

# INDEPENDENT AUDITOR’S REPORT

## To The Members of Happiest Minds Technologies Limited Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of Happiest Minds Technologies Limited (the “Parent”) and its subsidiaries, (the Parent and its subsidiaries together referred to as the “Group”), which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information in which are incorporated the Financial Statements of Happiest Minds Technologies Share Ownership Plans Trust (the “ESOP trust”) for the year ended on that date audited by the other auditors (the “trust auditors”).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the trust auditors and other auditors on separate financial statements of the ESOP trust and subsidiaries respectively referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, and their consolidated profit, their consolidated other comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (“SA”)s specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated 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 obtained by us and the audit evidence obtained by the trust auditors and other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Auditor’s Response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | <p>Fixed price contracts using the percentage of completion method (refer note 2(a) and note 26 of the consolidated financial statement)</p> <p>Revenue from fixed-price contracts where the performance obligations are satisfied over time, is recognized using the percentage-of completion method. Use of the percentage-of completion method requires the Company to determine the project costs incurred to date as a percentage of total estimated project costs required to complete the project. The estimation of total project costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information.</p> | <p>Principal audit procedures performed:</p> <p>Our audit procedures related to estimates of efforts to complete for fixed-price contracts accounted using the percentage-of-completion method included the following, among others:</p> <p>a. We tested the effectiveness of controls relating to (1) recording of efforts incurred and estimation of efforts to complete the remaining contract performance obligations, and (2) access and application controls pertaining to time recording and allocation systems, which prevents unauthorized changes to recording of efforts incurred.</p> |

| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Auditor's Response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|         | <p>We identified the revenue recognition for fixed price contracts where the percentage-of completion method is used as a key audit matter because of the significant judgement involved in estimating the efforts to complete such contracts. This estimate has a high inherent uncertainty and requires consideration of progress of the contract, efforts incurred to-date and estimates of efforts to complete the contract.</p> <p>This required a high degree of auditor judgement in evaluating the audit evidence supporting the estimated efforts to complete and a higher extent of audit effort to evaluate the reasonableness of the total estimated efforts used to recognise revenue on fixed-price contracts.</p> | <p>b. We evaluated management's ability to reasonably estimate the progress towards satisfying the performance obligation, by comparing actual information to estimates, for performance obligations that have been fulfilled.</p> <p>c. We selected a sample of fixed price contracts with customers accounted using percentage-of-completion method and performed the following:</p> <ul style="list-style-type: none"><li>• Read the contract and based on the terms and conditions evaluated whether recognizing revenue over time was appropriate, and the contract was included in management's calculation of revenue over time.</li><li>• Evaluated the appropriateness of and consistency in the application of management's policies and methodologies to estimate progress towards satisfying the performance obligation.</li><li>• Compared efforts incurred with data from the timesheet application system.</li><li>• Tested the estimate for consistency with the status of delivery of milestones and customer acceptances to identify possible delays in achieving milestones, which require changes in estimated efforts to complete the remaining performance obligations.</li><li>• We assessed the adequacy of disclosures made in the financial statements with respect to revenue recognized during the year as required by applicable Indian Accounting Standards.</li></ul> |

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

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report 2025-26, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Company's Annual Report 2025-26 is expected to be made available to us after the date of this auditor's report.
- Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, identified above, when it becomes available and in doing so, compare with the financial statements of the ESOP trust and subsidiaries audited by the trust auditors and other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the trust auditors and the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the ESOP trust and the subsidiaries, is traced from their financial statements audited by the trust auditors and other auditors.
- When we read the Company's Annual Report 2025-26, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

### Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated

financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such branches or entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the ESOP trust or entities included in the consolidated financial statements, which have been audited by the trust auditors or other auditors, such trust auditors and other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

- We did not audit the financial statements of the ESOP trust included in the standalone financial statements of the Parent whose financial statements reflect total assets of ₹ 9,568 lakhs as at March 31, 2026, and total revenue of ₹ Nil for the year ended on that date, as considered in the standalone financial statements of the Parent. The financial statements of the ESOP trust have been audited by the trust auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the ESOP trust and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid ESOP trust, is based solely on the report of such trust auditors.
- We did not audit the financial statements of 15 subsidiaries whose financial statements reflect total assets of ₹ 23,506 lakhs as at March 31, 2026, total revenues of ₹ 53,569 lakhs and net cash inflows amounting to ₹ 395 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- We did not audit the financial statements of 2 subsidiaries whose financial statements reflect total assets of ₹ 63 lakhs as at March 31, 2026, total revenues of ₹ Nil and net cash outflows amounting to ₹ 26 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the trust auditors and other auditors and the financial statements certified by the Management.

## Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the trust auditors and other auditors on the separate financial statements of the ESOP trust and subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group including relevant records so far as it appears from our examination of those books, except (a) for not keeping backup on a daily basis of the accounting software used for maintaining revenue records in electronic mode in a server physically located in India by the Parent and its subsidiaries (refer Note 46 to the consolidated financial statements) and (b) in relation to compliance with the requirements of audit trail, refer paragraph (i)(vi) below.
  - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - On the basis of the written representations received from the directors of the Parent as on March 31, 2026 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
  - The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
  - With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and the subsidiary companies, incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
  - With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to the directors during the year is in accordance with the provisions of section 197 of the Act.
  - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 41 to the consolidated financial statements;
    - The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts, including derivative contracts - Refer Note 37 (B) to the consolidated financial statements.
    - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent, and its subsidiary companies.
    - The respective Managements of the Parent and its subsidiaries, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, to the

best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Parent and its subsidiaries, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, to the best of their knowledge and belief, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The final dividend proposed in the previous year, declared and paid by the Parent and its subsidiaries whose financial statements have been audited under the Act, where applicable, during the year is in accordance with section 123 of the Act, as applicable.

The interim dividend declared and paid by the Parent and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable, during the year and until the date of this report is in compliance with section 123 of the Act.

As stated in note 47 to the consolidated financial statements, the Board of Directors of the Parent have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi) Based on our examination, which included test checks, and based on the other auditor's reports of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Parent Company and its subsidiary companies have used an accounting software for maintaining their respective books of account for the year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:
- In respect of the Parent and two subsidiary companies, the accounting software used for maintaining revenue records, did not have audit trail enabled at the database level to log any direct data changes.
  - In respect of one subsidiary company, the accounting software used for maintaining payroll records, did not have audit trail enabled at the database level to log any direct data changes until April 2, 2025.

Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the Management of the Parent, have not come across any instance of the audit trail feature being tampered with in respect of the accounting software for the period for which the audit trail feature was operating.

Additionally, audit trail that was enabled and operated for the year ended March 31, 2025, has been preserved by the Parent and above referred subsidiary companies, incorporated in India, as per the statutory requirements for record retention except as stated in Note 46 to the consolidated financial statements.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

| Name of the company                       | CIN                   | Nature of relationship | Clause Number of CARO report with qualification or adverse remark |
|-------------------------------------------|-----------------------|------------------------|-------------------------------------------------------------------|
| Aureus Tech Systems Private Limited       | U72900TG2019FTC132331 | Subsidiary Company     | Clause vii (a) and clause xx (a)                                  |
| PureSoftware Technologies Private Limited | U72900KA2021PTC196462 | Subsidiary Company     | Clause ii (b) Clause vii (b)                                      |

For **Deloitte Haskins & Sells**  
 Chartered Accountants  
 (Firm Registration No. 008072S)

**Vikas Bagaria**  
 Partner  
 (Membership No. 060408)  
 (UDIN : 26060408HYQLYY5180)

Place: Bengaluru  
 Date: May 28, 2026

# ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

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

**Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)**

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of Happiest Minds Technologies Limited (hereinafter referred to as “Parent”) and its subsidiary companies, which are companies incorporated in India, as of that date.

## Management’s and Board of Directors’ Responsibilities for Internal Financial Controls

The respective Company’s management and Board of Directors of the Parent and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India.

## Meaning of Internal Financial Controls with reference to consolidated financial statements

A company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference

to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

## Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 2 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

**For Deloitte Haskins & Sells**  
 Chartered Accountants  
 (Firm Registration No. 008072S)

**Vikas Bagaria**  
 Partner  
 (Membership No. 060408)  
 (UDIN : 26060408HYQLY5180)

Place: Bengaluru  
 Date: May 28, 2026

# CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                            | Notes | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|------------------------------------------------------------|-------|-------------------------|-------------------------|
| <b>Assets</b>                                              |       |                         |                         |
| <b>Non-current assets</b>                                  |       |                         |                         |
| Property, plant and equipment                              | 3     | 13,476                  | 14,096                  |
| Goodwill                                                   | 4     | 77,728                  | 76,230                  |
| Other intangible assets                                    | 4     | 19,939                  | 23,831                  |
| Intangible assets under development                        | 4     | 165                     | 18                      |
| Right-of-use assets                                        | 5     | 6,056                   | 6,958                   |
| Financial assets                                           |       |                         |                         |
| i. Other financial assets                                  | 7     | 27,501                  | 7,358                   |
| Income tax assets (net)                                    | 8A    | 5,389                   | 3,537                   |
| Other assets                                               | 9     | 294                     | 170                     |
| Deferred tax assets (net)                                  | 10 A  | 4,408                   | 3,613                   |
| <b>Total non-current assets</b>                            |       | <b>154,956</b>          | <b>135,811</b>          |
| <b>Current assets</b>                                      |       |                         |                         |
| Financial assets                                           |       |                         |                         |
| i. Investments                                             | 11    | 50,352                  | 35,039                  |
| ii. Trade receivables                                      | 12    | 39,027                  | 35,813                  |
| iii. Cash and cash equivalents                             | 13    | 11,966                  | 11,912                  |
| iv. Bank balance other than cash and cash equivalents      | 14    | 79,305                  | 93,911                  |
| v. Loans                                                   | 6     | 33                      | 12                      |
| vi. Other financial assets                                 | 7     | 16,684                  | 17,726                  |
| Other assets                                               | 9     | 10,188                  | 5,682                   |
| <b>Total current assets</b>                                |       | <b>207,555</b>          | <b>200,095</b>          |
| <b>Total assets</b>                                        |       | <b>362,511</b>          | <b>335,906</b>          |
| <b>Equity and liabilities</b>                              |       |                         |                         |
| <b>Equity</b>                                              |       |                         |                         |
| Equity share capital                                       | 15    | 3,005                   | 3,001                   |
| Other equity                                               | 17    | 165,944                 | 154,457                 |
| <b>Equity attributable to equity holders of the parent</b> |       | <b>168,949</b>          | <b>157,458</b>          |
| Non-controlling interest                                   |       | -                       | -                       |
| <b>Total equity</b>                                        |       | <b>168,949</b>          | <b>157,458</b>          |

# Consolidated Balance Sheet (Contd.)

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                                                             | Notes | As at<br>March 31, 2026 | As at<br>March 31, 2025 |
|---------------------------------------------------------------------------------------------|-------|-------------------------|-------------------------|
| <b>Liabilities</b>                                                                          |       |                         |                         |
| <b>Non-current liabilities</b>                                                              |       |                         |                         |
| Financial liabilities                                                                       |       |                         |                         |
| i. Borrowings                                                                               | 19    | 34,292                  | 33,537                  |
| ii. Lease liabilities                                                                       | 20    | 4,106                   | 5,010                   |
| iii. Other financial liabilities                                                            | 21    | 2,131                   | 8,330                   |
| Provisions                                                                                  | 22    | 8,914                   | 5,940                   |
| Deferred tax liabilities (net)                                                              | 10 B  | 3,940                   | 4,841                   |
| <b>Total non-current liabilities</b>                                                        |       | <b>53,383</b>           | <b>57,658</b>           |
| <b>Current liabilities</b>                                                                  |       |                         |                         |
| Contract liabilities                                                                        | 23    | 3,401                   | 2,194                   |
| Financial liabilities                                                                       |       |                         |                         |
| i. Borrowings                                                                               | 19    | 106,974                 | 82,554                  |
| ii. Lease liabilities                                                                       | 20    | 3,293                   | 3,258                   |
| iii. Trade payables                                                                         | 24    |                         |                         |
| (A) Total outstanding dues of Micro enterprises and Small enterprises                       |       | 547                     | 225                     |
| (B) Total outstanding dues of creditors other than Micro enterprises and Small enterprises. |       | 9,104                   | 10,256                  |
| iv. Other financial liabilities                                                             | 21    | 8,676                   | 14,526                  |
| Income tax liabilities (net)                                                                | 8B    | 315                     | 422                     |
| Other current liabilities                                                                   | 25    | 4,058                   | 3,836                   |
| Provisions                                                                                  | 22    | 3,811                   | 3,519                   |
| <b>Total current liabilities</b>                                                            |       | <b>140,179</b>          | <b>120,790</b>          |
| <b>Total liabilities</b>                                                                    |       | <b>193,562</b>          | <b>178,448</b>          |
| <b>Total equity and liabilities</b>                                                         |       | <b>362,511</b>          | <b>335,906</b>          |

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date

**for Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm's Registration Number : 008072S

for and on behalf of the Board of Directors:

**Happiest Minds Technologies Limited**

CIN : L72900KA2011PLC057931

**Vikas Bagaria**

Partner

Membership no.: 060408

Place: Bengaluru, India

Date: May 28, 2026.

**Ashok Soota**

Chairman &amp; Chief Mentor

DIN : 00145962

Place: Bengaluru, India

Date: May 28, 2026.

**Anand Balakrishnan**

Chief Financial Officer

Place: Bengaluru, India

Date: May 28, 2026

**Joseph Vinod Anantharaju**

Co-Chairman &amp; CEO

DIN : 08859640

Place: Seattle, USA

Date: May 28, 2026

**Praveen Darshankar**

Company Secretary

FCS No.: F6706

Place: Bengaluru, India

Date: May 28, 2026

**Venkatraman Narayanan**

Managing Director

DIN : 01856347

Place: Bengaluru, India

Date: May 28, 2026.

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                                                                  | Notes  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--------------------------------------------------------------------------------------------------|--------|--------------------------------------|--------------------------------------|
| <b>Income</b>                                                                                    |        |                                      |                                      |
| Revenue from contracts with customers                                                            | 26     | 231,511                              | 206,084                              |
| Other income                                                                                     | 27     | 8,497                                | 10,138                               |
| <b>Total income</b>                                                                              |        | <b>240,008</b>                       | <b>216,222</b>                       |
| <b>Expenses</b>                                                                                  |        |                                      |                                      |
| Employee benefits expense                                                                        | 28     | 156,095                              | 136,534                              |
| Depreciation and amortisation                                                                    | 29     | 8,819                                | 8,870                                |
| Finance costs                                                                                    | 30     | 9,736                                | 9,948                                |
| Other expenses                                                                                   | 31     | 34,344                               | 32,518                               |
| Impairment loss allowance on trade and unbilled receivables                                      | 31A    | 734                                  | 1,590                                |
| <b>Total expenses</b>                                                                            |        | <b>209,728</b>                       | <b>189,460</b>                       |
| <b>Profit before exceptional items and tax</b>                                                   |        | <b>30,280</b>                        | <b>26,762</b>                        |
| Exceptional items: charge                                                                        | 32     | 1,859                                | 1,216                                |
| <b>Profit before tax</b>                                                                         |        | <b>28,421</b>                        | <b>25,546</b>                        |
| <b>Tax expense</b>                                                                               | 33     |                                      |                                      |
| Current tax                                                                                      |        | 7,952                                | 8,443                                |
| Deferred tax credit                                                                              |        | (793)                                | (1,363)                              |
|                                                                                                  |        | <b>7,159</b>                         | <b>7,080</b>                         |
| <b>Profit for the year</b>                                                                       |        | <b>21,262</b>                        | <b>18,466</b>                        |
| <b>Other comprehensive income (OCI)</b>                                                          |        |                                      |                                      |
| <b>Other comprehensive income to be reclassified to profit or loss in subsequent periods</b>     |        |                                      |                                      |
| Exchange differences on translating the financial statements of a foreign operation              |        | 1,444                                | 421                                  |
| Net movement on effective portion of cash flow hedges                                            | 37(B)  | (3,886)                              | (292)                                |
| Income tax effect                                                                                | 33     | 978                                  | 73                                   |
| <b>Net other comprehensive income to be reclassified to profit or loss in subsequent periods</b> |        | <b>(1,464)</b>                       | <b>202</b>                           |
| <b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</b> |        |                                      |                                      |
| Net loss on equity instruments carried at fair value through OCI                                 | 36 (v) | -                                    | (503)                                |
| Income tax effect                                                                                | 33     | -                                    | 106                                  |
| Re-measurement losses on defined benefit plans                                                   | 35     | 563                                  | (553)                                |

## Consolidated Statement of Profit and Loss (Contd.)

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                                                                        | Notes | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--------------------------------------------------------------------------------------------------------|-------|--------------------------------------|--------------------------------------|
| Income tax effect                                                                                      | 33    | (142)                                | 139                                  |
| <b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>   |       | <b>421</b>                           | <b>(811)</b>                         |
| <b>Other comprehensive income for the year, net of tax</b>                                             |       | <b>(1,043)</b>                       | <b>(609)</b>                         |
| <b>Total comprehensive income for the year</b>                                                         |       | <b>20,219</b>                        | <b>17,857</b>                        |
| <b>Profit for the year</b>                                                                             |       | <b>21,262</b>                        | <b>18,466</b>                        |
| Attributable to:                                                                                       |       |                                      |                                      |
| Equity holders of the parent                                                                           |       | 21,262                               | 18,466                               |
| Non-controlling interests                                                                              |       | -                                    | -                                    |
| <b>Total comprehensive income for the year</b>                                                         |       | <b>20,219</b>                        | <b>17,857</b>                        |
| Attributable to:                                                                                       |       |                                      |                                      |
| Equity holders of the parent                                                                           |       | 20,219                               | 17,857                               |
| Non-controlling interests                                                                              |       | -                                    | -                                    |
| <b>Earnings per equity share</b>                                                                       | 34    |                                      |                                      |
| Equity shares of par value ₹ 2/- each                                                                  |       |                                      |                                      |
| Basic, computed on the basis of profit for the year attributable to equity holders of the parent (₹)   |       | 14.12                                | 12.26                                |
| Diluted, computed on the basis of profit for the year attributable to equity holders of the parent (₹) |       | 14.11                                | 12.26                                |

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date

**for Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm's Registration Number : 008072S

for and on behalf of the Board of Directors:

**Happiest Minds Technologies Limited**

CIN : L72900KA2011PLC057931

**Vikas Bagaria**

Partner

Membership no.: 060408

Place: Bengaluru, India

Date: May 28, 2026.

**Ashok Soota**

Chairman &amp; Chief Mentor

DIN : 00145962

Place: Bengaluru, India

Date: May 28, 2026.

**Joseph Vinod Anantharaju**

Co-Chairman &amp; CEO

DIN : 08859640

Place: Seattle, USA

Date: May 28, 2026

**Venkatraman Narayanan**

Managing Director

DIN : 01856347

Place: Bengaluru, India

Date: May 28, 2026.

**Anand Balakrishnan**

Chief Financial Officer

Place: Bengaluru, India

Date: May 28, 2026

**Praveen Darshankar**

Company Secretary

FCS No.: F6706

Place: Bengaluru, India

Date: May 28, 2026

## CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                                                                  | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|--------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| <b>Operating activities</b>                                                                      |                                      |                                      |
| <b>Profit before tax</b>                                                                         | <b>28,421</b>                        | <b>25,546</b>                        |
| Adjustments to reconcile profit before tax to net cash flows:                                    |                                      |                                      |
| Depreciation/ amortisation of property, plant and equipment, intangibles and right-of-use assets | 8,819                                | 8,870                                |
| Share-based payment expense                                                                      | 611                                  | -                                    |
| Gain on sale of investment carried at fair value through profit and loss                         | (405)                                | 1                                    |
| Fair value (gain)/loss on financial assets measured at fair value through profit or loss         | (2,110)                              | (1,240)                              |
| (Gain)/loss on recognition/derecognition of contingent consideration                             | (344)                                | 1,216                                |
| Interest income                                                                                  | (6,112)                              | (8,976)                              |
| Net unrealised foreign exchange (gain)/ loss                                                     | 135                                  | (102)                                |
| Impairment loss on financial assets                                                              | 734                                  | 1,590                                |
| (Gain)/ loss on disposal of property, plant and equipment, net                                   | (29)                                 | (19)                                 |
| Finance costs                                                                                    | 9,736                                | 9,948                                |
| Operating cash flow before working capital changes                                               | <b>39,456</b>                        | <b>36,834</b>                        |
| <b>Movements in working capital:</b>                                                             |                                      |                                      |
| Increase in trade receivables                                                                    | (2,602)                              | (2,114)                              |
| (Increase)/ Decrease in loans                                                                    | (16)                                 | 33                                   |
| (Increase)/ Decrease in non-financial assets                                                     | (4,519)                              | 533                                  |
| Decrease/ (Increase) in financial assets                                                         | 859                                  | (2,686)                              |
| (Decrease)/ Increase in trade payables                                                           | (1,228)                              | 937                                  |
| (Decrease)/ Increase in financial liabilities                                                    | (549)                                | 731                                  |
| Increase in provisions                                                                           | 3,748                                | 23                                   |
| Increase in contract liabilities                                                                 | 1,207                                | 369                                  |
| Decrease in other non-financial liabilities                                                      | (311)                                | (1,020)                              |
|                                                                                                  | <b>36,045</b>                        | <b>33,639</b>                        |
| Income tax paid, net of refunds                                                                  | (9,904)                              | (9,997)                              |
| <b>Net cash flows from operating activities (A)</b>                                              | <b>26,141</b>                        | <b>23,642</b>                        |
| <b>Investing activities</b>                                                                      |                                      |                                      |
| Purchase of property, plant and equipment                                                        | (291)                                | (766)                                |
| Purchase of intangible assets                                                                    | (425)                                | (351)                                |
| Proceeds from sale of property, plant and equipment                                              | 41                                   | 19                                   |
| Maturities of / (Investment in) bank deposit, net                                                | (5,390)                              | 23,647                               |
| Acquisition of subsidiaries                                                                      | -                                    | (73,121)                             |
| Investment in equity shares of Solvio                                                            | -                                    | (503)                                |
| Purchase of mutual funds                                                                         | (31,302)                             | (37,549)                             |
| Proceeds from sale of mutual funds                                                               | 18,504                               | 3,751                                |
| Interest received                                                                                | 6,734                                | 8,657                                |
| <b>Net cash flows used in investing activities (B)</b>                                           | <b>(12,129)</b>                      | <b>(76,216)</b>                      |

## Consolidated Statement of Changes in Equity (Contd.)

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                                | For the year ended<br>March 31, 2026 | For the year ended<br>March 31, 2025 |
|----------------------------------------------------------------|--------------------------------------|--------------------------------------|
| <b>Financing activities</b>                                    |                                      |                                      |
| Repayment of long-term borrowings                              | (999)                                | (834)                                |
| Proceeds from long-term borrowings                             | 7,678                                | 24,061                               |
| Proceeds / (Repayment) of short-term borrowings (net)          | 17,299                               | 53,322                               |
| Repayment of redeemable non-convertible debentures             | -                                    | (4,500)                              |
| Payment of principal portion of lease liabilities              | (3,384)                              | (3,172)                              |
| Payment of interest portion of lease liabilities               | (677)                                | (727)                                |
| Payment of contingent consideration                            | (16,489)                             | (1,401)                              |
| Dividend paid                                                  | (9,391)                              | (8,588)                              |
| Proceeds from exercise of share options                        | 47                                   | 185                                  |
| Interest paid                                                  | (8,456)                              | (8,401)                              |
| <b>Net cash flows from/ (used) in financing activities (C)</b> | <b>(14,372)</b>                      | <b>49,945</b>                        |
| <b>Net decrease in cash and cash equivalents [(A)+(B)+(C)]</b> | <b>(360)</b>                         | <b>(2,628)</b>                       |
| Net foreign exchange difference                                | 414                                  | 19                                   |
| Cash and cash equivalents at the beginning of the year         | 11,912                               | 11,470                               |
| Cash acquired on acquisition of subsidiary                     | -                                    | 3,624                                |
| Less : Bank overdraft at the beginning of the year             | -                                    | (573)                                |
| <b>Cash and cash equivalents at the end of the year</b>        | <b>11,966</b>                        | <b>11,912</b>                        |
| <b>Components of cash and cash equivalents 13</b>              |                                      |                                      |
| Balance with banks                                             |                                      |                                      |
| - on current account                                           | 9,424                                | 11,481                               |
| - in EEFC accounts                                             | 2,541                                | 430                                  |
| Deposits with original maturity of less than three months      | 1                                    | 1                                    |
| <b>Total cash and cash equivalents</b>                         | <b>11,966</b>                        | <b>11,912</b>                        |

Refer note 19 and 20 for changes in borrowings and lease liabilities arising from non-cash financing activities.

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date

**for Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm's Registration Number : 008072S

for and on behalf of the Board of Directors:

**Happiest Minds Technologies Limited**

CIN : L72900KA2011PLC057931

**Vikas Bagaria**

Partner

Membership no.: 060408

Place: Bengaluru, India

Date: May 28, 2026.

**Ashok Soota**

Chairman &amp; Chief Mentor

DIN : 00145962

Place: Bengaluru, India

Date: May 28, 2026.

**Joseph Vinod Anantharaju**

Co-Chairman &amp; CEO

DIN : 08859640

Place: Seattle, USA

Date: May 28, 2026

**Venkatraman Narayanan**

Managing Director

DIN : 01856347

Place: Bengaluru, India

Date: May 28, 2026.

