# PAYSWIFF TECHNOLOGIES PRIVATE LIMITED

Annual Report 2024-25

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Ravindra Kumar Kundu (DIN: 07337155)
Mr. D Arulselvan (DIN: 00010065)
Mr. Arun Venkatachalam (DIN: 09511997)
Mr. Prabhuram Radhakrishnan (DIN: 01673968)
Mr. Abhay Deshpande Raosaheb (DIN: 00427314)

### STATUTORY AUDITORS

M/s. Sundaram & Srinivasan, Chartered Accountants
New No.04, Old No.23,
C.P Ramaswamy Road, Alwarpet,
Chennai - 600018

### REGISTERED OFFICE

Regd. Office 8-2-618/2, Road No. 11,
Banjara Hills, Hyderabad – 500 034
Tel: 040 4713 6666 | Email: info@payswiff.com

### Corporate Identity Number

U74900TG2013PTC089686

### Registrar and Transfer Agent

KFin Technologies Limited
Selenium Tower B, Plot 31-32, Financial District,
Nanakramguda, Serilingampally, Hyderabad, Rangareddi,
Telangana - 500 032
Phone: 040 67162222 | Toll-free No.: 1800-309-4001

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**PAYSWIFF TECHNOLOGIES PRIVATE LIMITED**
**Regd. Office** 8-2-618/2, Road No. 11, Banjara Hills, Hyderabad – 500 034
Tel: 040 4713 6666 | CIN: U74900TG2013PTC089686
Email Id: accounts@payswiff.com | Website: www.payswiff.com

## Notice to Members

**NOTICE** is hereby given that the twelfth Annual General Meeting (AGM) of the members of Payswiff Technologies Private Limited will be held on Tuesday, July 29, 2025 at 2.00 p.m at the Registered Office of the company at 8-2-618/2, Road No. 11, Banjara Hills, Hyderabad – 500 034 to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

**RESOLVED THAT** the board's report, the statement of profit & loss, the cash flow statement for the year ended 31 March, 2025 and the balance sheet as at that date together with the independent auditors' report thereon be and are hereby considered, approved and adopted.

2. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**:

**RESOLVED THAT** Mr. D Arulselvan (DIN: 00010065), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation.

**On behalf of the Board**
**Sd/-**
**Ravindra Kumar Kundu**
**Chairman**

Place: Chennai
Date: 23rd April 2025

**NOTES:**

1. *A member entitled to attend and vote at the annual general meeting (AGM) may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the company. Proxy to be valid shall be deposited at the registered office of the company at least forty-eight hours before the time for holding the meeting. A person shall not act as a proxy for more than fifty members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A person holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*

2. *Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.*

3. *The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.*

4. *Members are requested to inform immediately any change in their address to the registered office of the company.*

5. *Route map of the venue is attached herewith.*

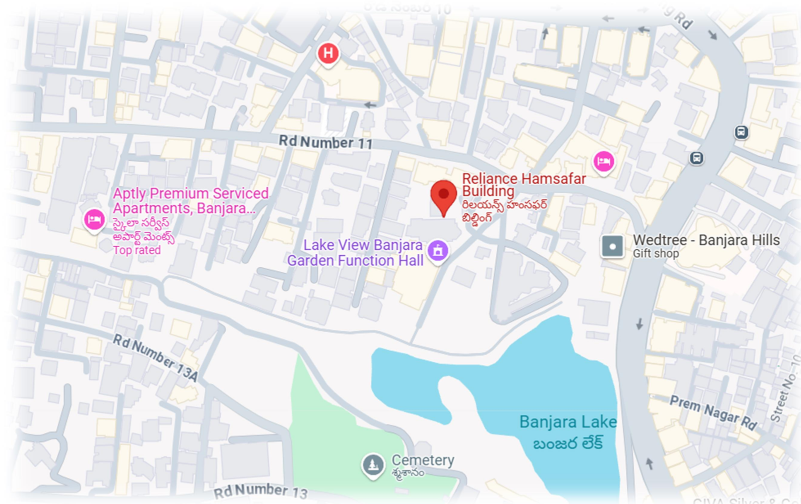
**On behalf of the Board**

**Sd/-**

**Ravindra Kumar Kundu**
**Chairman**

Place: Chennai
Date: 23rd April 2025

## Route Map to the venue of the AGM



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## DISCLOSURE UNDER SECRETARIAL STANDARDS ON GENERAL MEETINGS

| | |
|---|---|
| **Name of the Director** | **Mr. D Arulselvan** |
| **DIN** | 00010065 |
| **Date of Birth** | 4 June, 1963 |
| **Date of Appointment (Initial appointment)** | 11 March, 2022 |
| **Qualification** | He is a Chartered Accountant from the Institute of Chartered Accountants of India and hold a Master's in business administration from the Open University, UK. |
| **Expertise in specific functional area** | He has over 33 years of experience in Finance and management. |
| **Number of meetings of the board attended during the year** | Attended 5 out of 5 meetings held during the year |
| **Directorships in other companies** | 1. Cholamandalam Leasing Limited *(Formerly Cholamandalam Home Finance Limited)*<br>2. Finance Industry Development Council<br>3. Cholamandalam Securities Limited |
| **Membership in board committees of other Companies** | 1. Cholamandalam Leasing Limited – Corporate Social Responsibility Committee |
| **No of shares held in the company** | Nil |
| **Inter-se relationship with any other directors or KMP of the Company** | Nil |
| **Details of remuneration sought to be paid** | Nil |
| **Details of remuneration last drawn** | Nil |

## BOARD'S REPORT

Your directors have pleasure in presenting the twelfth (12th) Annual report together with the audited accounts of the company for the year ended 31st March 2025.

### FINANCIAL RESULTS

The performance of the company is summarized below:

*(Rs. in lakhs)*

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Gross Income | 11,087 | 13,557 |
| Profit / (Loss) Before Tax | 627 | (217) |
| Profit / (Loss) After Tax | 363 | 1,646 |

### SHARE CAPITAL

The authorised share capital of the Company as on the date of Balance sheet was Rs. 10,01,00,000 /- [Rupees Ten Crores One Lakhs only] divided into 1,00,10,000 [One Crore Ten Thousand] equity shares of Rs. 10/- [Rupees Ten] each. The paid-up share capital of the Company was Rs. 3,77,21,850/- [Rupees Three crores seventy-seven lakhs twenty-one thousand eight hundred and fifty only]. During the year, there was an increase in the paid-up capital by Rs. 25,000/- [Rupees twenty-five thousand only], consequent to allotment of shares upon exercise of stock options by employees under the Paynear Technologies Employees Stock Option Scheme – Scheme A.

### DIVIDEND

The company has not recommended any dividend for the year under review.

### OPERATIONS:

The company is engaged in the business of enabling offline payment aggregator services and provides digital payment solutions. The company is an omni-channel payment transaction solution that lets business owners accept payments from their customers in-store, at home deliveries, online, and on-the-go using mPOS and POS solutions. During the year, the company achieved an income of Rs. 11087 lakhs as against Rs. 13557 lakhs in previous year and incurred a profit of Rs. 363 lakhs as against profit of Rs. 1646 lakhs in previous year.

### OUTLOOK AND STATE OF COMPANY'S AFFAIRS

The Company will continue to focus on offline payment aggregator services.

### TRANSFER TO RESERVES

The company has not transferred any amount to the reserves during the year under review.

**DEPOSITS**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the financial year 2025.

**DIRECTORS**

Mr. D Arulselvan (DIN: 00010065) who retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment and is recommended to the shareholders for re-appointment. During the year, there were no appointment of the directors of the company.

Mr. Prabhuram Radhakrishnan, who was the Managing Director of the Company effective 11th March 2022, tendered his resignation from the post of Managing Director with effect from closure of business hours of July 31, 2024. Mr. Prabhuram continues to be on the Board of the Company as a non-executive director, liable to retire by rotation. As of 31st March 2025, Mr. Ravindra Kumar Kundu, Mr. D Arulselvan, Mr. Arun Venkatachalam, Mr. Prabhuram Radhakrishnan and Mr. Abhay Deshpande Raosaheb are the directors of the company.

**DECLARATION FROM INDEPENDENT DIRECTOR**

The Company being a joint venture under the applicable accounting standards, the requirement of appointing independent directors under Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 does not apply. Consequently, the statement on declaration by Independent Directors under Section 149(6) of the Act is not applicable.

**COMMITTEES OF THE BOARD**

The Company was not required to constitute any committee during the financial year 2024-25.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The directors' responsibility statement as required under section 134(3)(c) of the Act, reporting the compliance with accounting standards is attached and forms part of the board's report.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS**

There are no significant material orders passed by the regulators / courts / tribunals which would impact the going concern status of the company and its future operations.

**ANNUAL RETURN**

In accordance with section 134(3)(a) and 92(3) of the Act, the annual return in Form MGT-7 for the financial year ended 31st March 2025, is placed on the website of the Company and is available on the weblink: www.payswiff.com

## STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. Sundaram & Srinivasan, Chartered Accountants were appointed as Statutory Auditors of the Company at the $9^{th}$ AGM held on $20^{th}$ September, 2022 for a period of five years commencing from conclusion of $9^{th}$ AGM till the conclusion of $14^{th}$ AGM of the company. The statutory audit report is attached with financial statement and forms part of this report and does not contain any qualification, reservation or adverse remarks.

## COST AUDIT AND MAINTENANCE OF COST RECORDS

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

## BOARD MEETINGS

During the year, the board met five times on 26 April, 2024, 24 July, 2024, 23 October 2024, 24 January 2025 and 20 March 2025. The gap between the two consecutive Board meetings did not exceed the maximum number of days as specified in the Companies Act, 2013.

## REMUNERATION POLICY, CRITERIA FOR BOARD NOMINATION & SENIOR MANAGEMENT APPOINTMENTS

The Company was not required to formulate any remuneration policy, criteria for board nomination during the financial year 2024-25.

## FORMAL ANNUAL EVALUATION

The provisions relating to formal annual evaluation by the Board is not applicable to the company.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans and guarantees given and investments made during the financial year are provided in Notes to Financial Statement forming a part of this annual report.

## RELATED PARTY TRANSACTIONS

All transactions with related parties that were entered into during the financial year were in the ordinary course of business and were on an arm’s length basis. There are no materially significant related party transactions made by the company with promoters, directors, or other designated persons which may have a potential conflict with the interest of the company at large. There are no contracts or arrangements entered into with related parties during the year to be disclosed under sections 188(1) and 134(h) of the Act in form AOC-2. All transactions with related party were placed before the board for approval at the beginning of the financial year. The transactions entered into pursuant to the approval so granted were placed before the Board for its review on a quarterly basis.

