bank, ICICI Bank, SCB Bank, Citi Bank, DBS Bank and Kotak Mahindra Bank.

b) The discrepancy in respect of debtors, creditors, sales for the period, purchases for the period and borrowings for the period were attributable to the Holding Company's financial closure process being not fully completed at the time of filing quarterly statements and clerical errors at the time of filing returns with banks.

c) The Company had subsequent to year end, re-submitted the above statements to the respective banks in the month of July, 2023.

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15.7 The summary of differences noted in quarterly statements filed by one of the subsidiary, Fusion Foods & Catering Private Limited with banks are as follows:

As at March 31, 2024

Quarter	Particulars	Bank name	Amount as per books of accounts	Amount as per quarterly statement	Difference (refer below Note)
June 30, 2022	Debtors	HDFC Bank	272.94	251.46	21.48
	Creditors	HDFC Bank	155.01	153.01	2.00
	Stock	HDFC Bank	17.76	14.31	3.45
September 30, 2022	Debtors	HDFC Bank	243.59	370.31	(126.72)
	Creditors	HDFC Bank	140.85	140.41	0.44
	Stock	HDFC Bank	20.13	17.33	2.80
December 31, 2022	Debtors	HDFC Bank	202.71	213.76	(11.06)
	Creditors	HDFC Bank	103.96	91.96	12.00
	Stock	HDFC Bank	14.20	14.20	-
March 31, 2023	Debtors	HDFC Bank	151.35	136.10	15.24
	Creditors	HDFC Bank	67.90	62.28	5.62
	Stock	HDFC Bank	13.04	13.00	0.04

Note:

The discrepancy in respect of debtors and creditors for the period were attributable to the subsidiary's financial closure process being not fully completed at the time of filing quarterly statements with banks.

15.8 In respect of other subsidiaries, quarterly returns or statements of current assets filed by the subsidiaries with banks and financial institutions are in agreement with the books of accounts.

15.9 **Reconciliation of movement of liabilities to cash flows arising from financing activities**

Particulars	Borrowings	Lease Liabilities
As at April 1, 2022	**586.79**	**126.37**
Cash inflows	10,777.33	-
New leases	-	373.93
Interest	120.13	20.97
Cash outflows	(9,718.87)	(88.02)
As at March 31, 2023	**1,765.38**	**433.25**
Cash inflows	10,239.62	-
New leases	-	246.81
Interest	141.53	50.87
Cash outflows	(11,617.52)	(213.00)
As at March 31, 2024	**529.01**	**517.93**

15.10 The Group's exposure to credit, currency and liquidity risk related to borrowings is disclosed in Note 41.

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16 Trade payables

	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	137.23	174.35
Total outstanding dues of creditors other than micro enterprises and small enterprises	655.38	618.96
	792.61	**793.31**

Trade payables ageing schedule as at March 31, 2024

Particulars	Outstanding for the following periods from the due date of payment						
	Unbilled dues	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed outstanding dues of MSMEs	56.29	50.22	27.74	1.42	0.22	0.32	136.21
Undisputed outstanding dues of creditors other than MSMEs	117.90	156.78	198.14	7.69	2.07	2.27	484.85
Disputed outstanding dues of MSMEs	-	-	1.02	-	-	-	1.02
Disputed outstanding dues of creditors other than MSMEs	-	-	90.67	69.96	-	9.89	170.52
Total	**174.19**	**207.00**	**317.57**	**79.07**	**2.29**	**12.48**	**792.61**

Trade payables ageing schedule as at March 31, 2023

Particulars	Outstanding for the following periods from the due date of payment						
	Unbilled dues	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed outstanding dues of MSMEs	81.61	18.73	71.12	0.67	0.80	1.05	173.98
Undisputed outstanding dues of creditors other than MSMEs	148.94	69.23	354.13	15.50	4.31	20.32	612.43
Disputed outstanding dues of MSMEs	-	-	-	-	-	0.37	0.37
Disputed outstanding dues of creditors other than MSMEs	-	-	-	-	-	6.53	6.53
Total	**230.55**	**87.96**	**425.25**	**16.17**	**5.11**	**28.27**	**793.31**

Trade payables are non-interest bearing and are normally settled on 30 to 60 day term.

These details have been provided based on the information available with the Group in respect of the registration status of its vendors/suppliers. All trades payables are 'current'.

The Group's exposure to credit, currency and liquidity risk related to trade payables is disclosed in Note 41.

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17 Other financial liabilities

(See accounting policy in Note 2.2(j))

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Capital creditors	-	-	24.03	15.03
Employee benefits payable	-	-	1,528.48	1,162.53
Bonus payable	-	-	345.42	399.39
Director fee payable	-	-	6.00	0.72
Payable to selling shareholders	-	-	1.07	-
Other payables	-	-	4.74	8.29
(At Fair Value through Profit or Loss)				
Liability payable to promoters of acquired subsidiaries#	311.63	1,138.71	918.22	735.94
	311.63	**1,138.71**	**2,827.95**	**2,321.90**

The Group's exposure to credit, currency and liquidity risk related to other financial liabilities is disclosed in Note 41.

This represents liability payable to the promoters of acquired subsidiaries - Athena BPO Private Limited (March 31, 2024: ₹ 598.94 Million; March 31, 2023: ₹ 678.30 Million) and Denave India Private Limited (March 31, 2024: ₹ 630.91 Million; March 31, 2023: ₹ 1,196.35 Million) under the terms of the relevant share purchase agreement for acquisition of future purchase of shares.

18 Provisions

(See accounting policy in Note 2.2 (l) and Note 2.2(r))

	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits				
Provision for gratuity (refer Note 34)	277.87	319.56	140.10	99.37
Provision for gratuity - reimbursement employees (refer Note 34)	156.83	219.93	230.75	123.20
Provision for leave benefits	62.15	-	27.66	104.18
	496.85	**539.49**	**398.51**	**326.75**
Other provisions				
Provision for tax litigations*	-	-	2.80	3.34
	496.85	**539.49**	**401.31**	**330.09**

*The table gives the information about movement of the provisions:

Provision for litigations

	As at March 31, 2024	As at March 31, 2023
At the beginning of the year	3.34	2.81
Created during the year	-	0.53
Utilised during the year	(0.54)	-
At the end of the year	**2.80**	**3.34**

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19 Other current liabilities

	As at March 31, 2024	As at March 31, 2023
Advance from customers	81.70	16.24
Statutory dues and related liabilities*	720.87	673.85
Provision against provident fund order	4.56	4.22
Deferred income	0.41	10.05
Other payables	5.56	50.07
Total Other current liabilities	**813.10**	**754.43**

*Statutory dues and related liabilities include Provident Fund, Employee State Insurance, Professional Tax, Tax Deducted at Source, Goods and Services Tax and Labour Welfare Fund, amongst others.

The Company received an order from the High Court (against the appeal made by the PF department) directing the Company to pay PF on certain allowances to be considered for PF computation for the salary paid for the period FY 2007-12. Based on the High court order and in compliance with Supreme Court judgement in 2019, the Company has created provision amounting for ₹ 2.83 million. (March 31, 2023: ₹ 2.83 million). Further, the Group has also accrued for interest during the year amounting to ₹ 0.34 million (March 31, 2023: ₹ 1.39 million.)

20 Revenue from contracts with customers

(See accounting policy in Note 2.2(g))

	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products (A)	46.54	87.80
Sale of services (B)	24,397.09	20,901.07
Total Revenue from contracts with customers (A + B)	**24,443.63**	**20,988.87**
Disaggregated revenue information		
Set out below is the disaggregation of the Group's revenue from contracts with customers:		
Revenue by geography		
India	23,295.31	19,368.40
Outside India	1,148.32	1,620.47
Total Revenue from contracts with customers	**24,443.63**	**20,988.87**
Also refer Note 39.		
Timing of revenue recognition		
Goods transferred at a point in time	46.54	87.80
Service transferred at a point in time	212.35	381.80
Service transferred over a period of time	24,184.74	20,519.27
Total	**24,443.63**	**20,988.87**
Reconciliation of Revenue from sale of products/services with the contracted price		
Revenue as per contracted price	24,460.22	20,988.87
Discounts	(16.59)	
Total	**24,443.63**	**20,988.87**
Contract balances		
Trade receivables (refer Note 10)	5,039.00	4,277.28
Contract assets (Unbilled revenue) (refer Note 9)	716.98	889.73
Contract Liabilities		
Advance from customers (refer Note 19)	81.70	16.24
Deferred income (refer Note 19)	0.41	10.05

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(All amounts are in million of Indian Rupees unless otherwise stated)

21 Other income

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income under the effective interest method on:		
- bank deposits	119.15	25.53
- others	9.74	11.24
Interest income on income tax refund	3.61	23.47
Fair value gain on financial Assets at FVTPL	31.34	0.79
Profit on sale of Property, Plant and Equipment (Net)	6.41	4.99
Liabilities / provisions no longer required written back*	52.91	61.81
Exchange differences (Net)	1.62	-
Other non-operating income	11.30	4.20
	236.10	**132.03**

*Includes reversal of impairment allowance of Nil (March 31, 2023: ₹ 47.18 million) relating to certain receivables in respect of which management had estimated the recovery to be the doubtful in the previous years. In the previous years, post issuance of credit notes as per the relevant provisions of the Central Goods and Services Act, 2017 and other rules thereunder, such impairment allowance was no longer considered necessary and had accordingly been reversed during the year ended March 31, 2023.

22 Cost of materials consumed

	For the year ended March 31, 2024	For the year ended March 31, 2023
Inventory at the beginning of the year	17.68	3.53
Add: Purchases during the year	978.88	782.19
Less: Inventory at the end of the year	(21.63)	(17.68)
	974.94	**768.04**

23 Purchase of traded goods

	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of traded goods	44.30	23.72
	44.30	**23.72**

24 Cost of services

	For the year ended March 31, 2024	For the year ended March 31, 2023
Cost of services	-	2,667.09
	-	**2,667.09**

Refer Note 47.

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

25 Changes in inventories of Finished goods and Stock-in-trade

	For the year ended March 31, 2024	For the year ended March 31, 2023
Finished goods		
Closing stock	10.08	15.13
Opening stock	12.24	13.27
Stock-in-trade		
Closing stock	37.20	32.38
Opening stock	35.42	44.65
	0.38	**10.41**

26 Employee benefits expenses

	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	16,272.38	12,291.44
Contribution to provident and other fund (refer Note 34)	1,605.29	1,328.95
Less: Income from government grants#	-	(1.70)
Gratuity expense (refer Note 34)	82.39	91.00
Staff welfare expenses	95.84	92.00
Employee stock option expenses (refer Note 36)	100.60	38.89
	18,156.51	**13,840.58**

#The Holding Company is availing of benefits under a government scheme - Pradhan Mantri Rojgar Protsahan Yojana (PMRPY) wherein the Central Government is paying the employer's contribution towards Employee Pension Scheme / Provident Fund in respect of new employees (joined till March 2019) meeting specified criteria.

#The Holding Company is availing of benefits under government scheme - Atmanirbhar Bharat Rozgar Yojana (ABRY) which provides incentive to employers for creation of new employment along with social security benefits post covid recovery phase. The Holding Company is availing this benefit from October 1, 2020 where both employee and employer share of PF contribution or only employee's share of contribution is borne by the government basis the employment strength and employees fulfilling the criteria prescribed under the scheme.

27 Finance costs

(see accounting policy in note 2.2(v))

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on financial liabilities measured at amortised cost		
- Interest on borrowings	141.53	123.07
- Interest on lease liabilities (refer Note 35)	50.87	20.97
Interest on shortfall in payment of income tax	0.18	0.76
Other borrowing costs	0.25	0.87
	192.83	**145.67**

28 Depreciation and amortisation expense

(see accounting policy in note 2.2(d) and (e))

	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of Property, Plant and Equipment (refer Note 3)	244.11	209.82
Depreciation of Right-of-use assets (refer Note 35)	190.68	90.02
Amortisation of intangible assets (refer Note 3C)	104.82	70.56
	539.60	**370.40**

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

29 Impairment losses

	For the year ended March 31, 2024	For the year ended March 31, 2023
Impairment losses on contract assets	22.24	11.64
Impairment loss on doubtful trade receivables	17.65	14.21
Impairment loss on doubtful advances	22.22	10.49
Impairment loss on doubtful deposits	6.20	-
Impairment on loans to employees	1.30	-
	69.61	**36.34**

30 Fair value change in liabilities payable to promoters of acquired subsidiaries

	For the year ended March 31, 2024	For the year ended March 31, 2023
Fair value change in liabilities payable to promoters of acquired subsidiaries	105.92	413.63
	105.92	**413.63**

31 Other expenses

	For the year ended March 31, 2024	For the year ended March 31, 2023
Site maintenance expenses	762.64	548.47
Outsourced manpower	965.41	172.82
Cleaning materials and consumables	236.21	306.04
Verification expenses	124.40	129.30
Freight and forwarding charges	236.78	13.48
Canteen materials	59.01	48.20
Travelling and conveyance	259.41	129.54
Rent	77.04	77.08
Legal and professional fees	124.79	104.39
Training expenses	53.66	73.11
Repairs and maintenance - buildings	8.00	-
Repairs and maintenance - others	104.41	126.92
Communication expenses	80.59	53.51
Printing and stationery	29.40	23.03
Consumption of stores and spares	11.01	11.33
Intangible asset under development Written off	0.29	-
Bad debts written off	12.34	1.55
Insurance	22.08	29.39
Power and fuel	96.64	47.67
Computer hire charges	11.79	28.56
Postage and courier charges	116.73	170.37
Provision for diminution in value of inventories	2.08	0.73
Non-executive Director's remuneration	15.30	6.81
Payment to auditors	20.09	14.46
Rates and taxes	15.60	26.76
Expenditure on corporate social responsibility (CSR)	21.56	14.03
Loss on sale of Property, Plant and Equipment	1.61	5.51
License fee	78.75	67.98
Miscellaneous expenses	202.19	72.10
	3,749.81	**2,303.14**