**Anand Balakrishnan**

Chief Financial Officer

Place: Bengaluru, India

Date: May 28, 2026

**Praveen Darshankar**

Company Secretary

FCS No.: F6706

Place: Bengaluru, India

Date: May 28, 2026

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### a) Equity share capital

| For the year ended March 31, 2026                           | No of Shares        | Amount       |
|-------------------------------------------------------------|---------------------|--------------|
| Equity shares of ₹ 2 each issued, subscribed and fully paid |                     |              |
| At April 1, 2025                                            | 150,046,867         | 3,001        |
| Issue of shares                                             | -                   | -            |
| Exercise of share options - refer note 15 (ii) (1)          | 215,069             | 4            |
| <b>As at March 31, 2026</b>                                 | <b>15,02,61,936</b> | <b>3,005</b> |
|                                                             |                     |              |
| For the year ended March 31, 2025                           | No of Shares        | Amount       |
| Equity shares of ₹ 2 each issued, subscribed and fully paid |                     |              |
| At April 1, 2024                                            | 149,354,426         | 2,987        |
| Issue of shares                                             | -                   | -            |
| Exercise of share options - refer note 15 (ii) (1)          | 692,441             | 14           |
| <b>As at March 31, 2025</b>                                 | <b>15,00,46,867</b> | <b>3,001</b> |

### b) Other equity

| For the year ended March 31, 2026                       | Reserves and Surplus         |                                             |                             | Other components of equity        |                                                |                                         | Total          |
|---------------------------------------------------------|------------------------------|---------------------------------------------|-----------------------------|-----------------------------------|------------------------------------------------|-----------------------------------------|----------------|
|                                                         | Securities premium (Note 17) | Share options outstanding reserve (Note 17) | Retained earnings (Note 17) | Cash flow hedge reserve (Note 17) | Foreign currency translation reserve (Note 17) | Equity instrument through OCI (Note 17) |                |
| <b>As at April 1, 2025</b>                              | <b>90,582</b>                | <b>68</b>                                   | <b>64,487</b>               | <b>(246)</b>                      | <b>1,282</b>                                   | <b>(1,716)</b>                          | <b>154,457</b> |
| Profit for the year                                     | -                            | -                                           | 21,262                      | -                                 | -                                              | -                                       | 21,262         |
| Other comprehensive income                              | -                            | -                                           | 421                         | (2,908)                           | 1,444                                          | -                                       | (1,043)        |
| <b>Total comprehensive income</b>                       | <b>-</b>                     | <b>-</b>                                    | <b>21,683</b>               | <b>(2,908)</b>                    | <b>1,444</b>                                   | <b>-</b>                                | <b>20,219</b>  |
| Issue of equity shares on exercise of options           | 43                           | -                                           | -                           | -                                 | -                                              | -                                       | 43             |
| Transferred to securities premium for options exercised | 29                           | (29)                                        | -                           | -                                 | -                                              | -                                       | -              |
| Dividend - refer note 18                                | -                            | -                                           | (9,386)                     | -                                 | -                                              | -                                       | (9,386)        |
| Share-based payments expense - refer note 43            | -                            | 611                                         | -                           | -                                 | -                                              | -                                       | 611            |
| <b>As at March 31, 2026</b>                             | <b>90,654</b>                | <b>650</b>                                  | <b>76,784</b>               | <b>(3,154)</b>                    | <b>2,726</b>                                   | <b>(1,716)</b>                          | <b>165,944</b> |

## Consolidated Statement of Changes in Equity (Contd.)

(All amounts in ₹ lakhs, unless otherwise stated)

| For the year ended March 31, 2025                       | Reserves and Surplus         |                                             |                             | Other components of equity        |                                                |                                         | Total          |
|---------------------------------------------------------|------------------------------|---------------------------------------------|-----------------------------|-----------------------------------|------------------------------------------------|-----------------------------------------|----------------|
|                                                         | Securities premium (Note 17) | Share options outstanding reserve (Note 17) | Retained earnings (Note 17) | Cash flow hedge reserve (Note 17) | Foreign currency translation reserve (Note 17) | Equity instrument through OCI (Note 17) |                |
| <b>As at April 1, 2024</b>                              | <b>90,318</b>                | <b>163</b>                                  | <b>55,042</b>               | <b>(28)</b>                       | <b>861</b>                                     | <b>(1,319)</b>                          | <b>145,037</b> |
| Profit for the year                                     | -                            | -                                           | 18,466                      | -                                 | -                                              | -                                       | 18,466         |
| Other comprehensive income                              | -                            | -                                           | (414)                       | (218)                             | 421                                            | (397)                                   | (608)          |
| <b>Total comprehensive income</b>                       | <b>-</b>                     | <b>-</b>                                    | <b>18,052</b>               | <b>(218)</b>                      | <b>421</b>                                     | <b>(397)</b>                            | <b>17,858</b>  |
| Issue of equity shares on exercise of options           | 170                          | -                                           | -                           | -                                 | -                                              | -                                       | 170            |
| Transferred to retained earnings for options forfeited  | -                            | (1)                                         | 1                           | -                                 | -                                              | -                                       | -              |
| Transferred to securities premium for options exercised | 94                           | (94)                                        | -                           | -                                 | -                                              | -                                       | -              |
| Dividend - refer note 18                                | -                            | -                                           | (8,608)                     | -                                 | -                                              | -                                       | (8,608)        |
| <b>As at March 31, 2025</b>                             | <b>90,582</b>                | <b>68</b>                                   | <b>64,487</b>               | <b>(246)</b>                      | <b>1,282</b>                                   | <b>(1,716)</b>                          | <b>154,457</b> |

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date

**for Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm's Registration Number : 008072S

for and on behalf of the Board of Directors:

**Happiest Minds Technologies Limited**

CIN : L72900KA2011PLC057931

**Vikas Bagaria**

Partner

Membership no.: 060408

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Managing Director

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**Anand Balakrishnan**

Chief Financial Officer

Place: Bengaluru, India

Date: May 28, 2026

**Praveen Darshankar**

Company Secretary

FCS No.: F6706

Place: Bengaluru, India

Date: May 28, 2026

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Corporate Information

Happiest Minds Technologies Limited ("Happiest Minds" or "the Company" or "the Parent") together with its subsidiary (collectively "the Group") is engaged in a next generation IT solutions & services Company, enabling organizations to capture the business benefits of emerging technologies of cloud computing, social media, mobility solutions, business intelligence, analytics, unified communications and internet of things. The Group offers high degree of skills, IPs and domain expertise across a set of focused areas that include Digital Transformation & Enterprise Solutions, Product Engineering, Infrastructure Management, Security, Testing and Consulting. The Group focuses on industries in the Retail/Consumer Product Goods(CPG), Banking, Financial Services and Insurance (BFSI), Travel & Transportation, Manufacturing and Media space. Happiest Minds provide a smart, secure and connected experience to its Customers. In the solution space, focus areas are Security, M2M and Mobility solutions.

The Company is a limited company, incorporated and domiciled in India and has a branch office at United States of America, United Kingdom, Australia, Canada, Netherlands, Singapore, Malaysia and Dubai. The registered office of the Company is situated at #53/1-4, Hosur Main Road, Madivala (next to Madivala Police Station) Bengaluru 560068.

The Group's Consolidated Financial Statements (CFS) for the year ended March 31, 2026 were approved by Board of Directors on May 28, 2026.

## 1 Basis of preparation of Consolidated Financial Statements

### (a) Basis of preparation

The Consolidated Financial Statements (CFS) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the CFS.

This note provides a list of the material accounting policies adopted in the preparation of the Consolidated Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

These Consolidated Financial Statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at the Group's annual reporting date, March 31, 2026.

The Consolidated Financial Statements have been prepared on an accrual basis under the historical cost convention except for the following that are measured at fair value as required by relevant:

- Defined benefit plan - plan assets measured at fair value
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Derivative financial instruments and
- Contingent consideration

### (b) Functional currency and presentation currency

These Consolidated Financial Statements are presented in Indian Rupee (₹), which is also functional currency of the Parent. All the values are rounded off to the nearest lakhs (₹ 00,000) unless otherwise indicated.

### (c) Use of estimates and judgements

In preparing these Consolidated Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the period. Actual results may differ from these estimates.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding estimate. Changes in estimate are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Consolidated Financial Statements.

### Judgements:

Information about judgements made in applying accounting policies that have a material effects on the amounts recognized in the Consolidated Financial Statements is included in the following notes:

- Note 2(c) and 2(d)- Useful life of property, plant and equipment and intangible assets;
- Note 2(g) - Lease classification;
- Note 2(h) - Financial instrument; and
- Note 2(l) - Measurement of defined benefit obligations: key actuarial assumptions.

### Assumption and estimation uncertainties

Information about assumptions and estimation uncertainties that have a material risk of resulting in a material adjustment in the year ended March 31, 2026 is included in the following notes:

- Note 2(e) - Impairment test of non-financial assets; key assumptions underlying recoverable amounts including the recoverability of expenditure on internally-generated intangible assets;
- Note 2(o)- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 2(h) - Impairment of financial assets
- Note 2(q) - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources; and
- Note 2(i) - Fair value measurement
- Note 2(b) - Determination of whether the company exercises control or significant influence on its investee and date such control or significant influence was acquired

1 Basis of preparation of Consolidated Financial Statements - continued

### (d) Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

#### An asset is treated as current when it is:

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

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

### (e) Basis of Consolidation

The Consolidated Financial Statements comprise the financial statements of the Parent and its subsidiary as at March 31, 2026. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so

#### Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries on line by line basis. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit and loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit and loss. Any investment retained is recognised at fair value.

The subsidiaries which are included in the consolidation and the Company's holdings therein are as under:

| Name of Company                                                                  | Nature of Business | Country of incorporation | Ownership interest as at March 31, 2026 | Ownership interest as at March 31, 2025 |
|----------------------------------------------------------------------------------|--------------------|--------------------------|-----------------------------------------|-----------------------------------------|
| Happiest Minds Inc. (formerly known as PGS Inc.)                                 | IT services        | United States of America | 100%                                    | 100%                                    |
| Aureus Tech Systems Private Limited                                              | IT services        | India                    | 100%                                    | 100%                                    |
| PureSoftware Technologies Private Limited                                        | IT services        | India                    | 100%                                    | 100%                                    |
| PureSoftware Pte Limited, Singapore ("PS Pte Ltd")                               | IT services        | Singapore                | 100%                                    | 100%                                    |
| PureSoftware Corp, USA                                                           | IT services        | United States of America | 100%                                    | 100%                                    |
| PureSoftware Technology, S de R L de C.V, Mexico                                 | IT services        | Mexico                   | 100%                                    | 100%                                    |
| PureSoftware Sdn Bhd, Malaysia                                                   | IT services        | Malaysia                 | 100%                                    | 100%                                    |
| PureSoftware HK Limited, Hong Kong                                               | IT services        | Hong Kong                | 100%                                    | 100%                                    |
| PureSoftware Africa Ltd, Kenya                                                   | IT services        | Kenya                    | 100%                                    | 100%                                    |
| PureSoftware Technologies Romania S.R.L, Romania                                 | IT services        | Romania                  | 100%                                    | 100%                                    |
| PureSoftware Private Limited, UK                                                 | IT services        | UK                       | 100%                                    | 100%                                    |
| PureSoftware Private Limited, Nepal                                              | IT services        | Nepal                    | 100%                                    | 100%                                    |
| InnovazIT Technologies LLC                                                       | IT services        | Dubai                    | 100%                                    | 100%                                    |
| GAVS Technologies LLC                                                            | IT services        | Oman                     | 100%                                    | 100%                                    |
| GAVS Technologies Saudi Arabia for Telecommunications and Information Technology | IT services        | Saudi                    | 100%                                    | 100%                                    |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 2 Material accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these Consolidated Financial Statements.

#### (a) Revenue recognition

The Group derives revenue primarily from rendering of services and sale of licenses. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. The Group is a principal in rendering of services and agent in relation to sale of licenses. Amounts disclosed as revenue are net of trade allowances, rebates and Goods and Services tax (GST), amounts collected on behalf of third parties and includes reimbursement of out-of-pocket expenses, with corresponding expenses included in cost of revenues.

Revenue from the rendering of services and sale of license is recognised when the Group satisfies its performance obligations to its customers as below:

##### Revenue from rendering of services

The Group applies judgement to determine whether each product or service promised to a customer is capable of being distinct, and is distinct in the context of the contract, if not, the promised product or service is combined and accounted as a single performance obligation. In determining the transaction price for rendering of services, the Group considers the effect of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the customers, if any. Revenue is recognised net of trade and cash discounts. The Group allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their relative stand-alone selling price. In cases where the Group is unable to determine the stand-alone selling price, the Group uses expected cost-plus margin approach in estimating the stand-alone selling price. Volume discounts are recorded as a reduction of revenue. When the amount of discount varies with the levels of revenue, volume discount is recorded based on estimate of future revenue from the customer.

Revenues from services comprise primarily income from time-and-material and fixed price contracts. Revenue with respect to time-and-material contracts is recognised over the period of time as the related services are performed. Revenue with respect to fixed price contracts where performance obligation is transferred over time are recognized using the "percentage of completion" method. The Group uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labour costs and productivity efficiencies. Because the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, revenue recognized, profit and timing of revenue for remaining performance obligations are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. Provisions for estimated losses on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates.

##### Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets.

##### Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

#### Revenue from license

Revenue for supply of third party products, services or licenses are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Group recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Where the Group is a reseller for sale of right to use licenses and acting as agent in the arrangement, the revenue for sale of right to use license is recognised on a net basis. In case, where the licenses are required to be substantially customized as part of implementation service, the entire arrangement fee is considered as single performance obligation and revenue is recognized as per input method.

Where the Group acts as principal, revenue from sale of licenses, where the customer obtains a "right to use" the licenses is recognized at the point in time when the related license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period and is included in Revenue from Services.

#### Contract balances

**Contract assets:** The Group classifies its right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset where the right to consideration is unconditional upon passage of time. Unbilled revenue which is conditional is classified as other current assets. Trade receivables and unbilled revenue is presented net of impairment.

**Contract liabilities:** A contract liability (which we referred to as Unearned Revenue) is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is received.

#### Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included under the head 'other income' in the statement of profit and loss.

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate, which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in 'other income' in the statement of profit and loss.

#### Dividend income

Dividend income on investments is accounted when the right to receive the dividend is established, which is generally when shareholders approve the dividend. Dividend income is included under the head "Other income" in the statement of profit and loss.

#### (b) Business Combination

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in other expenses.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal Groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in statement of profit and loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in statement of profit and loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

### (c) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation, and accumulated impairment loss, if any. Historical cost comprises of the purchase price including duties and non-refundable taxes, borrowing cost if capitalisation criteria are met, directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management and initial estimate of decommissioning, restoring and similar liabilities.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Subsequent costs related to an item of property, plant and equipment are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are recognised in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from derecognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Property, plant and equipment individually costing ₹ 5,000 or less are depreciated at 100% in the year in which such assets are ready to use.

Depreciation is calculated using the straight-line method over their estimated useful lives as follows:

Capital work in progress is stated at cost, net of accumulated impairment loss if any.

The estimates of useful lives of tangible assets are as follows:

| Class of asset                            | Useful life as per schedule II                      | Useful life as per Company |
|-------------------------------------------|-----------------------------------------------------|----------------------------|
| Furniture and fixtures                    | 10 years                                            | 5 years                    |
| Office equipment (including solar panels) | 5 years - 15 years                                  | 4 years-15 years           |
| Buildings                                 | 60 years                                            | 50 years                   |
| Vehicles                                  | 8-10 years                                          | 4 years                    |
| Computer systems                          | 6 years for server<br>3 years for other than server | 2.5-3 years                |

Leasehold improvements are amortised over the period of the lease or life of the asset whichever is less.

The useful lives have been determined based on technical evaluation done by the management's expert which in certain instances are different from those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The assets residual values and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

### (d) Intangible assets

#### Goodwill

Goodwill on acquisitions of business is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of a business include the carrying amount of goodwill relating to the business sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Group of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Group of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

#### Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

An item of intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from derecognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

### Amortisation methods and periods

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

| Asset              | Life in Years |
|--------------------|---------------|
| Computer software  | 2.5-3 years   |
| Non compete fees   | 3 years       |
| Customer relations | 3-8 years     |
| Trade mark         | 2-3 years     |
| Exclusive license  | 2 years       |

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of the each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Subsequent costs related to Intangible assets are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

### (e) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's Cash Generating Unit's (CGU's) to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to Other Comprehensive Income (OCI). For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or Cash Generating Unit's (CGU's) recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each Cash Generating Unit (CGU) (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

### (f) Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### (g) Leases

The Group has lease contracts for various items of computers, vehicles and buildings used in its operations. Lease terms generally ranges between 1 and 5 years.

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note 2(e) for policy on impairment of non-financial assets.

### Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### Lease and non-lease component

As per Ind AS - 116, "As a practical expedient, a lessee may elect, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group has not opted for this practical expedient and have accounted for Lease component only.

### Extension and termination option

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. Management have not considered any future cash outflow for which they are potentially exposed arising due to extension and termination options.

## (h) Financial Instruments

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.

### Non-derivative financial instruments :

#### a) Financial assets

##### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through Other Comprehensive Income (OCI), and fair value through profit or loss.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS - 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income (OCI), it needs to give rise to cash flows that are 'solely payments of principle and interest (SPPI)' on the principle amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at Fair Value Through Other Comprehensive Income (FVTOCI)
- Debt instruments, derivatives and equity instruments at Fair Value Through Profit and Loss (FVTPL)
- Equity instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

### Debt instruments at amortised cost

A 'Debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principle and interest (SPPI) on the principle amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 12.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Debt instrument at FVTOCI

A 'Debt instrument' is classified as at the Fair Value Through Other Comprehensive Income (FVTOCI) if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent solely payments of principle and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the Effective Interest Rate (EIR) method.

### Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as Fair Value Through Other Comprehensive Income (FVTOCI), is classified as at Fair Value Through Profit or Loss (FVTPL).

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### Equity investments

All equity investments in scope of Ind AS - 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS - 103 applies are classified as at Fair Value Through Profit or Loss (FVTPL). For all other equity instruments, the Group may make an irrevocable election to present in Other Comprehensive Income (OCI) subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at Fair Value Through Other Comprehensive Income (FVTOCI), then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's Consolidated Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

### Reclassification of financial assets

The Group determines classification of financial assets on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

### Impairment of financial assets

In accordance with Ind AS - 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables, unbilled receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS - 115.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables, unbilled revenue and contract assets

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### b) Financial Liabilities :

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at Fair Value Through Profit or Loss (FVTPL), loans and borrowings, or as payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts. The subsequent measurement of financial liabilities depends on their classification, which is described below.

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at Fair Value Through Profit or Loss (FVTPL)

Financial liabilities at Fair Value Through Profit or Loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS - 109 are satisfied. For liabilities designated as FVTPL, fair value gains or losses attributable to changes in own credit risk are recognised in Other Comprehensive Income (OCI). These gain or loss are not subsequently transferred to statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

### c) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains or losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer note 19.

#### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### d) Offsetting of financial instruments

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

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Derivative financial instruments

#### Initial recognition and subsequent measurement :

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit and loss, except for the effective portion of cash flow hedges, which is recognised in Other Comprehensive Income (OCI) and later reclassified to statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

#### Cash flow hedges

The Group designates certain foreign exchange forward and Cross currency interest rate swaps as cash flow hedges with an intention to hedge its existing liabilities and highly probable transaction in foreign currency. When a derivative is designated as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

loss previously recognised in the cash flow hedge reserve is transferred to the net profit in the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to the Statement of Profit and Loss.

### Fair value hedges

The Group designates certain interest rate swap contracts as fair value hedges to hedge the exposure to changes in the fair value of its borrowings attributable to interest rate risk.

Changes in the fair value of the hedging instrument are recognised immediately in the Statement of Profit and Loss. The change in the fair value of the hedged item attributable to the hedged risk is also recognised in the Statement of Profit and Loss, with a corresponding adjustment to the carrying amount of the hedged item

The net impact representing hedge ineffectiveness, if any, is recognised in the Statement of Profit and Loss.

### (i) Fair value measurement

Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

### (j) Cash and cash equivalents

Cash and cash equivalents in the balance sheet and cash flow statement 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 Consolidated Cash Flow Statement, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### (k) Foreign currency translation

#### Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Indian rupee (₹), which is functional and presentation currency of the Parent

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in the statement of profit and loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., Consolidated Financial Statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in Other Comprehensive Income (OCI). These exchange differences are reclassified from equity to the statement of profit and loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to the Statement of Profit and Loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or the statement of profit and loss are also recognised in OCI or the statement of profit and loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

### Group Companies

On consolidation, the assets and liabilities of foreign operations are translated into ₹ at the rate of exchange prevailing at the reporting date and their profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in Other Comprehensive Income (OCI). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in the statement of profit and loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS ( April 1 2018), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the Parent and no further translation differences occur.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date

### (l) Employee Benefits

#### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current financial liabilities in the balance sheet.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

#### Other long-term employee benefit obligations

The liabilities for leave balance are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields on government bonds at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### Post-employment obligations

The Group operates the following post-employment schemes:

- (a) defined benefit plans - gratuity, and
- (b) defined contribution plans such as provident fund.

#### Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have term approximating the term of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the balance sheet. Such accumulated re-measurement balances are never reclassified into the Statement of Profit and Loss subsequently.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service costs.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

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### Defined contribution plan

Retirement benefit in the form of provident fund scheme, Social security, National Insurance, Superannuation, Medicare schemes are the defined contribution plans. The Group has no obligation, other than the contribution payable. The Group recognizes contribution payable to these schemes as an expenditure, when an employee renders the related service.

### (m) Employee share based payments

Certain employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

#### Equity-settled transactions:

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using a Black Scholes model except for the option on date of modification of plan from cash settled to equity settled transaction.

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

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### (n) Exceptional items

Exceptional items are income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Group and, therefore, are not expected to recur frequently or regularly. In accordance with the requirements of Guidance Note on Schedule III to the Companies Act 2023, exceptional items are disclosed on the face of the Statement of Profit and Loss and details of the individual items are disclosed in the Notes.

### (o) Taxation

Income tax comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to an item recognised directly in the Other Comprehensive Income.

#### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

In the situations where one or more entities in the Group are entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where they operate, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned entity's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognised in the year in which the temporary differences originate. However, the Group restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts, and there is an intention to settle the asset and the liability on a net basis.

### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit and loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

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

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit and loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

Deferred tax relating to items recognised outside profit and loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit and loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### (p) Treasury shares

The Group has created an Employee Benefit Trust (EBT) for providing share-based payment to its employees. The Group uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares from the Parent, for giving shares to employees. The Group treats EBT as its extension and shares held by EBT are treated as treasury shares. Refer note 16.

No gain or loss is recognised in Statement of Profit and Loss on the issue or cancellation of the Group's own equity instruments.

On consolidation of EBT with the Group, the value of shares held by trust is shown as a deduction from equity (i.e. reduction from share capital to the extent of face value and remaining from securities premium). Gains/ losses recognized by the trust on issue of shares are shown as a part of securities premium.

Share options exercised during the reporting period are issued from the treasury shares.

### (q) Provisions and Contingent Liabilities

#### Provisions

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### Provision for warranty

As per the terms of the contracts, the Group provides post-contract services / warranty support to some of its customers. The Group accounts for the post-contract support / provision for warranty on the basis of the information available with the management duly taking into account the current and past technical estimates. The estimate of such warranty-related costs is revised annually.

#### Contingent Liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses it in the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

### (r) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The Group has identified three reportable segment based on the dominant source, nature of risks and return and the internal organisation and management structure and for which discrete financial information is available. The Executive Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Refer note 42 for segment information.

### (s) Earnings/(Loss) per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of Parent Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period (including treasury shares).

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit and loss for the period attributable to equity shareholders of the Parent and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The weighted average number of shares takes into account the weighted average effect of changes in treasury share transactions and CCPS during the year

Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into.

### (t) Recent Pronouncement

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. 1 April 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact on the Consolidated Financial Statements.

In August 2025, MCA notified the following amendments to:

- (i) Ind AS 1, Presentation of Financial Statements, applicable w.e.f. 1 April 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Consolidated Financial Statements has no impact of these amendments in its classification criteria of current and non-current liabilities.
- (ii) Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f. 1 April 2025 - The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact on the Consolidated Financial Statements.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

- (iii) Ind AS 12, Income Taxes - International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact on the Consolidated Financial Statements.

### (u) Critical estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the grouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of asset or liability affected in future periods. The areas involving significant estimates or critical judgements are:

#### Significant judgments and estimates

##### (a) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate and future salary increases. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates. Further details about the gratuity obligations are given in Note 34.

##### (b) Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

##### (c) Business combination and intangible assets

Business combinations are accounted for using Ind AS 103, Business Combinations. Judgement is required to determine the date on which the group acquired control. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. These valuations are conducted by external valuation experts. Estimates are required to be made in determining the value of contingent consideration and intangible assets. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by the Management. Judgement is required to determine the acquisition date i.e. the date on which the group acquired control.

##### (d) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit (CGUs) is less than its carrying amount. For the impairment test, goodwill is allocated to the CGU or groups of CGUs which benefit from the synergies of the acquisition and which represent the lowest level at which goodwill is monitored for internal management purposes. The recoverable amount of CGUs is determined based on higher of value-in-use and fair value less cost to sell. Key assumptions in the cash

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

flow projections are prepared based on current economic conditions and comprises estimated long term growth rates, weighted average cost of capital and estimated operating margins. Refer note 4.

### (e) Investment of equity instrument at fair value through Other comprehensive income

The Group applies judgement to assess whether it has significant influence or control over the investee entities. Where the group determines that it does not exercise significant influence or control, the fair value of equity instrument is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Refer note 36(iv) and 36(v).