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

The Company has no activity relating to the consumption of energy or technology absorption. During the year, the company has foreign outflow of Rs. 1506 lakhs towards purchase of inventory / devices.

## DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Internal control frameworks are established and laid out in the organization. These are reviewed periodically at all levels. The risk and control matrices are reviewed and reported to board on a quarterly basis.

## RISK MANAGEMENT

The Enterprise Risk Management (ERM) team of the holding company, Cholamandalam Investment and Finance Company Limited oversees the risk management framework of the company.

## VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

The company has established whistle-blower mechanism to provide an avenue to raise concerns.

## INTERNAL COMPLAINTS COMMITTEE

The company has in place a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An internal complaints committee (ICC) has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy. During the calendar year 31st December 2024, there were no referrals received by ICC.

## EMPLOYEE STOCK OPTIONS ("ESOP")

During the year, the company had allotted 2500 equity shares of Rs. 10/- each pursuant to exercise of ESOP under Paynear Technologies Employees Stock Option Scheme – Scheme A.

## CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules do not apply to the Company.

**CHANGE IN NATURE OF BUSINESS**

During the year under review, there has been no change in the nature of business of the Company.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND SIGNING OF THE BALANCE SHEET DATE**

There were no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year and date of this report.

**OTHER DISCLOSURES**

i) The company has not filed any application under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review and there are no pending proceedings as at the end of the financial year.

ii) During the year, the company had not made any one-time settlement with banks or financial institutions.

**COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS**

The Company has complied with all the provisions of secretarial standards issued by the Institute of Company Secretaries of India in respect of meetings of the board of directors and general meetings held during the year.

**ACKNOWLEDGEMENT**

The directors wish to thank the customers bankers and other business partners. The directors also thank the employees of the company for their contribution to the company's operations during the year under review.

For and on behalf of the **Board of Directors of**
**PAYSWIFF TECHNOLOGIES PRIVATE LIMITED**

**Sd/-**

**RAVINDRA KUMAR KUNDU**
**Chairman**

Date: 23rd April 2025
Place: Chennai

## DIRECTORS' RESPONSIBILITY STATEMENT
## (Annexure to the Board's Report)

The board of directors have instituted / put in place a framework of internal financial controls and compliance systems, which is reviewed by the management and board and independently reviewed by the internal, statutory and secretarial auditors.

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, confirm that:

*i)* *in the preparation of the annual accounts, the applicable accounting standards have been followed and that there were no material departures therefrom;*

*ii)* *they have, in the selection of the accounting policies, consulted the statutory auditors and have applied their recommendations 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 as at 31 March, 2025 and of the profit of the company for the year ended on that date;*

*iii)* *they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;*

*iv)* *they have prepared the annual accounts on a going concern basis; and*

*v)* *they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively during the year ended 31 March, 2025; and*

*vi)* *proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the year ended 31 March, 2025.*

**On behalf of the Board**

Sd/-

**RAVINDRA KUMAR KUNDU**
**Chairman**

Date: 23rd April 2025
Place: Chennai

**SUNDARAM & SRINIVASAN**
CHARTERED ACCOUNTANTS
Offices: Chennai - Mumbai - Bangalore - Madurai

23, C.P. Ramaswamy Road
Alwarpet, Chennai – 600 018
Telephone 2498 8762 / 2498 8463 / 4210 6952
E-Mail: sundaramandsrinivasan1948@gmail.com
Website: www.sundaramandsrinivasan.com

# INDEPENDENT AUDITOR'S REPORT

**To the Members of Payswiff Technologies Private Limited**

**Report on the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of Payswiff Technologies Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss, the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Information Other than the Financial Statements and Auditor's Report Thereon**

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

23, C.P. Ramaswamy Road
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Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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## Auditor's Responsibility for the Audit of Financial Statements

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

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

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

**Report on Other Legal and Regulatory Requirements**

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

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

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

(b) In our opinion, proper books of account as required by law have been kept by the Company in electronic mode, so far as it appears from our examination of those books, except for the matters stated in paragraph 2(h)(vi) below regarding the reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

(c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, and the Statement of Cash Flows dealt with by this report are in agreement with the books of accounts.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015.

(e) On the basis of the written representations received from the directors as on 31 March 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B."

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(g) Based on our audit, as required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and the limits laid down under Section 197, read with Schedule V to the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion, and to the best of our information and according to the explanations given to us:

i) The Company does not have any pending litigations, except as disclosed in the financial statements.

ii) The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts.

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

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

b) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to my/our notice that has caused me/us to believe that the representations above contain any material misstatement.

v) The Company has not declared or paid any Dividend during the year.

vi) Based on our examination, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. Also, the audit trail facility has been operating throughout the year for all applications other than the core accounting software which did not have the audit trail feature enabled throughout the year, as the company transitioned to an ERP carrying Edit Log features with effect from June, 2024. Further during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

**SUNDARAM & SRINIVASAN**
CHARTERED ACCOUNTANTS
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Website: www.sundaramandsrinivasan.com

For Sundaram & Srinivasan
Chartered Accountants
FRN:004207S

USHA

Digitally signed by USHA
Date: 2025.04.23 12:24:35 +05'30'

Date:23rd April 2025
Place: Chennai

S Usha
Partner
Membership Number: 211785
UDIN: 25211785BMIUOB7734

23, C.P. Ramaswamy Road
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## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

With reference to Annexure A referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of the Independent Auditor's Report to the members of **Payswiff Technologies Private Limited** on the Financial statements for the year ended 31st March 2025, we report that:

(i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and the situation of Property, Plant, and Equipment, as well as relevant details of right-of-use assets.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) Property, Plant, and Equipment have been physically verified by the management at reasonable intervals, and no material discrepancies were noticed during such verification.

(c) As the Company does not own any immovable property, reporting under this clause is not applicable.

(d) The Company has not revalued its Property, Plant, and Equipment or Intangible Assets or both during the year.

(e) Based on our examination of the books of account and other records of the Company, and according to the information and explanations provided by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder. Hence, reporting under this clause is not applicable.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedures of such verification by the management are appropriate, and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) During the year, the Company availed working capital limits in excess of ₹5 crores from banks and financial institutions on the basis of security of current

23, C.P. Ramaswamy Road
Alwarpet, Chennai – 600 018
Telephone – 2498 8762, 2498 8463, 4210 6952
E-Mail: sundaramandsrinivasan1948@gmail.com
Website: www.sundaramandsrinivasan.com

assets. The quarterly returns and statements submitted to the lenders are in agreement with the books of accounts.

(iii) During the year, the Company has not provided any loans or advances in the nature of loans, nor has it stood as a guarantor or provided any security to any other entity. The Company has also not made any investments in, nor provided any guarantee or security, or granted any loans or advances in the nature of loans—whether secured or unsecured—to companies, firms, Limited Liability Partnerships (LLPs), or any other parties during the year. Accordingly, reporting under Clause 3(iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not made any investments or provided any loans or guarantees; hence, this clause is not applicable.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013, or any other relevant provisions of the Act and the rules framed thereunder.

(vi) The company is not required to maintain cost records under Section 148(1) of the Companies Act, 2013. Accordingly, the provisions of Clause (vi) of Paragraph 3 of the Order are not applicable to the Company.

(vii) (a) The Company is generally regular in depositing undisputed statutory dues, including Goods and Services Tax (GST), Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax (VAT), Cess, and any other statutory dues applicable to it with the appropriate authorities during the year.

(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Income-tax, Goods and Services Tax, Cess, or other statutory dues that were outstanding as at the year-end for a period of more than six months from the date they became payable, except as disclosed.

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| Name of the statute | Nature of dues | Amount in (Rs. Lakhs) | Period to which the amount relates (Assessment Year) | Forum where the dispute is pending |
|---|---|---|---|---|
| Income Tax Act, 1961 | Tax and Interest | 339.17 | 21-22 | CIT (A) |
| Income Tax Act, 1961 | Tax and Interest | 5747.93 | 22-23 | CIT (A) |
| Goods and Services Tax | Tax, Interest and Penalty | 14.65 | 19-20 | Commissioner of GST |
| Goods and Services Tax | Tax, Interest and Penalty | 96.08 | 20-21 | Commissioner of GST |

(viii) Based on our examination of the books of accounts and other records of the Company, and according to the information and explanations provided by the management, the Company has not surrendered or disclosed any transaction as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) Based on our examination of the books of accounts and other records of the Company, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) Based on our examination of the books of accounts and other records of the Company, and according to the information and explanations provided by the management, the Company has not been declared a wilful defaulter by any bank, financial institution, or any other lender.

(c) Based on our examination of the books of accounts and other records of the Company, and according to the information and explanations provided by the management, term loans obtained were applied for the purposes for which they were obtained.

(d) Based on our examination of the books of accounts and other records of the Company, and according to the information and explanations provided by the

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management, no funds raised on a short-term basis have been utilized for long-term purposes.

(e) Based on our examination of the books of accounts and other records of the company, and based on the information and explanations provided by the management, the company has not taken any funds from any entity or person on account of, or to meet the obligations of, its associates or joint ventures.

(x) a) The Company has not raised moneys by way of an initial public offer or further public offer during the year.

b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence, reporting under this clause is not applicable.

(xi) a) To the best of our knowledge and belief, and according to the information and explanations given to us during the year, no fraud by the Company and no material fraud on the Company were noticed or reported.

b) No report under sub-section (12) of Section 143 of the Companies Act, in Form ADT-4, was filed as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) According to the information and explanations given to us, including the representation made to us by the management of the Company, there were no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company. Hence, clauses 3(xii)(a), (b), and (c) of the Order are not applicable.

(xiii) The transactions with the related parties are in compliance with Section 188 of the Companies Act, 2013, where applicable, and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) a) The Company has an internal audit system commensurate with the size and nature of its business.
b) We have considered the reports of the internal auditors for the financial year ended 31st March 2025.

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(xv) According to the information and explanations given to us by the management, the Company has not entered into any non-cash transactions with directors or persons connected with the directors during the year.

(xvi) i) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xxi)(a), (b), and (c) of the Order is not applicable to the Company.

ii)The Group, as defined under the Core Investment Companies (Reserve Bank) Directions, 2016, has two Core Investment Companies.