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

32 Income tax

(See accounting policy in note 2.2(m))

32A Amounts recorded in Balance sheet

	As at March 31, 2024	As at March 31, 2023
Non-current tax assets (net)		
Advance tax (net of provision for tax)	773.28	547.19
	773.28	**547.19**
Current tax liabilities (Net)		
Provision for income taxes (net of advance income taxes)	79.77	57.30
	79.77	**57.30**

32B Amounts recorded in the statement of profit and loss

	For the year ended March 31, 2024	For the year ended March 31, 2023
The major components of income tax expense for the respective periods are:		
Current income tax:		
Current tax	206.74	227.55
Adjustment of tax relating to earlier years	6.75	9.55
Deferred tax:		
Deferred tax charge / (credit)	(30.31)	(41.27)
Total tax expense recorded in the statement of profit or loss	**183.19**	**195.83**

32C Income tax recognised in other comprehensive income

	For the year ended March 31, 2024	For the year ended March 31, 2023
Income tax effect on Remeasurements of defined benefit liability (asset)	-3.72	(3.12)
	(3.72)	**(3.12)**

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

32D Reconciliation of effective tax rate / tax expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	**845.83**	**541.88**
Less: Accounting profit before tax taxed at different rates*	-	(177.70)
Adjusted Profit before tax	**845.83**	**364.18**
Enacted tax rate in India	25.17%	25.17%
Profit before tax multiplied by enacted tax rate	212.88	91.66
Effects of:		
Effect of change in substantively enacted tax rates on deferred tax	-	0.39
Effect of Ind As Adjustments	(1.48)	1.19
Additional deduction under Income tax based on employment generation	(91.02)	(75.56)
Adjustment in respect of tax related to earlier years	6.76	9.55
Fair value change in Liability payable to promoters of acquired subsidiaries	12.30	104.11
Income from Deemed Dividend u/s 2(22)(e) - Loan by a subsidiary to another fellow subsidiary	(10.07)	-
Non deductible expenses	5.43	11.19
Contribution to CSR	3.89	0.61
Tax on accounting profit that taxed at different rate*	-	21.24
Others	44.49	31.45
Net effective income tax	**183.18**	**195.83**
Income tax recognised in other comprehensive income		
Deferred tax relating to items recognised in OCI during the year		
Tax effect on re-measurement gains and (losses) on defined benefit obligations (net)	(3.72)	(3.12)
	(3.72)	(3.12)

Deferred tax liabilities has not been created for tax on potential dividend from undistributed profits in subsidiaries, as the group currently intends to retain such reserves for the foreseeable future.

*One of the subsidiaries have profits accruing or arising outside India and hence taxed at different rates based on the respective jurisdiction.

32E Recognised deferred tax assets and liabilities

	Deferred tax assets (net)		Deferred tax liabilities (net)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Reconciliation of Deferred tax assets / liabilities				
Opening balance Deferred tax asset / (liabilities)	488.07	473.84	(157.50)	(108.48)
Tax (expense) / credit during the year recognised in Statement of Profit and Loss	(9.88)	17.35	40.48	(23.92)
Tax (expense) / income during the year recognised in OCI	(3.72)	(3.12)	-	-
Deferred tax on acquisition	-	-	-	(72.94)
Closing balance (net)	**474.46**	**488.07**	**(117.03)**	**(205.34)**

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Movement in deferred tax assets and liabilities

For the year ended March 31, 2024

Particulars	April 1, 2023	Acquired in business combination	Recognised in statement of profit and loss	Recognised in OCI	March 31, 2024
Deferred tax assets					
Property, Plant and Equipment and Intangible assets	71.88	-	2.52	-	74.40
Provision for doubtful trade receivables	46.47	-	(5.18)	-	41.29
Provision for doubtful assets	12.86	-	5.77	-	18.63
Provision for employee benefits	154.78	-	(0.26)	(3.72)	150.79
Expenses allowable on payment basis	126.98	-	(25.48)	-	101.50
Losses available for offsetting against future taxable income*	36.14	-	24.77	-	60.91
Others	38.96	-	(12.03)	-	26.93
Total	**488.07**	**-**	**(9.88)**	**-3.72**	**474.46**
Deferred tax liabilities					
Intangible assets	-	-	(1.60)	-	1.60
Intangible assets arising on acquisition of subsidiaries	157.50	-	42.08	-	115.42
Total	**157.50**	**-**	**40.48**	**-**	**117.03**

For the year ended March 31, 2023

Particulars	April 1, 2023	Acquired in business combination	Recognised in statement of profit and loss	Recognised in OCI	March 31, 2024
Deferred tax assets					
Property, Plant and Equipment and Intangible assets	32.53	-	39.35	-	71.88
Provision for doubtful trade receivables	119.65	-	(73.18)	-	46.47
Provision for doubtful assets	73.49	-	(60.63)	-	12.86
Provision for employee benefits	120.58	-	37.32	(3.12)	154.78
Expenses allowable on payment basis	102.35	-	24.63	-	126.98
Losses available for offsetting against future taxable income*	12.69	-	23.45	-	36.14
Others	12.55	-	26.41	-	38.96
Total	**473.84**	**-**	**17.35**	**(3.12)**	**488.07**
Deferred tax liabilities					
Intangible assets	-	-	-	-	-
Intangible assets arising on acquisition of subsidiaries	108.48	72.94	(23.92)	-	157.50
Total	**108.48**	**72.94**	**(23.92)**	**-**	**157.50**

* One of the subsidiary, Global Flight Handling Services Private Limited ('Global') has been awarded multiple airport contracts for ground handling services/business during the Financial Year 2021-22, and the operations in those airports have commenced from the Financial Year 2022-23. As per the projections, it is probable that subsidary will earn sufficient taxable profit in future periods to set-off the carry forward losses and corresponding reversal of deferred tax assets relating to such losses. Based on the given facts, the subsidiary has recognised and carried deferred tax assets on the losses in the books of accounts.

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for the year ended 31 March 2024

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33 Earnings per equity share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of the Holding Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders of the Holding Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all dilutive potential Equity shares into Equity shares.

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit attributable to equity shareholders of Holding Company	679.46	357.86
Profit attributable to equity holders of the Holding Company adjusted for the effect of dilution	679.46	357.86
Weighted average number of Equity shares for basic EPS	5,98,00,883	5,28,21,547
Effect of dilution:		
Effect of share options exercised	3,43,298	5,57,444
Weighted-average number of equity shares (diluted) for the year (refer note below)	6,01,44,181	5,33,78,991
Earning per share of ₹10 each		
- Basic	11.36	6.77
- Diluted	11.30	6.70

34 Disclosure pursuant to Ind AS 19 "Employee benefits":

(i) Defined contribution plan:

The Group provident fund is a defined contribution plan. An amount of ₹1605.29 million being contribution made to recognised provident fund is recognised as an expense for the year ended March 31, 2024 (March 31, 2023: ₹1328.95 million) and included under Employee benefits expense (Note 26) in the Statement of Profit and loss.

(ii) Defined benefit plans:

A. Gratuity (Regular)

The Group has a defined benefit gratuity plan ("Plan") in India, governed by the Payment of Gratuity Act, 1972. The Plan entitles an employee, who has rendered at least five years of continuous service, to gratuity payable on termination of his employment at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

Some of the entities in the Group makes annual contributions to gratuity funds established as trusts or insurance companies.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

(a) The amounts recognised in Balance Sheet are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of defined benefit obligation	472.67	466.99
Fair value of plan assets	(54.70)	(48.06)
Net liability	**417.97**	**418.93**
Current	140.10	99.37
Non-current	277.87	319.56

(b) The amounts recognised in the Statement of Profit and Loss are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Service cost:		
Current service cost	52.43	74.61
Net interest cost:		
Interest expense on defined benefit obligation	31.12	16.59
Interest income on loan assets	(1.16)	(0.20)
Total included in Employee benefits expense (refer Note 26)	**82.39**	**91.00**

(c) Remeasurement recognised in other comprehensive income:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Components of actuarial gain/losses on obligations		
Due to change in financial assumptions	(13.30)	(9.75)
Due to change in demographic assumption	0.14	0.25
Due to experience adjustments	24.33	(3.41)
Return on plan assets	(0.72)	0.05
Total	**10.45**	**(12.86)**

(d) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

	As at March 31, 2024	As at March 31, 2023
Opening defined benefit obligation	466.99	422.53
Defined benefit obligation for acquisition during the year	-	13.89
Current service cost	52.43	74.61
Interest cost	31.47	16.39
Actuarial losses/(gains)	-	-
Due to change in financial assumptions	13.12	(9.75)
Due to change in demographic assumption	(0.15)	0.25
Due to experience adjustments	(24.70)	(3.41)
Benefit paid	(66.49)	(47.52)
Closing balance of the present value of defined benefit obligation	**472.67**	**466.99**

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(All amounts are in million of Indian Rupees unless otherwise stated)

(e) The changes in the present value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening plan assets	48.06	33.86
Expected return on plan assets	3.57	0.05
Contributions	61.74	60.71
Benefits paid and charges deducted	(57.61)	(47.52)
Actuarial gain/ (loss) on plan assets	(1.06)	0.96
Closing balance of the present value of plan assets	**54.70**	**48.06**

(f) Reconciliation of net liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Net liability as at the beginning of the year	418.93	388.67
Defined benefit obligation for acquisition during the year		13.89
Defined benefit cost included in the statement of profit and loss	82.39	91.00
Defined benefit cost included in other comprehensive income	(10.45)	(12.86)
Benefit paid	72.89	(61.77)
Net liability at the end of the year	**417.97**	**418.93**

(g) Principal actuarial assumptions at the balance sheet date:

Particulars	As at March 31, 2024	As at March 31, 2023
1) Discount rate	6.93% - 7.25%	5.50% - 7.30%
2) Salary growth rate	3.00% to 13.59%	5.00% to 8.59%
3) Attrition rate	10.00% - 90.00% at all ages	10.00% - 70.00% at all ages
4) Retirement age	58	58
5) Maturity tables	Indian Assured Lives Mortality (2012-14) Ultimate Table	

The overall expected rate of return on assets is determined based on market prices prevailing on that date, applicable to the period over which the obligation is to be settled. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Based on the experience of the previous years, the Group expects to contribute ₹ 63.75 million to the gratuity fund during the next year. However, the actual contribution by the Group will be based in the actuarial valuation report received from the insurance Group.

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(h) Quantitative sensitivity analysis for significant assumption:

	As at March 31, 2024		As at March 31, 2023	
	Change	Obligation	Change	Obligation
(i) Discount rate	+0.5%	397.37	+0.5%	405.92
	-0.5%	407.29	-0.5%	417.78
(ii) Salary growth rate	+0.5%	408.71	+0.5%	418.79
	-0.5%	395.97	-0.5%	404.90

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

(i) Expected cashflows based on past service liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Year 1	163.45	139.13
Year 2	111.74	101.64
Year 3	78.73	75.47
Year 4	56.86	55.32
Year 5	42.17	38.78
More than 5 years	81.19	70.03

(j) The major categories of plan assets of the fair value of the total plan assets are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Investment details		
Others	54.70	48.05
Total	**54.70**	**48.05**

The average duration of the defined benefit obligation for the year ended March 31, 2024 is 3.1 years (March 31, 2023 is 2.9 years).

B. Gratuity (reimbursement from customers)

The Group has a defined benefit gratuity plan ("Plan") in India, governed by the Payment of Gratuity Act, 1972. The Plan entitles an employee, who has rendered at least five years of continuous service, to gratuity payable on termination of his employment at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The Group has recognised gratuity liability and reimbursement right for its employees in accordance with Ind AS 19. The defined benefit plans typically expose the Group to actuarial risks such as interest rate risk and salary risk.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

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(All amounts are in million of Indian Rupees unless otherwise stated)

(a) Net defined benefit liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of defined benefit obligation	387.58	343.13
Fair value of plan assets	-	-
Net liability	**387.58**	**343.13**
Current	230.75	123.20
Non-current	156.83	219.93

(b) Net benefit cost:

Particulars	As at March 31, 2024	As at March 31, 2023
Current service cost	70.58	61.83
Interest cost on defined benefit obligation	23.36	14.40
Net actuarial (gain) / loss recognised in the year	(53.57)	(0.55)
Net benefit cost	**40.37**	**75.68**

Note:

The employee benefits expenses towards gratuity and related reimbursement right for associate employees for the year ended March 31 2024 ₹ 40.37 million [March 31 2023: ₹ 75.68 million] have been netted off in the Statement of Profit and Loss.