### (f) Deferred taxes

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all the deductible temporary differences however the same is restricted to the extent of the deferred tax liabilities unless it is probable that sufficient taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Also refer note 10 (A) and 10 (B).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 3 Property, plant and equipment

|                                 | Land         | Building     | Computer Systems | Office equipments | Furniture and fixtures | Vehicles   | Leasehold improvements | Total         | Capital work-in-progress (CWIP) |
|---------------------------------|--------------|--------------|------------------|-------------------|------------------------|------------|------------------------|---------------|---------------------------------|
| <b>Cost or valuation</b>        |              |              |                  |                   |                        |            |                        |               |                                 |
| <b>As at April 01, 2024</b>     | <b>4,423</b> | <b>8,486</b> | <b>850</b>       | <b>562</b>        | <b>215</b>             | <b>29</b>  | <b>318</b>             | <b>14,883</b> | <b>9</b>                        |
| Additions                       | -            | -            | 443              | 91                | 8                      | 0          | -                      | 542           | 227                             |
| Acquisition of subsidiary       | -            | -            | 310              | 55                | 19                     | 22         | -                      | 407           | -                               |
| Transfers from CWIP             | -            | -            | -                | -                 | 22                     | -          | 214                    | 236           | (236)                           |
| Disposals                       | -            | -            | (128)            | (2)               | -                      | (14)       | -                      | (144)         | -                               |
| Exchange difference             | -            | -            | 4                | -                 | -                      | -          | -                      | 4             | -                               |
| <b>As at March 31, 2025</b>     | <b>4,423</b> | <b>8,486</b> | <b>1,480</b>     | <b>707</b>        | <b>264</b>             | <b>38</b>  | <b>532</b>             | <b>15,930</b> | <b>0</b>                        |
| Additions                       | -            | -            | 225              | 28                | 9                      | -          | -                      | 263           | 3                               |
| Acquisition of subsidiary       | -            | -            | -                | -                 | -                      | -          | -                      | -             | -                               |
| Transfers from CWIP             | -            | -            | -                | -                 | 3                      | -          | -                      | 3             | (3)                             |
| Disposals                       | -            | -            | (230)            | (4)               | -                      | (39)       | -                      | (273)         | -                               |
| Exchange difference             | -            | -            | 8                | 0                 | 0                      | (0)        | -                      | 8             | -                               |
| <b>As at March 31, 2026</b>     | <b>4,423</b> | <b>8,486</b> | <b>1,483</b>     | <b>731</b>        | <b>277</b>             | <b>(1)</b> | <b>532</b>             | <b>15,931</b> | <b>0</b>                        |
| <b>Accumulated depreciation</b> |              |              |                  |                   |                        |            |                        |               |                                 |
| <b>As at April 01, 2024</b>     | <b>-</b>     | <b>287</b>   | <b>439</b>       | <b>195</b>        | <b>54</b>              | <b>9</b>   | <b>121</b>             | <b>1,105</b>  | <b>-</b>                        |
| Acquisition of subsidiary       | -            | -            | -                | -                 | -                      | -          | -                      | -             | -                               |
| Charge for the year             | -            | 189          | 465              | 95                | 45                     | 13         | 55                     | 863           | -                               |
| Disposals                       | -            | -            | (124)            | (2)               | -                      | (11)       | -                      | (136)         | -                               |
| Exchange difference             | -            | -            | 3                | (0)               | -                      | 0          | -                      | 3             | -                               |
| <b>As at March 31, 2025</b>     | <b>-</b>     | <b>476</b>   | <b>782</b>       | <b>289</b>        | <b>99</b>              | <b>11</b>  | <b>176</b>             | <b>1,834</b>  | <b>-</b>                        |
| Charge for the year             | -            | 170          | 468              | 110               | 47                     | 11         | 72                     | 878           | -                               |
| Acquisition of subsidiary       | -            | -            | -                | -                 | -                      | -          | -                      | -             | -                               |
| Disposals                       | -            | -            | (230)            | (4)               | -                      | (26)       | -                      | (260)         | -                               |
| Exchange difference             | -            | -            | 3                | -                 | 0                      | 0          | -                      | 3             | -                               |
| <b>As at March 31, 2026</b>     | <b>-</b>     | <b>646</b>   | <b>1,024</b>     | <b>395</b>        | <b>146</b>             | <b>(4)</b> | <b>248</b>             | <b>2,455</b>  | <b>-</b>                        |
| <b>Net book value</b>           |              |              |                  |                   |                        |            |                        |               |                                 |
| <b>As at March 31, 2025</b>     | <b>4,423</b> | <b>8,010</b> | <b>698</b>       | <b>418</b>        | <b>165</b>             | <b>26</b>  | <b>356</b>             | <b>14,096</b> | <b>0</b>                        |
| <b>As at March 31, 2026</b>     | <b>4,423</b> | <b>7,840</b> | <b>460</b>       | <b>336</b>        | <b>131</b>             | <b>3</b>   | <b>284</b>             | <b>13,476</b> | <b>0</b>                        |

(\*) Represents number below rounding off norms of the Group.

#### Note:

- (i) Refer note 19 for details of charge created on the Property, plant and equipment.
- (ii) All property, plant and equipment are owned by the Group unless otherwise stated.
- (iii) There are no proceeding initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Capital work-in-progress (CWIP) Ageing

#### As at March 31, 2026

|                                | Amount in CWIP for a period |           |           |                   | Total    |
|--------------------------------|-----------------------------|-----------|-----------|-------------------|----------|
|                                | Less than 1 years           | 1-2 years | 2-3 years | More than 3 years |          |
| Projects in progress           | 0                           | -         | -         | -                 | 0        |
| Projects temporarily suspended | -                           | -         | -         | -                 | -        |
| <b>Total</b>                   | <b>0</b>                    | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>0</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### As at March 31, 2025

|                                | Amount in CWIP for a period |           |           |                   | Total |
|--------------------------------|-----------------------------|-----------|-----------|-------------------|-------|
|                                | Less than 1 years           | 1-2 years | 2-3 years | More than 3 years |       |
| Projects in progress           | -                           | -         | -         | -                 | -     |
| Projects temporarily suspended | -                           | -         | -         | -                 | -     |
| <b>Total</b>                   | -                           | -         | -         | -                 | -     |

## 4 Goodwill and other intangible assets

### i) Goodwill

| Cost or valuation                    | March 31, 2026 | March 31, 2025 |
|--------------------------------------|----------------|----------------|
| <b>Deemed cost</b>                   |                |                |
| <b>As at April 01</b>                | 78,118         | 15,920         |
| Acquisition of subsidiary            | -              | 61,886         |
| Additions                            | 27             | -              |
| Exchange difference                  | 1,471          | 312            |
| <b>As at March 31</b>                | <b>79,616</b>  | <b>78,118</b>  |
| <b>Accumulated Impairment</b>        |                |                |
| <b>As at April 01</b>                | 1,888          | 1,888          |
| <b>As at March 31</b>                | <b>1,888</b>   | <b>1,888</b>   |
| <b>Net book value as at March 31</b> | <b>77,728</b>  | <b>76,230</b>  |

The Group is organised by three operating segments: Infrastructure Management & Security Services (IMSS), Product and Digital Engineering Services (PDES) and Generative AI Business Services (GBS). During the year ended March 31, 2026, the Group has re-organised its business by operationally integrating its acquisitions and by merging/applying for mergers of the legal entities. Accordingly, goodwill is now monitored at the segment level and has been re-allocated to the CGUs which are expected to benefit from the synergies of the acquisitions.

The allocation of goodwill to the below CGU's as follows:

|                                                      | March 31, 2026 | March 31, 2025 |
|------------------------------------------------------|----------------|----------------|
| Product and Digital Engineering Services (PDES)      | 79,192         | 77,757         |
| Infrastructure Management & Security Services (IMSS) | 424            | 361            |
|                                                      | <b>79,616</b>  | <b>78,118</b>  |
| Less: Accumulated Impairment                         |                |                |
| Product and Digital Engineering Services (PDES)      | 1,888          | 1,888          |
|                                                      | <b>77,728</b>  | <b>76,230</b>  |

Goodwill is tested for impairment on an annual basis by the Group. The recoverable value of the CGU is determined based on value-in-use calculation using the cash flow projections based on the financial budgets approved by the management covering a five year period.

There is no impairment noted in the CGUs based on the assessment performed by the management. Management has performed sensitivity analysis around the base assumption and have concluded that no reasonable possible change in key assumptions would cause the recoverable amount to be lower than the carrying amount of respective CGU.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

The following table sets out the key assumptions for calculation of value-in-use for these CGUs:

|                            | PDES            |                  | IMSS           |                |
|----------------------------|-----------------|------------------|----------------|----------------|
|                            | March 31, 2026  | March 31, 2025   | March 31, 2026 | March 31, 2025 |
| Discount rate              | 16.3% to 23.73% | 16.74% to 19.61% | 20.00%         | 20.00%         |
| Long term growth rate      | 2% to 4%        | 2% to 4%         | 2.00%          | 2.00%          |
| Sales growth               | 4% to 18%       | 10% to 25%       | 2.00%          | 2.00%          |
| Carrying value of goodwill | 77,304          | 75,806           | 424            | 424            |

The discount rate is based on the Weighted Average Cost of Capital (WACC) which represents the weighted average return attributable to all the assets of the Cash Generating Unit (CGU).

### ii) Other intangible assets

|                                                   | Other intangible assets |                        |              |                   | Total         | Intangible assets under development |
|---------------------------------------------------|-------------------------|------------------------|--------------|-------------------|---------------|-------------------------------------|
|                                                   | Technology Platform     | Customer relationships | Non-compete  | Computer software |               |                                     |
| <b>Cost or valuation</b>                          |                         |                        |              |                   |               |                                     |
| <b>Deemed cost</b>                                |                         |                        |              |                   |               |                                     |
| <b>As at April 01, 2024</b>                       | -                       | 11,117                 | 398          | 1,953             | 13,468        | 22                                  |
| Additions                                         | -                       | -                      | -            | 328               | 328           | 23                                  |
| Acquisition of subsidiary                         | 949                     | 18,674                 | 768          | -                 | 20,392        | -                                   |
| Transfer from intangible assets under development | -                       | -                      | -            | 27                | 27            | (27)                                |
| Exchange difference                               | (0)                     | 199                    | 1            | 17                | 217           | -                                   |
| <b>As at March 31, 2025</b>                       | <b>949</b>              | <b>29,990</b>          | <b>1,168</b> | <b>2,325</b>      | <b>34,432</b> | <b>18</b>                           |
| <b>Additions</b>                                  |                         |                        |              | 278               | 278           | 147                                 |
| Transfer from intangible assets under development | -                       | -                      | -            | -                 | -             | -                                   |
| Exchange difference                               | 6                       | 515                    | 3            |                   | 524           |                                     |
| <b>As at March 31, 2026</b>                       | <b>955</b>              | <b>30,505</b>          | <b>1,171</b> | <b>2,603</b>      | <b>35,234</b> | <b>165</b>                          |
| <b>Accumulated amortisation/ Impairment</b>       |                         |                        |              |                   |               |                                     |
| <b>As at April 01, 2024</b>                       | -                       | 4,045                  | 205          | 1,432             | 5,682         | -                                   |
| Charge for the year                               | 122                     | 3,901                  | 324          | 480               | 4,827         | -                                   |
| Exchange difference                               | -                       | 75                     | 2            | 15                | 92            | -                                   |
| <b>As at March 31, 2025</b>                       | <b>122</b>              | <b>8,021</b>           | <b>531</b>   | <b>1,928</b>      | <b>10,601</b> | <b>-</b>                            |
| Charge for the year                               | 142                     | 3,756                  | 339          | 352               | 4,589         |                                     |
| Acquisition of subsidiary                         |                         |                        |              |                   | -             |                                     |
| Exchange difference                               | -                       | 102                    | 3            |                   | 105           |                                     |
| <b>As at March 31, 2026</b>                       | <b>264</b>              | <b>11,879</b>          | <b>872</b>   | <b>2,280</b>      | <b>15,295</b> | <b>-</b>                            |
| <b>Net book value</b>                             |                         |                        |              |                   |               |                                     |
| <b>As at March 31, 2025</b>                       | <b>827</b>              | <b>21,970</b>          | <b>637</b>   | <b>397</b>        | <b>23,831</b> | <b>18</b>                           |
| <b>As at March 31, 2026</b>                       | <b>691</b>              | <b>18,626</b>          | <b>299</b>   | <b>323</b>        | <b>19,939</b> | <b>165</b>                          |

The customer relationships will be fully amortized in 6-7 years (March 31, 2025: 7-8 Years)

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Intangibles assets under development Ageing (IAUD)

As at March 31, 2026

|                                | Amount in IAUD for a period |           |           |                   | Total      |
|--------------------------------|-----------------------------|-----------|-----------|-------------------|------------|
|                                | Less than 1 year            | 1-2 years | 2-3 years | More than 3 years |            |
| Projects in progress           | 165                         | -         | -         | -                 | 165        |
| Projects temporarily suspended | -                           | -         | -         | -                 | -          |
| <b>Total</b>                   | <b>165</b>                  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>165</b> |

As at March 31, 2025

|                                | Amount in IAUD for a period |           |           |                   | Total     |
|--------------------------------|-----------------------------|-----------|-----------|-------------------|-----------|
|                                | Less than 1 year            | 1-2 years | 2-3 years | More than 3 years |           |
| Projects in progress           | 18                          | -         | -         | -                 | 18        |
| Projects temporarily suspended | -                           | -         | -         | -                 | -         |
| <b>Total</b>                   | <b>18</b>                   | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>18</b> |

## 5 Right-of-use assets

|                             | Computer systems | Office equipment | Office buildings | Motor vehicles | Total        |
|-----------------------------|------------------|------------------|------------------|----------------|--------------|
| <b>As at April 01, 2024</b> | <b>1,283</b>     | <b>96</b>        | <b>4,161</b>     | <b>158</b>     | <b>5,698</b> |
| Additions                   | 1,682            | 13               | 1,596            | 680            | 3,971        |
| Acquisition of subsidiary   | 18               | -                | 548              | -              | 566          |
| Disposals                   | -                | -                | (103)            | (5)            | (108)        |
| Depreciation                | (1,105)          | (24)             | (1,875)          | (175)          | (3,179)      |
| Exchange Difference         | 0                | -                | 10               | -              | 10           |
| <b>As at March 31, 2025</b> | <b>1,878</b>     | <b>85</b>        | <b>4,337</b>     | <b>658</b>     | <b>6,958</b> |
| Additions                   | 1,052            | -                | 1,307            | 206            | 2,565        |
| Disposals                   | (1)              | -                | (64)             | (72)           | (137)        |
| Depreciation                | (1,003)          | (23)             | (2,066)          | (260)          | (3,352)      |
| Exchange Difference         | (0)              | -                | 22               | 1              | 23           |
| <b>As at March 31, 2026</b> | <b>1,926</b>     | <b>62</b>        | <b>3,536</b>     | <b>532</b>     | <b>6,056</b> |

The average lease period of the leased assets is 3.8years (March 31, 2025: 3.8 years).

**The group recognized the following expense in the statement of profit and loss pertaining to leased assets:**

|                                                              | March 31, 2026 | March 31, 2025 |
|--------------------------------------------------------------|----------------|----------------|
| Interest expense on lease liabilities - refer note 30        | 677            | 727            |
| Depreciation of Right-of-use assets -refer note 29           | 3,352          | 3,180          |
| Rent expense pertaining to short- term leases -refer note 31 | 771            | 631            |
|                                                              | <b>4,800</b>   | <b>4,539</b>   |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

## 6 Loans

Carried at amortised cost

|                                   | March 31, 2026 | March 31, 2025 |
|-----------------------------------|----------------|----------------|
| <b>Current</b>                    |                |                |
| Loans considered good - Unsecured |                |                |
| Loan to employees                 | 33             | 12             |
|                                   | <b>33</b>      | <b>12</b>      |

## 7 Other financial assets

|                                                             | March 31, 2026 | March 31, 2025 |
|-------------------------------------------------------------|----------------|----------------|
| <b>Non-Current</b>                                          |                |                |
| <b>(a) Other financial assets carried at amortised cost</b> |                |                |
| (unsecured, considered good, unless otherwise stated)       |                |                |
| <b>Non-current</b>                                          |                |                |
| Fixed deposit with maturity of more than 12 months          | 20,027         | 37             |
| Margin money deposits - refer note (i) below                | 6,292          | 6,286          |
| Security deposit                                            | 1,182          | 1,035          |
|                                                             | <b>27,501</b>  | <b>7,358</b>   |
| <b>(i) Margin money deposit is used to secure:</b>          |                |                |
| Term loan - Federal bank                                    | 6,252          | 6,252          |
| Guarantees given                                            | 40             | 34             |
| <b>Current</b>                                              |                |                |
| Interest accrued on fixed deposit                           | 1,129          | 1,858          |
| Unbilled revenue*                                           | 15,398         | 15,299         |
| Security deposit                                            | 273            | 207            |
| Other receivables                                           | 57             | 120            |
|                                                             | <b>16,857</b>  | <b>17,484</b>  |
| Credit impaired                                             | 65             | 11             |
| Less: Allowance for credit impaired loans                   | (65)           | (11)           |
| Less: loss allowance on unbilled revenue                    | (200)          | (257)          |
|                                                             | <b>16,657</b>  | <b>17,227</b>  |

\* Classified as financial asset as right to consideration is unconditional and is due only after a passage of time. Includes ₹ 4,295 lakhs (March 31, 2025 : ₹ 234) from related party. Refer note 39

|                                                                     |               |               |
|---------------------------------------------------------------------|---------------|---------------|
| <b>(b) Derivative instruments carried at fair value through OCI</b> |               |               |
| Designated as Cash flow hedges                                      |               |               |
| Foreign currency forward contracts - refer note 37 (B)              | 7             | 258           |
| Cross currency interest rate swap - refer note 37 (B)               | 20            | 241           |
|                                                                     | <b>27</b>     | <b>499</b>    |
| <b>Total other current financial assets</b>                         | <b>16,684</b> | <b>17,726</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 8A Income tax assets (net)

|                         | March 31, 2026 | March 31, 2025 |
|-------------------------|----------------|----------------|
| <b>Non - current</b>    |                |                |
| Income tax assets (net) | 5,389          | 3,537          |
|                         | <b>5,389</b>   | <b>3,537</b>   |

### 8B Income tax liabilities (net)

|                              | March 31, 2026 | March 31, 2025 |
|------------------------------|----------------|----------------|
| <b>Current</b>               |                |                |
| Income tax liabilities (net) | 315            | 422            |
|                              | <b>315</b>     | <b>422</b>     |

## 9 Other assets

Unsecured, considered good, unless otherwise stated

|                                                  | March 31, 2026 | March 31, 2025 |
|--------------------------------------------------|----------------|----------------|
| <b>Non - current</b>                             |                |                |
| Prepaid expenses                                 | 174            | 170            |
| Balances with statutory / government authorities | 120            | -              |
|                                                  | <b>294</b>     | <b>170</b>     |
| <b>Current</b>                                   |                |                |
| Prepaid expenses                                 | 3,125          | 2,644          |
| Balances with statutory / government authorities | 842            | 621            |
| Advance to employees against expenses            | 78             | 278            |
| Advance to suppliers                             | 735            | 500            |
| Other advances                                   | -              | 6              |
| Contract assets                                  | 5,479          | 1,661          |
|                                                  | <b>10,259</b>  | <b>5,710</b>   |
| Less: loss allowance on contract assets          | (71)           | (28)           |
|                                                  | <b>10,188</b>  | <b>5,682</b>   |

### 10A Deferred tax assets (net)

|                           | March 31, 2026 | March 31, 2025 |
|---------------------------|----------------|----------------|
| Deferred tax assets (net) | 4,408          | 3,613          |
|                           | <b>4,408</b>   | <b>3,613</b>   |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Significant components and movement in deferred tax assets and liabilities during the year ended March 31, 2026 :

|                                                     | April 01, 2025 | Business Acquisition | Recognised in profit or loss | Recognised in Other comprehensive income | Foreign currency translation reserve | March 31, 2026 |
|-----------------------------------------------------|----------------|----------------------|------------------------------|------------------------------------------|--------------------------------------|----------------|
| Mutual funds                                        | (312)          | -                    | (531)                        | -                                        | -                                    | (843)          |
| Goodwill                                            | (154)          | -                    | 0                            | -                                        | -                                    | (154)          |
| Property, plant and equipment and intangible assets | (186)          | -                    | (100)                        | -                                        | -                                    | (286)          |
| Derivative liabilities, net                         | 83             | -                    | -                            | 978                                      | -                                    | 1,061          |
| Loss allowance on trade receivables                 | 584            | -                    | (159)                        | -                                        | -                                    | 425            |
| Right-of-use assets                                 | (1,442)        | -                    | 7                            | -                                        | -                                    | (1,435)        |
| Lease liability                                     | 1,763          | -                    | 4                            | -                                        | -                                    | 1,767          |
| Provision for gratuity and leave encashment         | 1,872          | -                    | 911                          | (142)                                    | -                                    | 2,641          |
| Employee related liabilities                        | 455            | -                    | (193)                        | -                                        | -                                    | 262            |
| Others                                              | 951            | -                    | (47)                         | -                                        | 67                                   | 971            |
| <b>Deferred tax assets (net)</b>                    | <b>3,613</b>   | <b>-</b>             | <b>(108)</b>                 | <b>836</b>                               | <b>67</b>                            | <b>4,408</b>   |

### Significant components and movement in deferred tax assets and liabilities during the year ended March 31, 2025 :

|                                                     | April 01, 2024 | Business Acquisition | Recognised in profit or loss | Recognised in Other comprehensive income | Foreign currency translation reserve | March 31, 2025 |
|-----------------------------------------------------|----------------|----------------------|------------------------------|------------------------------------------|--------------------------------------|----------------|
| Mutual funds                                        | -              | -                    | (312)                        | -                                        | -                                    | (312)          |
| Goodwill                                            | (154)          | -                    | -                            | -                                        | -                                    | (154)          |
| Property, plant and equipment and intangible assets | (232)          | 160                  | (114)                        | -                                        | -                                    | (186)          |
| Derivative assets                                   | 10             | -                    | -                            | 73                                       | -                                    | 83             |
| Loss allowance on trade receivables                 | 217            | 54                   | 313                          | -                                        | -                                    | 584            |
| Right-of-use assets                                 | (1,434)        | (5)                  | (3)                          | -                                        | -                                    | (1,442)        |
| Lease liability                                     | 1,763          | -                    | -                            | -                                        | -                                    | 1,763          |
| Provision for gratuity and leave encashment         | 932            | 245                  | 556                          | 139                                      | -                                    | 1,872          |
| Employee related liabilities                        | 308            | -                    | 147                          | -                                        | -                                    | 455            |
| Others                                              | 227            | 215                  | 398                          | 106                                      | 5                                    | 951            |
| <b>Deferred tax assets (net)</b>                    | <b>1,636</b>   | <b>669</b>           | <b>985</b>                   | <b>318</b>                               | <b>5</b>                             | <b>3,613</b>   |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 10B Deferred tax liabilities (net)

|                                | March 31, 2026 | March 31, 2025 |
|--------------------------------|----------------|----------------|
| Deferred tax liabilities (net) | 3,940          | 4,841          |
|                                | <b>3,940</b>   | <b>4,841</b>   |

#### Significant components and movement in deferred tax assets and liabilities during the year ended March 31, 2026 :

|                                                     | April 01, 2025 | Business Acquisition | Recognised in profit or loss | Recognised in Other comprehensive income # | Foreign currency translation reserve | March 31, 2026 |
|-----------------------------------------------------|----------------|----------------------|------------------------------|--------------------------------------------|--------------------------------------|----------------|
| Property, plant and equipment and intangible assets | 4,841          | -                    | (901)                        | -                                          | -                                    | 3,940          |
| Deferred tax liabilities (net)                      | <b>4,841</b>   | -                    | <b>(901)</b>                 | -                                          | -                                    | <b>3,940</b>   |

#### Significant components and movement in deferred tax assets and liabilities during the year ended March 31, 2025 :

|                                                     | April 01, 2024 | Business Acquisition | Recognised in profit or loss | Recognised in Other comprehensive income # | Foreign currency translation reserve | March 31, 2025 |
|-----------------------------------------------------|----------------|----------------------|------------------------------|--------------------------------------------|--------------------------------------|----------------|
| Property, plant and equipment and intangible assets | 1,902          | 3,916                | (977)                        | -                                          | -                                    | 4,841          |
| Interest payable                                    | (38)           | -                    | 38                           | -                                          | -                                    | -              |
| Loss allowance on trade receivables                 | (60)           | -                    | 60                           | -                                          | -                                    | -              |
| Equity instrument at FVOCI                          | (351)          | -                    | 351                          | -                                          | -                                    | -              |
| Provision for gratuity and leave encashment         | (91)           | -                    | 91                           | -                                          | -                                    | -              |
| Others                                              | (59)           | -                    | 59                           | -                                          | -                                    | -              |
| <b>Deferred tax liabilities (net)</b>               | <b>1,303</b>   | <b>3,916</b>         | <b>(378)</b>                 | -                                          | -                                    | <b>4,841</b>   |

#excludes impact of Foreign currency translation reserve

### 11 Investments

#### Current

#### Carried at fair value through statement of profit and loss

|                                              | March 31, 2026 | March 31, 2025 |
|----------------------------------------------|----------------|----------------|
| <b>Quoted</b>                                |                |                |
| Investment in mutual funds*                  | 50,352         | 35,039         |
|                                              | <b>50,352</b>  | <b>35,039</b>  |
| Aggregate book value of quoted investments   | 50,352         | 35,039         |
| Aggregate market value of quoted investments | 50,352         | 35,039         |
| Aggregate value of unquoted investments      | -              | -              |

\*Includes mutual fund investments on which a lien has been marked amounting to ₹ 41,336 lakhs as at March 31, 2026 (March 31, 2025: Nil).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 12 Trade receivables

#### Carried at amortised cost

|                                                   | March 31, 2026 | March 31, 2025 |
|---------------------------------------------------|----------------|----------------|
| <b>Current</b>                                    |                |                |
| Trade receivables - others                        | 36,507         | 34,873         |
| Trade receivables - related party - refer note 39 | 2,520          | 940            |
| <b>Total trade receivables</b>                    | <b>39,027</b>  | <b>35,813</b>  |
| <b>Break-up for security details</b>              |                |                |
| Unsecured, considered good                        | 39,027         | 35,813         |
| Unsecured, considered doubtful                    | 2,194          | 2,635          |
|                                                   | <b>41,221</b>  | <b>38,448</b>  |
| <b>Impairment allowance</b>                       |                |                |
| Unsecured, considered good                        | (2,194)        | (2,635)        |
| <b>Trade receivables net of impairment</b>        | <b>39,027</b>  | <b>35,813</b>  |

#### Trade receivables Ageing Schedule:

#### As at March 31, 2026

|                                                                               | Outstanding for the following periods from the due date of payment |                    |                  |              |            |                   | Total         |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------|------------------|--------------|------------|-------------------|---------------|
|                                                                               | Unbilled                                                           | Less than 6 months | 6 months-1 years | 1-2 years    | 2-3 years  | More than 3 years |               |
| Undisputed Trade receivables - considered good                                | 30,720                                                             | 8,148              | 767              | 350          | 57         | 48                | 40,090        |
| Undisputed Trade receivables - which have significant increase in credit risk |                                                                    |                    |                  |              |            |                   | -             |
| Undisputed Trade receivables - credit impaired                                | -                                                                  | 46                 | 134              | 675          | 116        | 160               | 1,131         |
| Disputed Trade receivables - considered good                                  |                                                                    |                    |                  |              |            |                   | -             |
| Disputed Trade receivables - which have significant increase in credit risk   |                                                                    |                    |                  |              |            |                   | -             |
| Disputed Trade receivables - credit impaired                                  |                                                                    |                    |                  |              |            |                   | -             |
| <b>Total</b>                                                                  | <b>30,720</b>                                                      | <b>8,194</b>       | <b>901</b>       | <b>1,025</b> | <b>173</b> | <b>208</b>        | <b>41,221</b> |
| Less: Impairment allowance                                                    |                                                                    |                    |                  |              |            |                   | (2,194)       |
| <b>Total</b>                                                                  |                                                                    |                    |                  |              |            |                   | <b>39,027</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### As at March 31, 2025

|                                                                               | Outstanding for the following periods from the due date of payment |                    |                  |            |           |                   | Total         |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------|------------------|------------|-----------|-------------------|---------------|
|                                                                               | Unbilled                                                           | Less than 6 months | 6 months-1 years | 1-2 years  | 2-3 years | More than 3 years |               |
| Undisputed Trade receivables - considered good                                | 25,421                                                             | 10,313             | 442              | 9          | -         | -                 | 36,185        |
| Undisputed Trade receivables - which have significant increase in credit risk | -                                                                  | -                  | -                | -          | -         | -                 | -             |
| Undisputed Trade receivables - credit impaired                                | 37                                                                 | 1,261              | 459              | 244        | 69        | 193               | 2,263         |
| Disputed Trade receivables - considered good                                  | -                                                                  | -                  | -                | -          | -         | -                 | -             |
| Disputed Trade receivables - which have significant increase in credit risk   | -                                                                  | -                  | -                | -          | -         | -                 | -             |
| Disputed Trade receivables - credit impaired                                  | -                                                                  | -                  | -                | -          | -         | -                 | -             |
| <b>Total</b>                                                                  | <b>25,458</b>                                                      | <b>11,574</b>      | <b>901</b>       | <b>253</b> | <b>69</b> | <b>193</b>        | <b>38,448</b> |
| Less: Impairment allowance                                                    |                                                                    |                    |                  |            |           |                   | (2,635)       |
| <b>Total</b>                                                                  |                                                                    |                    |                  |            |           |                   | <b>35,813</b> |

(i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member, except as disclosed in note 39

(ii) Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.