(xvii) The company has not incurred any cash losses during the current period and the immediately preceding financial year.

(xviii) There has been no case of resignation of the Statutory Auditor during the year. Accordingly, reporting under clause 3(viii) of the Order is not applicable to the Company.

(xix) Based on our evaluation of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing as at the balance sheet date, as and when they fall due, within a period of one year from the balance sheet date.

(xx) The Company does not fulfil the criteria as specified under Section 135(1) of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) As the Company is not required to prepare consolidated financial statements, reporting under this clause is not applicable.

**SUNDARAM & SRINIVASAN**
CHARTERED ACCOUNTANTS
Offices: Chennai - Mumbai - Bangalore - Madurai

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For Sundaram & Srinivasan
Chartered Accountants
FRN:004207S

USHA Digitally signed by USHA Date: 2025.04.23 12:38:10 +05'30'

S Usha
Partner
Membership Number: 211785
UDIN: 25211785BMIUOB7734

Date:23rd April 2025
Place: Chennai

**SUNDARAM & SRINIVASAN**
CHARTERED ACCOUNTANTS
Offices: Chennai - Mumbai - Bangalore - Madurai

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## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

**[Referred to in paragraph 2(f) of our Report of even date]**

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of Payswiff Technologies Private Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the *Guidance Note* and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. 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 over financial reporting were established and maintained and whether 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the 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 system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting 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 control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and may not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Sundaram & Srinivasan
Chartered Accountants
FRN:004207S

USHA Digitally signed by USHA Date: 2025.04.23 12:26:12 +05'30'

Date:23rd April 2025
Place: Chennai

S Usha
Partner
Membership Number: 211785
UDIN: 25211785BMIUOB7734

Payswiff Technologies Private Limited
Statement of Profit and Loss for the quarter and year ended 31 March 2025
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

| | Audited Quarter ended | | | Audited Year ended | Audited Year ended |
|---|---|---|---|---|---|
| | 31.3.25 | 31.12.24 | 31.3.24 | 31.3.25 | 31.03.24 |
| Revenue from operations | 2,428 | 2,635 | 3,462 | 11,047 | 13,531 |
| Other income | 1 | 4 | 7 | 40 | 26 |
| **Total income** | **2,429** | **2,639** | **3,469** | **11,087** | **13,557** |
| **Expenses** | | | | | |
| Purchases of stock-in-trade | 34 | 45 | 177 | 294 | 274 |
| Changes in inventories of stock-in-trade | - | - | 0 | - | 386 |
| Employee benefit expense | 443 | 577 | 673 | 2,245 | 3,440 |
| Finance costs | 148 | 169 | 172 | 673 | 687 |
| Depreciation and amortisation expense | 700 | 604 | 728 | 2,837 | 2,683 |
| Other expenses | 894 | 1,033 | 1,411 | 4,411 | 6,304 |
| **Total expenses** | **2,220** | **2,427** | **3,161** | **10,460** | **13,774** |
| **Profit/(Loss) before exceptional items and tax** | **209** | **212** | **308** | **627** | **-217** |
| Exceptional items | | | | - | |
| **Profit/(Loss) before tax** | **209** | **212** | **308** | **627** | **-217** |
| Income tax expense | | | | | |
| - Current tax | - | - | - | - | |
| - Deferred tax | 150 | 70 | **-1,863** | 264 | -1,863 |
| Total tax expense | **150** | **70** | **-1,863** | **264** | **-1,863** |
| Proft / (Loss) for the year after tax | **60** | **142** | **2,171** | **363** | **1,646** |

For and on behalf of the Board of Directors of
**Payswiff Technologies Private Limited**

Prabhuram Radhakrishnan
Director
DIN:01673968

Ravindra Kumar Kundu
Chairman
DIN:07337155

Place: Chennai
Date: 23 April 2025

SUNDARAM & SRINIVASAN CHARTERED ACCOUNTANTS
New No:4, Old No:23, CPR Road, Chennai 600 018.

Payswiff Technologies Private Limited Hyderabad

**Payswiff Technologies Private Limited**
**Balance Sheet as at 31 March 2025**
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

| Particulars | Notes | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 2,886 | 4,764 |
| Capital work-in-progress | 4A | 370 | 732 |
| Intangible assets under development | 4B | 8 | 55 |
| Other intangible assets | 5 | 128 | 254 |
| Right-of-use assets | 6 | 282 | 414 |
| Deferred tax assets | 7 | 1,602 | 1,866 |
| Non-current tax assets | 8 | 2,381 | 1,576 |
| Other financial assets | 13 | 38 | 62 |
| **Total non-current assets** | | 7,694 | 9,722 |
| **Current assets** | | | |
| Inventories | 9 | - | 225 |
| Financial assets | | | |
| i. Trade receivables | 10 | 1,284 | 1,666 |
| ii. Cash and cash equivalents | 11 | 20 | 50 |
| iii. Bank balances other than ii above | 12 | 944 | 1,753 |
| iv. Other financial assets | 13 | 127 | 78 |
| Contract assets | 14 | 568 | 588 |
| Other current assets | 15 | 118 | 75 |
| **Total current assets** | | 3,061 | 4,434 |
| **Total assets** | | 10,755 | 14,157 |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 16 | 377 | 377 |
| Other equity | 17 | 2,720 | 2,301 |
| **Total equity** | | 3,097 | 2,678 |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial Liabilities | | | |
| i. Borrowings | 18 | 1,611 | 1,324 |
| ii. Lease liabilities | 6 | 219 | 302 |
| Provisions | 22 | 325 | 295 |
| **Total non-current liabilities** | | 2,155 | 1,921 |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| i. Borrowings | 18 | 3,805 | 5,266 |
| ii. Lease liabilities | 6 | 97 | 137 |
| iii. Trade payables | 19 | | |
| (a) total outstanding dues of micro and small enterprises | | 23 | 9 |
| (b) total outstanding dues of creditors other than micro enterprises and small enterprises | | 476 | 788 |
| iv. Other financial liabilities | 20 | 1,033 | 3,204 |
| Contract liabilities | 14 | - | 1 |
| Other current liabilities | 21 | 1 | 58 |
| Provisions | 22 | 68 | 95 |
| **Total current liabilities** | | 5,503 | 9,558 |
| **Total liabilities** | | 7,658 | 11,479 |
| **Total equity and liabilities** | | 10,755 | 14,157 |

The accompanying notes are an integral part of the financial statements

This is the Balance Sheet referred to in our report of even date

For Sundaram & Srinivasan
Chartered Accountants
Firm's Registration No.: 004207S

S. USHA
MEMBERSHIP NO: 211785

Place: Chennai
Date: 23 April 2025

SUNDARAM & SRINIVASAN CHARTERED ACCOUNTANTS
New No:4, Old No:23, CPR Road, Chennai 600 018.

For and on behalf of the Board of Directors of
Payswiff Technologies Private Limited

Payswiff Technologies Private Limited Hyderabad

Prabhuram Radhakrishnan
Director
DIN:01673968

Ravindra Kumar Kundu
Chairman
DIN:07337155

Place: Chennai
Date: 23 April 2025

**Payswiff Technologies Private Limited**
**Statement of Profit and Loss for the Year ended 31 March 2025**
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

| | Notes | For the year ended 31 March 2025 | For the Year ended 31 March 2024 |
|---|---|---|---|
| Revenue from operations | 23 | 11,047 | 13,531 |
| Other income | 24 | 40 | 26 |
| **Total income** | | **11,087** | **13,557** |
| | | | |
| **Expenses** | | | |
| Purchases of stock-in-trade | | 294 | 274 |
| Changes in inventories of stock-in-trade | 25 | - | 386 |
| Employee benefit expense | 26 | 2,245 | 3,440 |
| Finance costs | 27 | 673 | 687 |
| Depreciation and amortisation expense | 28 | 2,837 | 2,683 |
| Other expenses | 29 | 4,411 | 6,304 |
| **Total expenses** | | **10,460** | **13,774** |
| | | | |
| **Profit/(Loss) before exceptional items and tax** | | **627** | **(217)** |
| Exceptional items | | - | - |
| **Profit/(Loss) before tax** | | **627** | **(217)** |
| Income tax expense | | | |
| - Deferred tax | 7 | 264 | (1,863) |
| Total tax expense | | **264** | **(1,863)** |
| | | | |
| **Proft / (Loss) for the year after tax** | | **363** | **1,646** |
| | | | |
| **Other comprehensive income** | | | |
| Remeasurements of post-employment benefit obligations | | 76 | (13) |
| Income tax relating to these items | | (19) | 3 |
| **Other comprehensive income for the year, net of tax** | | **57** | **(10)** |
| | | | |
| **Total comprehensive income for the year** | | **420** | **1,636** |
| | | | |
| **Earnings per equity share [EPS] (in absolute ₹ terms)** | 30 | | |
| Par value per share | | 10 | 10 |
| Basic and diluted EPS | | 9.63 | 43.69 |

The accompanying notes form an integral part of the financial statements.
This is the Statement of Profit and Loss referred to in our report of even date

For **Sundaram & Srinivasan**
Chartered Accountants
Firm's Registration No.: 004207S

S. USHA
MEMBERSHIP NO: 211785
Place: Chennai
Date: 23 April 2025

SUNDARAM & SRINIVASAN ★ CHARTERED ACCOUNTANTS ★ New No:4, Old No:23, CPR Road, Chennai 600 018.