(c) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening defined benefit obligation	344.75	291.78
Current service cost	70.58	61.83
Interest cost	23.36	14.40
Actuarial losses/(gains)	0.42	
Due to change in financial assumptions	(3.91)	(23.92)
Transfer In	33.26	
Due to change in demographic assumption	(4.85)	2.24
Due to experience adjustments	(44.81)	21.13
Benefit paid	(31.22)	(24.33)
Closing balance of the present value of defined benefit obligation	**387.58**	**343.13**

(d) The changes in the present value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening plan assets	-	-
Expected return on plan assets		
Contributions	31.22	24.33
Benefits paid and charges deducted	(31.22)	(24.33)
Actuarial gain/ (loss) on plan assets	-	-
Closing balance of the present value of plan assets	**-**	**-**

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for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

(e) Principal actuarial assumptions at the Balance Sheet date:

Particulars	As at March 31, 2024	As at March 31, 2023
1) Discount rate	6.94%	7.10%
2) Salary growth rate	6.12%	6.65%
3) Attrition rate	41.37% at all ages	39.13% at all ages
4) Retirement age	58	58
5) Maturity tables	Indian Assured Lives Mortality (2012-14) Ultimate Table	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(f) Quantitative sensitivity analysis for significant assumption:

	As at March 31, 2024		As at March 31, 2023	
	Change	Obligation	Change	Obligation
(i) Discount rate	+0.5%	383.55	+0.5%	338.53
	-0.5%	391.66	-0.5%	347.85
(ii) Salary growth rate	+0.5%	392.59	+0.5%	348.54
	-0.5%	382.60	-0.5%	337.82

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

(g) Expected cashflows based on past service liability:

Particulars	As at March 31, 2024	As at March 31, 2023
Year 1	141.87	111.64
Year 2	99.93	87.00
Year 3	68.33	65.22
Year 4	50.73	47.12
Year 5	35.29	35.51
More than 5 years	51.41	56.64

The average duration of the defined benefit plan obligation at the end of the reporting period is 2.7 years (March 31, 2023: 2.9 years).

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for the year ended 31 March 2024

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35 Leases

The Group has lease contracts for building used in its operations. Leases of building generally have lease terms between 2 - 6 years, vehicles have lease terms of 1 - 3 years and furniture and fittings between 1-2 years (more than 12 months). The Group also has certain leases of building, machinery, furniture and fittings with lease term less than 12 months where it applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases. Refer note 31 for payment made towards short-term lease.

Information about leases for which the Group is a lessee is presented below.

(i) Right-of-use assets

Particulars	Buildings	Vehicles	Total
As on April 1, 2022	**120.34**	**0.01**	**120.35**
Additions	163.92	-	163.92
Acquisition of subsidiary	229.57	-	229.57
Deletions	(22.47)	-	(22.47)
Depreciation of right-of-use assets	(90.02)	-	(90.02)
Other Ind AS Adjustments	0.74	-	0.74
As on March 31, 2023	**402.08**	**0.01**	**402.09**
Additions	265.73		265.73
Deletions	(16.43)	(0.01)	(16.44)
Depreciation of right-of-use assets	(190.68)		(190.68)
Foreign exchange fluctuation/ adjustments	(0.41)		(0.41)
As on March 31, 2024	**460.29**	**-**	**460.29**

(ii) Set out below are the carrying amounts of lease liabilities (included under financial liabilities) and the movements of Lease liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
As at beginning of the year	**433.25**	**126.37**
Additions	255.62	160.32
Acquisition of subsidiary	-	241.23
Deletions	(8.81)	(25.75)
Interest on lease liabilities (refer Note 27)	50.87	20.97
Payments	(213.00)	(88.02)
Other Ind AS adjustments	-	(1.87)
As at end of the year	**517.93**	**433.25**
Current	192.70	149.02
Non-Current	325.23	284.23

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term for the Group:

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March 31, 2024

	Within five years	More than five years	Total
Extension options expected not to be exercised	5.96	3.92	9.88
Termination options expected to be exercised	58.42	-	58.42

March 31, 2023

	Within five years	More than five years	Total
Extension options expected not to be exercised	-	-	-
Termination options expected to be exercised	73.46	10.39	83.85

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The carrying amount of financial assets and financial liabilities in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that eventually be received or settled.

The maturity analysis of lease liabilities are disclosed in Note 41 (Financial risk management). The effective interest rate for lease liabilities is ranging between 7.50% to 9.00%, with maturity between 2023-2028.

The following are the amounts recognised in profit or loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation expense of right-of-use assets	190.68	90.02
Interest expense on lease liabilities	50.87	20.97
Expense relating to short-term leases (included in other expenses)	77.04	77.08
Total amount recognised in statement of profit and loss	**318.59**	**188.07**

The Company had total cash outflows for leases of ₹ 213 million for the year ended March 31, 2024 (₹ 88.02 million for the year ended March 31, 2023).

36 Share-based payments

a) Employee Share-option Plan - 2019

On April 17, 2019, 'Updater Employee Stock Option Plan' 2019 ("ESOP 2019") was approved by the Board of Directors and was also approved in the Extra-Ordinary General Meeting of the members of the Company. The purpose of the ESOP 2019 is to reward the certain employees for their association, dedication and contribution to the goals of the Company. The options issued under the plan has a term of 1-3 years as provided in the stock grant agreement and vest based on the terms of individual grants. When exercisable, each option is convertible into one equity share.

The expense recognised (net of reversal) for share options during the year ended March 31, 2024 is ₹ Nil [March 31, 2023: ₹ Nil]. There are no cancellations or modifications to the awards for the year ended March 31 2023.The outstanding options as on March 31, 2023 has been exercised during the year ended March 31, 2024.

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Tranche I (A)

The Holding Company has granted certain options during the previous year to the employees based on past performance of such employees and vesting condition being continued employment with the Holding Company as on date of vesting. (April 17, 2020)

Tranche I (B), II and III

The Holding Company has granted certain options during the previous year with future performance of the Company as criteria which has been defined based on a matrix as per the ESOP 2019 (for Tranche I (B), II and III). During the financial year 2021-22, the Company has modified the vesting conditions (other than market condition) stipulated with respect to the options granted already pursuant to the Updater Employee Stock Option Plan 2019 [25-Sep-2020 & 25-Sep-2021] in a manner which is beneficial to employees. The performance criteria stipulated in the grant letter issued to the employees was revised according to the actual performance achieved for the financial years 2019-20 and 2020-21 and consequently, the options granted to the eligible employees are vested with immediate effect. Accordingly, the ESOP reserve is created based on the revised plan.

A. Details of ESOP 2019

Name of the scheme - ESOP 2019	Tranche - I (A)	Tranche - I (B)	Tranche - II	Tranche - III
Date of grant	April 17, 2019	April 17, 2019	October 18, 2019	January 10, 2020
Number granted	4,06,772	5,21,235	1,44,788	77,220
Exercise price (in INR)	10.00	111.00	111.00	111.00
Vesting period	1 year	1 - 3 years	1 - 3 years	1 - 3 years
Vesting condition	100% on April 17, 2020	25% on September 30, 2020 25% on September 30, 2021 50% on September 30, 2022	25% on September 30, 2020 25% on September 30, 2021 50% on September 30, 2022	25% on September 30, 2020 25% on September 30, 2021 50% on September 30, 2022

B. Movement in the options granted to employees

Particulars	Number of options		Weighted average exercise price	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	6,62,563	6,62,563	48.99	48.99
Options granted during the year	-	-	-	-
Options exercised during the year	(6,62,563)	-	(48.99)	-
Options expired during the year	-	-	-	-
Outstanding at the end of the year	**-**	**6,62,563**	**-**	**48.99**
Exercisable at the end of the year	-	6,62,563	-	-

The range of exercise prices for options outstanding at the end of the year was Nil (March 31, 2023: ₹ 10 to ₹ 111).

The weighted average remaining contractual life for the share options outstanding as at March 31, 2024 is Nil (March 31, 2023: Nil).

The exercise period for the options granted to employees under the plan was 5 years from the date of vesting or 30 days from the date of listing of Holding Company's shares in stock exchange whichever is later.

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C. Fair value of options granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price	10 to 111	10 to 111
Expected volatility	20%	20%
Expected dividend yield (%)	0%	0%
Risk free interest rates	7.40%	7.40%
Expected life of the option	1 - 3 years	1 - 3 years
Weighted average share price	93	93
Fair value of the option	83.71	83.71

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

As on the grant date, fair value of the option is ₹ 83.71 and weighted average share price is ₹ 93.

Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

b) (I) Employee Share-option Plan - 2022

The shareholders had approved two Employee Stock Option Schemes "Updater Employee Stock Option Plan 2022" and " Updater Employee Stock Option Plan 2022 - Second" ("ESOP 2022" or "Plan") on December 3, 2022, and March 4, 2023, respectively. The primary objective of the above two schemes is to reward certain employees of Holding Company and its subsidiaries for their association, dedication and contribution to the goals of the Holding Company. Under the Scheme, 18,33,000 stock options were granted to the said employees at an exercise price of ₹ 300 in multiple tranches. The options issued under the plan has a term of 1-4 years as provided in the stock options grant letter and vest based on the terms of individual grants. When exercisable, each option is convertible into one equity share.

The Holding Company has granted certain options during the year with future performance of the Holding Company as criteria which has been defined based on a matrix as per the ESOP 2022 scheme. The performance criteria stipulated in the grant letter issued to the employees was based on pre determined EBITDA Target which will be communicated to employees either in the March month of the previous financial year or at the beginning of the respective financial year. Also, the plan has a rollover to next financial year wherein catch up opportunity of 1 more year is available in case the EBITDA Target is not achieved for a particular financial year. Further, management has considered future projections and related estimates in determining the number of options expected to be vested and has accounted for the ESOP reserve accordingly.

The expense recognised (net of reversal) for share options during the year ended March 31, 2024 is ₹ 58.28 million [March 31, 2023: ₹ 11.71 million]. There are no cancellations or modifications to the awards during the year ended March 31 2024.

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A. Details of ESOP 2022

Name of the scheme - ESOP 2022	Tenure based		Performance based	
	Tranche -T I	Tranche -T II	Tranche -E I	Tranche -E II
Date of grant	December 16, 2022	March 04, 2023	December 16, 2022	March 04, 2023
Number granted	3,90,508	4,76,000	3,90,492	4,76,000
Exercise price (in INR) per share	300	300	300	300
Vesting period	4 Years Graded Vesting		4 Years Graded Vesting	
Method of settlement	Equity-Settled		Equity-Settled	
Method of accounting	Fair Value		Fair Value	
Vesting condition	Service condition - Tenure based		Performance condition - EBITDA linked	
Method of valuation	Black Scholes model		Black Scholes model	

B. Movement in the options granted to employees

Particulars	Number of options		Weighted average exercise price	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	17,33,000		300.00	-
Options granted during the year	-	17,33,000		300.00
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Options expired during the year	-2,81,806	-	300.00	-
Outstanding at the end of the year	**14,51,194**	**17,33,000**	**300.00**	**300.00**
Exercisable at the end of the year	-	-	-	-

C. Fair value of options granted

The Black-scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price per share (INR)	300	300
Expected volatility	38.16% - 41.50%	38.16% - 41.50%
Expected dividend yield (%)	0%	0%
Risk free interest rates	7.43%	7.43%
Expected life of the option		
- As on grant date: 16-12-2022	2 - 3.5 Years	2 - 3.5 Years
- As on grant date: 04-03-2023	1.79 - 3.33 Years	1.79 - 3.33 Years
Weighted average share price	301.89	301.89
Weighted average remaining contractual life as at year-end	1.31 years	2.31 years
Fair value of the option as on grant date		
- As on grant date: December 16, 2023	₹ 82.59 - ₹ 110.74	₹ 82.59 - ₹ 110.74
- As on grant date: March 4, 2023	₹ 83.32- ₹ 116.61	₹ 83.32- ₹ 116.61

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Notes to Consolidated Financial Statements

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The exercise period would commence from the date of vesting and will expire on completion of 2 (Two) years from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.

Date of grant	Option details	No of shares	Fair value per share	Value of the options	Weighted average value	Weighted average price
December 16, 2023	Tranche -T I	3,90,508	293.45	11,45,94,573	0.23	66.12
March 4, 2023	Tranche -T II	4,76,000	308.80	14,69,88,800	0.27	84.82
December 16, 2023	Tranche -E I	3,90,492	293.45	11,45,89,877	0.23	66.12
March 4, 2023	Tranche -E II	4,76,000	308.80	14,69,88,800	0.27	84.82
		17,33,000		**52,31,62,050**	**1.00**	**301.89**

A2. Details of ESOP 2022 - Second

Name of the scheme - ESOP 2022	Tenure based Tranche -T 0 (A)	Listing based Tranche -IPO (A)
Date of grant	March 04, 2023	March 04, 2023
Number granted	50,000	50,000
Exercise price (in INR) per share	300	300
Vesting period	1 Year	1- 2 Years
Method of settlement	Equity-settled	Equity-settled
Method of accounting	Fair value	Fair value
Vesting condition*	Service condition - Tenure based	Performance condition - IPO linked
Method of valuation	Black Scholes model	Black Scholes model

B2. Movement in the options granted to employees

Particulars	Number of options		Weighted average exercise price	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	1,00,000	-	300.00	-
Options granted during the year		1,00,000		300.00
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Options expired during the year	-	-	-	-
Outstanding at the end of the year	**1,00,000**	**1,00,000**	**300.00**	**300.00**
Exercisable at the end of the year	-	-	-	-

C. Fair value of options granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price per share (INR)	300	300
Expected volatility	41.50%	41.50%
Expected dividend yield (%)	0.00%	0.00%
Risk free interest rates	7.43%	7.43%
Expected life of the option		
- As on grant date: December 16, 2023	2 - 3.5 Years	2 - 3.5 Years
- Weighted average remaining contractual life as at year-end	1.79 - 3.33 Years	1.79 - 3.33 Years
- For options granted on: March 4, 2023	308.80	308.80
Weighted average share price	0.67 years	1.67 years
Fair value of the option as on grant date		
- As on grant date: March 4, 2023	₹ 83.32	₹ 83.32

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The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

The exercise period would commence from the date of vesting and will expire on completion of 2 (Two) years from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.

c) One of the subsidiary, Denave has granted Employee stock option plan-2018. The Employee stock option plan-2018 "ESOP-2018" came into effect from 01st March, 2018. It was approved by the Board of Directors ('the Board of Denave') in the meeting held on 01st March, 2018, and by the members of the Denave in the Extra Ordinary General Meeting held on March 1, 2018 and further modified vide Board resolution dated 4th April, 2018; 30th January, 2020 and 31st December 2020.