(iii) For terms and conditions relating to related party receivables refer note 39.

(iv) For unbilled revenue refer note 7

## 13 Cash and cash equivalents

|                                                                              | March 31, 2026 | March 31, 2025 |
|------------------------------------------------------------------------------|----------------|----------------|
| Balances with banks:                                                         |                |                |
| - in current accounts                                                        | 9,424          | 11,482         |
| - in EEFC accounts                                                           | 2,541          | 429            |
| Deposits with original maturity of less than three months - refer note below | 1              | 1              |
|                                                                              | <b>11,966</b>  | <b>11,912</b>  |

### Note:

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

## 14 Bank and bank balance other than cash and cash equivalents

|                                               | March 31, 2026 | March 31, 2025 |
|-----------------------------------------------|----------------|----------------|
| Fixed deposit                                 | 27,085         | 19,638         |
| Margin money deposits - refer note (i) below  | 52,179         | 73,892         |
| Balances with bank in unpaid dividend account | 41             | 381            |
|                                               | <b>79,305</b>  | <b>93,911</b>  |
| (i) Margin money deposit is used to secure:   |                |                |
| Working capital facility and bank overdrafts  | 51,407         | 65,880         |
| Term loan - Federal bank                      | -              | -              |
| Guarantees given                              | 772            | 8,012          |

## 15 Share Capital

### Equity share capital

#### i) Authorised share capital

|                                         | Numbers             | Amount       |
|-----------------------------------------|---------------------|--------------|
| <b>Equity share capital of ₹ 2 each</b> |                     |              |
| <b>As at April 01, 2024</b>             | 22,93,00,000        | 4,586        |
| Increase during the year                | -                   | -            |
| <b>As at March 31, 2025</b>             | <b>22,93,00,000</b> | <b>4,586</b> |
| Increase during the year                | -                   | -            |
| <b>As at March 31, 2026</b>             | <b>22,93,00,000</b> | <b>4,586</b> |

#### ii) Issued, subscribed and fully paid up Equity share capital

|                                                        | Issued Share Capital (A) | Treasury shares (B) | Total (A+B)         | Amount       |
|--------------------------------------------------------|--------------------------|---------------------|---------------------|--------------|
| <b>Equity share capital of ₹ 2 each, fully paid up</b> |                          |                     |                     |              |
| <b>As at April 01, 2024</b>                            | 152,274,811              | (2,920,385)         | 14,93,54,426        | 2,987        |
| Exercise of share options - refer note (16)            | -                        | 692,441             | 6,92,441            | 14           |
| <b>As at March 31, 2025</b>                            | <b>15,22,74,811</b>      | <b>(2,227,944)</b>  | <b>15,00,46,867</b> | <b>3,001</b> |
| Exercise of share options - refer note (16)            | -                        | 215,069             | 215,069             | 4            |
| <b>As at March 31, 2026</b>                            | <b>15,22,74,811</b>      | <b>(2,012,875)</b>  | <b>15,02,61,936</b> | <b>3,005</b> |

(1) During the year ended March 31, 2026, Employee Stock Option Trust (ESOP trust) issued 2,15,069 (March 31, 2025 - 6,92,441) equity shares to the employees upon exercise of employee stock options.

(2) The outstanding equity shares as at April 01, 2024, March 31, 2025 and March 31, 2026 are presented net of treasury shares.

#### (iii) Terms/ rights attached to equity shares

The Company has a single class of equity share of par value ₹ 2 each. Each holder of the equity shares is entitled to one vote per share and carries a right to dividends as and when declared by the Company.

In the event of liquidation of the Company, the holders of equity shares, will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### (iv) Details of shareholders holding more than 5% shares in the Company: -

|                                             | March 31, 2026 |                    | March 31, 2025 |                    |
|---------------------------------------------|----------------|--------------------|----------------|--------------------|
|                                             | No of Shares   | Holding percentage | No of Shares   | Holding percentage |
| <b>Equity shares of ₹ 2 each fully paid</b> |                |                    |                |                    |
| Mr. Ashok Soota (Promoter)                  | 4,92,45,787    | 32.77%             | 49,245,787     | 32.82%             |
| Ashok Soota Medical Research LLP            | 1,79,48,784    | 11.94%             | 17,948,784     | 11.96%             |
| SBI Small Cap Fund                          | 1,01,74,484    | 6.77%              | 11,712,365     | 7.81%              |

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

- (v) The Company has not issued any bonus shares or shares for consideration other than cash during the period of five years immediately preceding the reporting date.

### (vi) Details of shares held by promoters

#### As at March 31, 2026

|                                      | Promoter name                    | No of shares at the beginning of the year | Change during the year | No of shares at the end of the year | % of Total Shares | % change during the year |
|--------------------------------------|----------------------------------|-------------------------------------------|------------------------|-------------------------------------|-------------------|--------------------------|
| Equity shares of ₹ 2 each fully paid | Mr. Ashok Soota                  | 49,245,787                                | -                      | 49,245,787                          | 32.77%            | 0.00%                    |
| Equity shares of ₹ 2 each fully paid | Ashok Soota Medical Research LLP | 17,948,784                                | -                      | 17,948,784                          | 11.94%            | 0.00%                    |

#### As at March 31, 2025

|                                      | Promoter name                    | No of shares at the beginning of the year | Change during the year | No of shares at the end of the year | % of Total Shares | % change during the year |
|--------------------------------------|----------------------------------|-------------------------------------------|------------------------|-------------------------------------|-------------------|--------------------------|
| Equity shares of ₹ 2 each fully paid | Mr. Ashok Soota                  | 58,382,277                                | (9,136,490)            | 49,245,787                          | 32.97%            | (15.65)%                 |
| Equity shares of ₹ 2 each fully paid | Ashok Soota Medical Research LLP | 17,948,784                                | -                      | 17,948,784                          | 12.02%            | 0.00%                    |

## 16 Treasury shares

|                                             | No of shares     |
|---------------------------------------------|------------------|
| <b>As at April 01, 2024</b>                 | <b>29,20,385</b> |
| Issue for cash on exercise of share options | (6,92,441)       |
| <b>As at March 31, 2025</b>                 | <b>22,27,944</b> |
| Issue for cash on exercise of share options | (2,15,069)       |
| <b>As at March 31, 2026</b>                 | <b>20,12,875</b> |

(i) For terms/ rights attached to treasury shares refer note 15 (iii) above

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

## 17 Other equity

|                                                            | March 31, 2026 | March 31, 2025 |
|------------------------------------------------------------|----------------|----------------|
| Securities premium account                                 | 90,654         | 90,582         |
| Retained earnings                                          | 76,784         | 64,487         |
| Cash flow hedge reserve                                    | (3,154)        | (246)          |
| Foreign currency translation reserve                       | 2,726          | 1,282          |
| Share options outstanding reserve                          | 650            | 68             |
| Equity instrument through Other comprehensive income (OCI) | (1,716)        | (1,716)        |
|                                                            | <b>165,944</b> | <b>154,457</b> |

|                                                                           | March 31, 2026 | March 31, 2025 |
|---------------------------------------------------------------------------|----------------|----------------|
| <b>a) Securities premium account</b>                                      |                |                |
| Opening balance                                                           | 90,582         | 90,318         |
| Exercise of share option by employees                                     | 43             | 170            |
| Transferred from ESOP reserve for options exercised                       | 29             | 94             |
| Closing balance                                                           | <b>90,654</b>  | <b>90,582</b>  |
| <b>b) Retained earnings</b>                                               |                |                |
| Opening balance                                                           | 64,487         | 55,042         |
| Profit for the year                                                       | 21,262         | 18,466         |
| Other comprehensive income recognised directly in retained earnings       | 421            | (414)          |
| Dividend - refer note 18                                                  | (9,386)        | (8,608)        |
| Transferred from share option outstanding reserve for options forfeited   | -              | 1              |
| Closing balance                                                           | <b>76,784</b>  | <b>64,487</b>  |
| <b>c) Cash flow hedge reserve</b>                                         |                |                |
| Opening balance                                                           | (246)          | (28)           |
| Net movement on effective portion of cash flow hedges - refer note 37 (B) | (2,908)        | (219)          |
| Closing balance                                                           | <b>(3,154)</b> | <b>(246)</b>   |
| <b>d) Foreign currency translation reserve</b>                            |                |                |
| Opening balance                                                           | 1,282          | 861            |
| Additions during the period                                               | 1,444          | 421            |
| Closing balance                                                           | <b>2,726</b>   | <b>1,282</b>   |
| <b>e) Share options outstanding reserve</b>                               |                |                |
| Opening balance                                                           | 68             | 163            |
| Employee compensation expense for the year - refer note 43                | 611            | -              |
| Transferred to retained earnings for options forfeited                    | -              | (1)            |
| Transferred to securities premium for options exercised                   | (29)           | (94)           |
| Closing balance                                                           | <b>650</b>     | <b>68</b>      |
| <b>f) Equity instrument through Other comprehensive income (OCI)</b>      |                |                |
| Opening balance                                                           | (1,716)        | (1,319)        |
| Additions during the period, net of taxes - refer note 36 (v)             | -              | (397)          |
| Foreign exchange                                                          | -              | -              |
| Closing balance                                                           | <b>(1,716)</b> | <b>(1,716)</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Note

Securities premium account has been created consequent to issue of shares at premium. The reserve can be utilised in accordance with the provisions of the Companies Act 2013.

### b) Retained earnings :

Retained earnings comprises of prior year's and current year's undistributed earnings/accumulated losses after tax.

### c) Cash flow hedge reserve :

The Group uses foreign currency forward contracts to hedge the highly probable forecasted transaction and interest rate swaps to hedge the interest rate risk associated with foreign currency term loan. The effective portion of fair value gain/loss of the hedge instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to the Statement of Profit and Loss when the hedged item affects profit or loss.

### d) Foreign currency translation reserve :

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to statement of profit and loss when the net investment is disposed-off.

### e) Share options outstanding reserve :

The share based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee Stock Option Plan.

### f) Equity instrument through Other comprehensive income (OCI)

The Group has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity shares are derecognised.

### Distribution made

## 18 Dividends on equity shares declared and paid :

|                                                                                                                     | March 31, 2026 | March 31, 2025 |
|---------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| Final dividend paid for the year ended on March 31, 2025 : 3.5/- per share<br>(March 31, 2024 : ₹ 3.25/- per share) | 5,252          | 4,854          |
| Interim dividend for the year ended on March 31, 2026 : ₹ 2.75/- per share<br>(March 31, 2025 : 2.5/- per share)    | 4,134          | 3,754          |
|                                                                                                                     | <b>9,386</b>   | <b>8,608</b>   |

## 19 Borrowings

### Carried at amortised cost

|                                                   | March 31, 2026 | March 31, 2025 |
|---------------------------------------------------|----------------|----------------|
| <b>Non current</b>                                |                |                |
| <b>Secured</b>                                    |                |                |
| Term loan from bank                               |                |                |
| Foreign currency term loan - refer note (a) below | 7,586          | -              |
| Term loan from bank - refer note (b) below        | 9,445          | 10,444         |
| <b>Unsecured</b>                                  |                |                |
| Term loan from bank - refer note (c) below        | 24,419         | 24,061         |
|                                                   | <b>41,450</b>  | <b>34,505</b>  |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                              | March 31, 2026 | March 31, 2025 |
|--------------------------------------------------------------|----------------|----------------|
| Less: Current maturities of rupee term loan                  | (1,103)        | (968)          |
| Less: Current maturities of unsecured term loan              | (4,633)        | -              |
| Less: Current maturities of Foreign currency term loan       | (1,422)        | -              |
| <b>Total non-current borrowings</b>                          | <b>34,292</b>  | <b>33,537</b>  |
| <b>Current</b>                                               |                |                |
| <b>Secured</b>                                               |                |                |
| Loans from banks                                             |                |                |
| Foreign currency loan (PCFC) - refer note (e)                | 23,471         | 22,654         |
| Bank overdraft - refer note (e) below                        | 68,345         | 44,778         |
| Foreign currency term loan - refer note (a) below            | 1,422          | 6,154          |
| Redeemable non-convertible debentures - refer note (d) below | 8,000          | 8,000          |
| Current maturities of term loans                             |                |                |
| Rupee term loan from bank - refer note (b) below             | 1,103          | 968            |
| Rupee term loan from bank - refer note (c) below             | 4,633          | -              |
| <b>Total current borrowings</b>                              | <b>106,974</b> | <b>82,554</b>  |

### Notes

(a) Foreign currency term loan of ₹ 7,586 lakhs (USD 8.00 million) was borrowed from Citi bank carrying a floating interest rate of O/N SOFR (Secured Over night Financing Rate) + spread. Interest rate ranged from 5.20% to 5.93% . The loan is repayable in 60 equal monthly instalments, with 1 year moratorium period, commencing from September 01, 2024. The loan is secured by the way of corporate guarantee by Happiest Minds Technologies Limited. The loan was raised exclusively for funding the acquisition of Aureus Tech Systems LLC.

(b) Rupee term loan of ₹ 9,445 lakhs from Federal bank carries an effective interest rate of 7.9% per annum (March 31, 2025 : 7.9%). The loan is repayable in 120 monthly instalment commencing from August 15, 2022 and will mature on July 15, 2032. The proceeds from the loan was utilized for the acquisition of building -SJR Equinox, including the land comprised therein, situated at Electronic City, Bengaluru. The loan is secured by way of exclusive charge on such land and building together with all the fixtures in the building along with lien on fixed deposits equivalent to three months equated monthly instalments (refer note 7).

The Company has entered into an Cross currency interest rate swap with respect to aforementioned loan over the tenure, which has resulted in an effective interest rate of 4.21% per annum."

(c) The unsecured term loan from bank carries an interest rate of 7.5% fixed (March 31, 2025 : 8.60% ). The loan is repayable in 60 months commencing from October 14, 2024 to October 14, 2029. The Company has entered into interest rate swap derivative agreement to convert the fixed interest loan to floating interest rate benchmarked to 1M T-bill + 2.1% spread in two tranches i. ₹ 20,000 lakhs as on January 01, 2026 and ii. ₹ 4,900 lakhs as on March 12, 2026.

(d) The Company had issued 4,500 and 3,500 rated, listed, negotiable, unsecured, redeemable non-convertible debentures (NCDs) aggregating to ₹ 8,000 lakhs were issued during FY 23-24 on a private placement basis, carrying a coupon rate of 3m T-bill + 2.35% p.a payable quarterly. Each NCD has face value of ₹ 1 lakh and is redeemable at face value at the end of 3<sup>rd</sup> year from the date of respective allotment. NCDs were allotted on May 8, 2023 and September 26, 2023 respectively and will mature on May 8, 2026 and September 26, 2026 respectively. The proceeds from NCDs has been utilised for general corporate purpose. The investor and the issuer has put and call option respectively, for the redemption of debenture at face value on the coupon payment date falling on the expiry of one year or two years from the deemed date of allotment. Consequently, the NCDs are classified as current borrowings.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

- (e) Company has availed lines of credit from banks in the form of Packing Credit in Foreign Currency (PCFC) and Overdraft to meet the working capital requirements and other short term requirements.

### Packing credit in foreign currency (PCFC):

During the current year the total sanctioned limit was ₹ 39,500 lakhs (March 31, 2025 - ₹ 31,500 lakhs). Loans were drawn in USD which carried floating interest rate benchmarked to SOFR + Spread. Interest rates ranged from 4.29% to 5.26% (March 31, 2025 5.04% to 6.27%). Tenor of the loan ranged from 90 days to 180 days. Loans were secured by way of pari-passu charge on current assets of the Company. These loans were sanctioned as revolving credit which will be renewed on periodic basis. The loans stipulate certain financial covenants as per the terms agreed and the Company has complied with all the covenants to the satisfaction of the banks.

### Overdraft facility:

The total sanctioned overdraft limit was ₹ 82,375 lakhs (March 31, 2025 - ₹ 59,800 lakhs). Interest rates on overdraft was charged with a mark up on fixed deposit interest rates. Mark ups ranged from 55bps to 75bps. Loans were fully secured by way of lien on fixed deposit equivalent to ₹ 51,406 lakhs (March 31, 2025 - ₹ 65,880 lakhs) and through pledge of mutual funds equivalent to INR 41,336 lakhs (March 31, 2025 - nil) (refer note 14).

### Non-fund based facility:

Company availed non-fund based revolving facility of ₹ 767 lakhs (March 31, 2025 - ₹ 7,827 lakhs) which can be used for issuance of letter of credits and bank guarantees"

- (f) PCFC loan from RBL bank, Federal bank, Kotak Mahindra, NCDs and Rupee term loan from Federal bank contains covenants pertaining to current ratio, interest coverage ratio, total outstanding liability to adjusted tangible net worth ratio, total debt to EBITDA, Debt service coverage ratio. The Company has satisfied all the debt covenants prescribed in the terms of the borrowings. Other borrowings do not have any debt covenants. The Company has not defaulted in any of the loans payable. Monthly statement of book debts filed by the Company with banks in respect of the PCFC facilities, are in agreement with the books of accounts.

The table below details change in the Group's liabilities arising from financing activities, including both cash and non-cash changes

|                                  | Non-current borrowings # | Current borrowings |
|----------------------------------|--------------------------|--------------------|
| <b>As at April 01, 2024</b>      | <b>11,278</b>            | <b>32,959</b>      |
| Financing cash flows (net)       | 23,223                   | 48,826             |
| Non cash movements:              |                          |                    |
| Amortisation of transaction cost | -                        | -                  |
| Foreign exchange difference      | 4                        | (199)              |
| <b>As at March 31, 2025</b>      | <b>34,505</b>            | <b>81,586</b>      |
| Financing cash flows (net)       | 6,679                    | 17,299             |
| Non cash movements:              |                          |                    |
| Amortisation of transaction cost | -                        | -                  |
| Impact of Fair value hedge       | (470)                    | -                  |
| Foreign exchange difference      | 736                      | 931                |
| <b>As at March 31, 2026</b>      | <b>41,450</b>            | <b>99,816</b>      |

#Current maturities of term loans are included in the Non-current borrowings

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

## 20 Lease liabilities

### Carried at amortised cost

|                                               | March 31, 2026 | March 31, 2025 |
|-----------------------------------------------|----------------|----------------|
| <b>Non current</b>                            |                |                |
| Lease liabilities                             | 7,399          | 8,268          |
|                                               | <b>7,399</b>   | <b>8,268</b>   |
| Less: Current maturities of lease liabilities | (3,293)        | (3,258)        |
| <b>Total non-current Lease liabilities</b>    | <b>4,106</b>   | <b>5,010</b>   |
| <b>Current</b>                                |                |                |
| Lease liabilities                             | 3,293          | 3,258          |
| <b>Total current lease liabilities</b>        | <b>3,293</b>   | <b>3,258</b>   |

- (i) Movement in lease liabilities for year ended March 31, 2026 and March 31, 2025

|                                                         | March 31, 2026 | March 31, 2025 |
|---------------------------------------------------------|----------------|----------------|
| Balance at beginning of the year                        | 8,268          | 6,982          |
| Acquisition of subsidiary                               | -              | 588            |
| Additions                                               | 2,630          | 3,957          |
| Finance cost incurred during the period - refer note 30 | 677            | 727            |
| Disposal                                                | (139)          | (79)           |
| Payment of lease liabilities                            | (4,061)        | (3,899)        |
| Exchange difference                                     | 24             | (8)            |
| <b>Balance at the end of the year</b>                   | <b>7,399</b>   | <b>8,268</b>   |

- (ii) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2026 and March 31, 2025

|                      | March 31, 2026 | March 31, 2025 |
|----------------------|----------------|----------------|
| Less than one year   | 3,778          | 3,832          |
| One to five years    | 4,435          | 5,311          |
| More than five years | -              | -              |

- (iii) The Group had total cash outflow of ₹ 4,058 lakhs during the year ended March 31, 2026 (March 31, 2025 - ₹ 3,899 lakhs) for leases recognized in balance sheet. The Group has made a non-cash addition to lease liabilities of ₹ 2,630 lakhs during the year ended March 31, 2026 (March 31, 2025 - ₹ 3,942 lakhs).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 21 Other financial liabilities

|                                                                 | March 31, 2026 | March 31, 2025 |
|-----------------------------------------------------------------|----------------|----------------|
| <b>Non-Current</b>                                              |                |                |
| <b>Carried at fair value through profit or loss</b>             |                |                |
| Contingent consideration - refer note 36 (iv) and 36 (v)        | -              | 1,445          |
| Optionally Convertible Redeemable Preference Shares (OCRPS)     | -              | 6,272          |
| <b>Fair value hedges</b>                                        |                |                |
| Interest rate swaps - refer note 37 (B)                         | 416            | -              |
|                                                                 | <b>416</b>     | <b>7,717</b>   |
| <b>Carried at fair value through other comprehensive income</b> |                |                |
| Cash flow hedges                                                |                |                |
| Cross currency interest rate swap - refer note 37 (B)           | 1,715          | 613            |
|                                                                 | <b>1,715</b>   | <b>613</b>     |
| <b>Total non - current financial liabilities</b>                | <b>2,131</b>   | <b>8,330</b>   |
| <b>Current</b>                                                  |                |                |
| <b>Carried at amortised cost</b>                                |                |                |
| Employee related liabilities                                    | 4,578          | 4,601          |
| Unpaid dividend                                                 | 41             | 46             |
| Capital creditors                                               | 262            | 287            |
| Purchase consideration withheld                                 | -              | 443            |
| Accrued interest payable                                        | 323            | 77             |
|                                                                 | <b>5,204</b>   | <b>5,454</b>   |
| <b>Carried at fair value through profit or loss</b>             |                |                |
| Contingent consideration - refer note 36 (iv) and 36 (v)        | 144            | 8,855          |
| Optionally Convertible Redeemable Preference Shares (OCRPS)     | 754            | -              |
| <b>Fair value hedges</b>                                        |                |                |
| Interest rate swaps - refer note 37 (B)                         | 22             | -              |
|                                                                 | <b>920</b>     | <b>8,855</b>   |
| <b>Carried at fair value through Other Comprehensive Income</b> |                |                |
| Cash flow hedges                                                |                |                |
| Foreign currency forward contracts - refer note 37 (B)          | 2,552          | 217            |
|                                                                 | <b>2,552</b>   | <b>217</b>     |
| <b>Total other current financial liabilities</b>                | <b>8,676</b>   | <b>14,526</b>  |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 22 Provisions

|                                                    | March 31, 2026 | March 31, 2025 |
|----------------------------------------------------|----------------|----------------|
| <b>Non-current</b>                                 |                |                |
| Provision for gratuity - refer note 35             | 8,914          | 5,940          |
|                                                    | <b>8,914</b>   | <b>5,940</b>   |
| <b>Current</b>                                     |                |                |
| Provision for compensated absences - refer note 35 | 3,794          | 3,507          |
| Provision for warranty                             | 17             | 12             |
|                                                    | <b>3,811</b>   | <b>3,519</b>   |

#### Movement during the year - Provision for warranty

|                                     | Amount    |
|-------------------------------------|-----------|
| <b>Balance as at April 01, 2024</b> | <b>10</b> |
| Arising during the year             | 10        |
| Utilised/ reversed during the year  | (8)       |
| Exchange (gain)/ loss               | -         |
| <b>Balance as at March 31, 2025</b> | <b>12</b> |
| Arising during the year             | -         |
| Utilised/ reversed during the year  | -         |
| Exchange (gain)/ loss               | 5         |
| <b>Balance as at March 31, 2026</b> | <b>17</b> |

### 23 Contract liabilities

|                                         | March 31, 2026 | March 31, 2025 |
|-----------------------------------------|----------------|----------------|
| <b>Current</b>                          |                |                |
| Unearned revenue - refer note (i) below | 3,401          | 2,194          |
|                                         | <b>3,401</b>   | <b>2,194</b>   |

(i) The Group has rendered the service and have recognised the revenue of ₹ 1,207 lakhs (March 31, 2025: ₹ 369 lakhs) during the year from the unearned revenue balance at the beginning of the year.