For and on behalf of the Board of Directors of
**Payswiff Technologies Private Limited**

Payswiff Technologies Private Limited ★ Hyderabad

**Prabhuram Radhakrishnan**
Director
DIN:01673968

**Ravindra Kumar Kundu**
Chairman
DIN:07337155

Place: Chennai
Date: 23 April 2025

Payswiff Technologies Private Limited
Cash Flow Statement for the year ended 31st March 2025
(All amounts in ₹ lakhs, except for share data or as otherwise stated)

| | | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|---|
| **Cash flow from operating activities** | | | |
| Profit before tax | | **627** | **(217)** |
| **Adjustments for:** | | | |
| Depreciation and amortisation expense | | 2,837 | 2,683 |
| Finance costs | | 673 | 687 |
| Interest income | | (4) | (22) |
| Profit on sale of asset | | (5) | 2 |
| E-Wastage | | 77 | 198 |
| Bad debts written off | | 5 | - |
| Expected credit loss | | (19) | (18) |
| Foreign exchange restatement | | (2) | (16) |
| Payables no longer required written back | | - | - |
| **Operating profit / (loss) before working capital changes** | | **4,189** | **3,297** |
| *Change in operating assets and liabilities* | | | |
| Changes in inventory | | - | 386 |
| Changes in trade receivables | | 401 | (388) |
| Changes in other financial assets | | 126 | 134 |
| Changes in other assets | | (43) | 383 |
| Changes in provisions | | 82 | 61 |
| Changes in trade payables | | (298) | 92 |
| Changes in other financial liabilities | | (1,104) | 1,071 |
| Changes in other current liabilities | | (58) | (106) |
| **Cash generated from / (used in) operations** | | **3,295** | **4,931** |
| Income taxes paid | | (824) | (777) |
| **Net cash inflow from / (used in) operating activities** | **(A)** | **2,471** | **4,154** |
| **Cash flows from investing activities** | | | |
| Purchase of property, plant and equipment and intangible assets | | (1,377) | (2,722) |
| Movement in other bank balances | | 809 | (787) |
| Interest received | | 4 | 10 |
| **Net cash used in investing activities** | **(B)** | **(563)** | **(3,499)** |
| **Cash flows from financing activities** | | | |
| Proceeds from issue of share capital | | 0 | 1 |
| Proceeds from long-term borrowings, net | | **287** | (783) |
| Proceeds / (repayment) from short-term borrowings, net | | **(1,461)** | 729 |
| Lease payment | | (154) | (164) |
| Interest payment | | (611) | (649) |
| **Net cash generated from financing activities** | **(C)** | **(1,938)** | **(866)** |
| **Net change in cash and cash equivalents** | **(A+B+C)** | **(30)** | **(211)** |
| Cash and cash equivalents at the beginning of the financial year | | 50 | 261 |
| **Cash and cash equivalents at the end of the year** | | **20** | **50** |

For Sundaram & Srinivasan
Chartered Accountants
Firm's Registration No.: 004207S

S.USHA
MEMBERSHIP NO: 211785
Place: Chennai
Date: 23 April 2025

SUNDARAM & SRINIVASAN CHARTERED ACCOUNTANTS New No:4, Old No:23, CPR Road, Chennai 600 018.

For and on behalf of the Board of Directors of
Payswiff Technologies Private Limited

Payswiff Technologies Private Limited Hyderabad

Prabhuram Radhakrishnan
Director
DIN:01673968

Ravindra Kumar Kundu
Chairman
DIN:07337155

Place: Chennai
Date: 23 April 2025

Payswiff Technologies Private Limited
Statement of Changes in Equity for the period ended 31st March 2025
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

**A. Equtiy Share Capital**

| | No. of shares | Amount |
|---|---|---|
| **As at April 1, 2021** | **33,10,560** | **331** |
| Changes in equity share capital | 4,46,008 | 45 |
| **As at March 31, 2022** | **37,56,568** | **376** |
| Changes in equity share capital | 6,900 | 1 |
| **As at March 31, 2023** | **37,63,468** | **376** |
| Changes in equity share capital | 6,217 | 1 |
| **As at March 31 2024** | **37,69,685** | **377** |
| Changes in equity share capital | 2,500 | 0 |
| **As at Mar 31, 2025** | **37,72,185** | **377** |

**B. Other equity**

| | Reserves and Surplus | | | Other comprehensive | Total |
|---|---|---|---|---|---|
| | Securities Premium | Share compensation reserve | Retained earnings | Remeasurements of post-employment benefit obligations | |
| **Balance as at 31 March 2023** | 15,550 | 1,005 | (15,891) | - | 664 |
| Profit for the year | - | - | 1,646 | - | 1,646 |
| Transfer on allotment of equity shares pursuant to ESOP scheme | - | (75) | 75 | - | - |
| Others | - | - | - | - | - |
| Other comprehensive income | - | - | - | (10) | (10) |
| **Balance as at 31st March 2024** | 15,550 | 930 | (14,170) | (10) | 2,300 |
| Profit for the year | - | - | 363 | - | 363 |
| Transfer on allotment of equity shares pursuant to ESOP scheme | 23 | (103) | 80 | - | - |
| Others | - | - | - | - | - |
| Other comprehensive income | - | - | - | 57 | 57 |
| Transfer on de-recognition of equity instrument | - | - | - | - | - |
| **Balance as at 31st March 2025** | 15,573 | 827 | (13,727) | 47 | 2,720 |

This is the Statement of Changes in Equity referred to in our report of even date

For **Sundaram & Srinivasan**
Chartered Accountants
Firm's Registration No.: 004207S

S. USHA
MEMBERSHIP NO: 211785
Place: Chennai
Date: 23 April 2025

SUNDARAM & SRINIVASAN
New No:4, Old No:23, CPR Road, Chennai 600 018.
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
**Payswiff Technologies Private Limited**

Payswiff Technologies Private Limited
Hyderabad

**Prabhuram Radhakrishnan**
Director
DIN:1673968

**Ravindra Kumar Kundu**
Director
DIN:7337155

Place: Chennai
Date: 23 April 2025

## 1. Corporate information

Payswiff Technologies Private Limited is a company domiciled in India and registered under the erstwhile Companies Act, 1956. The Company is headquartered at Hyderabad. The Company is engaged in the business of providing omni-channel payment transactions processing services offering a wide range of innovative and reliable solutions, streamlining the transaction experience on a secured platform.

**1.1** .Pursuant to the provisions of Section 233 and rule 25(5) of the Companies Act 2013, the Scheme of Amalgamation between Payswiff Solutions Private Limited , Transferor company 1 and Payswiff Services Private Limited , Transferor Company 2 ( collectively the Transferor companies) who were engaged in the business of enabling online payment gateway services for E-commerce business and a wholly owned subsidiary of Payswiff Technologies Private Limited the Transferee company engaged in providing online payment solutions was confirmed vide Order of the Regional Director dated 15 September 2023 . The Amalgamation as per the order is effective from the appointed date being 01 April 2022.

## 2. Material accounting policies

### 2.1 Basis of preparation

The financial statements of the Company has been prepared pursuant to the Confirmation order of Scheme of Amalgamation between Payswiff Solutions Private Limited and Payswiff Services Private Limited with Payswiff Technologies Private Limited issued vide No.3(Telengana)/No.38/CAA-11/2022/RD(SER)/Sec.233 of CA2013 effective from the appointed date i.e. 01.04.2022. This business combination is accounted for using Pooling of Interest method as per Appendix C of Ind AS 103 – Business Combinations

**a) Statement of compliance**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the "Act"), read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time including accounting principles generally accepted in India and presentation requirement of Division II of Schedule III to the Act, including the amendments to Schedule III notified by the Ministry of Corporate Affairs ("MCA") vide its notification dated 24 March 2021.

The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS.

These financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date 31 March 2025. ·

**b) Functional and presentation currency**

These financial statements are presented in Indian Rupees (INR),. All amounts are rounded to the nearest lakhs, unless otherwise indicated.

**c) Basis of measurement**

The financial statements have been prepared on the historical cost basis except for the following items:

| Items | Measurement basis |
|---|---|
| Net defined benefit liability | Present value of defined benefit obligations |
| Financial assets and liabilities | Amortised Cost |

**d) Use of estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities (including contingent liabilities), income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

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**Assumptions and estimation uncertainties**
Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2025 is included in the following notes:
- Measurement of defined benefit obligations: key actuarial assumptions;
- Useful lives and residual value of property, plant and equipment.

### 2.2.1 Current and non-current classification

All assets and liabilities of the Company are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized or intended to sold or consumed in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be realized within twelve months after the reporting period, or
- it is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the 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.

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle:

Based on the nature of activities and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle within 12 months for the purpose of current /non-current classification of its assets and liabilities.

### 2.2.2 Leases

**Company as a Lessee:**

**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 re-measurement 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. Unless the company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

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**Lease liabilities:**

At the commencement of the lease, the Company recognizes 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 Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if 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 in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

### 2.2.3 Revenue recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable excluding taxes or duties collected on behalf of the government and reduced by any rebates and trade discount allowed.

Revenue from sale of goods is recognized on satisfaction of performance obligation upon transfer of control of promised products to customers for an amount that reflects the consideration the Company expects to receive in exchange for those products. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not require to adjust any of the transaction prices for the time value of money.

Revenue from services is recognized when the control in services is transferred as per the terms of the agreement with customer i.e., as and when services are rendered. Revenues are disclosed net of the goods and services tax charged on such services. In terms of the contract, excess of revenue over the billed at the year-end is carried in the balance sheet as trade receivables where the amount is recoverable from the customer without any future performance obligation and the Company has unconditional right over such consideration (i.e. if only the passage of time is required before payment of such consideration is due). Cash received before the services are delivered is recognised as a contract liability. Contract assets are in the nature of unbilled receivables, which arises when Company satisfies a performance obligation but does not have an unconditional right to consideration.

### 2.2.4 Property, plant, and equipment

Property, plant, and equipment are carried at cost less accumulated depreciation and any accumulated impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. Subsequent costs are capitalized on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and the cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss on the date of disposal or retirement.

Depreciation on property, plant and equipment is provided using the straight-line method over the useful lives of the related assets as prescribed under Schedule II to the Companies Act, 2013.

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**2.2.5 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.

The Company recognizes a financial asset or a financial liability in the Balance Sheet when, and only when, the Company becomes party to the contractual provisions of the instrument.

*Recognition and initial measurement*

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company's trade receivables do not contain any significant financing component and hence are measured at the transaction price measured under Ind AS 115.

A financial asset, other than trade receivables or financial liability is initially measured at fair value and, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue are also adjusted.

*Subsequent measurement*

*Financial assets*

On initial recognition, a financial asset is classified as measured at (i) amortised cost, (ii) fair value through profit or loss or (iii) fair value through other comprehensive income, on the basis of:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial asset

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

De-recognition of financial assets

A financial asset is primarily de-recognised 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.

*Financial liabilities*

*Initial recognition and measurement*

Financial liabilities are initially measured at fair value. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss. Any gain or loss on derecognition is also recognised in statement of profit or loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the existing obligation 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 de-recognition 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 realize the assets and settle the liabilities simultaneously.

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### 2.2.6 Impairment of assets

*Non-financial assets*
At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

*Financial assets*
In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss, the Company has devised a simplified approach based on days past due and categorised the receivables as buckets. A fixed percentage is applied on the outstanding balance at the relevant bucket to arrive at the impairment loss.