The Denave's Employee stock option plan-2021 "ESOP-2021" came into effect from November 24, 2021. It was approved by the Board of Directors ('the Board of Denave') in the meeting held on November 23, 2021, and by the members of the Denave in the Extra Ordinary General Meeting held on November 24, 2021.

Pursuant to a resolution of the Board of Directors dated April 4, 2018 and a resolution of the Shareholders dated April 30, 2018, the size of the ESOP pool was amended. Further, amendments were made to vesting period for 2017-18- Block-I and 2017-18-Block-II and 2020-21 Block and to a few other clauses.

The compensation cost of stock options granted to employees has been accounted by the Company using the fair value method as per Ind AS 102 - Share based payments.

When exercisable, each option is convertible into one equity share. All the options shall be exercised within the exercise period of 84 months from the date of vesting by paying in full the stipulated exercise price per share after which any unexercised options will lapse. The expense recognised (net of reversal) for share options during the year is ₹ 16.11 million (March 31, 2023: ₹ 18.77 million)

A. Details of ESOP 2018/2021

Particulars	2020-21 Block-I	2020-21 Block-II	2021-22 Block-I	2022-23 Block-I
Date of grant	April 22, 2020	December 30, 2020	April 30, 2021	August 18, 2022
Number granted	47,975	2,35,000	1,37,000	7,47,000
Surrendered	-	-	-	-
Fresh grant	-	-	-	-
Total	47,975	2,35,000	1,37,000	7,47,000
Exercise price (in INR)	1.00	1.00	1.00	1.00
Vesting period	1-3 years	1-3 years	1-3 years	1-4 years
Vesting 25%	April 22, 2021	December 30, 2021	April 30, 2022	
Vesting 25%	April 22, 2022	December 30, 2022	April 30, 2023	Refer Note 5
Vesting 50%	April 22, 2023	December 30, 2023	April 30, 2024	
Vesting conditions	There shall be a period of one year between the date of grant of Options and the vesting of Options. The vesting is subject to other vesting conditions as per ESOP 2018/2021 as amended from time to time.			
Method of settlement	Equity	Equity	Equity	Equity
Modification in terms along with explanation	Refer note 3 below	Refer note 4 below	Nil	Nil

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Particulars	2017-18 Block-I	2017-18 Block-II	2018-19 Block-I
Date of grant	March 10, 2018	April 30, 2018	April 30, 2018
Number granted	2,97,750	2,97,750	2,37,987
Surrendered	37,975	-	-
Fresh grant	-	-	-
Total	2,59,775	2,97,750	2,37,987
Exercise price (in INR)	1.00	1.00	1.00
Vesting period	1 year	1 year	1-3 years
Vesting 25%	March 10, 2019	April 30, 2019	April 30, 2019
Vesting 25%	March 10, 2020	April 30, 2020	April 30, 2020
Vesting 50%	March 10, 2021	April 30, 2021	April 30, 2021
Vesting conditions	There shall be a period of one year between the date of grant of options and the vesting of options. The vesting is subject to other vesting conditions as per ESOP 2018/2021 as amended from time to time.		
Method of settlement	Equity	Equity	Equity
Modification in terms along with explanation	Refer note 1 below	Refer note 1 below	Nil

Note 1

The vesting period has been modified to 100% of the Options - One year from the date of acceptance of the offer by the Compensation committee considering that the said change is not detrimental to the interest of the participating employees.

Note 2

The vesting period has been modified to 100% of the Options -

a. 50% of the options will vest to the employees after one year from the date of acceptance of the offer, 25% after two years from the date of acceptance of the offer and 25% after three years from the date of acceptance of the offer

b. One year from the date of acceptance of the offer by the Compensation committee for one employee considering that the said change is not detrimental to the interest of the participating employees."

Note 3

The options includes options which were allotted to the eligible employees from those surrendered in "2017-18 Block I". The vesting period has been modified to 100% of the options - one year from the date of acceptance of the offer by the Compensation committee for one employee considering that the said change is not detrimental to the interest of the participating employees.

Note 4

The options includes options which were allotted to the eligible employees from those surrendered in "2017-18 Block I". Vesting period has been modified to 100% of the options as at the year end for one of the employees considering that the said change is not detrimental to the interest of the participating employees.

Note 5

Vesting period is 10% at the end of first year, 15% at the end of second year, 15% at the end of third year and 60% at the end of fourth year.

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B. Movement in the options granted to employees

Particulars	Number of options	
	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	14,59,870	7,12,870
Options granted during the year	-	7,47,000
Weighted average exercise price per option (INR)	-	1
Options exercised during the year	-	-
Options surrendered during the year	-1,00,000	-
Outstanding at the end of the year	**13,59,870**	**14,59,870**
Exercisable at the end of the year	**7,09,070**	**4,56,370**

C. Fair value of options granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price	1.00	1.00
Expected volatility	23.29%	23.29%
Expected dividend yield (%)	-	-
Risk free interest rates	6.52%	6.52%
Expected life of the option	7 years	7 years
Weighted average remaining contractual life as at year-end	1.36 years	2.31 years
Weighted average share price	72.54	72.54
Fair value of the option	71.54	71.54

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

d) One of the subsidiary Global Flight Handling Services Private Limited ("Global") has granted the "Global Employee stock option plan, 2022". The shareholders of Global Flight Handling Services Private Limited approved Employee Stock Option Schemes "Global Employee Stock Option Plan 2022" ("ESOP 2022" or "Plan") on December 3, 2022. The primary objective of the above schemes is to reward certain employees of the Company and its subsidiaries for their association, dedication and contribution to the goals of the Company.

Under the Scheme options were granted to the certain employees at an exercise price of ₹ 10 in multiple tranches. The options issued under the plan has a term of 1-4 years as provided in the stock options grant letter and vest based on the tenure served by such employees.

The Company has also granted certain options during the year to such employees which vest based on non-market linked performance conditions related to the Company over a 4 year period, which is stipulated in the respective grant letters issued to the employees. The performance condition for FY 2022-23 (Tranche 1) has been communicated to respective employees, while for Tranches 2-4, these will be communicated in future. Further, the Plan also provides ability for the employee to catch up any unvested options for a particular Tranche in the next year provided the performance conditions specified for the next financial year are achieved.

When exercisable, each option is convertible into one equity share of face value of ₹10/- each fully paid up.

Management has estimated and also considered future projections in determining the number of options expected to be vested and has accounted for the ESOP expense accordingly.

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The expense recognised (net of reversal) for share options during the year ended March 31, 2024 is ₹ 25.87 Million [March 31 2023: ₹ 8.40 Million]. There are no cancellations or modifications to the awards during the year ended March 31 2024.

A. Details of ESOP 2022

Name of the scheme - ESOP 2022	Tenure based Tranche -T 0 (A)	Listing based Tranche -IPO (A)
Date of grant	04-Mar-23	04-Mar-23
Number granted	1,260	631
Exercise price (in INR) per share	10	10
Vesting period	2.5 years graded vesting	2.5 years graded vesting
Method of settlement	Equity-settled	Equity-settled
Method of accounting	Face value	Face value
Vesting condition	Service condition - tenure based	Performance condition - EBITDA linked
Method of valuation	Black Scholes model	Black Scholes model

B2. Movement in the options granted to employees

Particulars	Number of options		Weighted average exercise price	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	1,891	-	10.00	-
Options granted during the year		1,891		10.00
Options exercised during the year	-	-		-
Options forfeited during the year	-	-		-
Options expired during the year	-	-		-
Outstanding at the end of the year	**1,891**	**1,891**	**10.00**	**10.00**
Exercisable at the end of the year	-	-		-

C. Fair value of options granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	March 31, 2024	March 31, 2023
Exercise price per share (INR)	10	10
Expected volatility		
Expected dividend yield (%)	0%	0%
Risk free interest rates	9.50%	9.50%
Expected life of the option		
- As on grant date: December 16, 2022	2.5 Years	2.5 Years
- Weighted average remaining contractual life as at year-end	0.50 years to 2.50 years	0.50 years to 2.50 years
Weighted average share price	10.00	10.00
Fair value of the option as on grant date		
- As on grant date: December 16, 2022	₹ 21,000	₹ 21,000

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

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37 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current borrowings	0.34	179.25
Current borrowings	528.67	1,586.13
Lease liabilities	517.93	433.25
Less: Cash and cash equivalents	(836.16)	(1,146.67)
Less: Bank balances other than cash and cash equivalents	(671.24)	(504.27)
Less: Bank balances in long term deposits with original maturity more than 12 months (forming part of other financial assets)	(2,316.09)	-
Net Debt	**(2,776.55)**	**547.69**
Total Equity Capital	**8,460.81**	**3,878.11**
Capital and Net Debt	**5,684.26**	**4,425.80**
Gearing ratio	**(48.85%)**	**12.37%**

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

38 Commitments and contingencies

Particulars	As at March 31, 2024	As at March 31, 2023
a. Contingent liabilities		
Income tax (refer below note 1)	466.33	618.55
Professional Tax (refer below note 2)	6.21	6.21
Goods & Services Tax	104.15	1.13
Others (refer below note 3)	5.98	5.98
b. Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for net of capital advances	38.61	30.89
Other commitments (Net of advances)	1.95	-

Notes:

1. Income Tax

a) The Holding Company had claimed a deduction u/s 80JJAA of the Income tax Act for Assessment Year 2019-20 amounting to INR 445.30 million (tax impact of INR 106.78 million), wherein the Holding Company had filed a belated return of income on January 24, 2020 claiming the said deduction (due date for the Company being October 31, 2019). The Holding Company had filed an application with Central Board of Direct Taxes ['CBDT'] on January 30, 2020 to condone the delay in filing the return of income on the grounds that due to unavoidable circumstances there was a delay in finalization of audit and books of accounts leading to delay in filing of return of income.

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During the year ended March 31, 2022, the assessment u/s 143(3) of the Income-tax Act, 1961 was completed for the said AY disallowing the said claim of the Holding Company on the grounds that the return of income was filed beyond the due date prescribed u/s 139(1) of the Income-tax Act, 1961. The Holding Company had filed condonation request before the Central Board of Direct Taxes (CBDT). Subsequent to the balance sheet date, the Holding Company has received an order in favour of the Holding Company.

b) During the year ended March 31, 2023, the Holding Company has received an order under section 263 of the Income-tax Act, 1961 for AY 2017-18. As per given order, there are certain adjustments relating to buy-back of shares which were added to the total taxable income amounting to INR 1,420.19 million (tax demand of INR 410.72 million). The Company had filed an appeal with Commissioner of Income Tax Appeals against the said order. Management is confident of a favourable outcome on this matter and hence no provision is considered necessary as on date.

b. In respect of the subsidiaries:

Fusion Foods & Catering Private Limited - TDS Liability as per TRACES portal ₹ 0.44 million (March 31, 2023: ₹ 0.01 million)

Stanworth Management Private Limited - Claim made against company not acknowledged in respect of Income tax matters (TDS) - ₹ 0.07 million (March 31, 2023: ₹ 0.03 million.)

Tangy Supplies & Solutions Private Limited - Demand raised for AY 2020-21 under section 143(1)(a) of the Income-tax Act, 1961. The demand is due to non filing of the declaration for claiming lower rate of tax in time, which was filed subsequent to the balances sheet date - Nil (March 31, 2023: ₹ 0.58 million).

Matrix Business Services Private Limited - During the year ended March 31, 2023, the subsidiary has received an order dated December 28, 2022 from the Income tax department in relation to the AY 2021-22 disallowing the incentive paid to the erstwhile promoters of the subsidiary amounting to ₹ 66 million and demanded an amount of ₹ 16.9 million as additional tax payable. The subsidiary believes that the aforesaid disallowances are untenable and accordingly, filed an appeal with the Commissioner of Income Tax (Appeals) on January 23, 2023. - ₹ 16.90 million.

2. The Gujarat Panchayats and Municipal Corporations has made claim against the Holding Company for amount ₹ 5.61 million in respect of professional tax. The Holding Company has filed the appeal at Court of Professional Tax Officer and Taluka Development Officer at Sanand and deposited the said amount under Protest and presented same as Balance with Government Authority in the Consolidated Financial Statements.

In respect of one of the subsidiaries, Denave, professional tax demand made amounting to ₹ 0.60 million (against which the subsidiary has paid ₹ 0.15 million under protest).

3. Includes claim made against the Holding Company in Labour court by ex-employees of the company amounting to ₹ 3.20 million in respect of reinstatement of employment with back wages.

In respect of one of the subsidiaries, Matrix Business Services Private Limited, Provision for Bonus for financial year 2014-15 pursuant to retrospective amendment to ""Payment of Bonus Act, 1965"" for which an interim stay has been granted by the High Court of Madras. - ₹ 2.78 million.