### 24 Trade payables

#### Carried at amortised cost

|                                                                                            | March 31, 2026 | March 31, 2025 |
|--------------------------------------------------------------------------------------------|----------------|----------------|
| Total outstanding dues of micro enterprises and small enterprises - refer note (iii) below | 547            | 225            |
| Total outstanding dues of creditors other than micro enterprises and small enterprises     | 9,104          | 10,256         |
|                                                                                            | <b>9,651</b>   | <b>10,481</b>  |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Trade payables Ageing Schedule

As at March 31, 2026

|                                                                                        | Outstanding for the following periods from the due date of payment |                  |            |           |                   |              |
|----------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------|------------|-----------|-------------------|--------------|
|                                                                                        | Not Due                                                            | Less than 1 year | 1-2 years  | 2-3 years | More than 3 years | Total        |
| Total outstanding dues of micro enterprises and small enterprises                      | 400                                                                | 147              | -          | -         | -                 | 547          |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 905                                                                | 817              | 101        | 10        | -                 | 1,833        |
| Disputed dues of micro enterprises and small enterprises                               | -                                                                  | -                | -          | -         | -                 | -            |
| Disputed dues of creditors other than micro enterprises and small enterprises          | -                                                                  | -                | -          | -         | -                 | -            |
| Provision for expenses                                                                 | -                                                                  | -                | -          | -         | -                 | 7,271        |
|                                                                                        | <b>1,305</b>                                                       | <b>964</b>       | <b>101</b> | <b>10</b> | <b>-</b>          | <b>9,651</b> |

As at March 31, 2025

|                                                                                        | Outstanding for the following periods from the due date of payment |                  |           |           |                   |               |
|----------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------|-----------|-----------|-------------------|---------------|
|                                                                                        | Not Due                                                            | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total         |
| Total outstanding dues of micro enterprises and small enterprises                      | 39                                                                 | 186              | -         | -         | -                 | 225           |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 138                                                                | 1,797            | 12        | 5         | -                 | 1,952         |
| Disputed dues of micro enterprises and small enterprises                               | -                                                                  | -                | -         | -         | -                 | -             |
| Disputed dues of creditors other than micro enterprises and small enterprises          | -                                                                  | 26               | -         | -         | -                 | 26            |
| Provision for expenses                                                                 | -                                                                  | -                | -         | -         | -                 | 8,278         |
|                                                                                        | <b>177</b>                                                         | <b>2,009</b>     | <b>12</b> | <b>5</b>  | <b>-</b>          | <b>10,481</b> |

Terms and conditions of above trade payables:

- (i) Trade payables are non-interest bearing and are normally settled on 0 to 90 days terms
- (ii) For explanation of Group's liquidity risk - refer note 37 (D)

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 25 Other current liabilities

|                        | March 31, 2026 | March 31, 2025 |
|------------------------|----------------|----------------|
| Statutory dues payable | 4,055          | 3,794          |
| Other payables         | 3              | 42             |
|                        | <b>4,058</b>   | <b>3,836</b>   |

### 26 Revenue from contracts with customers

|                                      | For the year ended |                |
|--------------------------------------|--------------------|----------------|
|                                      | March 31, 2026     | March 31, 2025 |
| Revenue from service                 | 230,925            | 203,820        |
| Revenue from license                 | 774                | 2,500          |
| <b>Gross revenue from operations</b> | <b>231,699</b>     | <b>206,319</b> |
| Less : cash discounts                | (188)              | (235)          |
| <b>Net revenue from operations</b>   | <b>231,511</b>     | <b>206,084</b> |
| Revenue from service                 | 230,737            | 203,585        |
| Revenue from license                 | 774                | 2,500          |
|                                      | <b>231,511</b>     | <b>206,084</b> |

#### 26.1 Disaggregated revenue information

| Segment                                              | For the year ended March 31, 2026             |                                          |                                 |                |
|------------------------------------------------------|-----------------------------------------------|------------------------------------------|---------------------------------|----------------|
|                                                      | Infrastructure Management & Security Services | Product and Digital Engineering Services | Generative AI Business Services | Total          |
| Revenue from contract with customers                 | 38,909                                        | 184,736                                  | 7,866                           | 231,511        |
| <b>Total revenue from contracts with customers</b>   | <b>38,909</b>                                 | <b>184,736</b>                           | <b>7,866</b>                    | <b>231,511</b> |
| India                                                | 9,757                                         | 23,686                                   | 3,106                           | 36,549         |
| Outside India                                        | 29,152                                        | 161,050                                  | 4,760                           | 194,962        |
| <b>Total revenue from contracts with customers</b>   | <b>38,909</b>                                 | <b>184,736</b>                           | <b>7,866</b>                    | <b>231,511</b> |
| <b>Timing of revenue recognition</b>                 |                                               |                                          |                                 |                |
| Licenses transferred at a point in time              | 506                                           | 268                                      | -                               | 774            |
| Fixed price project - services transferred over time | 16,865                                        | 35,498                                   | 4,923                           | 57,286         |
| Time and material - services transferred over time   | 21,538                                        | 148,970                                  | 2,943                           | 173,451        |
| <b>Total revenue from contracts with customers</b>   | <b>38,909</b>                                 | <b>184,736</b>                           | <b>7,866</b>                    | <b>231,511</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

| Segment                                              | For the year ended March 31, 2025             |                                          |                                 | Total          |
|------------------------------------------------------|-----------------------------------------------|------------------------------------------|---------------------------------|----------------|
|                                                      | Infrastructure Management & Security Services | Product and Digital Engineering Services | Generative AI Business Services |                |
| Revenue from contract with customers                 | 32,832                                        | 169,690                                  | 3,562                           | 206,084        |
| <b>Total revenue from contracts with customers</b>   | <b>32,832</b>                                 | <b>169,690</b>                           | <b>3,562</b>                    | <b>206,084</b> |
| India                                                | 3,202                                         | 25,251                                   | 1,075                           | 29,528         |
| Outside India                                        | 29,630                                        | 144,440                                  | 2,486                           | 176,556        |
| <b>Total revenue from contracts with customers</b>   | <b>32,832</b>                                 | <b>169,691</b>                           | <b>3,561</b>                    | <b>206,084</b> |
| <b>Timing of revenue recognition</b>                 |                                               |                                          |                                 |                |
| Licenses transferred at a point in time              | 454                                           | 2,046                                    | -                               | 2,500          |
| Fixed price project - services transferred over time | 5,694                                         | 15,159                                   | 1,288                           | 22,141         |
| Time and material - services transferred over time   | 26,684                                        | 152,486                                  | 2,273                           | 181,443        |
| <b>Total revenue from contracts with customers</b>   | <b>32,832</b>                                 | <b>169,691</b>                           | <b>3,561</b>                    | <b>206,084</b> |

### 26.2 Contract balances

|                                                | March 31, 2026 | March 31, 2025 |
|------------------------------------------------|----------------|----------------|
| Trade receivables, net of expected credit loss | 39,027         | 35,813         |
| Unbilled revenue, net of expected credit loss  | 15,198         | 15,042         |
| Contract assets                                | 5,408          | 1,633          |
| Contract liabilities                           | 3,401          | 2,194          |

### 26.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

|                                             | For the year ended |                |
|---------------------------------------------|--------------------|----------------|
|                                             | March 31, 2026     | March 31, 2025 |
| Revenue as per contract price               | 232,669            | 207,296        |
| Discount                                    | (1,158)            | (1,212)        |
| <b>Revenue from contract with customers</b> | <b>231,511</b>     | <b>206,084</b> |

**26.4** The Group has applied practical expedient as given in Ind AS 115 for not disclosing the remaining performance obligation for contracts that have original expected duration of one year or lesser and for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material. The Group have fixed price contracts for a period of more than one year, the remaining performance obligation for these contracts is ₹ 2,524 lakhs (March 31, 2025: ₹ 1,639 lakhs). The revenue for remaining performance obligation is expected to be recognised over period of 1-3 years (March 31, 2025: 1-3 years).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 27 Other income

|                                                            | For the year ended |                |
|------------------------------------------------------------|--------------------|----------------|
|                                                            | March 31, 2026     | March 31, 2025 |
| Interest income on:                                        |                    |                |
| Deposits with bank                                         | 6,004              | 8,898          |
| Financial instrument measured at amortised cost            | 76                 | 78             |
| Financial instrument designated as fair value hedge, net   | 32                 | -              |
|                                                            | <b>6,112</b>       | <b>8,976</b>   |
| Fair value gain on investment measured at FVTPL            | 2,110              | 1,240          |
| Gain on sale of investments measured at FVTPL              | 405                | 1              |
| Exchange gain/(loss)                                       | (611)              | (338)          |
| Gain on property, plant and equipment sold / scrapped, net | 29                 | 19             |
| Miscellaneous income                                       | 452                | 240            |
|                                                            | <b>2,385</b>       | <b>1,162</b>   |
|                                                            | <b>8,497</b>       | <b>10,138</b>  |

### 28 Employee benefits expense

|                                             | For the year ended |                |
|---------------------------------------------|--------------------|----------------|
|                                             | March 31, 2026     | March 31, 2025 |
| Salaries, wages and bonus                   | 144,984            | 127,226        |
| Contribution to provident fund              | 6,475              | 5,882          |
| Share based payment expense - refer note 43 | 611                | -              |
| Gratuity expense - refer note 35            | 2,004              | 1,280          |
| Compensated absences                        | 1,284              | 1,485          |
| Staff welfare expenses                      | 737                | 661            |
|                                             | <b>156,095</b>     | <b>136,534</b> |

### 29 Depreciation and amortisation expense

|                                                              | For the year ended |                |
|--------------------------------------------------------------|--------------------|----------------|
|                                                              | March 31, 2026     | March 31, 2025 |
| Depreciation of property, plant and equipment - refer note 3 | 878                | 863            |
| Amortisation of intangible assets - refer note 4             | 4,589              | 4,827          |
| Depreciation of right-of-use assets - refer note 5           | 3,352              | 3,180          |
|                                                              | <b>8,819</b>       | <b>8,870</b>   |

### 30 Finance costs

|                                                   | For the year ended |                |
|---------------------------------------------------|--------------------|----------------|
|                                                   | March 31, 2026     | March 31, 2025 |
| Interest expense on:                              |                    |                |
| Borrowings                                        | 7,965              | 7,259          |
| Non convertible debenture                         | 636                | 1,125          |
| Lease liabilities - refer note 20                 | 677                | 727            |
| Unwinding of interest in contingent consideration | 80                 | 526            |
| Unwinding interest on OCRPS                       | 378                | 311            |
|                                                   | <b>9,736</b>       | <b>9,948</b>   |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 31 Other expenses

|                                                         | For the year ended |                |
|---------------------------------------------------------|--------------------|----------------|
|                                                         | March 31, 2026     | March 31, 2025 |
| Power and fuel                                          | 499                | 514            |
| Subcontractor charges                                   | 14,169             | 13,826         |
| Repairs and maintenance                                 |                    |                |
| - Buildings                                             | 456                | 453            |
| - Equipments                                            | 59                 | 41             |
| - Others                                                | 506                | 295            |
| Rent expenses - refer note (i) below                    | 771                | 631            |
| Advertising and business promotion expenses             | 1,056              | 1,018          |
| Commission                                              | 50                 | 73             |
| Communication costs                                     | 274                | 278            |
| Insurance                                               | 164                | 182            |
| Legal and professional fees                             | 1,775              | 2,309          |
| Audit fees                                              | 187                | 178            |
| Software license cost                                   | 7,043              | 6,092          |
| Rates and taxes                                         | 357                | 217            |
| Recruitment charges                                     | 1,327              | 763            |
| Provision for doubtful loans and advances               | 49                 | -              |
| Sitting fees to non-executive directors - refer note 39 | 79                 | 70             |
| Commission to non-executive directors - refer note 39   | 86                 | 55             |
| Corporate social responsibility ('CSR') expenditure     | 736                | 655            |
| Travelling and conveyance                               | 4,088              | 3,957          |
| Postage and courier                                     | 55                 | 58             |
| Training expense                                        | 367                | 445            |
| Miscellaneous expenses                                  | 191                | 408            |
|                                                         | <b>34,344</b>      | <b>32,518</b>  |

(i) Rent expense recorded under other expenses are lease rental for short-term leases

#### 31A Impairment loss allowance

|                                                             | For the year ended |                |
|-------------------------------------------------------------|--------------------|----------------|
|                                                             | March 31, 2026     | March 31, 2025 |
| Impairment loss allowance on trade and unbilled receivables | 734                | 1,590          |
|                                                             | <b>734</b>         | <b>1,590</b>   |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 32 Exceptional Items

|                                                                                                                    | For the year ended |                |
|--------------------------------------------------------------------------------------------------------------------|--------------------|----------------|
|                                                                                                                    | March 31, 2026     | March 31, 2025 |
| Gain on re-measurement/derecognition of contingent consideration (including OCRPS) - refer note (ii) & (iii) below | (1,591)            | (1,128)        |
| Loss on re-measurement/derecognition of contingent consideration (including OCRPS) - refer note (ii) & (iii) below | 1,247              | 2,344          |
| Impact of Labour Codes - refer note (i) below                                                                      | 2,203              | -              |
|                                                                                                                    | <b>1,859</b>       | <b>1,216</b>   |

#### Note:

(i) On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively, the "Labour Codes") which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post employment.

The Labour Codes, introduce changes including a uniform definition of wages and enhanced benefits relating to leave. The Group has assessed the financial implications of these changes, which have resulted in an increase in gratuity liability arising from past service cost and increase in leave liability by ₹ 2,203 lakhs.

Considering that the impact arising from the enactment of the new legislation is non-recurring in nature, the Group has presented this incremental amount of ₹ 2,203 lakhs as "Impact of Labour Codes" under "Exceptional Items". The Group continues to monitor developments pertaining to the Labour Codes and will evaluate any further impact on the measurement of liabilities relating to employee benefits.

(ii) On May 22, 2024, the Group acquired entire equity interest of PureSoftware Technologies Private Limited ('PSTPL'). The Group paid a total cash consideration of ₹ 64,229 lakhs towards the acquisition. As a result of this acquisition, the Group has recorded goodwill of ₹ 56,740 lakhs and other intangible assets of ₹ 15,718 lakhs, and a contingent considerations of ₹ 10,814 lakhs. Costs incurred on the acquisition of about ₹ 605 Lakhs has been grouped under "Other expenses".

The contingent consideration was classified as a financial liability in accordance with Ind AS 109 'Financial Instruments' and measured at fair value. The Group has re-measured the fair value of the first-year earn-out contingent consideration and the change in fair value of ₹ 2,344 Lakhs has been recognised as a loss in the statement of profit and loss and disclosed as an 'Exceptional Item' for the year ended March 31, 2025.

Further, the Group has finalised the second-year earn-out contingent consideration based on the achievement of agreed performance conditions, and the change in fair value of ₹ 1,247 Lakhs has been recognised as a loss in the Statement of Profit and Loss and disclosed as an 'Exceptional Item'.

(iii) On May 24, 2024, the Group acquired 100% membership interest in Aureus Tech Systems LLC ('Aureus'). The Group paid a total cash consideration of ₹ 7,149 lakhs towards the acquisition. As a result of this acquisition, the Group has recorded goodwill of ₹ 4,783 lakhs and other intangible assets of ₹ 4,398 lakhs, and a contingent considerations of ₹ 2,425 lakhs. The Group incurred acquisition cost of ₹ 38 Lakhs and it is grouped under "Other expenses".

The contingent consideration was classified as a financial liability in accordance with Ind AS 109 'Financial Instruments' and measured at fair value. The Group has re-measured the fair value of the first year earn-out contingent consideration and the change in fair value of ₹ 1,128 Lakhs has been recognised as a gain in the statement of profit and loss and disclosed as an 'Exceptional Item' for the year ended March 31, 2025.

Further, the Group re-measured the second-year earn-out contingent consideration, and the resultant change in fair value amounting to ₹ 1,591 Lakhs as at March 31, 2026 has been recognised as a gain in the Statement of Profit and Loss and disclosed as an 'Exceptional Item'.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 33 Income tax expense

|                                                                                | For the year ended |                |
|--------------------------------------------------------------------------------|--------------------|----------------|
|                                                                                | March 31, 2026     | March 31, 2025 |
| <b>a) Statement of profit and loss</b>                                         |                    |                |
| Current tax                                                                    | 7,952              | 8,443          |
| Deferred tax credit                                                            | (793)              | (1,363)        |
| <b>Income tax expense</b>                                                      | <b>7,159</b>       | <b>7,080</b>   |
| <b>b) Statement of other comprehensive income</b>                              |                    |                |
| On net movement on effective portion of cash flow hedges                       | 978                | 73             |
| On re-measurement losses on defined benefit plans                              | (142)              | 139            |
| On net loss on equity instruments carried at fair value through OCI            | -                  | 106            |
|                                                                                | <b>836</b>         | <b>318</b>     |
| <b>Reconciliation of tax expense and tax based on accounting profit:</b>       |                    |                |
| Profit before income tax expense                                               | 28,421             | 25,546         |
| Tax at the Indian tax rate of 25.17% (March 31, 2024 : 25.17%)                 | 7,154              | 6,430          |
| Tax effect of:                                                                 |                    |                |
| Adjustment of tax relating to earlier periods                                  | 99                 | -              |
| Expenses that are not deductible in determining taxable profit                 | 413                | 705            |
| Effect of different tax rates of subsidiaries operating in other jurisdictions | (271)              | (50)           |
| Effect of fair value gain on derecognition of liability                        | (335)              | -              |
| Others                                                                         | 98                 | (5)            |
| <b>Income tax expense</b>                                                      | <b>7,159</b>       | <b>7,080</b>   |

### 34 Earnings per share ['EPS']

The following reflects the income and share data used in the basic and diluted EPS computations:

|                                                                                   | For the year ended  |                     |
|-----------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                   | March 31, 2026      | March 31, 2025      |
| Profit after tax attributable to equity holders of the Parent (a) (₹ in lakhs)    | 21,262              | 18,466              |
| Weighted average number of shares outstanding during the year for basic EPS (b)   | 150,575,975         | 15,05,68,775        |
| Weighted average number of shares outstanding during the year for diluted EPS (c) | 150,685,025         | 15,05,68,775        |
| Basic Earning per share (in ₹) (a/b)                                              | 14.12               | 12.26               |
| Diluted Earnings per share (in ₹) (a/c)                                           | 14.11               | 12.26               |
| <b>Equity shares reconciliation for EPS</b>                                       |                     |                     |
| Equity shares outstanding                                                         | 15,05,75,975        | 15,05,68,775        |
| <b>Total considered for Basic EPS</b>                                             | <b>15,05,75,975</b> | <b>15,05,68,775</b> |
| Add: ESOP options                                                                 | 109,050             | -                   |
| <b>Total considered for diluted shares</b>                                        | <b>150,685,025</b>  | <b>15,05,68,775</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 35 Employee benefits plan

#### (i) Defined contribution plans - Provident Fund

The Group makes contributions for qualifying employees to Provident Fund and other defined contribution plans. During the year, the Group recognised ₹ 6,475 lakhs (March 31, 2025 : ₹ 5,882 lakhs) towards defined contribution plans.

#### (ii) Defined benefit plans (funded):

The Group provides for gratuity for employees in India as per the Payment of Gratuity (Amendment) Act, 2018 and the provisions of the Code on Social Security, 2020. 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 wages per month computed proportionately for 15 days salary multiplied for the number of years of service. The Gratuity plan of the Group is funded with qualifying life insurance Company.

Gratuity is a defined benefit plan and Group is exposed to the following risks:

|                    |                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interest risk      | A decrease in the bond interest rate will increase the plan liability.                                                                                                                                                                                                                                                                                                                                                       |
| Investment risk    | The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments. |
| Salary risk        | The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.                                                                                                                                                                                          |
| Longevity risk     | Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.                                                                                                                                                                                                                                                                                  |
| Concentration risk | Plan is having a concentration risk as all the assets are invested with the insurance company.                                                                                                                                                                                                                                                                                                                               |

|             | March 31, 2026 | March 31, 2025 |
|-------------|----------------|----------------|
| Non-current | 8,914          | 5,940          |
|             | <b>8,914</b>   | <b>5,940</b>   |

The following table sets out movement in defined benefits liability and the amount recognised in the financial statements:

#### Changes in the defined benefit obligation and fair value of plan assets for the year ended March 31, 2026:

|                                                                                    | Defined benefit obligation (A) | Fair value of plan assets (B) | Net amount (A-B) |
|------------------------------------------------------------------------------------|--------------------------------|-------------------------------|------------------|
| <b>As at April 1, 2025</b>                                                         | <b>6,680</b>                   | <b>745</b>                    | <b>5,935</b>     |
| Current service cost                                                               | 1,572                          | -                             | 1,572            |
| Net interest expense                                                               | 480                            | 48                            | 432              |
| Past service cost (refer note no.32 (ii))                                          | 2,203                          | -                             | 2,203            |
| <b>Total amount recognised in statement of profit and loss</b>                     | <b>4,255</b>                   | <b>48</b>                     | <b>4,207</b>     |
| <b>Benefits paid</b>                                                               | (737)                          | (612)                         | (125)            |
| <b>Remeasurement</b>                                                               |                                |                               |                  |
| Return on plan assets                                                              | -                              | (36)                          | 36               |
| (Gain)/loss from actuarial changes arising from changes in demographic assumptions | (98)                           | -                             | (98)             |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                                                  | Defined benefit obligation (A) | Fair value of plan assets (B) | Net amount (A-B) |
|----------------------------------------------------------------------------------|--------------------------------|-------------------------------|------------------|
| (Gain)/loss from actuarial changes arising from changes in financial assumptions | (743)                          | -                             | (743)            |
| Experience adjustments                                                           | 241                            | -                             | 241              |
| Translation adjustment                                                           | 56                             | -                             | 56               |
| <b>Total amount recognised in other comprehensive income</b>                     | <b>(544)</b>                   | <b>(36)</b>                   | <b>(508)</b>     |
| Contributions by employer                                                        | -                              | 596                           | (596)            |
| <b>As at March 31, 2026</b>                                                      | <b>9,655</b>                   | <b>741</b>                    | <b>8,914</b>     |

### Changes in the defined benefit obligation and fair value of plan assets for the year ended March 31, 2025:

|                                                                                    | Defined benefit obligation (A) | Fair value of plan assets (B) | Net amount (A-B) |
|------------------------------------------------------------------------------------|--------------------------------|-------------------------------|------------------|
| <b>As at April 1, 2024</b>                                                         | <b>4,221</b>                   | <b>883</b>                    | <b>3,338</b>     |
| Acquisition of subsidiary                                                          | 1,139                          | 19                            | 1,120            |
| Current service cost                                                               | 973                            | -                             | 973              |
| Net interest expense                                                               | 355                            | 65                            | 290              |
| Past service cost                                                                  | 12                             | -                             | 12               |
| <b>Total amount recognised in statement of profit and loss</b>                     | <b>1,340</b>                   | <b>65</b>                     | <b>1,275</b>     |
| <b>Benefits paid</b>                                                               | <b>(579)</b>                   | <b>(489)</b>                  | <b>(90)</b>      |
| <b>Remeasurement</b>                                                               |                                |                               |                  |
| Return on plan assets                                                              | -                              | (1)                           | 1                |
| (Gain)/loss from actuarial changes arising from changes in demographic assumptions | 300                            | -                             | 300              |
| (Gain)/loss from actuarial changes arising from changes in financial assumptions   | (1)                            | -                             | (1)              |
| Experience adjustments                                                             | 284                            | -                             | 284              |
| <b>Total amount recognised in other comprehensive income</b>                       | <b>583</b>                     | <b>(1)</b>                    | <b>584</b>       |
| Contributions by employer                                                          | -                              | 287                           | (287)            |
| <b>As at March 31, 2025</b>                                                        | <b>6,704</b>                   | <b>764</b>                    | <b>5,940</b>     |

### The major categories of plan assets of the fair value of the total plan assets are as follows:

|                 | March 31, 2026 | March 31, 2025 |
|-----------------|----------------|----------------|
| Insurance fund* | 741            | 764            |
| <b>Total</b>    | <b>741</b>     | <b>764</b>     |

\*The contributions of "PSTPL", Aureus and GAVS Middle East is not funded

### The principal assumptions used in determining gratuity benefit obligations for the Group's plans are shown below:

|                                | March 31, 2026                                 | March 31, 2025                                 |
|--------------------------------|------------------------------------------------|------------------------------------------------|
| Discount rate                  | 4.43% - 6.77%                                  | 4.60% - 6.55%                                  |
| Expected return on plan assets | 6.77%                                          | 6.55%                                          |
| Future salary increases        | 2.5% p.a. -7% p.a                              | 2.5% p.a. -7% p.a                              |
| Employee turnover              | 18% - 20%                                      | 18% - 20%                                      |
| Mortality                      | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality 2012-14 (Urban) |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### A quantitative sensitivity analysis for significant assumptions are as shown below:

| Sensitivity Level      |                        | March 31, 2026                                                 |          | March 31, 2025 |          |
|------------------------|------------------------|----------------------------------------------------------------|----------|----------------|----------|
|                        |                        | Defined benefit obligation on increase/decrease in assumptions |          |                |          |
|                        |                        | Increase                                                       | Decrease | Increase       | Decrease |
| Discount rate          | 1% increase / decrease | 734                                                            | (866)    | 582            | (657)    |
| Future salary increase | 1% increase / decrease | 1,488                                                          | (1,328)  | 1,174          | (1,062)  |
| Attrition rate         | 1% increase / decrease | 5                                                              | (6)      | (22)           | 20       |

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance Sheet.