### 2.2.7 Provisions and contingent liabilities
Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the entity. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

### 2.2.8 Employee benefits
Employee benefits are all forms of consideration given by the Company in exchange for service rendered by employees. Employee benefits include short-term employee benefits and post-employment benefits.

*Short-term employee benefits*
When an employee has rendered service to the Company during an accounting period, the Company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid and as an expense. Accumulated leave, which is expected to be utilized within the next twelve 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.

*Post-employment benefits*
Post-employment benefits are employee benefits which are payable after the completion of employment. Post-employment benefits consist of defined contribution plans and defined benefit plans.

*Defined contribution plans*
Defined contribution plans are plans under which the Company pays fixed contributions into a fund and will have no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

All the employees of the Company are entitled to receive benefits under the Provident Fund, a defined contribution plan in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future Provident Fund benefits other than its annual contribution and recognises such contributions as an expense in the year it is incurred.

*Defined benefit plans*
Defined benefit plans are post-employment benefit plans other than defined contribution plans.

The Company provides for gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated year mentioned under 'The Payment of Gratuity Act, 1972'. The Company accounts for liability of future gratuity benefits based on an actuarial valuation on projected unit credit method carried out for assessing liability as at the reporting date. Actuarial gain / losses are recognised in Other Comprehensive Income.

*Share-based payments*
The stock options of the Company granted to the employees are measured at the fair value of the options at the grant date. The amount recognised as expense is based on the estimate of the number of options for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised is based on the number of options that do meet the related service and non-market vesting conditions at the vesting date. The fair value of the options is treated as discount and accounted as employee compensation cost / investment in the company over the vesting period on a straight-line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as an expense in respect of such grant is transferred to the general reserve within other equity, which is a free reserve in nature. Any reversal of expenses already recognised on account of breach/employee termination prior to exercise are recognised on statement of profit or loss.

**2.2.9 Foreign currencies**
Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currency at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rate at the date of the transaction.

Exchange difference on restatement/ settlement of all monetary items are recognized in the Statement of Profit and Loss. Foreign currency gains and losses are reported on a net basis in the Statement of Profit and Loss.

**2.2.10 Income taxes**
Income tax comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

**Current tax**
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the 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 balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

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Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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.

**2.2.11 Operating segment**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The Board of Directors of the Company has been identified as the CODM.

**2.2.12 Earnings per share**

Basic earnings/ (loss) per share is calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the period, except where the results would be anti-dilutive.

**2.2.13 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are 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 at banks.

**2.2.14 Cash flow statements**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing, and financing activities of the Company are segregated.

**3. Audit Trail**

The company migrated to a new accounting software with full fledged audit trail feature in April'24. The company has appropriate internal controls for its various process and the non availability of audit trail has no impact on the overall internal control environment

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Notes to Financial statement for the year ended 31st March 2025
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

4 Property, plant and equipment

| | Office equipment | Transaction Processing Equipment | Computers and data processing units | Vehicles | Furniture and fittings | Total |
|---|---|---|---|---|---|---|
| **Deemed carrying amount** | | | | | | |
| **Balance as at 31 March 2023** | 177 | 7,174 | 196 | 60 | 168 | 7,775 |
| Additions | - | 3,340 | 20 | - | - | 3,361 |
| Transfer | - | 334 | | | | 334 |
| Disposals/Scrap | - | 81 | - | 30 | - | 111 |
| **Balance as at 31 March 2024** | 177 | 10,099 | 216 | 30 | 168 | 10,691 |
| Additions | - | 880 | 1 | - | 11 | 893 |
| Transfer | - | 225 | - | - | - | 225 |
| Disposals/Scrap | - | 766 | - | 30 | 60 | 855 |
| **Balance as at 31 Mar 2025** | 177 | 9,988 | 217 | - | 120 | 10,503 |
| | | | | | | |
| **Depreciation** | | | | | | |
| **Balance as at 31 March 2023** | 127 | 3,163 | 77 | 37 | 148 | 3,551 |
| **Transfer** | | - | | | | - |
| Charge for the year | 17 | 2,305 | 59 | 12 | 7 | 2,399 |
| Reversed for the year | | | | 24 | | 24 |
| **Balance as at 31 March 2024** | 144 | 5,468 | 136 | 25 | 155 | 5,926 |
| **Transfer** | | - | | | | - |
| Charge for the year | 18 | 2,447 | 52 | 5 | 5 | 2,527 |
| Reversed for the year | | 748 | | 30 | 60 | 838 |
| **Balance as at 31 March 2025** | 162 | 7,167 | 188 | 0 | 99 | 7,617 |
| | | | | | | |
| **Net block** | | | | | | |
| **As at 31 March 2024** | 34 | 4,631 | 81 | 5 | 14 | 4,764 |
| **As at 31 March 2025** | 15 | 2,821 | 29 | - | 21 | 2,886 |

4A Capital Work-in-Progress

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (i) **Ageing schedule of capital work-in-progress (CWIP)** | | |
| **Projects in progress** | | |
| < 1 Year | 370 | 732 |
| 1-2 Years | - | - |
| 2-3 Years | - | - |
| > 3 Years | - | - |
| **Projects in progress (total)** | 370 | 732 |

**4B Intangible assets under development**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| (i) **Ageing schedule of intangible assets under development (IAUD)** | | |
| **Projects in progress** | | |
| < 1 Year | 8 | 55 |
| 1-2 Years | - | - |
| 2-3 Years | - | - |
| > 3 Years | - | - |
| **Projects in progress (total)** | 8 | 55 |

(ii) The Company does not have any material IAUD which is overdue or has exceeded its cost compared to its original plan and hence disclosure of IAUD completion schedule is not applicable.

5 **Other intangible assets**

| | Software | Total |
|---|---|---|
| **Balance as at 31 March 2023** | 400 | 400 |
| Additions | 157 | 157 |
| **Balance as at 31 March 2024** | 557 | 557 |
| Additions | 53 | 53 |
| **Balance as at 31 Mar 2025** | 610 | 610 |
| | | |
| **Amortisation** | | |
| **Balance as at 31 March 2023** | 164 | 163 |
| Charge for the year | 140 | 140 |
| **Balance as at 31 March 2024** | 304 | 303 |
| Charge for the year | 178 | 178 |
| **Balance as at 31 Mar 2025** | 482 | 481 |
| | | |
| **Net block** | | |
| As at 31 March, 2024 | 253 | 254 |
| As at 31 March 2025 | 128 | 129 |

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(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

**6 Right-of-use assets**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Buildings | 282 | 414 |
| **Lease liabilities** | | |
| Non-current | 219 | 302 |
| Current | 97 | 137 |
| | 316 | 439 |

(a) **Details of asset is as follows:**

| Particulars | Amount |
|---|---|
| **ROU Asset on 31 March 2023** | **427** |
| Net Additions during the year | 131 |
| Depreciation for the year | -143 |
| **ROU Asset on 31 March 2024** | **414** |
| Net Additions during the year | - |
| Depreciation for the year | -132 |
| **ROU Asset on 31 March 2025** | **282** |

(b) **Breakup of the lease liability is as follows:**

| | |
|---|---|
| Lease liability as on 31 March 2023 | 439 |
| Net Additions | 126 |
| Interest expense | 38 |
| Lease payment | -164 |
| **Lease liability as on 31 March 2024** | **439** |
| Net Additions | - |
| Interest expense | 31 |
| Lease payment | -154 |
| **Lease liability as on 31 March 2025** | **316** |

(c) **The following are the amounts recognised in statement of profit and loss:**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Depreciation charge of right-of-use assets | 132 | 143 |
| Interest expense (included in finance costs) | 31 | 38 |
| Expense relating to short-term leases (included in other expenses) | 24 | 59 |

(d) **Details of the contractual maturities of lease liabilities on an undiscounted basis is as follows:**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Less than one year | 118 | 169 |
| One to three years | 222 | 242 |
| More than three years | - | 99 |
| **Total** | **340** | **509** |

**7 Deferred Tax Asset**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Deferred Tax Asset | | |
| Provision for Leave Encashment and Gratuity | 393 | 390 |
| Impact of Effective interest rate adjustment on Financial assets | 34 | 25 |
| Difference between Depreciation as per Books of Account and the Income Tax Act, 1961 | 3,684 | 2,637 |
| Impact of Carried forward business loss and unabsorbed depreciation allowance | 2,252 | 4,350 |
| Remeasurement of Post Employee Benefits (OCI) | | 13 |
| | 6,363 | 7,415 |
| Deferred Tax Liability | - | - |

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Deferred Tax Asset** | | |
| Provision for Leave Encashment and Gratuity | 115 | 98 |
| Impact of Effective interest rate adjustment on Financial assets | 9 | 6 |
| Difference between Depreciation as per Books of Account and the Income Tax Act, 1961 | 927 | 664 |
| Impact of Carried forward business loss and unabsorbed depreciation allowance | 567 | 1,095 |
| Remeasurement of Post Employee Benefits (OCI) | -16 | 3 |
| **Deferred Tax Asset** | 1,602 | 1,866 |

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(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

| Reconciliation of Deferred tax Asset/ (Liability) (Net) | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Particulars | | |
| Opening balance | 1,866 | - |
| Tax Income/(Expense) during the year recognised in Profit and Loss | -245 | 1863 |
| Tax Income/(Expense) during the year recognised in OCI | -19 | 3 |
| Closing balance | **1,602** | **1,866** |

**8 Non-Current Tax assets**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Non-current Taxes | 2,381 | 1,576 |
| | **2,381** | **1,576** |

**9 Inventories**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Traded Goods | - | 225 |
| | - | 225 |

**10 Trade receivables**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Break-up of trade receivable details** | | |
| Unsecured receivables, considered good | 1,252 | 1,682 |
| Trade receivables from contract with customers – related parties | 36 | 7 |
| **Total** | 1,288 | 1,689 |
| Loss allowance | (4) | (23) |
| | **1,284** | **1,666** |

| Ageing of trade receivables | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Undisputed receivables, considered good** | | |
| Outstanding for following periods from the due date of payment | | |
| Less than 6 months | 1,286 | 1,666 |
| 6 months - 1 year | 2 | 18 |
| 1 - 2 years | - | 5 |
| 2 - 3 years | - | - |
| More than 3 years | - | - |
| | **1,288** | **1,689** |

**Notes:**

(i) There are no undisputed receivables outstanding which are credit impaired or with significant increase in credit risk as at the reporting periods.

(ii) There are no disputed receivables outstanding as at the reporting periods.