4. The details of Corporate Guarantees given by the Holding Company on behalf of its subsidiaries is tabulated below:

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Name of the Company	As at March 31, 2024	As at March 31, 2023
Global Flight Handling Services Private Limited	265.00	20.00
Stanworth Management Private Limited	-	25.00
Fusion Foods and Catering Private Limited	-	30.00
	265.00	**75.00**

39 Segment information

The Managing Director of the Holding Company has been identified as being the chief operating decision maker (CODM), he evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group basis these reportable segments.

The Integrated Facility Management services ('IFM') primarily comprises of supply of soft services, production support services, engineering services, washroom and feminine hygiene care solutions, warehouse management, general staffing, institutional catering and other related services to various industries. Business Support Services ('BSS') primarily comprises of sales enablement services, employee background verification check services, audits and assurance services, airport ground handling services, mailroom management and niche logistics solutions, business process outsourcing services.

There are no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

For the year ended March 31, 2024

Particulars	IFM	BSS	Total segments	Adjustments & eliminations*	Total
Income					
Revenue from operations	16,742.93	8,093.93	24,836.86	(393.23)	24,443.63
Other income	306.20	46.38	352.58	(116.48)	236.10
Total Income	**17,049.13**	**8,140.31**	**25,189.44**	**(509.71)**	**24,679.73**
Cost of materials consumed	974.94	-	974.94	-	974.94
Purchase of traded goods	231.19	-	231.19	(186.89)	44.30
Cost of services	-	-	-	-	
Changes in inventories of Finished goods and Stock-in-trade	0.38	-	0.38	-	0.38
Employee benefits expenses	13,141.00	5,017.42	18,158.42	(1.91)	18,156.51
Finance costs	158.73	63.63	222.36	(29.53)	192.83
Depreciation and amortisation expense	213.03	240.45	453.48	86.12	539.60
Impairment losses	135.81	-	135.81	(66.20)	69.61
Fair value change in liabilities payable to promoters of acquired subsidiaries	48.86	-	48.86	57.06	105.92
Other expenses	1,619.54	2,330.57	3,950.11	(200.30)	3,749.81
Segment profit	**525.65**	**488.24**	**1,013.88**	**(168.04)**	**845.83**
As at March 31, 2024					
Total Assets	13,277.23	4,486.44	17,763.67	(2,415.67)	15,348.00
Total Liabilities	5,325.43	2,198.47	7,523.90	(636.71)	6,887.19
Other information					
Capital expenditure	-	-	-	-	-
Depreciation and amortisation expense	(213.03)	(240.45)	(453.48)	(86.12)	(539.60)

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For the year ended March 31, 2023

Particulars	IFM	BSS	Total segments	Adjustments & eliminations*	Total
Income					
Revenue from operations	15,219.10	6,086.08	21,305.18	(316.31)	20,988.87
Other income	68.41	2.99	71.40	0.39	71.79
Finance income	79.86	31.79	111.65	(51.41)	60.24
Total Income	**15,367.37**	**6,120.86**	**21,488.23**	**(367.33)**	**21,120.90**
Cost of materials consumed	(777.42)	-	(777.42)	9.38	(768.04)
Purchase of traded goods	(223.80)	-	(223.80)	200.08	(23.72)
Cost of Services	-	(2,723.43)	(2,723.43)	56.34	(2,667.09)
Changes in inventories of Finished goods and Stock-in-trade	0.23	-	0.23	(10.64)	(10.41)
Employee benefits expenses	(12,259.76)	(1,581.53)	(13,841.29)	0.71	(13,840.58)
Finance costs	(139.74)	(27.12)	(166.86)	21.19	(145.67)
Depreciation and amortisation expense	(198.81)	(112.57)	(311.38)	(59.02)	(370.40)
Impairment losses	(77.72)	(3.71)	(81.43)	45.09	(36.34)
Fair value change in liabilities payable to promoters of acquired subsidiaries	-	-	-	(413.63)	(413.63)
Other expenses	(1,351.52)	(1,012.64)	(2,364.16)	61.02	(2,303.14)
Segment profit	**338.83**	**659.86**	**998.69**	**(456.81)**	**541.88**
As at March 31, 2023					
Total Assets	10,019.11	3,824.37	13,843.48	(1,674.01)	12,169.47
Total Liabilities	6,432.40	1,635.40	8,067.80	223.56	8,291.36
Other information					
Capital expenditure	-	-	-	-	-
Depreciation and amortisation expense	198.81	112.57	311.38	59.02	370.40

Information in respect of geographical areas

Particulars	March 31, 2024	March 31, 2023
Revenue by Geography**		
India	23,295.31	19,368.40
Outside India	1,148.32	1,620.47
	24,443.63	**20,988.87**

*Ind AS 108 requires disclosure of reconciliations between segment information and respective line item in Consolidated Financial Statements. Inter-segment transactions are eliminated upon consolidation. There are no other reconciling items, hence, no separate reconciliation has been presented.

**Revenue from one customer amounting to Nil (March 31, 2023: ₹1,698.30 million) constitute more than 10% of the total revenue of the Holding Company in the respective years.

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

40 Related party disclosures

(A) Names of related parties and nature of relationship:

Relationship	Name of the related parties
Subsidiary	Updater Services Foundation (Section 8 Company)*
Entities under Common Control	Best Security Services Private Limited
	Tangi Facility Solutions Private Limited
	Tangirala Infrastructure Development Private Limited
	Updater Services Private Limited - Employees group gratuity scheme
Key Management Personnel (KMP)	Mr. Raghunandana Tangirala, Managing Director
	Ms. Shanthi Tangirala, Non-Executive Director (until June 23, 2022)
	Mr. Jayaram L B, Company Secretary (until March 04, 2023)
	Mr. B Ravishankar, Company Secretary (w.e.f. March 06, 2023 until February 10, 2024)
	Mrs. Sandhya Saravanan, Company Secretary (w.e.f February 10, 2024)
	Mr. Balaji Swaminathan, Chief Financial Officer (until December 30, 2023)
	Mrs. Radha Ramanujan, Chief Financial Officer (w.e.f. December 30, 2023)
	Mr. Sunil Rewachand Chandiramani, Independent Director
	"Mr. Amitabh Jaipuria Chief Executive Officer (from March 1, 2022 till March 04, 2023) Executive Director (from March 04, 2023 till April 30, 2023) Non-executive Director from w.e.f. May, 01 2023"
	Mr. Shankar Gopalakrishnan, Nominee Director (from April 25, 2020 until March 21, 2023)
	Mr. Vijay Dhanuka, Nominee Director (from February 13, 2017 until March 21, 2023)
	Mr. Amit Choudhary, Independent Director
	Mr. Pondicherry Chidambaram Balasubramanian, Whole-time Director (from September 13, 2022 until April 2, 2024)
	Ms. Jigyasa Sharma (w.e.f. April 2, 2024)

*The shareholding of this entity is held by the Holding Company and therefore this entity would constitute a subsidiary under the Companies Act, 2013. However, the Group has determined that the Holding Company does not control the entity since there's neither any exposure nor any right over any kind of returns from investee. Hence, basis the requirements of IND AS 110, the same is not considered a subsidiary for the purpose of this consolidated financial statement.

Notes to Consolidated Financial Statements

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(B) Transactions during the year

	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent expense		
Mr. Raghunandana Tangirala	11.51	11.50
Ms. Shanthi Tangirala	11.44	11.44
Services received		
Best Security Services Private Limited	48.95	25.35
Sales/Material supplied		
Best Security Services Private Limited	4.03	3.16
Managerial remuneration		
Mr. Raghunandana Tangirala	19.20	13.69
Mr. Amitabh Jaipuria	0.68	21.39
Mr. Pondicherry Chidambaram Balasubramanian	8.88	8.97
Mr. Balaji Swaminathan	5.22	6.50
Mr. Jayaram L B	-	1.17
Mr. Ravishankar B	2.75	0.19
Mrs. Sandhya Saravanan, Company Secretary (w.e.f February 10, 2024)	0.24	-
Mrs. Radha Ramanujan, Chief Financial Officer (w.e.f. December 30, 2023)	3.78	-
Commission to Non-executive directors		
Mr. Sunil Rewachand Chandiramani	5.24	1.83
Employee stock option expenses		
Mr. Amitabh Jaipuria	7.70	0.61
Mr. Pondicherry Chidambaram Balasubramanian	2.32	0.27
Mr. Balaji Swaminathan	-	0.13
Liability paid to erstwhile promoters of acquired subsidiary		
Mr.Pondicherry Chidambaram Balasubramanian		
- Issue of shares for consideration other than cash	-	17.85
- Consideration paid for acquisition of additional stake in subsidiary	-	17.83
Director sitting fees		
Mr. Sunil Rewachand Chandiramani	2.80	2.20
Mr. Amit Choudhary	2.45	1.70
Ms Sangeetha Sumesh	2.65	1.10
Mr. Amitabh Jaipuria	1.40	-
Reimbursement of expenses		
Mr. Sunil Rewachand Chandiramani	0.00	0.03
Contribution to gratuity		
Updater Services Private Limited - Employees Company Gratuity Scheme	52.93	41.43

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

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(C) Balance outstanding at the end of the year

	As at March 31, 2024	As at March 31, 2023
Investment in Equity		
Updater Services (UDS) Foundation	0.10	0.10
Security deposits (Asset)		
Mr. Raghunandana Tangirala	11.44	11.44
Ms. Shanthi Tangirala	11.44	11.44
Rent payable		
Mr. Raghunandana Tangirala	1.07	0.01
Ms. Shanthi Tangirala	1.14	0.68
Trade payable		
Best Security Services Private Limited	4.81	3.64
Director fee payable		
Mr. Amit Choudhary	-	0.27
Mr. Sunil Rewachand Chandiramani	-	0.27
Mr. Raghunandana Tangirala	1.05	-
Ms. Sangeetha Sumesh	-	0.18
Managerial remuneration payable		
Mrs. Sandhya Saravanan, Company Secretary (w.e.f February 10, 2024)	0.10	-
Mrs. Radha Ramanujan, Chief Financial Officer (w.e.f. December 30, 2023)	0.36	-
Mr. Pondicherry Chidambaram Balasubramanian	0.04	-
Mr. Amitabh Jaipuria	-	5.00
Commission payable		
Mr. Sunil Rewachand Chandiramani	6.39	1.83
Trade receivables		
Best Security Services Private Limited	0.30	0.12

(D) Consideration to key managerial personnel during the year

	For the year ended March 31, 2024	For the year ended March 31, 2023
Short-term employee benefits;*	50.77	49.56
Buy-back of Equity Shares	-	38.38

The employee stock compensation expenses for the year ended March 31, 2024 includes charge of ₹ 10.02 million (March 31, 2023: ₹ 1.01 million) towards key managerial personnel respectively.

*The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as these are determined on an actuarial basis for the Group as a whole.

Terms and conditions of transactions with related parties:

The sales to and purchases from related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period ended are unsecured and interest free and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes to Consolidated Financial Statements

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41 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 in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Note	March 31, 2024			Fair value		
		Carrying amounts	Measured at FVTPL	Measured at amortised cost	Level 1	Level 2	Level 3*
Financial assets measured at fair value							
Investments (current and non-current)*	4	64.42	64.32	0.10	16.32	-	48.00
Financial assets not measured at fair value							
Loans (current and non-current)**	5	7.37	-	7.37			
Other financial assets (non-current)**	6	232.69	-	232.69			
Trade receivables**	10	5,039.00	-	5,039.00			
Cash and cash equivalents**	11A	836.16	-	836.16			
Bank balances other than cash and cash equivalents above**	11B	671.24	-	671.24			
Other financial assets (current)**	6	2,476.49	-	2,476.49			
		9,262.96	**-**	**9,262.96**			
Financial Liabilities measured at fair value							
Other financial liabilities (current and non-current)***	17	1,229.85	1,229.85	-			1,229.85
Financial Liabilities measured at fair value							
Borrowings (current and non-current)**	15	529.01	-	529.01			
Lease liabilities (current and non-current)**	35	517.93	-	517.93			
Trade payables**	16	792.60	-	792.60			
Other financial liabilities (current)**	17	1,909.73	-	1,909.73			-
		3,749.28	**-**	**3,749.28**			

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	Note	March 31, 2023			Fair value		
		Carrying amounts	Measured at FVTPL	Measured at amortised cost	Level 1	Level 2	Level 3*
Financial assets measured at fair value							
Investments (current and non-current)*	4	38.10	38.00	0.10	8.00	-	30.00
Financial assets not measured at fair value							
Loans (current and non-current)**	5	8.62	-	8.62			
Other financial assets (non-current)**	6	273.88	-	273.88			
Trade receivables**	10	4,277.28	-	4,277.28			
Cash and cash equivalents**	11A	1,146.67	-	1,146.67			
Bank balances other than cash and cash equivalents above**	11B	504.27	-	504.27			
Other financial assets (current)**	6	66.80	-	66.80			
		6,277.52	**-**	**6,277.52**			
Financial Liabilities measured at fair value							
Other financial liabilities (current and non-current)***	17	1,874.65	1,874.65	-			1,874.65
Financial Liabilities measured at fair value							
Borrowings (current and non-current)**	15	1,765.38	-	1,765.38			
Lease liabilities (current and non-current)**	35	433.25	-	433.25			
Trade payables**	16	793.31	-	793.31			
Other financial liabilities (current)**	17	1,585.96	-	1,585.96	-	-	-
		4,577.90	**-**	**4,577.90**			

**The Group has not disclosed the fair values of financial instruments such as Loans, Trade receivables, Cash and cash equivalents, bank balances other than cash and cash equivalents, borrowings, trade payables and certain other financial assets and liabilities, because their carrying amounts are a reasonable approximation of fair values.