### The following payments are expected cash flows to the defined benefit plan in future years:

Expected contributions to defined benefits plan for the next year is ₹ 379 lakhs (March 31, 2025 : ₹ 466 lakhs). The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 4 to 8 years (March 31, 2025: 4 to 8 years). The expected maturity analysis of undiscounted gratuity is as follows:

|                           | March 31, 2026 | March 31, 2025 |
|---------------------------|----------------|----------------|
| Within the next 12 months | 1,624          | 966            |
| Between 2 and 5 years     | 5,440          | 3,491          |
| Between 6 and 10 years    | 3,671          | 2,707          |
| Beyond 10 years           | 1,062          | 2,230          |

## 36 Fair value measurement

### i) The carrying value of financial assets by categories is as follows:

|                                                                            | March 31, 2026 | March 31, 2025 |
|----------------------------------------------------------------------------|----------------|----------------|
| <b>Measured at Fair Value Through Other Comprehensive Income (FVOCI)</b>   |                |                |
| Foreign currency forward contracts                                         | 7              | 258            |
| Cross currency interest rate swap                                          | 20             | 241            |
| <b>Total financial assets measured at FVOCI</b>                            | <b>27</b>      | <b>499</b>     |
| <b>Measured at Fair Value Through Statement of Profit and Loss (FVTPL)</b> |                |                |
| Investment in mutual funds                                                 | 50,352         | 35,039         |
| <b>Total financial assets measured at FVTPL</b>                            | <b>50,352</b>  | <b>35,039</b>  |
| <b>Measured at amortised cost</b>                                          |                |                |
| Security deposits                                                          | 1,455          | 1,242          |
| Loans to employees                                                         | 33             | 12             |
| Other financial assets                                                     | 42,703         | 23,344         |
| Trade receivables                                                          | 39,027         | 35,813         |
| Bank and bank balance other than cash and cash equivalents                 | 79,305         | 93,911         |
| Cash and cash equivalents                                                  | 11,966         | 11,912         |
| <b>Total financial assets measured at amortised cost</b>                   | <b>174,487</b> | <b>166,234</b> |
| <b>Total financial assets</b>                                              | <b>224,866</b> | <b>201,771</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### ii) The carrying value of financial liabilities by categories is as follows:

|                                                                          | March 31, 2026 | March 31, 2025 |
|--------------------------------------------------------------------------|----------------|----------------|
| <b>Measured at fair value through other profit or loss (FVTPL)</b>       |                |                |
| Contingent consideration                                                 | 144            | 10,300         |
| Optionally Convertible Redeemable Preference Shares (OCRPS)              | 754            | 6,272          |
| Term loan from bank                                                      | 24,420         | -              |
| <b>Fair value hedges</b>                                                 |                |                |
| Interest rate swap                                                       | 438            | -              |
| <b>Total financial liabilities measured at FVTPL</b>                     | <b>25,756</b>  | <b>16,572</b>  |
| <b>Measured at fair value through other comprehensive income (FVOCI)</b> |                |                |
| Foreign currency forward contracts                                       | 2,552          | 217            |
| Cross currency interest rate swap                                        | 1,715          | 613            |
| <b>Total financial liabilities measured at FVOCI</b>                     | <b>4,267</b>   | <b>830</b>     |
| <b>Measured at amortised cost</b>                                        |                |                |
| Foreign currency term loan                                               | 1,422          | -              |
| Term loan from bank                                                      | 15,609         | 40,659         |
| Redeemable non-convertible debentures                                    | 8,000          | 8,000          |
| Foreign currency loan (PCFC)                                             | 23,471         | 22,654         |
| Bank Overdraft                                                           | 68,345         | 44,778         |
| Lease liabilities                                                        | 7,399          | 8,268          |
| Trade payables                                                           | 9,651          | 10,481         |
| Other financial liabilities                                              | 5,204          | 5,454          |
| <b>Total financial liabilities measured at amortised cost</b>            | <b>139,101</b> | <b>140,295</b> |
| <b>Total financial liabilities</b>                                       | <b>169,124</b> | <b>157,697</b> |

### iii) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

|                                                                            | Quoted prices in active market (Level 1) | Significant observable inputs (Level 2) | Significant Unobservable inputs (Level 3) | Total         |
|----------------------------------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------|---------------|
|                                                                            | March 31, 2026                           |                                         |                                           |               |
| <b>Financial assets measured at fair values</b>                            |                                          |                                         |                                           |               |
| <b>Measured at fair value through other comprehensive income (FVOCI)</b>   |                                          |                                         |                                           |               |
| Foreign currency forward contracts                                         | -                                        | 7                                       | -                                         | 7             |
| Cross currency interest rate swap                                          | -                                        | 20                                      | -                                         | 20            |
| <b>Measured at fair value through statement of profit and loss (FVTPL)</b> |                                          |                                         |                                           |               |
| Investment in mutual funds                                                 | 50,352                                   | -                                       | -                                         | 50,352        |
| <b>Total financial asset measured at fair value</b>                        | <b>50,352</b>                            | <b>27</b>                               | <b>-</b>                                  | <b>50,379</b> |
| <b>Financial liabilities measured at fair values</b>                       |                                          |                                         |                                           |               |
| <b>Measured at fair value through other comprehensive income (FVOCI)</b>   |                                          |                                         |                                           |               |
| Foreign currency forward contracts                                         | -                                        | 2,552                                   | -                                         | 2,552         |
| Cross currency interest rate swap                                          | -                                        | 1,715                                   | -                                         | 1,715         |
| <b>Measured at fair value through statement of profit and loss (FVTPL)</b> |                                          |                                         |                                           |               |
| Contingent consideration                                                   | -                                        | -                                       | 144                                       | 144           |
| Optionally Convertible Redeemable Preference Shares (OCRPS)                | -                                        | -                                       | 754                                       | 754           |
| Term loan from bank                                                        | -                                        | 24,420                                  | -                                         | 24,420        |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                           | Quoted prices in active market (Level 1) | Significant observable inputs (Level 2) | Significant Unobservable inputs (Level 3) | Total         |
|-----------------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------|---------------|
|                                                           | March 31, 2026                           |                                         |                                           |               |
| <b>Fair value hedges</b>                                  |                                          |                                         |                                           |               |
| Interest rate swaps                                       | -                                        | 438                                     | -                                         | 438           |
| <b>Total financial liabilities measured at fair value</b> | <b>-</b>                                 | <b>29,125</b>                           | <b>898</b>                                | <b>30,023</b> |

|                                                                            | Quoted prices in active market (Level 1) | Significant observable inputs (Level 2) | Significant Unobservable inputs (Level 3) | Total         |
|----------------------------------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------|---------------|
|                                                                            | March 31, 2025                           |                                         |                                           |               |
| <b>Measured at fair value through other comprehensive income (FVOCI)</b>   |                                          |                                         |                                           |               |
| Foreign currency forward contracts                                         | -                                        | 258                                     | -                                         | 258           |
| Cross currency interest rate swap                                          | -                                        | 241                                     | -                                         | 241           |
| <b>Measured at fair value through statement of profit and loss (FVTPL)</b> |                                          |                                         |                                           |               |
| Investment in mutual funds                                                 | 35,039                                   | -                                       | -                                         | 35,039        |
| <b>Total financial asset measured at fair value</b>                        | <b>35,039</b>                            | <b>499</b>                              | <b>-</b>                                  | <b>35,538</b> |
| <b>Measured at fair value through other comprehensive income (FVOCI)</b>   |                                          |                                         |                                           |               |
| Foreign currency forward contracts                                         | -                                        | 217                                     | -                                         | 217           |
| Cross currency interest rate swap                                          | -                                        | 613                                     | -                                         | 613           |
| <b>Measured at fair value through statement of profit and loss (FVTPL)</b> |                                          |                                         |                                           |               |
| Contingent consideration                                                   | -                                        | -                                       | 10,300                                    | 10,300        |
| Optionally Convertible Redeemable Preference Shares (OCRPS)                | -                                        | -                                       | 6,272                                     | 6,272         |
| <b>Total financial liabilities measured at fair value</b>                  | <b>-</b>                                 | <b>830</b>                              | <b>16,572</b>                             | <b>17,402</b> |

### Notes:

The fair value of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- In respect of investments in mutual funds, the fair value represents net assets value (NAV) as stated by the fund house in their published statements.
- The Company has entered into foreign currency forward contract and Cross currency interest rate swap (CCIRS) to hedge the highly probable forecast transactions. The derivative financial instrument is entered with the financial institutions with investment grade ratings. Foreign exchange forward contracts and CCIRS are valued based on valuation models which include use of market observable inputs. The mark to market valuation is provided by the financial institution as at reporting date. The valuation of derivative contracts are categorised as level 2 in fair value hierarchy disclosure.
- The Company has entered into interest rate swap contracts to hedge the fair value of a fixed rate borrowing. The derivative financial instrument is entered with the financial institutions with investment grade ratings and are valued based on valuation models which include use of market observable inputs. The valuation of derivative contracts are categorised as level 2 in fair value hierarchy disclosure.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

- d) The management assessed that cash and cash equivalent, trade receivables, trade payables, other financial assets(current), other financial liability (current), bank overdraft and cash credit, lease liabilities (current) and loans to employees approximates their fair value largely due to short-term maturities of these instruments. Further the management also estimates that the carrying amount of foreign currency term loan at fixed interest rates are the reasonable approximation of their fair value and the difference between carrying amount and their fair value is not significant.
- e) The Group has valued contingent consideration by using the monte carlo simulation approach for the year March 31, 2025. In the current year, the Group has executed an agreement to finalise the amount payable towards the contingent consideration based on the achievement of agreed performance conditions. The contingent consideration has been measured at the amount so agreed.
- f) The fair value of remaining financial instruments are determined on transaction date based on discounted cash flows calculated using lending/ borrowing rate. Subsequently, these are carried at amortized cost. The carrying amount of the remaining financial instruments are the reasonable approximation of their fair value. For financial assets carried at fair value, their carrying amount are equal to their fair value."

### iv) Valuation Inputs and relationship to fair value

- (a). During the year, the contingent consideration arising against ESOP cancellation and the Optionally Convertible Redeemable Preference Shares (OCRPS) from the acquisition of PSTPL have been finalised based on the achievement of agreed performance conditions. Accordingly, the fair value of these financial liabilities as at March 31, 2026 amounts to ₹ 104 lakhs and ₹ 754 lakhs, respectively, and there is no further estimation uncertainty associated with these instruments. The outstanding liabilities as at March 31, 2026 are fixed and determinable, and the same are scheduled to be settled on August 31, 2026."
- (b). The key valuation inputs in relation to valuation of Level 3 instruments as at March 31, 2025 are given below:

|                                                                                    | Level 3 inputs                                  | Weighted range        | Sensitivity                                                                                                                                         |
|------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                    |                                                 | <b>March 31, 2025</b> |                                                                                                                                                     |
| Contingent consideration (Acquisition of PSTPL)                                    | Standard deviation on revenue and EBITDA growth | 5%                    | Increase and decrease in standard deviation by 1% would decrease and increase contingent consideration by ₹ 42 lakhs and ₹ 78 lakhs respectively.   |
|                                                                                    | Discount rate                                   | 7%                    | Increase and decrease in discount rate by 1% would decrease and increase contingent consideration by ₹ 46 lakhs and ₹ 45 lakhs respectively.        |
| Optionally Convertible Redeemable Preference Shares (OCRPS) (Acquisition of PSTPL) | Standard deviation on revenue and EBITDA growth | 5%                    | Increase and decrease in standard deviation by 1% would decrease and increase contingent consideration by ₹ 112 lakhs and ₹ 165 lakhs respectively. |
|                                                                                    | Discount rate                                   | 7%                    | Increase and decrease in discount rate by 1% would decrease and increase contingent consideration by ₹ 48 lakhs and ₹ 49 lakhs respectively.        |
| Contingent consideration (Acquisition of Aureus)                                   | Standard deviation on revenue and EBITDA growth | 4%                    | Increase and decrease in standard deviation by 1% would decrease and increase contingent consideration by ₹ 45 lakhs and ₹ 14 lakhs respectively.   |
|                                                                                    | Discount rate                                   | 5%                    | Increase and decrease in discount rate by 1% would decrease and increase contingent consideration by ₹ 1 lakhs and ₹ 19 lakhs respectively.         |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### v) Reconciliation of Contingent consideration and OCRPS measured at FVTPL

|                                                                | March 31, 2026 | March 31, 2025 |
|----------------------------------------------------------------|----------------|----------------|
| <b>As at April 1</b>                                           | 16,572         | 1,389          |
| Acquisition of subsidiary                                      | -              | 13,296         |
| Additions during the year                                      | -              | 1,113          |
| Amount recognised in profit and loss statement - refer note 30 | 458            | 837            |
| Loss/(Gain) on re-measurement/derecognition - refer note 32    | (344)          | 1,216          |
| Settlement during the year                                     | (16,489)       | (1,401)        |
| Foreign currency translation reserve                           | 701            | 122            |
| <b>As at March 31</b>                                          | <b>898</b>     | <b>16,572</b>  |

### Reconciliation of Investment in Solvio measured at FVOCI

|                                                               | March 31, 2026 | March 31, 2025 |
|---------------------------------------------------------------|----------------|----------------|
| <b>As at April 1</b>                                          | -              | -              |
| Investment during the period                                  | -              | 507            |
| Change in fair value recognised in other comprehensive income | -              | (507)          |
| Foreign currency translation reserve                          | -              | -              |
| <b>As at March 31</b>                                         | <b>-</b>       | <b>-</b>       |

## 37 Financial risk management

The Group's principal financial liabilities comprise of borrowings, bank overdraft, lease obligation, contingent consideration, OCRPS, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include security deposits, investments, trade and other receivables, unbilled revenue and contract assets and cash and cash equivalents that is derived directly from its operations. The Group also enters into derivative transactions for hedging purpose.

The Group's activities exposes it to market risk, liquidity risk and credit risk. The Group's risk management is carried out by the management under the policies approved of the Board of Directors that help in identification, measurement, mitigation and reporting all risks associated with the activities of the Group. These risks are identified on a continuous basis and assessed for the impact on the financial performance. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

### A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, contingent considerations, OCRPS, trade receivables, unbilled revenues, contract assets and derivative financial instruments.

#### i. Foreign currency risk

The group's operates in various geographies and is exposed to foreign exchange risk on its various currency exposures. The risk of changes in foreign exchange rates relates primarily to the group's operating activities. The Group transacts in various currencies but foreign currency risk primarily arises from USD, GBP, SGD and EUR.

The group uses foreign currency forward contract and CCIRS governed by its board approved policy to mitigate its foreign currency risk that are expected to occur within the period for forecasted sales.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

The counterparty for these contracts is generally a reputed scheduled bank. The group reports quarterly to a committee of the board, which monitors foreign exchange risks and policies implemented to manage its foreign exchange exposures.

When a derivative is entered into for the purpose of being a hedge, the group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions, the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of sale that is denominated in the foreign currency.

Hedge effectiveness is determined at inception and periodic prospective effectiveness testing is done to ensure the relationship exist between the hedged items and hedging instruments, including whether the hedging instruments is expected to offset changes in cash flows of hedge items.

a) The Group's exposure to non-derivative financial instruments in foreign currency at the end of reporting period :

|          |                                                                   | Amount in Lakhs |               |                |               |
|----------|-------------------------------------------------------------------|-----------------|---------------|----------------|---------------|
| Currency | Particulars                                                       | March 31, 2026  |               | March 31, 2025 |               |
|          |                                                                   | FC              | ₹             | FC             | ₹             |
|          | <b>Financial assets</b>                                           |                 |               |                |               |
| USD      | Trade receivables                                                 | 259             | 24,528        | 229            | 19,556        |
|          | Loans                                                             | *               | *             | 15             | 1,246         |
|          | Other financial assets                                            | 69              | 6,589         | 132            | 11,211        |
|          | Bank accounts                                                     | 36              | 3,381         | 50             | 4,329         |
|          | Other assets                                                      | 8               | 782           | 10             | 858           |
|          | <b>Net exposure on foreign currency risk (assets)</b>             | <b>372</b>      | <b>35,279</b> | <b>436</b>     | <b>37,199</b> |
|          | <b>Financial liability</b>                                        |                 |               |                |               |
|          | Borrowings                                                        | 248             | 23,470        | 333            | 28,466        |
|          | Trade payables                                                    | 33              | 3,093         | 19             | 1,620         |
|          | Other financial liabilities                                       | 97              | 9,183         | 33             | 2,831         |
|          | Other liabilities                                                 | *               | 47            | 36             | 3,092         |
|          | <b>Net exposure on foreign currency risk (liabilities)</b>        | <b>377</b>      | <b>35,792</b> | <b>421</b>     | <b>36,009</b> |
|          | <b>Net exposure on foreign currency risk (assets-liabilities)</b> | <b>(5)</b>      | <b>(513)</b>  | <b>14</b>      | <b>1,190</b>  |
| EURO     | <b>Financial assets</b>                                           |                 |               |                |               |
|          | Trade receivables                                                 | 24              | 2,607         | 23             | 2,082         |
|          | Other financial assets                                            | 1               | 160           | 6              | 515           |
|          | Bank accounts                                                     | 1               | 94            | -              | 9             |
|          | Other assets                                                      | *               | 21            | -              | -             |
|          | <b>Net exposure on foreign currency risk (assets)</b>             | <b>26</b>       | <b>2,883</b>  | <b>28</b>      | <b>2,606</b>  |
|          | <b>Financial liability</b>                                        |                 |               |                |               |
|          | Borrowings                                                        | *               | 49            | 5              | 460           |
|          | Trade payables                                                    | *               | *             | -              | -             |
|          | Other liabilities                                                 | *               | 47            | -              | 37            |
|          | <b>Net exposure on foreign currency risk (liabilities)</b>        | <b>-</b>        | <b>97</b>     | <b>5</b>       | <b>497</b>    |
|          | <b>Net exposure on foreign currency risk (assets-liabilities)</b> | <b>26</b>       | <b>2,786</b>  | <b>23</b>      | <b>2,109</b>  |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|          |                                                                   | Amount in Lakhs |              |                |              |
|----------|-------------------------------------------------------------------|-----------------|--------------|----------------|--------------|
| Currency | Particulars                                                       | March 31, 2026  |              | March 31, 2025 |              |
|          |                                                                   | FC              | ₹            | FC             | ₹            |
|          | <b>Financial assets</b>                                           |                 |              |                |              |
| GBP      | Trade receivables                                                 | 4               | 485          | 4              | 458          |
|          | Loans                                                             | *               | 6            |                |              |
|          | Other financial assets                                            | 1               | 131          | 2              | 227          |
|          | Bank accounts                                                     | 3               | 352          | 5              | 541          |
|          | Other assets                                                      | *               | 36           | *              | *            |
|          | <b>Net exposure on foreign currency risk (assets)</b>             | <b>8</b>        | <b>1,010</b> | <b>11</b>      | <b>1,226</b> |
|          | <b>Financial liability</b>                                        |                 |              |                |              |
|          | Trade payables                                                    | 1               | 76           | -              | 44           |
|          | Other financial liabilities                                       | 5               | 612          | 6              | 660          |
|          | Other liabilities                                                 | 4               | 354          | 1              | 81           |
|          | <b>Net exposure on foreign currency risk (liabilities)</b>        | <b>9</b>        | <b>1,043</b> | <b>7</b>       | <b>786</b>   |
|          | <b>Net exposure on foreign currency risk (assets-liabilities)</b> | <b>(1)</b>      | <b>(32)</b>  | <b>5</b>       | <b>440</b>   |
| SGD      | <b>Financial assets</b>                                           |                 |              |                |              |
|          | Trade receivables                                                 | 6               | 411          | 17             | 1,084        |
|          | Other financial assets                                            | 20              | 1,488        | 14             | 915          |
|          | Bank accounts                                                     | 14              | 1,010        | 13             | 851          |
|          | Other assets                                                      | *               | *            | -              | -            |
|          | <b>Net exposure on foreign currency risk (assets)</b>             | <b>40</b>       | <b>2,910</b> | <b>45</b>      | <b>2,849</b> |
|          | <b>Financial liability</b>                                        |                 |              |                |              |
|          | Borrowings                                                        | -               | -            | -              | -            |
|          | Trade payables                                                    | 1               | 101          | 1              | 82           |
|          | Other financial liabilities                                       | *               | 14           | -              | 27           |
|          | Other liabilities                                                 | 3               | 190          | 4              | 227          |
|          | <b>Net exposure on foreign currency risk (liabilities)</b>        | <b>4</b>        | <b>305</b>   | <b>5</b>       | <b>336</b>   |
|          | <b>Net exposure on foreign currency risk (assets-liabilities)</b> | <b>36</b>       | <b>2,604</b> | <b>40</b>      | <b>2,513</b> |
| HKD      | <b>Financial assets</b>                                           |                 |              |                |              |
|          | Trade receivables                                                 | 3               | 36           | 11             | 118          |
|          | Other financial assets                                            | 4               | 44           | 4              | 47           |
|          | Bank accounts                                                     | 13              | 155          | 8              | 89           |
|          | Other assets                                                      | *               | *            | -              | -            |
|          | <b>Net exposure on foreign currency risk (assets)</b>             | <b>20</b>       | <b>236</b>   | <b>23</b>      | <b>255</b>   |
|          | <b>Financial liability</b>                                        |                 |              |                |              |
|          | Borrowings                                                        | -               | -            | -              | -            |
|          | Trade payables                                                    | 2               | 19           | 1              | 10           |
|          | Other financial liabilities                                       | *               | 3            | -              | -            |
|          | Other liabilities                                                 | *               | 3            | -              | -            |
|          | <b>Net exposure on foreign currency risk (liabilities)</b>        | <b>2</b>        | <b>25</b>    | <b>1</b>       | <b>10</b>    |
|          | <b>Net exposure on foreign currency risk (assets-liabilities)</b> | <b>18</b>       | <b>211</b>   | <b>22</b>      | <b>244</b>   |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|            |                                                                   | Amount in Lakhs |            |                |           |
|------------|-------------------------------------------------------------------|-----------------|------------|----------------|-----------|
| Currency   | Particulars                                                       | March 31, 2026  |            | March 31, 2025 |           |
|            |                                                                   | FC              | ₹          | FC             | ₹         |
| <b>IDR</b> | <b>Financial assets</b>                                           |                 |            |                |           |
|            | Trade receivables                                                 | 25,435          | 142        | 6,948          | 36        |
|            | Other financial assets                                            | 17,564          | 98         | 3,474          | 18        |
|            | Bank accounts                                                     | *               | *          | -              | -         |
|            | Other assets                                                      | *               | *          | -              | -         |
|            | <b>Net exposure on foreign currency risk (assets)</b>             | <b>42,999</b>   | <b>240</b> | <b>10,422</b>  | <b>54</b> |
|            | <b>Financial liability</b>                                        |                 |            |                |           |
|            | Borrowings                                                        | *               | *          | *              | *         |
|            | Trade payables                                                    | *               | *          | *              | *         |
|            | Other financial liabilities                                       | *               | *          | *              | *         |
|            | Other liabilities                                                 | *               | *          | *              | *         |
|            | <b>Net exposure on foreign currency risk (liabilities)</b>        | <b>*</b>        | <b>*</b>   | <b>*</b>       | <b>*</b>  |
|            | <b>Net exposure on foreign currency risk (assets-liabilities)</b> | <b>42,999</b>   | <b>240</b> | <b>10,422</b>  | <b>54</b> |

The Group enters into derivative financial instruments such as foreign currency forward contracts and Cross currency interest rate swaps to mitigate the risk of changes in exchange rates. Details of the derivative contracts held by the Group are included in Note 36(B)

\* Represents number below rounding off norms of the Company.

b) The sensitivity of profit or loss to changes in foreign exchange rates arising mainly from foreign currency denominated financial instrument:

|                         | Impact on profit before tax |                |
|-------------------------|-----------------------------|----------------|
|                         | March 31, 2026              | March 31, 2025 |
| <b>USD sensitivity</b>  |                             |                |
| ₹/ USD increases by 5%  | (26)                        | 60             |
| ₹/ USD decreases by 5%  | 26                          | (60)           |
| <b>EURO sensitivity</b> |                             |                |
| ₹/ EURO increases by 5% | 139                         | 105            |
| ₹/ EURO decreases by 5% | (139)                       | (105)          |
| <b>GBP sensitivity</b>  |                             |                |
| ₹/ GBP increases by 5%  | (2)                         | 22             |
| ₹/ GBP decreases by 5%  | 2                           | (22)           |
| <b>SGD sensitivity</b>  |                             |                |
| ₹/ SGD increases by 5%  | 130                         | 126            |
| ₹/ SGD decreases by 5%  | (130)                       | (126)          |

\* Sensitivity is calculated holding all other variables constant

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

#### a) Borrowings

The Company's exposure to the interest rate risk primarily arises from the floating rate borrowings including working capital loans and other revolving line of credit.