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## 11 Cash and cash equivalents

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Balances with banks | | |
| - in current accounts | 20 | 46 |
| Deposits with maturity of less than 3 months | - | 4 |
| Cash on hand | 0 | 0 |
| | 20 | 50 |

Note:
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

## 12 Bank balances other than above

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Earmarked Accounts | 614 | 1,732 |
| Earmarked Accounts - FD | 300 | |
| Deposits with maturity greater than 3 months | 30 | 21 |
| Deposits held with banks as margin money | - | - |
| | 944 | 1,753 |

## 13 Other financial assets

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| *Non-current* | | |
| Deposits held with banks as margin money | 38 | 62 |
| | 38 | 62 |
| *Current* | | |
| Security deposits | 56 | 77 |
| Interest accrued | 1 | 1 |
| Capital advances | 70 | |
| | 127 | 78 |

## 14 Contract assets

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Contract assets** | | |
| Current (The unbilled portion of revenue to be billed in upcoming monthly cycles) | 568 | 588 |
| | 568 | 588 |
| **Less:** | | |
| Loss allowance | - | - |
| | 568 | 588 |
| **Contract liabilities** | | |
| Current | - | 1 |
| | - | 1 |

## 15 Other Current assets

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Current | | |
| Balances with government authorities | - | (36) |
| Prepaid expenses | 111 | 111 |
| Advance for services | 7 | - |
| Advances to employees | - | - |
| | 118 | 75 |

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16 Equity share capital

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Authorised equity share capital** | | |
| 1,00,10,000 as at 31st March 2025 (31 March 2024: 1,00,10,000) equity shares of ₹10 each | 1,001 | 1,001 |
| **Issued, subscribed and fully paid up share capital** | | |
| 37,72,185 as at 31st March 2025 (31 March 2024: 37,69,685) equity shares of ₹10 each | 377 | 377 |

(a) **Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period**

| | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | Number of shares | Amount | Number of shares | Amount |
| Outstanding at the beginning of the year | 37,69,685 | 376 | 37,63,468 | 376 |
| Add: Shares issued during the year | 2,500 | 0.3 | 6,217 | 1 |
| Outstanding at the end of the year | **37,72,185** | **377** | **37,69,685** | **377** |

(b) **Terms / rights attached to equity shares**

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, equity share holders are eligible to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) **Details of share holders holding more than 5% of the aggregate shares in the Company**

| | 31 March 2025 | | 31 March 2024 | |
|---|---|---|---|---|
| | No. of Shares | % of holding | No. of Shares | % of holding |
| **Equity share of ₹10 each** | | | | |
| Cholamandalam Investment and Finance Company Limited | 28,15,227 | 74.63% | 28,15,227 | 74.56% |
| Prabhuram Radhakrishnan | 4,49,844 | 11.93% | 4,49,844 | 11.91% |

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 ownership of shares.

(d) **Details of shareholding of promoters:**

| Name of the promoter | 31 March 2025 | | 31 March 2024 | |
|---|---|---|---|---|
| | % of holding | No of shares | % of holding | No of shares |
| Prabhuram Radhakrishnan | 11.93% | 4,49,844 | 11.93% | 4,49,844 |

(e) **Employee Stock Option Plan(ESOP)**

The Company has instituted Employee Stock Option Plan 2018 (the "Scheme") for all the eligible employees. Under the Scheme, the Board of Directors has been authorized to grant share-based stock options to eligible employees of the company. These stock options will generally vest between a minimum of one to a maximum of four years from the grant date subject to continuance of employment. Pursuant to the terms of the Scheme, employees will have an option to exercise the vested option within three years from the date of vesting at ₹10 per equity share of ₹10 each, being its exercise price.

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(i)

| Particulars | Grant I | Grant II | Grant III | Grant IV |
|---|---|---|---|---|
| Date of grant | 1-Jan-18 | Various dates | 30-Sep-20 | 1-Apr-21 |
| Number of options granted | 25,133 | 1,07,267 | 5,399 | 75,830 |
| Fair value of options | 914.45 | 914.45-1483.02 | 1,483.02 | 1,301.09 |
| Method of settlement | Equity | Equity | Equity | Equity |
| Graded Vesting Period | | | | |
| Day following the expiry of 12 months from grant | 62.5% | 25.0% | 100.0% | 100.0% |
| Day following the expiry of 24 months from grant | 12.5% | 25.0% | NA | NA |
| Day following the expiry of 36 months from grant | 12.5% | 25.0% | NA | NA |
| Day following the expiry of 48 months from grant | 12.5% | 25.0% | NA | NA |
| Weighted average of remaining contractual life in years | 1.75 | 1.65 | 1.50 | 2.00 |

(ii) **Employee Stock Option Plan(ESOP) (continued)**

| | No. of options 31 March 2025 | No. of options 31 March 2024 |
|---|---|---|
| Options outstanding at the beginning of the year | 71,966 | 78,183 |
| Granted during the year | - | - |
| Forfeited during the year | - | - |
| Exercised during the year | (2,500) | (6,217) |
| **Options outstanding at the end of the year** | **69,466** | **71,966** |

Fair value of options was estimated at the date of grant using Black and Scholes options pricing model with the following assumptions:

| | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Risk free (%) | NA | NA |
| Expected volatility (%) | NA | NA |

17 **Other equity**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Reserve and surplus** | | |
| Securities premium | 15,573 | 15,550 |
| Share options outstanding reserve | 827 | 930 |
| Retained earnings | (13,727) | (14,170) |
| OCI | 47 | (10) |
| | **2,720** | **2,300** |

**Securities premium**
Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

**Share options outstanding reserve**
Shares options outstanding reserve is in the nature of share based payment reserve used to recognise the grant date fair value of options issued by the Company to the employees of the company.

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**18 Borrowings**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-current** | | |
| ***Secured*** | | |
| Loan from financial institutions | 1,324 | 5,861 |
| | **1,324** | **5,861** |
| Less: Current maturities of long-term borrowings | 1,324 | 4,537 |
| ***Unsecured*** | | |
| Loan from financial institutions | 1,611 | - |
| | 1,611 | 1,324 |
| **Current** | | |
| **Secured** | | |
| Current maturities of long-term loans | 1,324 | 4,537 |
| Working capital demand loan | 731 | 729 |
| **Unsecured** | | |
| Loans from related parties | 1,750 | - |
| | **3,805** | 5,266 |

**Notes:**

(i) Loan from financial institutions carry an interest rate around 8% to 9.8% per annum and is secured by way of exclusive/first charge over the entire fixed assets and entire current assets of the company.

(ii) The company has utilised the borrowings for the purpose for which it was obtained.

(iii) The quarterly statements or returns of current assets filed by the company to the banks are in agreement with books of accounts.

**Repayment schedule for long term borrowings**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Due within 1 year | 1,968 | 4,537 |
| From 1 to 3 years | 967 | 1,324 |
| Above 3 years | - | - |

(iv) **Net Debt reconciliation:**

| | Non-current borrowings* | Current borrowings | Interest accrued |
|---|---|---|---|
| **Net debt as at 31 March 2023** | **6,644** | - | |
| Cash flows (net) | **(783)** | 729 | |
| Interest expense | - | - | 649 |
| Interest paid during the year | - | - | (649) |
| **Net debt as at 31 March 2024** | **5,861** | 729 | - |
| Cash flows (net) | **(1,176)** | 2 | |
| Interest expense | - | - | 642 |
| Interest paid during the year | - | - | (642) |
| **Net debt as at 31 March 2025** | **4,685** | 731 | - |

* includes current maturities of long-term borrowings

**19 Trade payables**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current** | | |
| Total outstanding dues of micro enterprises and small enterprises | 23 | 9 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 476 | 788 |
| Trade payables to related parties | | |
| | **499** | **797** |

**Ageing of trade payables**

| | Undisputed | | Disputed | |
|---|---|---|---|---|
| | MSME | Others | MSME | Others |
| **As at 31 March 2025** | | | | |
| Less than 1 Year | 23 | 476 | - | - |
| 1-2 years | - | - | - | - |
| 2-3 years | - | - | - | - |
| More than 3 years | - | - | - | - |
| | **23** | **476** | - | - |
| **As at 31 March 2024** | | | | |
| Less than 1 Year | 9 | 787 | - | - |
| 1-2 years | - | 1 | - | - |
| 2-3 years | - | - | - | - |
| More than 3 years | - | - | - | - |
| | 9 | 788 | - | - |

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**20 Other financial liabilities**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Advances received from related parties | | |
| Employee related liabilities | 115 | 318 |
| Dues to merchants | 893 | 1,791 |
| Capital creditors | 9 | 1,081 |
| Interest accrued but not due on borrowngs | - | - |
| Other liabilities | 16 | 15 |
| | **1,033** | **3,204** |

**21 Other current liabilities**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Statutory dues | 1 | 58 |
| Advance for Services | - | - |
| Others | - | - |
| | 1 | 58 |

**22 Provisions**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-current** | | |
| Gratuity Liability | 174 | 177 |
| Leave encashment | 151 | 118 |
| | **325** | **295** |
| **Current** | | |
| Gratuity Liability | 29 | 65 |
| Leave encashment | 39 | 30 |
| | 68 | 95 |

**Gratuity**

The Company provides for gratuity to its employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a unfunded plan.