There have been no transfers between the levels during the year ended March 31, 2024 and March 31, 2023.

Refer 2.2(h) to the consolidated financial statements.

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs are not based on observable market data (unobservable inputs).

*Inputs used include time of maturity, discount rate, interest rate, conversion terms, volatility and other market conditions.

***The Group has used Projected EBITDA of subsidiaries, EBITDA multiples, scenario analysis, Risk free rate, market return as inputs and Monte Carlo simulation method for valuation of liability payable to erstwhile promoters of acquired subsidiaries.

B. Financial risk management

The Group has exposure to the following risks arising from financial instruments, which is addressed through measures set out below:

- credit risk (see (B)(ii));

- liquidity risk (see (B) (iii)); and

- market risk (see (B)(iv))

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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 board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The Group is exposed to credit risk from Trade receivables, loans, cash and bank balances, and other financial assets.

The maximum exposure to credit risk for trade and other receivables are as follows:

	Note	Carrying amount	
		31-Mar-24	31-Mar-23
Loans (current and non-current)	5	7.37	8.62
Other financial assets (non-current)	6	232.69	273.88
Trade receivables	10	5,039.00	4,277.28
Cash and cash equivalents	11A	836.16	1,146.67
Bank balances other than cash and cash equivalents above	11B	671.24	504.27
Other financial assets (current)	6	2,476.49	66.80

Trade receivables

In cases of customers where credit is allowed, the average credit period on such sale of services / sale of goods ranges from 1 to 90 days. The customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the individual credit limits are defined in accordance with this assessment and outstanding customer receivables are regularly monitored. The management believes that unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss at the reporting dates related to customers that have defaulted on their payments to the Group are not expected to be able to pay their outstanding dues, mainly due to economic circumstances.

Ind AS requires an entity to recognise in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109. The Group assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a age wise provision matrix which is prepared considering the historical data for collection of receivables.

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The concentration of credit risk is limited due to the customer base being large and unrelated. Further, the Group constantly evaluates the quality of trade receivable and provides impairment loss on financial assets (trade receivables) based on expected credit loss model.

For movement of loss allowance in trade receivables, refer note 10.

Cash and cash equivalents (including other bank balances)

The Group held cash and cash equivalents and margin money deposits with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of the banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

Other financial assets

Other financial assets primarily consists of non-current bank deposits, security deposits, interest accrued on bank deposits and other receivables. The Company does not expect any loss from non-performance by these counter-parties.

iii. Liquidity risk

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The group monitors its risk of a shortage of funds on a regular basis. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest.

As at March 31, 2024

Particulars	Carrying amounts	Within 1 year	1-3 years	3-5 years	Total
Borrowings (current and non-current)	529.01	528.67	0.34	-	529.01
Lease liabilities (current and non-current)	517.93	192.70	319.31	5.92	517.93
Trade payables	792.60	792.60			792.60
Other financial liabilities (non-current)	311.63		195.18	116.45	311.63
Other financial liabilities (current)	2,827.95	2,827.95			2,827.95
Total	**4,979.13**	**4,341.92**	**514.83**	**122.37**	**4,979.13**

As at March 31, 2023

Particulars	Carrying amounts	Within 1 year	1-3 years	3-5 years	Total
Borrowings (current and non-current)	1,765.38	1,586.13	153.64	25.61	1,765.38
Lease liabilities (current and non-current)	433.25	183.31	199.49	88.09	470.89
Trade payables	793.31	793.31	-	-	793.31
Other financial liabilities (non-current)	1,138.71	-	1,138.71	-	1,138.71
Other financial liabilities (current)	2,321.90	2,321.90	-	-	2,321.90
Total	**6,452.55**	**4,884.65**	**1,491.84**	**113.70**	**6,490.19**

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(All amounts are in million of Indian Rupees unless otherwise stated)

iv. Market risk

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the foreign exchange rates, interest rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Group is exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest risk and price risk from fluctuation in mutual fund investments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising returns.

(a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Company operating activities (when revenue or expense is denominated in a foreign currency). However the net investment in subsidiaries are in Indian rupees, as a result there is no exposure to the risk of changes in foreign exchange rates. Consequently, the group does not uses derivative financial instruments, such as foreign exchange forward contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of is forecasted cash flows and trade receivables.

Foreign currency risk management:

The carrying amounts of the Group's foreign currency (FC) denominated monetary assets and monetary liabilities at the end of each reporting period are as follows:

Particulars	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in FC (million)	Amount in ₹ (million)	Amount in FC (million)	Amount in ₹ (million)
Trade receivables	USD	1.16	96.32	1.47	120.07
Trade payables	AED	-	-	0.01	0.17
Trade payables	KD	-	-	0.00	0.10
Trade payables	USD	0.00	0.19	0.11	9.10

Sensitivity analysis

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives.

The following table details the Group's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates a increase in profit or equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity and balance below would be negative.

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(All amounts are in million of Indian Rupees unless otherwise stated)

Particulars	Profit before Tax		Effect on pre-tax Equity	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
March 31, 2024				
USD	(4.81)	4.81	(4.81)	(4.81)
March 31, 2023				
USD	5.55	(5.55)	5.55	(5.55)
AED	0.01	(0.01)	0.01	(0.01)
KD	0.00	(0.00)	0.00	(0.00)

Note:

This is mainly attributable to the exposure of receivable and payable outstanding in the above mentioned currencies to the Group at the end of the reporting period.

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, with all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Effect on profit before tax		Equity, net of tax	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Increase in rate by 2%	(30.38)	(28.55)	(30.38)	(28.55)
Decrease in rate by 2%	30.38	17.07	30.38	17.07

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

Fixed-rate instrument	Nominal amount	
	March 31, 2024	March 31, 2023
Borrowings	529.01	1,765.38

(c) Price risk

The Group is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. As at March 31, 2024, the investments in mutual funds amounts to ₹ 16.32 million (March 31, 2023: ₹ 8 million). As regards Group's investments in unquoted equity investments, the management contends that such investments do not expose the Group to price risks. In general, these securities are not held for trading purposes.

Sensitivity analysis:

For every 1% increase in price, profit before tax would be impacted by gain of approximately ₹ 1.63 million (March 31, 2023: ₹ 0.80 million). Similarly, for every 1% decrease in price there would be an equal and opposite impact on the profit before tax.

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42 Material partly - owned subsidiaries

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter company eliminations.

A. Avon Solutions & Logistics Private Limited

Summarised Balance sheet

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents	0.32	5.50
Current assets excluding cash and cash equivalents	334.32	294.64
Non-current assets	120.27	173.09
Trade payables	88.07	19.02
Provisions	45.23	40.15
Current liabilities excluding trade payables and provisions	94.28	104.52
Borrowings	13.38	-
Lease liabilities	36.46	5.47
Equity	204.14	304.07
Share of NCI	24.00%	24.00%
Attributable to NCI	48.99	72.97

Summarised Statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Total Revenue from operations	709.45	616.21
Employee benefits expense	238.30	268.77
Finance costs	5.84	0.42
Depreciation and amortisation expense	13.69	2.14
Other expenses	398.76	244.71
Profit before tax	62.95	100.17
Income tax expense	23.04	33.64
Profit for the period	39.91	66.53
Other comprehensive income/(loss)	(3.20)	0.39
Total comprehensive income for the period	36.71	66.92
Attributable to NCI	8.81	16.06

Summarised cash flow statement

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operating activities	(37.25)	127.90
Investing activities	120.57	(72.03)
Financing activities	(88.50)	(51.59)
Net increase/(decrease) in cash and cash equivalents	(5.18)	4.28

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B. Global Flight Handling Services Private Limited

Summarised Balance Sheet

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents	14.43	25.23
Current assets excluding cash and cash equivalents	157.23	101.14
Non-current assets	119.07	58.26
Trade payables	167.66	90.54
Provisions	0.18	0.09
Current liabilities excluding trade payables and provisions	44.63	34.69
Borrowings	236.05	150.44
Equity	(152.30)	(91.13)
Share of NCI	16.75%	16.75%
Attributable to NCI	(57.37)	(30.97)

Summarised Statement of Profit and Loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Total Revenue	259.35	191.05
Employee benefits expense	182.73	121.52
Finance costs	16.85	10.08
Depreciation and amortisation expense	0.95	0.54
Other expenses	170.82	149.05
Profit before tax	(111.30)	(90.13)
Income tax expense	(24.67)	(23.44)
Profit for the period	(86.63)	(66.68)
Other comprehensive income/(loss)	-	-
Total comprehensive income for the period	(86.63)	(66.68)
Attributable to NCI	(26.40)	(27.77)

Summarised cash flow statement

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operating activities	(58.63)	(54.58)
Investing activities	(20.92)	(1.29)
Financing activities	68.75	74.59
Net increase/(decrease) in cash and cash equivalents	(10.80)	18.72

Information regarding non-controlling interests

Accumulated balances of material non-controlling interest	As at March 31, 2024	As at March 31, 2023
Avon Solutions & Logistics Private Limited	48.99	72.97
Global Flight Handling Services Private Limited	(57.37)	(30.97)

Total comprehensive income/(loss) for the year allocated to material non-controlling interests	For the year ended March 31, 2024	For the year ended March 31, 2023
Avon Solutions & Logistics Private Limited	8.81	16.06
Global Flight Handling Services Private Limited	(26.40)	(27.77)

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43 Group information

A. Subsidiaries

Name of the entity	Principal activities	Country of incorporation	% equity interest As at March 31, 2024	% equity interest As at March 31, 2023
Avon Solutions & Logistics Private Limited	Mailroom logistics management	India	76.00%	76.00%
Integrated Technical Staffing and Solutions Private Limited	Technical staffing management	India	99.99%	99.99%
Stanworth Management Private Limited	Integrated facility management	India	99.99%	99.99%
Tangy Supplies & Solutions Private Limited	Supply of house keeping products	India	99.99%	99.99%
Fusion Foods and Catering Private Limited	Corporate and Industrial catering management	India	99.99%	99.99%
Wynwy Technologies Private Limited	Home maintenance and household services	India	99.99%	99.99%
Global Flight Handling Services Private Limited	Ground service support for airlines	India	83.25%	83.25%
Global Flight Handling Services (Pune) Private Limited (subsidiary of Global Flight Handling Services Private Limited)	Ground service support for airlines	India	74.00%	74.00%
Global Flight Handling Services (Patna) Private Limited (subsidiary of Global Flight Handling Services Private Limited)	Ground service support for airlines	India	74.00%	74.00%
Global Flight Handling Services (Raipur) Private Limited (subsidiary of Global Flight Handling Services Private Limited)	Ground service support for airlines	India	74.00%	74.00%
Global Flight Handling Services (Vizag) Private Limited (subsidiary of Global Flight Handling Services Private Limited)	Ground service support for airlines	India	74.00%	74.00%
Global Flight Handling Services (Surat) Private Limited (subsidiary of Global Flight Handling Services Private Limited)	Ground service support for airlines	India	74.00%	74.00%
Matrix Business Services India Private Limited* (w.e.f April 25, 2019)	People, product, and process assurance services	India	99.99%	99.99%
Washroom Hygiene Concepts Private Limited (w.e.f September 5, 2019)	Famile Hygiene Solutions	India	99.99%	99.99%
Denave India Private Limited (w.e.f October 27, 2021)*	Sales enablement and other staffing services	India	99.99%	99.99%
Denave Europe Limited, UK (from October 27, 2021)	Sales enablement and other staffing services	UK	100.00%	100.00%
Denave (M) SDN BHD, Malaysia (from October 27, 2021)	Sales enablement and other staffing services	Malaysia	100.00%	100.00%
Denave SG Pte Ltd, Singapore (from October 27, 2021)	Sales enablement and other staffing services	Singapore	100.00%	100.00%
Athena BPO Private Limited (w.e.f. December 23, 2022)*	Business process outsourcing	India	99.99%	99.99%
Athena Call Centre Services Private Limited	Business process outsourcing	India	100.00%	100.00%
Updater Services (UDS) Foundation **	Licensed under Section 8 of Companies Act, 2013	India	99.99%	99.99%

*As more fully discussed in Note 2.1(i) to the consolidated financial statements, the Group has not recognised non-controlling interest in subsidiaries Denave India Private Limited and Athena BPO Private Limited and consequently the liability in respect of such shares towards the erstwhile promoters of such subsidiaries are recognised as financial liabilities in these consolidated financial statements (Also refer Note 17).

** The shareholding of this entity is held by the Holding Company and therefore this entity would constitute a subsidiary under the Companies Act, 2013. However, as the Company does not control the entity in accordance with the requirements of IND AS 110, the same is not considered a subsidiary for the purpose of these consolidated financial statements.