During the current year, the Company has entered into Interest Rate Swap (IRS) to mitigate the interest rate risk on its fixed rate borrowings. The Company has designated the interest rate swap as fair value hedge. Under the swap arrangement, Company receives fixed interest rate and pays floating interest benchmarked to 1M Tbill + spread, thereby converting fixed rate borrowing into floating rate borrowing.

The Company assesses the hedge effectiveness prospectively and retrospectively and expects the hedge relationship to remain highly effective throughout the hedge period

#### Sensitivity:

Floating rate borrowings are short term in nature, hence sensitivity has not been disclosed. The fixed rate borrowing is designated in a fair value hedge and hence does not cause any variability.

#### b) Investments:

Company's investment are primarily in medium to long term debt mutual funds, which is exposed to significant interest rate risk. The Company mitigates the same by diversifying its portfolio across multiple schemes."

### iii. Price risk

The Group exposure to price risk arises for investment in mutual funds, TECH4TH Solutions Inc and Solvio Inc. held by the Group. To manage its price risk arising from investments in mutual funds, the Group diversifies its portfolio.

#### Sensitivity:

The sensitivity of profit or loss to change in Net assets value (NAV) as at year end for investment in mutual funds.

|                     | Impact on profit before tax |                |
|---------------------|-----------------------------|----------------|
|                     | March 31, 2026              | March 31, 2025 |
| NAV increases by 5% | 2,518                       | 1,752          |
| NAV decreases by 5% | (2,518)                     | (1,752)        |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### B) Impact of Hedge activities

#### (i) The following provides the details of hedging instrument and its impact on balance sheet

Amount in Lakhs

|                                                 | March 31, 2026 |          |                                    |                        |                                      |                         |
|-------------------------------------------------|----------------|----------|------------------------------------|------------------------|--------------------------------------|-------------------------|
|                                                 | Maturity       | Currency | Notional Amount (Foreign Currency) | Contracted amount in ₹ | Line item in the balance sheet       | Fair value* gain/(loss) |
| <b>Cash flow hedge of Foreign currency risk</b> |                |          |                                    |                        |                                      |                         |
| (for highly probable forecast transactions)     |                |          |                                    |                        |                                      |                         |
| - Foreign currency forward contracts            | < 1 year       | ₹/USD    | 632                                | 58,120                 | Other financial assets/(liabilities) | (2,552)                 |
| - Foreign currency forward contracts            | < 1 year       | ₹/EURO   | 5                                  | 5,668                  | Other financial assets/(liabilities) | 7                       |
| - Interest rate swaps                           | <1 year        | ₹/USD    | -                                  | -                      | Other financial assets/(liabilities) | -                       |
| - Cross currency interest rate swaps            | <1 year        | ₹/USD    | 14                                 | 1,103                  | Other financial assets/(liabilities) | (1,695)                 |
|                                                 | 1-5 year       | ₹/USD    | 73                                 | 5,854                  | Other financial assets/(liabilities) |                         |
|                                                 | > 5year        | ₹/USD    | 32                                 | 2,553                  | Other financial assets/(liabilities) |                         |
| <b>Fair value hedge</b>                         |                |          |                                    |                        |                                      |                         |
| - Interest rate swap                            | <1 year        | ₹        | -                                  | 24,900                 | Other financial assets/(liabilities) | (22)                    |
|                                                 | 1-5 year       | ₹        | -                                  |                        | Other financial assets/(liabilities) | (416)                   |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                 | March 31, 2025 |          |                                    |                        |                                      |             |
|-------------------------------------------------|----------------|----------|------------------------------------|------------------------|--------------------------------------|-------------|
|                                                 | Maturity       | Currency | Notional Amount (Foreign Currency) | Contracted amount in ₹ | Line item in the balance sheet       | Fair value* |
| <b>Cash flow hedge of Foreign currency risk</b> |                |          |                                    |                        |                                      |             |
| (for highly probable forecast transactions)     |                |          |                                    |                        |                                      |             |
| - Foreign currency forward contracts            | < 1 year       | ₹/USD    | 447                                | 38,503                 | Other financial assets/(liabilities) | (39)        |
| - Foreign currency forward contracts            | < 1 year       | ₹/EURO   | 39                                 | 3,591                  | Other financial assets/(liabilities) | 80          |
| - Cross currency interest rate swaps            | <1 year        | ₹/USD    | 12                                 | 968                    | Other financial assets/(liabilities) | (372)       |
|                                                 | 1-5 year       | ₹/USD    | 87                                 | 6,957                  | Other financial assets/(liabilities) |             |
|                                                 | > 5year        | ₹/USD    | 32                                 | 2,553                  | Other financial assets/(liabilities) |             |

\* represents the impact of mark to market value at year end.

#### (ii) The effect of cash flow hedge in hedge reserve and statement of profit and loss:

|                                                                  | Foreign currency forward contracts | Cross currency interest rate swaps | Total          |
|------------------------------------------------------------------|------------------------------------|------------------------------------|----------------|
| <b>Balance as at April 1, 2024</b>                               | <b>33</b>                          | <b>(61)</b>                        | <b>(28)</b>    |
| Hedge gain/(loss) recognised in Other Comprehensive Income (OCI) | 41                                 | (372)                              | (331)          |
| Amount reclassified from OCI to statement of profit and loss     | (43)                               | 83                                 | 40             |
| Income tax effect                                                | 0                                  | 73                                 | 73             |
| <b>Balance as at March 31, 2025</b>                              | <b>31</b>                          | <b>(278)</b>                       | <b>(246)</b>   |
| Hedge gain/(loss) recognised in Other Comprehensive Income (OCI) | (2,545)                            | (1,695)                            | (4,240)        |
| Amount reclassified from OCI to statement of profit and loss     | (41)                               | 372                                | 331            |
| Income tax effect                                                | 668                                | 333                                | 1,001          |
| <b>Balance as at March 31, 2026</b>                              | <b>(1,887)</b>                     | <b>(1,268)</b>                     | <b>(3,155)</b> |

Amounts reclassified from the OCI is recognised in foreign exchange gain or loss in Statement of Profit and Loss.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### C) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables, unbilled revenue and contract assets) and from investing activities (primarily deposits with banks).

#### (i) Trade receivables, unbilled revenue and contract assets.

Trade receivables, unbilled revenue and contract assets are typically unsecured and derived from revenue from contracts with customers. Customer credit risks is managed by each business units subject to Group's policy and procedures which involves continuously monitoring the credit worthiness of customers to which the Group grants credits in the normal course of business. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Losses (ECLs) at each reporting date, right from initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Group's historical experience with customers.

| Reconciliation of loss allowance - trade receivables  | March 31, 2026 | March 31, 2025 |
|-------------------------------------------------------|----------------|----------------|
| Opening balance as at April, 1                        | (2,635)        | (1,157)        |
| Loss allowance from acquisition of subsidiary         | -              | (442)          |
| Allowance made during the year (net) - refer note 31A | (749)          | (1,602)        |
| Utilised/written-off during the year                  | 1,381          | 560            |
| Exchange difference                                   | (191)          | 6              |
| <b>Closing balance as at March, 31</b>                | <b>(2,194)</b> | <b>(2,635)</b> |

| Reconciliation of loss allowance - unbilled revenue and other financial assets | March 31, 2026 | March 31, 2025 |
|--------------------------------------------------------------------------------|----------------|----------------|
| Opening balance as at April, 1                                                 | (286)          | (274)          |
| (Allowance)/utilisation made during the year - refer note 31A                  | 15             | (12)           |
| <b>Closing balance as at March, 31</b>                                         | <b>(271)</b>   | <b>(286)</b>   |

#### (ii) Other financial assets and cash deposit

Credit risk from balances with the banks, loans, investments in mutual funds and other financial assets are managed by the Group based on the Group policy and is managed by the Group's Treasury Team. Investment of surplus fund is made only with approved counterparties. The Group's maximum exposure to credit risk is the carrying amount of such assets as disclosed in note 36 above.

### D) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective it to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its position and maintains adequate source of financing.

The Group has access to undrawn borrowing facilities amounting to ₹ 32,135 lakhs (March 31, 2025: ₹ 21,370 lakhs) at the end of March 31, 2026.

The table below summarises the maturity profile of the Group's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

| Particulars                               | On demand     | Less than 1 year | More than 1 year | Total          |
|-------------------------------------------|---------------|------------------|------------------|----------------|
| <b>As at March 31, 2026</b>               |               |                  |                  |                |
| Borrowings (including current maturities) | 77,767        | 29,207           | 34,292           | 141,266        |
| Lease liabilities                         | -             | 3,778            | 4,435            | 8,213          |
| Trade payables                            | -             | 9,651            | -                | 9,651          |
| Foreign currency forward contracts        | -             | 2,552            | 1,715            | 4,267          |
| Contingent consideration                  | -             | 144              | -                | 144            |
| OCRPS liability                           | -             | -                | 754              | 754            |
| Other financial liabilities #             | -             | 5,204            | -                | 5,204          |
|                                           | <b>77,767</b> | <b>50,536</b>    | <b>41,196</b>    | <b>169,499</b> |
| <b>As at March 31, 2025</b>               |               |                  |                  |                |
| Borrowings (including current maturities) | 58,931        | 23,622           | 33,537           | 116,090        |
| Lease liabilities                         | -             | 3,832            | 5,311            | 9,143          |
| Trade payables                            | -             | 10,481           | -                | 10,481         |
| Foreign currency forward contracts        | -             | 217              | 613              | 830            |
| Contingent consideration                  | -             | 8,953            | 1,528            | 10,481         |
| OCRPS liability                           | -             | -                | 5,533            | 5,533          |
| Other financial liabilities #             | -             | 5,453            | -                | 5,453          |
|                                           | <b>58,931</b> | <b>52,559</b>    | <b>46,521</b>    | <b>158,011</b> |

# Includes future interest payable on outstanding borrowings

## 38 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, convertible preference shares, securities premium and all other equity reserves. The primary objective of the Group's capital management is to maintain a strong capital base to ensure sustained growth in business and to maximize the shareholders value. The capital management focuses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents. The Group's gearing ratio, which is net debt divided by total capital plus net debt is as below:

| Particulars                                     | March 31, 2026 | March 31, 2025 |
|-------------------------------------------------|----------------|----------------|
| Borrowings (including current maturities)       | 141,267        | 116,091        |
| Less : Cash and cash equivalents                | (11,966)       | (11,912)       |
| <b>Net (cash and cash equivalents)/debt (A)</b> | <b>129,301</b> | <b>104,179</b> |
| Equity                                          | 168,949        | 157,458        |
| <b>Total equity capital (B)</b>                 | <b>168,949</b> | <b>157,458</b> |
| <b>Total debt and equity (C)=(A)+(B)</b>        | <b>298,250</b> | <b>261,637</b> |
| <b>Gearing ratio (A)/(C )</b>                   | <b>43%</b>     | <b>40%</b>     |

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026 and March 31, 2025.

During the year the group has not defaulted in any loan covenants.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 39 Related party disclosure

|                                     |                                                                        |
|-------------------------------------|------------------------------------------------------------------------|
| Key management personnel (KMP)      | 1. Mr. Ashok Soota (Chairman)                                          |
|                                     | 2. Mr. Venkatraman Narayanan (Managing Director)                       |
|                                     | 3. Mr. Joseph Vinod Anantharaju (Co-Chairman & CEO)                    |
|                                     | 4. Mr. Rajiv Indravadan Shah (Director)                                |
|                                     | 5. Mr. Praveen Darshankar (Director & Company Secretary)               |
|                                     | 6. Mrs. Anita Ramachandran (Independent director)                      |
|                                     | 7. Mr. Rajendra Kumar Srivastava (Independent director)                |
|                                     | 8. Mrs. Shuba Rao Mayya (Independent director)                         |
|                                     | 9. Mr. Seshashayee Sampathiyengar Sridhara (Independent Director)      |
|                                     | 10. Mr. Anand Balakrishnan (Chief Financial Officer w.e.f. 12.06.2025) |
| Relatives of KMP                    | 1. Mr. Deepak Soota                                                    |
|                                     | 2. Ms. Kunku Soota                                                     |
|                                     | 3. Ms. Suresh Soota                                                    |
|                                     | 4. Ms. Veena Soota                                                     |
|                                     | 5. Mrs. Usha Samuel                                                    |
|                                     | 6. Mrs. Jayalakshmi Venkatraman                                        |
| Entities under the control of KMP   | SKAN Research Trust                                                    |
|                                     | Happiest Health Systems Private Limited                                |
|                                     | Ashok Soota Medical Research LLP                                       |
| Post employment benefit plan (PEBP) | Happiest Minds Technologies Pvt. Ltd. Employees group gratuity trust   |
|                                     | Sri Mookambika Infocom Solutions Gratuity Trust                        |

#### a) The following table is the summary of significant transactions with related parties by the Group:

|                                                                      | March 31, 2026 | March 31, 2025 |
|----------------------------------------------------------------------|----------------|----------------|
| <b>(i) Sale of service</b>                                           |                |                |
| SKAN Research Trust                                                  | 1,998          | 1,110          |
| Ashok Soota Medical Research LLP                                     | 644            | 19             |
| Happiest Health Systems Private Limited                              | 7,095          | 1,760          |
| <b>(ii) Director's sitting fees:</b>                                 |                |                |
| Mrs. Anita Ramachandran                                              | 22             | 23             |
| Mr. Rajendra Kumar Srivastava                                        | 24             | 21             |
| Mrs. Shuba Rao Mayya                                                 | 20             | 22             |
| Mr. Seshashayee Sampathiyengar Sridhara                              | 13             | 8              |
| <b>(iii) Commission to directors</b>                                 |                |                |
| Mrs. Anita Ramachandran                                              | 18             | 7              |
| Mr. Rajendra Kumar Srivastava                                        | 21             | 14             |
| Mrs. Shuba Rao Mayya                                                 | 20             | 8              |
| Mr. Seshashayee Sampathiyengar Sridhara                              | 27             | 22             |
| <b>(iv) Contribution made to post employee benefit plan:</b>         |                |                |
| Happiest Minds Technologies Pvt. Ltd. Employees group gratuity trust | 596            | 281            |
| <b>(v) Legal and professional fees</b>                               |                |                |
| Happiest Health Systems Private Limited                              | 75             | 62             |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

|                                                                                                                                                                                          | March 31, 2026 | March 31, 2025 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| <b>(vi) Advertising and business promotion expenses</b>                                                                                                                                  |                |                |
| Happiest Health Systems Private Limited                                                                                                                                                  | 139            | 43             |
| <b>(vii) Managerial remuneration# :</b>                                                                                                                                                  |                |                |
| Mr. Venkatraman Narayanan                                                                                                                                                                |                |                |
| Salary, wages and bonus                                                                                                                                                                  | 356            | 171            |
| Share based payment expenses                                                                                                                                                             | 81             | -              |
| Mr. Ashok Soota                                                                                                                                                                          |                |                |
| Salary, wages and bonus                                                                                                                                                                  | 397            | 182            |
| Mr. Praveen Darshankar                                                                                                                                                                   |                |                |
| Salary, wages and bonus                                                                                                                                                                  | 67             | 63             |
| Share based payment expenses                                                                                                                                                             | 6              | -              |
| Mr. Joseph Vinod Anantharaju                                                                                                                                                             |                |                |
| Salary, wages and bonus                                                                                                                                                                  | 578            | 432            |
| Share based payment expenses                                                                                                                                                             | 135            | -              |
| Mr. Rajiv Shah                                                                                                                                                                           |                |                |
| Salary, wages and bonus                                                                                                                                                                  | 198            | 365            |
| Mr. Anand Balakrishnan                                                                                                                                                                   |                |                |
| Salary, wages and bonus                                                                                                                                                                  | 113            | -              |
| #As the liability for gratuity and compensated leave absences is provided on an actuarial basis for the Group as a whole, the amount pertaining to the directors are not included above. |                |                |
| * amount below rounding off norm of the Group                                                                                                                                            |                |                |
| <b>viii) Dividend paid</b>                                                                                                                                                               |                |                |
| Mr. Joseph Vinod Anantharaju                                                                                                                                                             | 23             | 24             |
| Mr. Ashok Soota                                                                                                                                                                          | 3,078          | 3,129          |
| Mr. Venkatraman Narayanan                                                                                                                                                                | 17             | 28             |
| Ashok Soota Medical Research LLP                                                                                                                                                         | 1,122          | 1,032          |
| Deepak Soota                                                                                                                                                                             | 2              | 3              |
| Kunku Soota                                                                                                                                                                              | 1              | 1              |
| Usha Samuel                                                                                                                                                                              | 5              | 4              |
| Praveen Kumar Darshankar                                                                                                                                                                 | 3              | 3              |
| Rajiv Shah                                                                                                                                                                               | 8              | 10             |
| Veena Soota                                                                                                                                                                              | 1              | 1              |
| Mr. Anand Balakrishnan*                                                                                                                                                                  | *              | -              |
| * amount below rounding off norm of the Group                                                                                                                                            |                |                |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

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

|                                         | March 31, 2026 | March 31, 2025 |
|-----------------------------------------|----------------|----------------|
| <b>(i) Trade receivables:</b>           |                |                |
| SKAN Research Trust                     | 123            | 470            |
| Happiest Health Systems Private Limited | 2,027          | 464            |
| Ashok Soota Medical Research LLP        | 370            | 6              |
| <b>(ii) Unbilled receivables:</b>       |                |                |
| SKAN Research Trust                     | 498            | 49             |
| Ashok Soota Medical Research LLP        | 236            | -              |
| Happiest Health Systems Private Limited | 3,560          | 185            |
| <b>(iii) Trade Payables</b>             |                |                |
| Happiest Health Systems Private Limited | 26             | -              |
| <b>(iv) Commission payable</b>          |                |                |
| Mrs. Anita Ramachandran                 | 18             | 7              |
| Mr. Rajendra Kumar Srivastava           | 21             | 14             |
| Mrs. Shuba Rao Mayya                    | 20             | 8              |
| Mr. Seshashayee Sampathiyengar Sridhara | 27             | 22             |

#### Terms and conditions of transactions with related parties:

- The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables except as mentioned in (ii) below. For the year ended March 31, 2026 and March 31, 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- During the current year, the Parent has provided a corporate guarantee in favour of Citibank NA on behalf of Happiest Minds Inc. for an amount of ₹ 7,586 Lakhs (USD 8 million) for the term loan taken by Happiest Minds Inc (refer note 41).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 40 Interest in other entities

#### a) Subsidiary

The Group's subsidiary is set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group and proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business:

| Name of entity                                                                   | Principal activity | Country of Incorporation | Ownership interest held by the group % | Ownership interest held by the group % |
|----------------------------------------------------------------------------------|--------------------|--------------------------|----------------------------------------|----------------------------------------|
|                                                                                  |                    |                          | March 31, 2026                         | March 31, 2025                         |
| Happiest Minds Inc. (formerly known as PGS Inc.)                                 | IT Services        | USA                      | 100%                                   | 100%                                   |
| PureSoftware Technologies Private Limited                                        | IT Services        | India                    | 100%                                   | 100%                                   |
| PureSoftware Pte Limited, Singapore ("PS Pte Ltd")                               | IT Services        | Singapore                | 100%                                   | 100%                                   |
| PureSoftware Corp, USA                                                           | IT Services        | USA                      | 100%                                   | 100%                                   |
| PureSoftware Technology, S de R L de C.V, Mexico                                 | IT Services        | Mexico                   | 100%                                   | 100%                                   |
| PureSoftware Sdn Bhd, Malaysia                                                   | IT Services        | Malaysia                 | 100%                                   | 100%                                   |
| PureSoftware HK Limited, Hong Kong                                               | IT Services        | Hong Kong                | 100%                                   | 100%                                   |
| PureSoftware Africa Ltd, Kenya                                                   | IT Services        | Kenya                    | 100%                                   | 100%                                   |
| PureSoftware Technologies Romania S.R.L, Romania                                 | IT Services        | Romania                  | 100%                                   | 100%                                   |
| PureSoftware Private Limited, UK                                                 | IT Services        | UK                       | 100%                                   | 100%                                   |
| PureSoftware Private Limited, Nepal                                              | IT Services        | Nepal                    | 100%                                   | 100%                                   |
| Aureus Tech Systems Private Limited                                              | IT Services        | India                    | 100%                                   | 100%                                   |
| InnovazIT Technologies LLC                                                       | IT Services        | UAE                      | 100%                                   | 100%                                   |
| GAVS Technologies LLC                                                            | IT Services        | Oman                     | 100%                                   | 100%                                   |
| GAVS Technologies Saudi Arabia for Telecommunications and Information Technology | IT Services        | Saudi                    | 100%                                   | 100%                                   |

Note (i) The Scheme of Amalgamation of Happiest Minds Edutech Private Limited ("HMEPL"), a wholly-owned subsidiary, with and into the Holding Company was approved by the Hon'ble National Company Law Tribunal ("NCLT") on September 22, 2025, with an appointed date of April 18, 2024. The resultant merger has no impact on the consolidated financial statements of the Group, as HMEPL was a wholly-owned subsidiary.

Note(ii) The Scheme of Amalgamation of Sri Mookambika Infosolutions Private Limited ("SMI"), a wholly-owned subsidiary, with and into the Holding Company was approved by the Hon'ble National Company Law Tribunal ("NCLT") on September 25, 2025 and a corrigendum dated October 13, 2025, with an appointed date of April 1, 2025. The resultant merger has no impact on the consolidated financial statements of the Group, as SMI was a wholly-owned subsidiary.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### b) Additional information, as required under schedule III of the Companies Act, 2013, as required enterprises considered as subsidiary.

| Particular                                                                       | March 31, 2026                    |                |                                       |               |                                     |                |                                     |               |
|----------------------------------------------------------------------------------|-----------------------------------|----------------|---------------------------------------|---------------|-------------------------------------|----------------|-------------------------------------|---------------|
|                                                                                  | Net assets                        |                | Share in profit or (loss)             |               | Share in other comprehensive income |                | Share in total comprehensive income |               |
|                                                                                  | As a % of Consolidated net assets | Amount         | As a % of Consolidated profit or loss | Amount        | As a % of Consolidated OCI          | Amount         | As a % of Consolidated TCI          | Amount        |
| <b>Parent company</b>                                                            |                                   |                |                                       |               |                                     |                |                                     |               |
| Happiest Minds Technologies Ltd                                                  | 96.9%                             | 163,660        | 105.4%                                | 22,412        | 237.5%                              | (2,477)        | 98.6%                               | 19,935        |
| <b>Subsidiary</b>                                                                |                                   |                |                                       |               |                                     |                |                                     |               |
| Happiest Minds Inc. (formerly known as PGS Inc.)                                 | 2.9%                              | 4,940          | 20.0%                                 | 4,258         | 0.0%                                | -              | 21.1%                               | 4,258         |
| PureSoftware Technologies Private Limited                                        | 3.5%                              | 5,886          | 32.3%                                 | 6,868         | 0.5%                                | (5)            | 33.9%                               | 6,863         |
| PureSoftware Pte Ltd                                                             | (2.7%)                            | (4,611)        | (5.8%)                                | (1,227)       | 0.0%                                | -              | (6.1%)                              | (1,227)       |
| PureSoftware HK Ltd                                                              | 0.1%                              | 112            | 0.2%                                  | 41            | 0.0%                                | -              | 0.2%                                | 41            |
| PureSoftware Corp                                                                | 0.7%                              | 1,101          | 0.3%                                  | 70            | 0.0%                                | -              | 0.3%                                | 70            |
| PureSoftware Sdn Bhd                                                             | 0.2%                              | 421            | 0.4%                                  | 92            | 0.0%                                | -              | 0.5%                                | 92            |
| Pure Software Pvt Ltd (UK)                                                       | (0.0%)                            | (34)           | 0.0%                                  | 4             | 0.0%                                | -              | 0.0%                                | 4             |
| PureSoftware Technology, S. de R.L. de C.V                                       | 0.0%                              | 2              | 0.1%                                  | 16            | 0.0%                                | -              | 0.1%                                | 16            |
| PureSoftware Africa Ltd                                                          | (0.2%)                            | (416)          | (0.2%)                                | (52)          | 0.0%                                | -              | (0.3%)                              | (52)          |
| PureSoftware Technologies Romania S.R.L.                                         | 0.0%                              | 44             | 0.0%                                  | 1             | 0.0%                                | -              | 0.0%                                | 1             |
| PureSoftware Pvt Ltd (Nepal)                                                     | (0.0%)                            | (23)           | 0.0%                                  | (2)           | 0.0%                                | -              | (0.0%)                              | (2)           |
| InnovazIT Technologies LLC                                                       | 0.6%                              | 1,041          | 1.5%                                  | 320           | 0.0%                                | -              | 1.6%                                | 320           |
| GAVS Technologies LLC                                                            | 0.6%                              | 993            | 1.2%                                  | 248           | 0.0%                                | -              | 1.2%                                | 248           |
| GAVS Technologies Saudi Arabia for Telecommunications and Information Technology | (0.0%)                            | (82)           | (0.3%)                                | (58)          | 0.0%                                | -              | (0.3%)                              | (58)          |
| Aureus Tech Systems India Private Limited                                        | 0.9%                              | 1,472          | 2.2%                                  | 461           | 0.4%                                | (4)            | 2.3%                                | 457           |
| <b>Other adjustments:</b>                                                        | (3.3%)                            | (5,558)        | (57.3%)                               | (12,189)      | (138.4%)                            | 1,443          | (53.1%)                             | (10,746)      |
| <b>Total</b>                                                                     | <b>100%</b>                       | <b>168,949</b> | <b>100%</b>                           | <b>21,262</b> | <b>100%</b>                         | <b>(1,043)</b> | <b>100%</b>                         | <b>20,219</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