**The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:**

| | 31 March 2025 | 31 March 2024 |
|---|---|---|
| a) **Defined benefit cost recognized in P&L and OCI** | | |
| Current service cost | 37 | 55 |
| Interest expense | 17 | 10 |
| **Defined benefit cost included in P & L** | 54 | **65** |
| Remeasurements - Due to Financial Assumptions | 7 | 1 |
| Remeasurements - Due to Experience Adjustments | (83) | 11 |
| **Remeasurement recognised in OCI** | | |
| Acturial (gain)/loss on defined benefit obligation | (76) | 13 |
| | (76) | 13 |
| **Total defined benefit cost recognized in P&L and OCI** | (22) | 77 |

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

**Gratuity**

The Holding Company and its subsidiaries, incorporated in India, provides for gratuity to its employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a unfunded plan.

| | | 31 March 2025 | 31 March 2024 |
|---|---|---|---|
| b) | **Net defined benefit liability reconciliation** | | |
| | Net Defined Benefit Liability at the beginning | 242 | 196 |
| | Defined Benefit Cost included in P & L | 54 | 65 |
| | Total Remeasurements included in OCI | -76 | 13 |
| | Employer Direct Benefit Payments | -17 | -32 |
| | **Net Defined Benefit Liability / (Asset) at the end** | **203** | **242** |
| c) | **Net (asset) / liability** | | |
| | Present value of defined benefit obligation | 203 | 242 |
| | Fair value of plan assets | - | - |
| | **Net defined benefit liability/(asset) recognized in balance sheet** | **203** | **242** |
| d) | **Classification** | | |
| | Current | 29 | 65 |
| | Non current | 174 | 177 |
| | | **203** | **242** |

e) **Significant actuarial assumptions**

| | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Discount rate | 6.50% | 7.15% |
| Salary escalation rate | 10.00% | 10.00% |
| Withdrawal rate | 20.00% | 20% |

f) **Sensitivity analysis**

The sensitivity of the defined benefit obligation to changes in the principal assumptions are as under:

| **Change in assumptions** | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Salary escalation - up by 1% - Impact | 4.6% | 3.3% |
| Salary escalation - down by 1% - Impact | -4.3% | -3.1% |
| Withdrawal rates - up by 1% - Impact | -1.0% | -0.2% |
| Withdrawal rates - down by 1% - Impact | 1.1% | 0.2% |
| Discount rates - up by 1% - Impact | -5.1% | -3.9% |
| Discount rates - down by 1% - Impact | 5.6% | 4.2% |

Sensitivity analysis for each significant actuarial assumptions namely discount rate, withdrawal rates and salary assumptions have been shown in the table above at the end of the reporting period, showing how the defined benefit obligation would have been affected by the changes. The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except the parameters to be stressed. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

g) **Maturity profile of the defined benefit obligations**

| | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Expected future cash flows (undiscounted) | | |
| Year 1 | 29 | 65 |
| Year 2 | 31 | 29 |
| Year 3 | 33 | 28 |
| Year 4 | 29 | 31 |
| Year 5 | 25 | 28 |
| Year 6 to 10 | 85 | 61 |
| **Total** | **232** | **242** |

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**23 Revenue from operations**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Sale of devices | 387 | 731 |
| - Device set-up and activation fee | 160 | 402 |
| - Commission and maintenance charges | 10,194 | 12,264 |
| - Sourcing and Servicing Fee | 155 | 134 |
| - Others | 151 | - |
| | 11,047 | 13,531 |

**Changes in contract assets are as follows:**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| **Balance at the beginning of the year** | 588 | 728 |
| Invoices raised that were included in the contract assets balance at the beginning of the year | (588) | (728) |
| Increase due to revenue recognised during the year, excluding amounts billed during the year | 568 | 588 |
| Balance at the end of the year | 568 | 588 |

**Changes in unearned and deferred revenue are as follows:**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Balance at the beginning of the year | 1 | 85 |
| Revenue recognised that was included in the contract liability balance at the beginning of the year | (1) | (85) |
| Increase due to invoicing during the year, excluding amounts recognised as revenue during the year | - | 1 |
| | - | 1 |

**24 Other income**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Interest income on financials assets measured at amortised cost | | |
| (i) Fixed deposits with banks | 4 | 7 |
| (ii) Interest on income tax refund | - | 8 |
| (iii) Other financial assets | - | 7 |
| Profit on Sale of Assets | 5 | - |
| Others | 31 | 4 |
| | 40 | 26 |

**25 Changes in inventories of stock-in-trade**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Inventories at the beginning of the year | 225 | 611 |
| Inventories at the end of the year | 0 | 225 |
| Less - Inventories transferred | (225) | - |
| | - | 386 |

**26 Employee benefit expense**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Salaries, wages and bonus | 2,077 | 3,218 |
| Contribution to provident fund | 95 | 129 |
| Gratuity | 54 | 65 |
| Staff welfare expenses | 19 | 28 |
| | 2,245 | 3,440 |

**27 Finance costs**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Interest on lease liabilities | 31 | 38 |
| Interest on borrowings | 642 | 649 |
| | 673 | 687 |

**28 Depreciation and amortisation expense**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Depreciation of property, plant and equipment | 2,527 | 2,400 |
| Depreciation of right-of-use assets | 132 | 143 |
| Amortisation of intangible assets | 178 | 140 |
| | 2,837 | 2,683 |

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**29 Other expenses**

| | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| **(i) Operating expenses** | | |
| Transaction commission expenses | 2,142 | 3,166 |
| **(ii) General expenses** | | |
| Power and fuel | 40 | 56 |
| Rent | 24 | 59 |
| Repairs and maintenance | 75 | 35 |
| Insurance | 75 | 3 |
| Rates and taxes | 17 | 34 |
| Travelling and conveyance | 158 | 186 |
| Communication | 801 | 1,296 |
| Legal and professional charges | 99 | 190 |
| Software expenses | 647 | 591 |
| Printing and stationary | 5 | 3 |
| Selling and marketing expenses | 8 | 25 |
| Office administrative expenses | - | 37 |
| Courier & franking charges | 93 | 143 |
| Bad debts written off | 5 | - |
| Expected Credit Loss | (19) | (18) |
| Software CWIP Written off | - | 120 |
| E-Wastage | 77 | 198 |
| Loss on chargeback | 72 | 131 |
| Loss on settlement | 66 | 36 |
| - towards statutory audit | 13 | 13 |
| Bank charges | 9 | 10 |
| Foreign exchange fluctuation loss, net | (2) | (16) |
| Miscellaneous expenses | 7 | 5 |
| | 4,411 | 6,303 |

**30 Earnings per equity share (EPS)**

| | For the Period ended 31 March 2025 | For the year ended 31 March 2024 |
|---|---|---|
| Profit attributable to the equity holders | 363 | 1,646 |
| Weighted average number of equity shares for the calculation of basic EPES | 37,71,352 | 37,67,204 |
| Weighted average number of shares considered for computation of Diluted EPES | 37,71,352 | 37,67,204 |
| Earnings per equity share (in absolute ₹) | | |
| - Basic and diluted EPS | 9.63 | 43.69 |

*the effect of potential equity shares are not considered in the computation of Diluted EPES as they are anti dilutive.

**31 Segment reporting**

The Chief Operating Decision Maker (CODM) considers sale of POS machines and other allied activities as one reportable segment. Further, all the services are rendered only in India and all the fixed assets are located in India. Hence no separate financial disclosures have been provided for segment reporting.

**Major customers:**

One customer accounts for approximately 65% (31 March 2024: 34%) of the company's revenue from operations.

**32 Contingent Liability**

Based on companys' assessment of contingent liabilities there are no probable future liabilities that may arise out of pending / threatened litigations and other events which may entail future cash outflows / losses as at 31 March 2025 and as on 31 March 2024, it is Nil.

| Particulars | Tax | Interest | Penalty | Total |
|---|---|---|---|---|
| Tax matters pending before Commissioner Appeals GST | 78.44 | 40.01 | 7.85 | 126.30 |
| Tax matters pending before Commissioner Appeals Income Tax | 4917.10 | 1170.00 | 0.00 | 6087.10 |
| Total | 4995.54 | 1210.01 | 7.85 | 6213.40 |

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**33 Capital risk management**

The company's objective when managing capital is to safeguard the its ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Company may adjust any dividend payments, return capital to shareholders or issue new shares or sell assets to reduce debt. Total capital is the equity as shown in the statement of financial position. Currently, the company primarily monitors its capital structure on the basis of the following gearing ratio. Management is continuously evolving strategies to optimize the returns and reduce the risks. It includes plans to optimize the financial leverage of the company.

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Total borrowings | 5,416 | 6,590 |
| Less: Cash and cash equivalents | (20) | (50) |
| **Net Debt** | **5,396** | **6,540** |
| Total equity | 3,097 | 2,678 |
| Net debt to equity ratio | 174.22% | 244.22% |

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34 The Micro and Small Enterprises have been identified on the basis of information available with the Company. This has been relied upon by the auditors. Details of dues to such parties are given below:

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a) The principal amount remaining unpaid as at the end of the year | 23 | 9 |
| b) The amount of interest accrued and remaining unpaid at the end of the year | - | - |
| c) Amount of interest paid by the company in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year. | - | - |
| d) Amount of interest due and payable for the period of delay in making payment without the interest specified under the (MSMED Act 2006) | - | - |
| e) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006) | - | - |

35 **Fair value measurements**

(i) **Fair value hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

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

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

Level 3: - Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

| Particulars | As of 31 March 2025 | Fair value measurement at the end of reporting year | | |
|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 |
| **Assets** | | | | |
| Assets at amortised cost | | | | |
| Inter Corporate Loans | - | - | - | - |
| **Liabilities** | | | | |
| Liabilities at amortised cost | | | | |
| Borrowings from Financial Institutions | 3,666 | - | 3,666 | - |
| Inter Corporate Borrowings | 1,750 | - | - | 1,750 |

| Particulars | As of 31 March 2024 | Fair value measurement at the end of reporting year | | |
|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 |
| Assets | | | | |
| Assets at amortised cost | | | | |
| Inter Corporate Loans | - | - | - | - |
| **Liabilities** | | | | |
| Liabilities at amortised cost | | | | |
| Borrowings from Financial Institutions | 6,590 | - | 6,590 | - |
| Inter Corporate Borrowings | - | - | - | - |

(ii) **Financial instruments by category**

For amortised cost instruments, carrying value represents the best estimate of fair value.

| | 31 March 2025 | | 31 March 2024 | |
|---|---|---|---|---|
| | FVTOCI | Amortised cost | FVTOCI | Amortised cost |
| ***Financial assets*** | | | | |
| Trade receivables | - | 1,284 | - | 1,666 |
| Cash and cash equivalents | - | 20 | - | 50 |
| Other bank balances | - | 944 | - | 1,753 |
| Other financial assets | - | 165 | - | 140 |
| | - | 2,413 | - | 3,608 |
| **Financial liabilities** | | | | |
| Borrowings | - | 5,416 | - | 6,590 |
| Lease liabilities | - | 316 | - | 439 |
| Trade payables | - | 499 | - | 797 |
| Other financial liabilities | - | 1,033 | - | 3,204 |
| | - | 7,264 | - | 11,030 |

The company's principal financial liabilities comprise of borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and other bank balances that derive directly from its operations.

The company is exposed to market risk, credit risk and liquidity risk. The Holding Company's Board of Directors oversees the management of these risks. The Board of Directors is supported by the senior management that advises on financial risks and the appropriate financial risk governance framework for the company. The senior management provides assurance to the Holding Company's Board of Directors that the company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with its policies and risk objectives.