B. Holding / Promoter Company

Updater Services Limited (Formerly known as Updater Services Private Limited)

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for the year ended 31 March 2024

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44 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

For the year ended March 31, 2024

Entity name	Net assets		Share in profit or loss		OCI		Total comprehensive income	
	As % of consolidated assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated Total Comprehensive Income	Amount
I. Parent								
Updater Services Limited	67.58%	5,718.20	34.97%	231.72	-4970.52%	19.71	37.97%	251.43
II. Subsidiaries								
Avon Solutions & Logistics Private Limited	2.41%	204.14	6.02%	39.91	807.88%	(3.20)	5.54%	36.71
Integrated Technical Staffing and Solutions Private Limited	1.10%	93.39	3.18%	21.10	-65.57%	0.26	3.23%	21.36
Stanworth Management Private Limited	0.75%	63.35	2.04%	13.53	-456.69%	1.81	2.32%	15.34
Tangy Supplies & Solutions Private Limited	1.40%	118.87	1.62%	10.72	0.00%	-	1.62%	10.72
Fusion Foods and Catering Private Limited	1.91%	161.62	5.98%	39.66	267.31%	(1.06)	5.83%	38.60
Wynwy Technologies Private Limited	-1.94%	(163.97)	-6.47%	(42.89)	-12.61%	0.05	-6.47%	(42.84)
Global Flight Handling Services Private Limited	-1.80%	(152.30)	-13.07%	(86.63)	0.00%	-	-13.08%	(86.63)
Matrix Business Services India Private Limited	7.71%	652.66	9.46%	62.71	1085.21%	(4.30)	8.82%	58.41
Washroom Hygiene Concepts Private Limited	1.44%	121.91	6.07%	40.26	44.53%	(0.18)	6.05%	40.08
Denave India Private Limited	10.38%	877.95	30.54%	202.35	3180.02%	(12.61)	28.65%	189.74
Athena BPO Private Limited	8.34%	705.53	22.19%	147.02	26.53%	(0.11)	22.18%	146.92
NCI in all subsidiaries	0.70%	59.46	-2.54%	(16.82)	193.89%	(0.77)	-2.66%	(17.59)
Total	**100.00%**	**8,460.82**	**100.00%**	**662.65**	**100.00%**	**(0.40)**	**100.00%**	**662.25**

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For the year ended March 31, 2023

Entity name	Net assets		Share in profit or loss		OCI		Total comprehensive income	
	As % of consolidated assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated Total Comprehensive Income	Amount
I. Parent								
Updater Services Limited	69.44%	2,693.11	-69.61%	(240.91)	120.29%	11.72	-64.42%	(229.19)
II. Subsidiaries								
Avon Solutions & Logistics Private Limited	5.25%	203.74	14.60%	50.51	4.00%	0.39	14.31%	50.90
Integrated Technical Staffing and Solutions Private Limited	1.85%	71.93	1.29%	4.46	8.72%	0.85	1.49%	5.31
Stanworth Management Private Limited	1.13%	43.96	3.82%	13.23	14.99%	1.46	4.13%	14.69
Tangy Supplies & Solutions Private Limited	2.38%	92.21	2.67%	9.24	-0.31%	(0.03)	2.59%	9.21
Fusion Foods and Catering Private Limited	2.31%	89.68	10.74%	37.16	16.22%	1.58	10.89%	38.74
Wynwy Technologies Private Limited	-3.15%	(122.12)	-7.96%	(27.53)	-1.13%	(0.11)	-7.77%	(27.64)
Global Flight Handling Services Private Limited	-1.55%	(60.24)	-11.25%	(38.93)	0.00%	-	-10.94%	(38.93)
Matrix Business Services India Private Limited	7.43%	288.27	60.84%	210.54	6.26%	0.61	59.35%	211.15
Washroom Hygiene Concepts Private Limited	2.08%	80.85	5.72%	19.80	-3.80%	(0.37)	5.46%	19.43
Denave India Private Limited	9.79%	379.69	78.58%	271.94	-61.17%	(5.96)	74.76%	265.98
Athena BPO Private Limited	1.23%	47.85	13.97%	48.35	-5.04%	(0.49)	13.45%	47.86
NCI in all subsidiaries	1.78%	69.18	-3.41%	(11.81)	0.96%	0.09	-3.30%	(11.72)
Total	**100.00%**	**3,878.11**	**100.00%**	**346.05**	**100.00%**	**9.74**	**100.00%**	**355.79**

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45 Business Combinations and acquisition of non-controlling interest

A. Acquisitions of Athena BPO Private Limited ("Athena")

On December 23, 2022, the Group acquired 57% equity ownership in Athena for a consideration of ₹ 819.40 million. Athena is in the business of providing business process outsourcing (BPO), which mainly offers services to Banks, NBFC, Insurance Companies, and Telecoms. This acquisition enhances the group competencies in the business service space especially in the sales enablement services and drives synergies between other portfolio companies of the group. The total value of purchase consideration of ₹ 1,437.74 million includes ₹ 586.74 million on account of obligation to purchase the remaining equity shares (43%) in the future, pursuant to Shareholder's Agreement between the Group and the promoters of Athena.

Consequent to the future purchases, the Group will hold 100% of the equity shares of Athena.

Therefore, the Group has not recognised a non-controlling interest in Athena as the unacquired shares from the promoters of Athena are recognised as financial liabilities in the consolidated financial statements and accordingly Athena is considered to be 100% owned by the Group for the purpose of consolidation.

Assets acquired and liabilities assumed	Fair Value on acquisition
Particulars	**Total**
Property, Plant and Equipment	147.59
Intangible assets	10.16
Trade receivables	245.30
Cash and bank balances	91.42
Non-current tax assets (Net)	17.38
Other assets (current and non-current)	413.65
Deferred tax assets	14.28
Total assets taken over (A)	**939.78**
Trade payables	128.04
Other liabilities (current)	39.51
Provisions (current and non-current)	16.08
Other liabilities	245.40
Total liabilities assumed (B)	**429.03**
Identifiable intangible assets on acquisition	
Customer relationship (Note i)	309.70
Non-compete (Note ii)	5.10
Brand (Note iii)	31.80
Total identifiable intangible assets on acquisition (C)	**346.60**
Deferred tax liability on account of identified intangible assets and fair value of promoter's liability on acquisition	
Deferred Tax liability on Acquisition (D)	**87.23**
Non-controlling interests measured at fair value	-
Goodwill arising on acquisition (Note iv) (E)	667.62
Total purchase consideration (A-B+C-D+E)	**1,437.74**

Notes:

(i) Customer contracts and related Customer relationships include the relationships that Athena has established with customers that are tied to them through a contract, as well as the potential extension of such contracts/additional relationships that would arise as a result of these contracts, and therefore, meet both the contractual/legal criteria and the separability criterion for recognition of an Intangible Asset under 'Ind AS 38 Intangible Assets'.

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The income approach has been considered for arriving at the value of the intangible asset as defined in “”Ind AS 113 Fair Value Measurement””. The intangible asset is considered having a useful life of 8.5 years from the date of acquisition.

(ii) Non-compete is based on a contractual agreement which protects the value of the purchased assets from Athena (both tangible and intangible) by restricting the respective promoters’ competitive conduct post the respective investment dates and accordingly, meet both the contractual/legal criteria and separability criterion for recognition of an Intangible Asset under ‘Ind AS 38 Intangible Assets’.

As per the investment agreements for Athena, the promoters have agreed to a non-compete for a period of 5 years from the expiry of contract of service or the promoters ceasing to hold any securities of Athena (i.e. after October 31, 2026). Thus, effectively 8 years from the date of acquisition.

The income approach has been considered for arriving at the value of the intangible asset as defined in “Ind AS 113 Fair Value Measurement”.

(iii) Athena uses the trademark ‘Athena’ for its traditional as well as new businesses. The Group will continue to use the similar strategy in future for all its new generation businesses. The brand serves to create associations and expectations among products made by Athena. This meets the legal criterion and the separability criterion for recognition of an Intangible Asset under ‘Ind AS 38 Intangible Assets’.

The income approach has been considered for arriving at the value of the intangible asset as defined in “Ind AS 113 Fair Value Measurement”. The intangible asset is considered having an indefinite useful life and will be assessed for impairment every year.

(iv) The Group incurred acquisition-related costs of ₹ 4.31 million on legal fees and due diligence costs. These costs have been included in ‘legal and professional fees’ under ‘other expenses’ for the year ended March 31, 2023.

(iv) The goodwill of ₹ 667.62 million comprises the value of expected synergies arising from the acquisition which is not separately recognised. None of the goodwill recognised is expected to be deductible for income tax purposes. The goodwill is considered having an indefinite useful life and will be assessed for impairment every year.

From the date of acquisition, Athena had contributed ₹ 406.79 million of revenue and ₹ 62.57 million to the profit before tax of the Group. If the combination had taken place at the beginning of the year, revenue from continuing operations would have been higher by ₹ 1,010.70 million and the profit before tax for the Group would have been higher by ₹ 99.85 million during the year ended March 31, 2023.

(v) The fair value and gross amount of the trade receivables of Athena amounts to ₹ 245.30 million, which is expected to be fully collected.

Information relating to purchase consideration:

Purchase Consideration	Amount
Total amount payable for purchase of current (57%) equity shareholding (A)	851.00
Amount already paid for purchase of current equity shareholding	780.86
Amount remaining payable for current equity shareholding	70.14
Present value of redemption liability as on date of Acquisition (B)	586.74
Total (A) + (B)	**1,437.74**

During the financial year 2022-23, the Group acquired 57% stake in Athena at an agreed price of ₹ 1,437.74 million from the promoters of Athena. As per the Shareholder’s Agreement between the Group and Athena and its erstwhile promoters, the Group has an obligation to purchase the remaining shares held by the promoters of such companies based on agreed methodology per the purchase agreement. Accordingly, the Company has recognised a redemption liability for the present value of such future obligation based on a best estimate available with the management.

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Significant increase/ (decrease) in the EBITDA of Athena would result in higher/ (lower) fair value of the redemption liability. Changes to the fair value of the redemption liability will be recognised in the consolidated statement of profit and loss.

The purchase consideration has been computed as follows:

Particulars	No of shares	Price per share	Purchase consideration	Stake
Tranche I	32,824	24,963.50	851.00	57.00%
Tranche II (on or before October 31, 2024)	9,501	21,050.42	200.00	16.50%
Tranche III (on or before October 31, 2025)	9,501	24,944.74	237.00	16.50%
Tranche IV (on or before October 31, 2027)	5,758	26,005.56	149.74	10.00%
Total shares	**57,584**	**24,967.70**	**1,437.74**	**100%**

B. Acquisitions of Denave India Private Limited (“Denave”)

On October 27, 2021, the Group acquired 52% equity ownership in Denave India Private Limited (“Denave”) for a consideration of ₹ 629.96 million. Denave is primarily engaged in the business of providing sales enablement and other support and staffing services. The total value of purchase consideration of ₹ 1,412.10 million includes ₹ 782.15 million on account of obligation to purchase the remaining equity shares (48%) in the future, pursuant to Shareholder’s Agreement between the Group and the promoters of Denave. Consequent to the future purchases, the Group will hold 100% of the equity shares of Denave.

Therefore, the Group has not recognised a non-controlling interest in Denave as the unacquired shares from the promoters of Denave are recognised as financial liabilities in the consolidated financial statements and accordingly Denave is considered to be 100% owned by the Group for the purpose of consolidation.

Assets acquired and liabilities assumed	Fair Value on acquisition
Particulars	**Total**
Property, Plant and Equipment	24.83
Intangible assets	-
Trade receivables	417.79
Cash and bank balances	105.66
Loans and advances	2.90
Non-current tax assets (Net)	56.06
Other assets (current and non-current)	208.99
Deferred tax assets	32.89
Total Assets taken over (A)	**849.12**
Trade payables	67.05
Other liabilities (current)	74.95
Provisions (current and non-current)	53.66
Other liabilities	203.86
Total liabilities assumed (B)	**399.52**
Identifiable Intangible Assets on acquisition	
Customer relationship (Note i)	148.00
Non-compete (Note ii)	25.70
Brand (Note iii)	53.70
Total identifiable intangible assets on acquisition (C)	**227.40**
Deferred Tax Liability on account of identified intangible assets and fair value of promoter's liability on acquisition	
Deferred Tax liability on Acquisition (D)	88.15
Non-controlling interests measured at fair value	-
Goodwill arising on acquisition (Note iv) (E)	823.25
Total purchase consideration (A-B+C-D+E)	**1,412.10**

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Notes:

(i) Customer contracts and related customer relationships include the relationships that Denave has established with customers that are tied to them through a contract, as well as the potential extension of such contracts/additional relationships that would arise as a result of these contracts, and therefore, meet both the contractual/legal criteria and the separability criterion for recognition of an Intangible Asset under 'Ind AS 38 Intangible Assets'.

The income approach has been considered for arriving at the value of the intangible asset as defined in ""Ind AS 113 Fair Value Measurement"". The intangible asset is considered having a useful life of eight years from the date of acquisition.

(ii) Non-compete is based on a contractual agreement which protects the value of the purchased assets from Denave (both tangible and intangible) by restricting the respective promoters' competitive conduct post the respective investment dates and accordingly, meet both the contractual/legal criteria and separability criterion for recognition of an Intangible Asset under 'Ind AS 38 Intangible Assets'.

As per the investment agreements for Denave, the promoters have agreed to a non-compete for a period of 3 years from the expiry of contract of service or the promoters ceasing to hold any securities of Denave (i.e. after June 30, 2027). Thus effectively 5.5 years from the date of acquisition.

The income approach has been considered for arriving at the value of the intangible asset as defined in "Ind AS 113 Fair Value Measurement".

(iii) Denave uses the trademark 'Denave' for its traditional as well as new businesses. The Group will continue to use the similar strategy in future for all its new generation businesses. The brand serves to create associations and expectations among products made by Denave. This meets the legal criterion and the separability criterion for recognition of an Intangible Asset under 'Ind AS 38 Intangible Assets'.

The income approach has been considered for arriving at the value of the intangible asset as defined in "Ind AS 113 Fair Value Measurement". The intangible asset is considered having an indefinite useful life and will be assessed for impairment every year.