(iii) **Financial instruments risk management**

The company is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risks, which may adversely impact the fair value of its financial instruments. The company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

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(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

(A) **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The company's exposure to market risk is primarily on account of foreign currency exchange rate risk

(a) **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure shall fluctuate because of change in foreign exchange rates. The company's exposure to the risk of change in foreign exchange rates relates primarily to its operating activities (when revenue or expense is denominated in foreign currency). The Company is exposed to exchange rate risk that arises from its foreign exchange expenses and capital purchases, primarily denominated in USD.

Significant unhedged foreign currency risk exposure relating to financial assets and financial liabilities expressed in ₹ terms are as follows:

| | 31 March 2025 | | 31 March 2024 | |
|---|---|---|---|---|
| | Foreign curreny | ₹ | Foreign curreny | ₹ |
| **Financial liability** | | | | |
| - USD | Nil | | Nil | |

**Foreign currency sensitivity:**

The following table demonstrates the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The company's exposure to foreign currency changes for all other currencies is not material.

| | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Impact on the profit after tax for the year ended | | |
| ₹/USD - Increase by 5% | - | 54 |
| ₹/USD - Decrease by 5% | - | (54) |

(b) **Interest rate risk**

The Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt. The Company's Finance team constantly tracks the developments related Market movements related to interest risk to ensure that proposed resets of interest rates are being negotiated reasonably with the bankers.

| 31 March 2025 | | 31 March 2023 | |
|---|---|---|---|
| Borrowings | Interest Cost | Borrowings | Interest Cost |
| 3,666 | 464 | 6,590 | 649 |

**Interest Rate sensitivity:**

A hypothetical 50 basis point shift in interest rates, holding all other variables constant, on the loans would result in a corresponding increase/decrease in interest cost for the Company on a yearly basis as follows

| | 31 March 2025 | 31 March 2024 |
|---|---|---|
| *Impact on the profit after tax for the year ended* | | |
| Interest rate - Increase by 50 basis point | 2 | 3 |
| Interest rate - Decrease by 50 basis point | (2) | (3) |

(B) **Credit risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. 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. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets.

None of the Company's cash equivalents, other bank balances, loans and security deposits were past due or impaired and the Company exposure to customers is diversified. Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. 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 recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Basis the management assesment, it believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

(C) **Liquidity risk**

Liquidity risk refers to the risk that the company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The company consistently generated sufficient cash flows from operations to meet its financial obligations including lease liabilities as and when they fall due.

**The tables below provide details regarding the contractual maturities of significant financial liabilities as at:**

**31 March 2025**

| | Up to 1 year | From 1 to 3 years | More than 3 years | Total |
|---|---|---|---|---|
| Borrowings | 3,805 | 1,611 | - | **5,416** |
| Lease liabilities | 118 | 222 | - | **340** |
| Trade payables | 499 | - | - | **499** |
| Other financial liabilities | 1,033 | - | - | **1,033** |

**31 March 2024**

| | Up to 1 year | From 1 to 3 years | More than 3 years | Total |
|---|---|---|---|---|
| Borrowings | 5,266 | 1,324 | - | **6,590** |
| Lease liabilities | 169 | 242 | 98 | **509** |
| Trade payables | 797 | - | - | **797** |
| Other financial liabilities | 3,204 | - | - | **3,204** |

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Payswiff Technologies Private Limited ★ Hyderabad

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Notes to Financial statement for the year ended 31st March 2025

(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

36 Analytical ratios

| | As at / For the year ended | | Variance % | Remarks |
|---|---|---|---|---|
| | 31 March 2025 | 31 March 2024 | | |
| Current assets (a) | 3,061 | 4,434 | | |
| Current liabilities (b) | 5,503 | 9,558 | | |
| **Current ratio (a/b)** | **0.56** | **0.46** | 19.89% | |
| Total debt (c) | 5,416 | 6,590 | | |
| Shareholder's equity (d) | 3,097 | 2,678 | | Note A |
| **Debt equity ratio (c/d)** | **1.75** | **2.46** | -28.93% | |
| Total debt = Long term borrowings + Short term borrowings | | | | |
| Earnings available for debt Service (e) | 4,137 | 3,153 | | |
| Debt service (f) | 3,902 | 5,403 | | |
| **Debt service coverage ratio (e/f)** | **1.06** | **0.58** | 81.70% | Note B |
| Earnings available for debt service = Net profit after tax + depreciation and amortization expense + finance costs + other non-operating adjustments. | | | | |
| Debt service = Short-term borrowings (including lease liabilities) + interest accrued | | | | |
| Net profit after taxes (g) | 363 | 1,646 | | |
| Average shareholder's equity (h) | 2,887 | 1,859 | | Note C |
| **Return on equity ratio / Return on investment ratio (g/h)** | **0.13** | **0.89** | -85.80% | |
| Average shareholder's equity = (Opening + Closing / 2) | | | | |
| Cost of goods sold (i) | 294 | 661 | | |
| Average inventory (j) | 113 | 418 | | Note D |
| **Inventory turnover ratio (i/j)** | **2.61** | **1.58** | 65.34% | |
| Cost of goods sold = Purchases of stock-in-trade + changes in inventories of stock-in-trade | | | | |
| Average inventory = (Opening + Closing / 2) | | | | |
| Net credit sales (k) | 11,047 | 13,531 | | |
| Average accounts receivable (l) | 1,475 | 1,463 | | |
| **Trade receivables turnover ratio (k/l)** | **7.49** | **9.25** | -19.01% | |
| Net credit sales = Revenue from operations | | | | |
| Average accounts receivable = (Opening + Closing / 2) | | | | |
| Net purchases (m) | 4,705 | 6,578 | | |
| Average trade payables (n) | 648 | 752 | | |
| **Trade payables turnover ratio (m/n)** | **7.26** | **8.75** | -17.02% | |
| Net purchases = Purchases of stock-in-trade+ Other expenses | | | | |
| Average trade payables = (Opening + Closing / 2) | | | | |
| Net sales (o) | 11,047 | 13,531 | | |
| Working capital (p) | -3,782 | -3,076 | | Note E |
| **Net capital turnover ratio (o/p)** | **(2.92)** | **(4.40)** | -33.60% | |
| Net sales = Revenue from operations | | | | |
| Average Working capital = (Opening W.C + Closing W.C/ 2) | | | | |
| Net profit (q) | 363 | 1,646 | | |
| Net sales (r) | 11,047 | 13,531 | | Note F |
| **Net profit ratio (q/r)** | **3.29%** | **12.16%** | -72.98% | |
| Net profit = Net profit after tax | | | | |
| Earnings before interest and taxes (s) | 1,300 | 470 | | |
| Capital employed (t) | 5,252 | 4,599 | | Note G |
| **Return on capital employed (s/t)** | **24.75 %** | **10.23 %** | 142.04% | |
| Capital employed = Total assets - current liabilities | | | | |

**Note: Reasons for change in % by more than 25% is as under:**

Note A: Principal reason for change in the debt equity ratio is attributed to the decrease in borrowings from banks and Profit reported by the Company resulting in increase in equity in FY2025

Note B: Principal reason for change in the debt equity ratio is attributed to the decrease in borrowings and Profit reported by the Company resulting in better debt Service coverage ratio.

Note C: Principal reason for change in the return on equity ratio is attributed to the recognition of Deferred Tax Asset, resulted in increased PAT for FY2024

Note D: Principal reason for change in inventory turnover ratio is due to decrease in Inventory Sales

Note E: Principal reason for change in net capital turnover ratio is due to decrease in Current Liabilities.

Note F: Principal reason for change in the net profit ratio is attributed is attributed to the recognition of Deferred Tax Asset, resulted in increased PAT for FY2024

Note G: Principal reason for change in the return on capital employed is attributed to the increase in EBIDTA due to decrease in Costs.

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Payswiff Technologies Private Limited ★ Hydera

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Notes to Financial statement for the year ended 31st March 2025
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

**37 Related party disclosures**

**(a) Name of related parties and nature of relationship**

| Name of the related party | Nature of relationship |
|---|---|
| Cholamandalam Investments and Finance Company Limited ("CIFCL") (w.e.f 17 January 2022) | Holding company |
| Cholamandalam Securities Limited | Subsidiary to CIFCL |
| Cholamandalam Leasing Limited | Subsidiary to CIFCL |
| Prabhuram Radhakrishnan | Key Managerial Personnel ("KMP") till 31st July 2024 |

**(b) Transactions with related parties**

| | For the year ended | |
|---|---|---|
| | 31 March 2025 | 31 March 2024 |
| **CIFCL** | | |
| Loan availed | 1,750 | 100 |
| Finance cost | 178 | - |
| Investment in equity shares of the Holding Company | - | - |
| Income from Lending & Allied Activities | 1 | 34 |
| Income from Rental of POS Machines | 112 | 6 |
| Reimbursement of Expenses | 141 | 2 |
| **Remuneration** | | |
| Prabhuram Radhakrishnan | 19 | 73 |

**(c) Balances receivable/(payable)**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| CIFCL | (1,753) | 9 |

**38 Disclosure pursuant to requirements of Rule 11(e) (i) & (ii) of the Companies (Audit and Auditors) Rules**

(i) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) 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.

**39 Disclosures of relationship with struck off companies** - The company has not entered into any transaction with Struck Off companies during the year.

**40 Additional information**

(a) The company has not revalued its Property, Plant and Equipment (including Right-of Use Assets) and intangible assets based on the valuation by a registered

(b) There are no investment property as on March 31, 2025.

(c) No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(d) There are no transactions which have not been recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Also, there are no previously unrecorded income and related assets.

(e) There are no immovable properties held by the company.

(f) The company has not been declared wilful defaulter by any bank or financial institution or other lender.

(g) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

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Payswiff Technologies Private Limited
Notes to Financial statement for the year ended 31st March 2025
(All amounts in ₹ Lakhs, except for share data or as otherwise stated)

41 Previous Year Figures have been regrouped wherever necessary.

| | |
|---|---|
| For Sundaram & Srinivasan | For and on behalf of the Board of Directors of |
| Chartered Accountants | Payswiff Technologies Private Limited |
| Firm's Registration No.: 004207S | |
| S. USHA | Prabhuram Radhakrishnan    Ravindra Kumar Kundu |
| MEMBERSHIP NO: 211785 | Director    Chairman |
| | DIN:01673968    DIN:07337155 |
| Place: Chennai | Place: Chennai |
| Date: 23 April 2025 | Date: 23 April 2025 |

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