(iv) The goodwill of ₹ 823.25 million comprises the value of expected synergies arising from the acquisition which is not separately recognised. None of the goodwill recognised is expected to be deductible for income tax purposes. The goodwill is considered having an indefinite useful life and will be assessed for impairment every year.

Information relating to purchase consideration at the time of acquisition:

Purchase Consideration	Amount
Cash paid for purchase of current (52%) equity shareholding	629.96
Present value of redemption liability as on date of Acquisition (October 27, 2022)	782.15
Total	**1,412.11**

During the financial year 2021-22, the Company had acquired 52% stake in Denave India Private Limited at an agreed price of ₹ 629.96 million from the promoters of Denave. As per the Shareholder's Agreement between Company, Denave and its erstwhile promoters, the Company has an obligation to purchase the remaining shares held by the promoters of such companies based on agreed methodology per the purchase agreement. Consequently, on the date of acquisition, the Company has recognised a redemption liability for the present value of such future obligation based on a best estimate available with the management amounting to ₹ 782.15 million.

Significant increase/ (decrease) in the EBITDA of Denave would result in higher/ (lower) fair value of the redemption liability. Changes to the fair value of the redemption liability will be recognised in the statement of profit and loss.

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

46 Code on wages, 2019 and Code on Social Security, 2020

The Parliament has approved the Code on Wages, 2019 and the Code on Social Security, 2020 which govern, and are likely to impact, the contributions by the Company towards certain employee benefits. The government has released draft rules for these Codes and has invited suggestions from stakeholders which are under active consideration by the concerned Ministry. The effective date of these Codes have not yet been notified and the Company will assess the impact of these codes as and when they become effective and will provide for the appropriate impact in the financial statements during the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

47 Hitherto, the Group had presented certain employee benefit expenses and other expenses primarily constituting subcontractor expenses incurred in relation to one of the subsidiaries for the previous year ended March 31, 2023 under the head 'Cost of services'. In this regard, the Group has presented the relevant employee benefit expenses of ₹ 2,622.47 million under the head 'Employee benefit expenses' and relevant other expenses of ₹ 940.67 million under the head 'Other expenses' incurred in relation to the aforesaid subsidiary for the year ended March 31, 2024 forming part of these consolidated financial results in line with the requirements of Schedule III.

48 Utilisation of IPO proceeds

The Company has completed an Initial Public Offer (IPO") on October 4, 2023 by way of fresh issue of 13,333,333 equity shares of face value of ₹ 10 each and an offer for sale of 8,000,000 equity shares of face value of ₹ 10 each of the Company at an issue price of ₹ 300 per equity share aggregating to ₹ 6,400 million (comprising fresh issue of equity shares of ₹ 4,000 million and ₹ 2,400 million payable to selling shareholders towards offer for sale). The Company allotted 13,333,333 fresh equity shares of ₹ 10 each at a premium of ₹ 290 per equity share on September 30, 2023. The total share premium arising on IPO amounting to ₹ 3,866.67 million has been accounted under securities premium reserve and the IPO related expenses amounting to ₹ 181.52 million, being Company's share of total estimated IPO expense has been adjusted against the premium amount as disclosed in Note 13 to the consolidated financial statements.

The Company has received an amount of ₹ 3,778 million (net of Company's share of IPO Expenses of ₹ 354 million, retained in the Monitoring Agency Account to the extent unpaid) from the proceeds of the fresh issue. Out of the Company's share of IPO Expenses ₹ 181.52 million has been adjusted to securities premium.

(₹ in million)

Objects of the issue	Amount as proposed in offer document	Utilisation up to March 31, 2024	Unutilised up to March 31, 2024
Repayment and /or prepayment of certain borrowings availed by the Company	1,330.00	(1,330.00)	-
Funding working capital requirements	1,150.00	-	1,150.00*
Pursuing inorganic growth initiatives	800.00	(233.65)	566.35
General corporate purposes	498.70	-	498.70**
Total	**3,778.70**	**(1,563.65)**	**2,215.05**

*includes ₹ 700 million estimated for utilisation by FY 2023-24 as per the prospectus dated September 28, 2023

**includes ₹ 250 million estimated for utilisation by FY 2023-24 as per the prospectus dated September 28, 2023

Net IPO proceeds which were un-utilised as at March 31, 2024 were temporarily invested in fixed deposits with banks, Monitoring Agency bank account and IPO Public issue account.

In this regard, the unutilised IPO fund balance has been carried forward for utilisation in FY 2024-25 in accordance with applicable laws, based on approval obtained from the Board of Directors.

Also refer note 12 and 13 to the consolidated financial statements.

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

49 Other statutory information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iii) The Group has not been declared as wilful defaulters by any bank or financial institution or government or any government authority.

(iv) The Group has the following balance/transactions with the below-mentioned companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck-off company	Nature of transaction with struck off company	Balances outstanding		Relationship with the struck off company
		As at March 31, 2024	As at March 31, 2023	
Cross Limits Services and Solutions	Trade Payables		0.06	None
Pancyber Infotech Private Limited	Trade Payables		0.03	None
Bajaj Electronics	Services received		0.01	None
Air Mech Engineers Private Limited	Services received	1.72	0.03	None
Knorr-Bremse Systems For Commercial Vehicles India Private Limited	Trade receivable	0.05	0.05	None
Delhi Public School Private Limited	Trade receivable	0.06	0.06	None
Knorr -Bremse Systems For Commercial Vehicles India Private Limited	Service provided/ Material supplied	0.05	0.05	None
Delhi Public School Private Limited	Service provided/ Material supplied	0.06	0.06	None

(v) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) The Group has not entered into any scheme of arrangement as per sections 230 to 237 of the Companies Act, 2013. Refer Note 51.

(vii) (a) During the year ended March 31, 2024, the Holding Company advanced loans of ₹ 111.14 million to its subsidiary, Global Flight Handling Services Private Limited ('GFHSPL') (CIN U74900TN2014PTC097283) on various dates towards its working capital requirements. Subsequently, GFHSPL has further advanced loans aggregating ₹ 27.03 million, ₹ 18.20 million, ₹ 11.41 million, ₹ 3.75 million, ₹ 20.13 million and ₹ 12.03 million to its subsidiaries namely, Global Flight Handling Services (Pune) Private Limited, Global Flight Handling Services (Patna) Private Limited, Global Flight Handling Services (Raipur) Private Limited, Global Flight Handling Services (Vizag) Private Limited and Global Flight Handling Services (Surat) Private Limited respectively on various dates for the purpose of providing funding to these step-down subsidiaries in connection with their pursuit of flight handling services business at the respective airports operated by these entities during the year. The balance amount of ₹ 36.79 million has been used by Global Flight Handling Services Private Limited towards its working capital requirements.

Avon Solutions and Logistics Private Limited had advanced loans of ₹ 50 million to its fellow subsidiary - Global Flight Handling Services Private limited on various dates towards funding requirements for business purposes, Subsequently, GFHSPL had further advanced loans aggregating ₹ 2.92 million, ₹ 9.83 million, ₹ 2.11 million, ₹ 14.93 million and ₹ 2.54 million to it's subsidiaries, namely Global Flight Handling Services (Pune) Private Limited (CIN U93090PN2021PTC198665). Global flight Handling Services (Patna) Private Limited (CIN U622008R2021PTC052021), Global Flight Handling Services (Raipur} Private Limited (CIN U63040CT2021PTC012256). Global Flight Handling Services (Vizag) Private Limited (CIN U62100AP2021PTC118299) and Global Flight Handling Services (Surat) Private limited (CIN U63030GJ2021PTC126393) respectively on various dates for the purpose of providing funding to these step-down subsidiaries in connection with their pursuit of flight handling services business at the respective airports operated by these entities during the year.

The Group has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

(b) During the year ended March 31, 2024, one of the subsidiary companies, GFHSPL has received funds of ₹ 111.14 million from the Holding Company and ₹ 10 million from Avon Solutions and Logistics Private Limited on various dates towards its working capital requirements. Subsequently, GFHSPL has further advanced loans aggregating ₹ 29.95 million, ₹ 21.24 million, ₹ 5.86 million, ₹ 35.06 million, INR and ₹ 14.57 million to its subsidiaries namely, Global Flight Handling Services (Pune) Private Limited, Global Flight Handling Services (Patna) Private Limited, Global Flight Handling Services (Raipur) Private Limited, Global Flight Handling Services (Vizag) Private Limited and Global Flight Handling Services (Surat) Private Limited respectively on various dates for the purpose of providing funding to these step-down subsidiaries in connection with their pursuit of flight handling services business at the respective airports operated by these entities during the year.

The Group has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

Complete details of the intermediary and ultimate beneficiary is provided below:

Name of the Entity	Registered Address	CIN	Relationship with Holding Company	Relationship with Avon
Global Flight Handling Services Private Limited	Rayala Towers", Tower II, First Floor, New No.158 Old No.781, Shop No.24A, Anna Salai, Chennai, TN 600002 India	U74900TN2014PTC097283	Subsidiary	Fellow subsidiary
Global Flight Handling Services (Patna) Private Limited (Ultimate Beneficiary)	Door No 401, 4th Floor, OP Complex P N Mall Road (Patliputra - Kurji Road) NA Patna, BR 800010 India	U62200BR2021PTC052021	Step-subsidiary	Subsidiary of Fellow subsidiary
Global Flight Handling Services (Pune) Private Limited (Ultimate Beneficiary)	No 101,Amrut Siddhi Apartment, Lakshmi Park, Behind Bhide Hospital, Navi Pune MH 411030 India	U93090PN2021PTC198665	Step-subsidiary	Subsidiary of Fellow subsidiary
Global Flight Handling Services (Surat) Private Limited(Ultimate Beneficiary)	Cabin No.2, First Floor, Inside Terminal Building Arrival Hall, ATC Building, Dumas Road, Surat, GJ 395007 India	U63030GJ2021PTC126393	Step-subsidiary	Subsidiary of Fellow subsidiary
Global Flight Handling Services (Raipur) Private Limited(Ultimate Beneficiary)	OTB Ground Floor, Swami Vivekananda Airport, Mana Raipur CT 492015 India	U63040CT2021PTC012256	Step-subsidiary	Subsidiary of Fellow subsidiary
Global Flight Handling Services (Vizag) Private Limited(Ultimate Beneficiary)	First Floor, D.No.1-168, Susarla Colony Gopalapatnam Visakhapatnam Vishakhapatnam AP 530027 India	U62100AP2021PTC118299	Step-subsidiary	Subsidiary of Fellow subsidiary

(viii) The Group has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961.

(ix) The Group has not traded or invested in crypto currency or virtual Currency during the year.

(x) In accordance with the requirements of Division II - Ind AS Schedule III to the Companies Act, 2013, disclosure surrounding Registration of charges or satisfaction with Registrar of Companies, Title deeds of Immovable

Notes to Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in million of Indian Rupees unless otherwise stated)

Property not held in the name of the Company and analytical ratios have been disclosed only in the standalone financial statements.

50 Buy Back of Equity shares

The Board of Directors of Denave at its meeting held on August 4 , 2023, approved a proposal to buy-back upto 1,070,000 equity shares of Denave ('equity shares'), for an aggregate consideration not exceeding ₹ 123.21 million, being 6% of the total number of equity shares. The shareholders of Denave approved the same on August 16, 2023. by way of a special resolution. A letter of Offer was made to all eligible shareholders. Denave bought back 1,070,000 equity shares out of the shares that were tendered by promoters of Denave and extinguished the equity shares on September 15, 2023. Capital redemption reserve was created to the extent of share capital extinguished ₹ 1.07 million. General reserve of Denave utilised towards buyback of equity shares amounting to ₹ 7.22 million has been transferred to retained earnings of the Group.

51 Events after reporting period

(a) The Board of Directors of the Company in their meeting held on May 20, 2024, considered and approved the proposed scheme of amalgamation (Scheme') of wholly-owned subsidiaries, viz, Stanworth Management Private Limited ('Stanworth') and Tangy Supplies & Solutions Private Limited ('Tangy') with Updater Services Limited with effect from April 1, 2024 ('the appointed date') under sections 230 to 233 of the Companies Act, 2013, and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder. The aforesaid scheme is subject to the approval of shareholders and creditors of the respective companies, Stock Exchanges, National Company Law Tribunal and such other approvals as may be required.

(b) The Board of Directors of the Holding Company in their meeting held on May 20, 2024, considered and approved the proposed scheme of merger of two wholly-owned entities (Scheme') wherein shares of Integrated Technical Staffing and Solutions Private Limited ('ITSS') will be swapped with that of Wynwy Technologies Private Limited ('Wynwy') consequent upon merger of the two entities with effect from June 1, 2024 ('the appointed date'). The aforesaid scheme is subject to the approval of respective entities Board of Directors, Share holders, Stock Exchanges, National Company Law Tribunal and such other approvals as may be required.

As per our report of even date

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

K Sudhakar
Partner
Membership No: 214150
Place: Chennai
Date: May 20, 2024

For and on behalf of Board of Directors
Updater Services Limited
(Formerly known as Updater Services Private Limited)
CIN: U74140TN2003PLC051955

Raghunandana Tangirala
Managing Director
DIN: 00628914
Place: Chennai
Date: May 20, 2024

Amitabh Jaipuria
Director
DIN: 01864871
Place: Chennai
Date: May 20, 2024

Radha Ramanujan
Chief Financial Officer

Place: Chennai
Date: May 20, 2024

Sandhya Saravanan
Company Secretary
Membership No: 66942
Place: Chennai
Date: May 20, 2024

Redefining Business Services

Updater Services Ltd.

No.42, Gandhi Mandapam Road, Kotturpuram,
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