| Particular                                                                       | March 31, 2025                    |                |                                       |               |                                     |              |                                     |               |
|----------------------------------------------------------------------------------|-----------------------------------|----------------|---------------------------------------|---------------|-------------------------------------|--------------|-------------------------------------|---------------|
|                                                                                  | Net assets                        |                | Share in profit or (loss)             |               | Share in other comprehensive income |              | Share in total comprehensive income |               |
|                                                                                  | As a % of Consolidated net assets | Amount         | As a % of Consolidated profit or loss | Amount        | As a % of Consolidated OCI          | Amount       | As a % of Consolidated TCI          | Amount        |
| <b>Parent company</b>                                                            |                                   |                |                                       |               |                                     |              |                                     |               |
| Happiest Minds Technologies Ltd                                                  | 96.8%                             | 152,443        | 84.2%                                 | 15,543        | 99.3%                               | (605)        | 83.7%                               | 14,938        |
| <b>Subsidiary</b>                                                                |                                   |                |                                       |               |                                     |              |                                     |               |
| Happiest Minds Inc. (formerly known as PGS Inc.)                                 | 1.4%                              | 2,190          | 17.1%                                 | 3,156         | 65.2%                               | (397)        | 15.5%                               | 2,759         |
| Aureus Tech Systems India Private Limited                                        | 0.6%                              | 1,015          | 1.6%                                  | 288           | 3.6%                                | (22)         | 1.5%                                | 266           |
| PureSoftware Technologies Private Limited                                        | 4.5%                              | 7,041          | 30.8%                                 | 5,690         | 0.9%                                | (6)          | 31.8%                               | 5,684         |
| PureSoftware Pte Ltd                                                             | (1.9%)                            | (2,971)        | (0.5%)                                | (88)          | 0.0%                                | -            | (0.5%)                              | (88)          |
| PureSoftware HK Ltd                                                              | 0.0%                              | 62             | 0.3%                                  | 52            | 0.0%                                | -            | 0.3%                                | 52            |
| PureSoftware Corp                                                                | 0.6%                              | 925            | 0.0%                                  | 5             | 0.0%                                | -            | 0.0%                                | 5             |
| PureSoftware Sdn Bhd                                                             | 0.2%                              | 262            | 0.3%                                  | 47            | 0.0%                                | -            | 0.3%                                | 47            |
| Pure Software Pvt Ltd (UK)                                                       | (0.0%)                            | (33)           | (0.2%)                                | (31)          | 0.0%                                | -            | (0.2%)                              | (31)          |
| PureSoftware Technology, S. de R.L. de C.V                                       | (0.0%)                            | (12)           | (0.4%)                                | (68)          | 0.0%                                | -            | (0.4%)                              | (68)          |
| PureSoftware Africa Ltd                                                          | (0.2%)                            | (326)          | 0.2%                                  | 38            | 0.0%                                | -            | 0.2%                                | 38            |
| PureSoftware Technologies Romania S.R.L.                                         | 0.0%                              | 38             | 0.0%                                  | 0             | 0.0%                                | -            | 0.0%                                | 0             |
| PureSoftware Pvt Ltd (Nepal)                                                     | (0.0%)                            | (21)           | (0.1%)                                | (22)          | 0.0%                                | -            | (0.1%)                              | (22)          |
| InnovazIT Technologies LLC                                                       | 0.2%                              | 332            | (0.2%)                                | (33)          | 0.0%                                | -            | (0.2%)                              | (33)          |
| GAVS Technologies LLC                                                            | 0.4%                              | 650            | (0.1%)                                | (9)           | 0.0%                                | -            | (0.1%)                              | (9)           |
| GAVS Technologies Saudi Arabia for Telecommunications and Information Technology | (0.0%)                            | (22)           | (0.2%)                                | (37)          | 0.0%                                | -            | (0.2%)                              | (37)          |
| <b>Other adjustments:</b>                                                        | (2.6%)                            | (4,115)        | (32.9%)                               | (6,066)       | (69.1%)                             | 421          | (31.6%)                             | (5,645)       |
| <b>Total</b>                                                                     | <b>100%</b>                       | <b>157,458</b> | <b>100%</b>                           | <b>18,466</b> | <b>100%</b>                         | <b>(609)</b> | <b>100%</b>                         | <b>17,857</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### 41 Commitments and Contingent Liabilities

#### i) Contingent liabilities:

| Particulars                                                                                         | March 31, 2026 | March 31, 2025 |
|-----------------------------------------------------------------------------------------------------|----------------|----------------|
| Claims against the Company, not acknowledged as debts (including interest and penalty)              |                |                |
| Income Tax - relating to disallowance of expense                                                    | 523            | 834            |
| Goods and Service Tax - denial of input tax credit on expenses and difference in GSTR-3B and GSTR-1 | 867            | 836            |
| Tax Deducted at Source(TDS) matters                                                                 | 5              | 5              |

#### ii) Capital Commitments

| Particulars                                            | March 31, 2026 | March 31, 2025 |
|--------------------------------------------------------|----------------|----------------|
| Capital commitments towards purchase of capital assets | 2,369          | 892            |

#### iii) Other claims against the Group not provided for in the books

- a) The Company is also subject to certain other claims and suits that arise from time to time in the ordinary course of its business. While the Company currently believes that such claims, individually or in aggregate, will not have a material adverse impact on its financial position, cash flows, or results of operations, the litigation and other claims are subject to inherent uncertainties, and management's view of these matters may change in the future. Were an unfavourable final outcome to occur in any one or more of these matters, there exists the possibility of a material adverse impact on the Company's business, reputation, financial condition, cash flows, and results of operations for the period in which the effect becomes reasonably estimable.

### 42 Segment Information

#### A. Description of segments and principal activities

The Group executive management committee examines the Group's performance on the basis of its business units and has identified three reportable segments:

##### i) Infrastructure Management & Security Services (IMSS):

Infrastructure Management and Security Solutions (IMSS) group delivers integrated end-to-end infrastructure and security solutions with specialization in cloud, virtualization and mobility across a multitude of industry verticals and geographies. The group provides advisory, transformation, managed & hosted services and secure intelligence solutions to clients. This group has unique productized solution platforms for smart infrastructure and security solutions provides quick to deploy, mature service delivery over Global SOC/NOC.

##### ii) Product and Digital Engineering Services (PDES):

Product and Digital Engineering Services business unit helps build future-ready products and platforms for clients while enabling enterprises to carry out large scale digital transformation programs. This group provides comprehensive end-to-end product and digital engineering services that cover platform development, device engineering, quality assurance, experience engineering and technology acceleration for enterprises and digital natives around the world. The services provided by the PDES business unit help product-oriented companies accelerate time to market, optimize development costs and drive greater business value while helping enterprises unlock operational efficiencies, glean intelligent insights, and reimagine customer experiences.

##### iii) Generative AI Business Services (GBS):

Generative AI Business Services helps customers navigate and lead in the AI-driven era by acting as a trusted partner in their transformation journey. We aim to accelerate innovation, improve operational efficiency, and deliver tangible business value through the strategic adoption of Generative AI. This Segment ensures seamless integration of Generative AI into business processes. This business includes process automation services, workflow optimization services and predictive analysis services.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### B. Segment revenue, segment results other information as at/ for the year:

#### Year ended March 31, 2026

|                                       | IMSS          | PDES           | GBS          | Total          |
|---------------------------------------|---------------|----------------|--------------|----------------|
| Revenue from contracts with customers |               |                |              |                |
| External customers                    | 38,909        | 184,736        | 7,866        | 231,511        |
| Inter-segment                         |               |                |              | -              |
| <b>Segment revenue</b>                | <b>38,909</b> | <b>184,736</b> | <b>7,866</b> | <b>231,511</b> |
| <b>Segment results</b>                | <b>10,554</b> | <b>46,876</b>  | <b>1,099</b> | <b>58,529</b>  |

#### Reconciliation to profit after tax:

|                                                                      |               |
|----------------------------------------------------------------------|---------------|
| Interest income                                                      | 5,912         |
| Net gain on investments carried at fair value through profit or loss | 2,515         |
| Unallocable income                                                   | (130)         |
| Unallocable finance cost                                             | (5,238)       |
| Unallocable depreciation and amortisation expenses                   | (4,580)       |
| Other unallocable expenses                                           | (26,729)      |
| Exceptional item                                                     | (1,859)       |
| Tax                                                                  | (7,159)       |
| <b>Profit for the year</b>                                           | <b>21,262</b> |

|                                        | IMSS          | PDES           | GBS          | Total          |
|----------------------------------------|---------------|----------------|--------------|----------------|
| <b>Segment assets</b>                  | <b>10,979</b> | <b>156,817</b> | <b>1,926</b> | <b>169,722</b> |
| <b>Reconciliation to total assets:</b> |               |                |              |                |
| Investments                            |               |                |              | 50,351         |
| Derivative instruments                 |               |                |              | 27             |
| Other unallocable assets               |               |                |              | 142,411        |
| <b>Total</b>                           |               |                |              | <b>362,511</b> |

|                                             | IMSS         | PDES          | GBS        | Total          |
|---------------------------------------------|--------------|---------------|------------|----------------|
| <b>Segment liabilities</b>                  | <b>2,613</b> | <b>74,522</b> | <b>246</b> | <b>77,381</b>  |
| <b>Reconciliation to total liabilities:</b> |              |               |            |                |
| Borrowings                                  |              |               |            | 81,149         |
| Other unallocable liabilities               |              |               |            | 35,032         |
| <b>Total</b>                                |              |               |            | <b>193,562</b> |

#### Year ended March 31, 2025

|                                       | IMSS          | PDES           | GBS            | Total          |
|---------------------------------------|---------------|----------------|----------------|----------------|
| Revenue from contracts with customers |               |                |                |                |
| External customers                    | 32,832        | 169,690        | 3,562          | 206,084        |
| Inter-segment                         | -             | -              | -              | -              |
| <b>Segment revenue</b>                | <b>32,832</b> | <b>169,690</b> | <b>3,562</b>   | <b>206,084</b> |
| <b>Segment results</b>                | <b>9,176</b>  | <b>39,745</b>  | <b>(1,339)</b> | <b>47,583</b>  |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Reconciliation to profit after tax:

|                                                                      |               |
|----------------------------------------------------------------------|---------------|
| Interest income                                                      | 8,976         |
| Net gain on investments carried at fair value through profit or loss | 1,240         |
| Other unallocable income                                             | (79)          |
| Unallocable finance cost                                             | (5,947)       |
| Unallocable depreciation and amortisation expenses                   | (4,317)       |
| Other unallocable expenses                                           | (21,911)      |
| Tax                                                                  | (7,080)       |
| <b>Profit for the year</b>                                           | <b>18,466</b> |

|                                        | IMSS   | PDES    | GBS | Total          |
|----------------------------------------|--------|---------|-----|----------------|
| <b>Segment assets</b>                  | 10,639 | 152,035 | 248 | 162,922        |
| <b>Reconciliation to total assets:</b> |        |         |     |                |
| Investments                            |        |         |     | 35,039         |
| Derivative instruments                 |        |         |     | 499            |
| Other unallocable assets               |        |         |     | 137,446        |
| <b>Total</b>                           |        |         |     | <b>335,906</b> |

|                                             | IMSS  | PDES   | GBS | Total          |
|---------------------------------------------|-------|--------|-----|----------------|
| <b>Segment liabilities</b>                  | 2,648 | 96,570 | 3   | 99,221         |
| <b>Reconciliation to total liabilities:</b> |       |        |     |                |
| Borrowings                                  |       |        |     | 63,559         |
| Other unallocable liabilities               |       |        |     | 15,668         |
| <b>Total</b>                                |       |        |     | <b>178,448</b> |

### Note

- (i) Assets (other than certain Goodwill and Intangible assets, trade receivable and unbilled revenue) and liabilities (other than unearned revenue) of the Group are used interchangeably between segments, and the management believes that it can not be allocated to specific segment.
- (ii) The expense / income that are not directly attributable and that cannot be allocated to a business segment on a reasonable basis are shown as unallocable expenses.

## C. Entity-wide disclosures

- i) The amount of revenue from external customers broken down by location of customers is shown below:

|        | For the year ended |                |
|--------|--------------------|----------------|
|        | March 31, 2026     | March 31, 2025 |
| India  | 36,549             | 29,528         |
| USA    | 142,386            | 133,134        |
| Europe | 17,180             | 16,779         |
| Others | 35,396             | 26,643         |
|        | <b>231,511</b>     | <b>206,084</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

- ii) The break-up of non-current assets by location of assets is shown below:

|             | For the year ended |                |
|-------------|--------------------|----------------|
|             | March 31, 2026     | March 31, 2025 |
| India       | 101,309            | 103,061        |
| USA         | 15,064             | 17,173         |
| Middle East | 736                | 647            |
| Others      | 257                | 251            |
|             | <b>117,365</b>     | <b>121,133</b> |

Non-current assets for this purpose consists of Property, plant and equipment, intangible assets and right-of-use assets.

- iii) There were no customers who individually contributed more than 10% of the Group's total revenue during the years ended March 31, 2026 and March 31, 2025.

## 43 Share based payments

### Employee Share Option Plan (ESOP)

The Parent instituted the Employee Share Option Plan 2011 ("ESOP 2011") and Equity Incentive Plan 2011 ("EIP 2011") for eligible employees during the year ended March 2012 which was approved by the Board of Directors (Board) on October 18, 2011 and January 19, 2012 duly amended by the Board on January 22, 2015.

Besides the above plan, the Parent has also instituted Employee Share Option Plan 2014 ("ESOP 2014") duly approved by the Board on October 20, 2014 and by the shareholders on January 22, 2015. the Parent has also instituted Employee Share Option Plan 2015 ("ESOP 2015") duly approved by the Board on June 30, 2015 and by the shareholders on July 22, 2015. During year ended 2018, the Parent has amended ESOP 2014 and all options granted under ESOP 2014 be deemed to be granted under ESOP 2011 duly approved by the Board on October 25, 2017. The plans are separate for USA employees (working out of the United States America - "USA") and employees working outside USA. the Parent administers these plans.

On April 29, 2020 the Board of the Parent approved Happiest Minds Employee Stock Option Scheme 2020 ("ESOP 2020") consisting of 70,00,000 equity shares. the Parent will henceforth issue grants under the ESOP 2020 only.

The contractual term of each option granted is 5-8 years.

Key features of these plans are provided in the below table:

| Key Terms      | ESOP 2011                                                                                                              | ESOP 2014 / EIP 2011 for US Employees                                                                                                                                                                                                                                                                                                                                                     | ESOP 2015 / EIP 2011 for US Employees                                                                                  | ESOP 2020                                                                                                                     |
|----------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| Class of Share | Equity Shares (as amended vide board meeting held on April 26, 2017 and Annual general meeting held on July 31, 2017). | Pursuant to conversion of Class B Non-voting Equity Shares (entitled under ESOP 2014) to Equity shares (as amended vide board meeting held on April 26, 2017 and Annual general meeting held on July 31, 2017), the Board of Directors at its meeting held on October 25, 2017 approved the administration of options granted and shares allotted under erstwhile ESOP 2014 to ESOP 2011. | Equity Shares (as amended vide board meeting held on April 26, 2017 and Annual general meeting held on July 31, 2017). | Equity Shares (as amended vide board meeting held on April 29, 2020 and extra ordinary general meeting held on May 13, 2020). |
| Ownership      |                                                                                                                        | Legal Ownership                                                                                                                                                                                                                                                                                                                                                                           | Legal Ownership                                                                                                        | Legal Ownership                                                                                                               |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

| Key Terms                         | ESOP 2011                                                                                                                                                                                                                                                                                                           | ESOP 2014 / EIP 2011 for US Employees                       | ESOP 2015 / EIP 2011 for US Employees                                                 | ESOP 2020                                                              |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| Vesting Pattern                   | Four-year vesting term and vest at the rate of 15%, 20%, 30% and 35% at the end of 1,2,3 and 4 years respectively from the date of grant and become fully exercisable, subject to employee being in the employment of the Parent.                                                                                   |                                                             |                                                                                       | One year vesting term from date of grant and become fully exercisable. |
| Exercise Price                    | Exercisable at an exercise price of ₹ 2, ₹ 3, ₹ 5 and ₹ 6 per option.                                                                                                                                                                                                                                               | Exercisable at an exercise price of ₹ 2 and ₹ 6 per option. | Exercisable at an exercise price of ₹ 2, ₹ 6.25, ₹ 9.50, ₹ 11.50 and ₹ 26 per option. | Exercisable at an exercise price of ₹ 2 per option.                    |
| Economic Benefits / Voting Rights | The holders of the equity shares will be entitled to the economic benefits of holding these shares only after the completion of the various vesting terms mentioned above and shall acquire voting rights as a shareholder of the Parent as duly approved by the shareholders at the meeting held on July 31, 2017. |                                                             |                                                                                       |                                                                        |
|                                   |                                                                                                                                                                                                                                                                                                                     |                                                             |                                                                                       | <b>For the year ended</b>                                              |
|                                   |                                                                                                                                                                                                                                                                                                                     |                                                             |                                                                                       | <b>March 31, 2026    March 31, 2025</b>                                |
| Share based payment expense       |                                                                                                                                                                                                                                                                                                                     |                                                             |                                                                                       | 611    -                                                               |

### Movements during the year

The following table illustrates the number and weighted average exercise price of share options during the year :

#### March 31, 2026

| Options - India/UK Plan                       | Employee Stock Ownership Plan 2015 |       | Employee Stock Ownership Plan 2020 |       |
|-----------------------------------------------|------------------------------------|-------|------------------------------------|-------|
|                                               | No. of options                     | WAEP* | No. of options                     | WAEP* |
| Outstanding at the beginning of the year      | 484,668                            | 25.89 | -                                  | -     |
| Granted during the year                       | -                                  | -     | 45,800                             | 2.00  |
| Exercised during the year                     | (2,13,119)                         | 26.00 | -                                  | -     |
| Forfeited during the year                     | (29,899)                           | 26.00 | -                                  | -     |
| Outstanding options as at the end of the year | 241,650                            | 25.78 | 45,800                             | 2.00  |
| Weighted Average Remaining Contractual Life   | 1.22 years                         |       | 1 year                             |       |

| Options - USA Plan                            | Equity Incentive Plan for US Employees-2011 |       | Equity Incentive Plan for US Employees-2020 |       |
|-----------------------------------------------|---------------------------------------------|-------|---------------------------------------------|-------|
|                                               | No. of options                              | WAEP* | No. of options                              | WAEP* |
| Outstanding at the beginning of the year      | 11,650                                      | 26.00 | -                                           | -     |
| Granted during the year                       | -                                           | -     | 63,250                                      | 2.00  |
| Exercised during the year                     | (1,950)                                     | 26.00 | -                                           | -     |
| Forfeited during the year                     | (2,700)                                     | 26.00 | -                                           | -     |
| Outstanding options as at the end of the year | 7,000                                       | 26.00 | 63,250                                      | 2.00  |
| Weighted Average Remaining Contractual Life   | 0.25 years                                  |       | 1 year                                      |       |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

#### March 31, 2025

| Options - India/UK Plan                       | Employee Stock Ownership Plan 2015 |       | Employee Stock Ownership Plan 2020 |       |
|-----------------------------------------------|------------------------------------|-------|------------------------------------|-------|
|                                               | No. of options                     | WAEP* | No. of options                     | WAEP* |
| Outstanding at the beginning of the year      | 1,186,868.50                       | 25.95 | -                                  | -     |
| Granted during the year                       | -                                  | -     | -                                  | -     |
| Exercised during the year                     | (694,066)                          | 26.00 | -                                  | -     |
| Forfeited during the year                     | (8,135)                            | 26.00 | -                                  | -     |
| Outstanding options as at the end of the year | 484,667.50                         | 25.89 | -                                  | -     |
| Weighted Average Remaining Contractual Life   | 2.03 years                         |       | -                                  |       |

| Options - USA Plan                            | Equity Incentive Plan for US Employees-2011 |       | Equity Incentive Plan for US Employees-2020 |       |
|-----------------------------------------------|---------------------------------------------|-------|---------------------------------------------|-------|
|                                               | No. of options                              | WAEP* | No. of options                              | WAEP* |
| Outstanding at the beginning of the year      | 11,650.00                                   | 26.00 | -                                           | -     |
| Granted during the year                       | -                                           | -     | -                                           | -     |
| Exercised during the year                     | -                                           | -     | -                                           | -     |
| Forfeited during the year                     | -                                           | -     | -                                           | -     |
| Outstanding options as at the end of the year | 11,650.00                                   | 26.00 | -                                           | -     |
| Weighted Average Remaining Contractual Life   | 0.86 years                                  |       | -                                           |       |

\*Weighted Average Exercise Price

1,09,050 options under Employee Stock Ownership Plan 2020 were granted during the year (March 31, 2025 - Nil)

The weighted average share price of shares exercised during the year is ₹ 546.01 (March 31, 2025 - ₹ 770.44)

Exercisable options as at March 31, 2026 - 3,57,700 options (March 31, 2025 - 4,96,318 options) and weighted average exercise price - ₹ 18.53 (March 31, 2025 - ₹ 25.93)

## 44 Additional Information

- The Group has not given any loans and advances in the nature of loan granted to promoters, directors and KMPs.
- The Group has not been declared a wilful defaulter by any bank or financial institution or other lender.
- The Group does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013.
- The Group does not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017
- The Group 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 Group (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Group 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 Group 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

- (h) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (i) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (j) a. The Group has maintained proper books of account as required by law and has backup of such books of account on a daily basis maintained in electronic mode in a server physically located in India except for an accounting software used for maintaining revenue records where the back-ups are maintained in a server physically located outside India.
- b. The Group has used an accounting software for maintaining its books of account for the year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility except at database level for the software used to maintain revenue records. Also, in respect of one subsidiary company, the accounting software used for maintaining payroll records, did not have audit trail enabled at the database level to log any direct data changes until April 2, 2025.

Audit trail has been preserved as per the statutory requirements for record retention.

**45** No significant events have occurred after the end of the reporting period.

## 46 Business Combinations and Asset Acquisition

### A Business Combinations

- (a) On May 24, 2024, the Group acquired entire membership interest of Aureus Tech System LLC ('Aureus'), USA for total consideration of ₹ 9,574 lakhs, comprising cash consideration of ₹ 7,149 lakhs and fair value of contingent consideration of ₹ 2,425 lakhs payable over next two years. The contingent consideration is indexed to EBITDA and revenues of financial year 2024-25 and 2025-26 and the maximum contingent consideration payable is ₹ 7,098 lakhs. Aureus provides digital engineering and digital transformation services, specializing in the insurance sector. The objective of the acquisition is to enhance the Company's presence in the insurance sector and expand its delivery footprint in Hyderabad, India

The following table presents the purchase consideration, fair value of assets and liabilities acquired and goodwill recognised on the date of control.

#### Details of Fair value recognised on acquisition:

|                                                    | Amount       |
|----------------------------------------------------|--------------|
| Property, plant and equipment                      | 67           |
| Intangible assets                                  | 4,398        |
| Right-of-use assets                                | 48           |
| Trade receivables                                  | 677          |
| Cash and cash equivalent                           | 528          |
| Other Financial assets                             | 452          |
| Other assets                                       | 666          |
| Deferred tax (net)                                 | 26           |
| Other Provisions                                   | (108)        |
| Borrowings                                         | (396)        |
| Lease Liabilities                                  | (52)         |
| Other current liabilities                          | (1,486)      |
| Trade payables                                     | (28)         |
| <b>Total fair value of net assets acquired (A)</b> | <b>4,792</b> |
| <b>Fair value of purchase consideration (B)</b>    | <b>9,574</b> |
| <b>Goodwill arising on acquisition (C)- (A-B)</b>  | <b>4,782</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

The goodwill of ₹ 4,782 lakhs represents the skilled workforce, domain capabilities and expected synergies arising from expanding the Group's service to other customers. Goodwill is allocated to PDES segment and is not deductible for tax purpose.

| Purchase consideration              | Amount       |
|-------------------------------------|--------------|
| Cash consideration                  | 7,149        |
| Contingent consideration            | 2,425        |
| <b>Total purchase consideration</b> | <b>9,574</b> |

The Group has re-measured the fair value of the first year earn-out contingent consideration and the change in fair value of ₹ 1,128 Lakhs has been recognised as a gain in the statement of profit and loss and disclosed as an 'Exceptional Item' for the year ended March 31, 2025.

Further, the Group re-measured the second-year earn-out contingent consideration, and the resultant change in fair value amounting to ₹ 1,591 Lakhs as at March 31, 2026 has been recognised as a gain in the Statement of Profit and Loss and disclosed as an 'Exceptional Item'.

#### Revenue and profit contribution:

The acquired business contributed revenues of ₹ 4,698 lakhs and net loss after tax of ₹ 164 lakhs to the Group post acquisition.

If the acquisition had occurred on April 1, 2024, revenue would have increased by ₹ 997 lakhs and net loss after tax by ₹ 218 lakhs respectively for the year ended March 31, 2025. These amounts have been calculated using the subsidiary's financial statements and adjusting them for:

- a) differences in the accounting policies between the Group and the subsidiary, and
- b) the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from April 1, 2024, together with the consequential tax effects.

- (b) On May 22, 2024, the Group acquired entire equity interest of PureSoftware Technologies Private Limited ('PSTPL'), India for total consideration of ₹ 75,044 lakhs, comprising cash consideration of ₹ 64,229 lakhs, consideration payable towards cancellation of share based payments of ₹ 399 lakhs and fair value of contingent consideration of ₹ 10,415 lakhs payable over next two years. The contingent consideration is indexed to EBITDA and PSTPL's revenues for the financial year 2024-25 and 2025-26. and the maximum contingent consideration payable is ₹ 29,225 lakhs.

PSTPL provides digital engineering and digital transformation services, specializing in the financial services and healthcare sector. PSTPL also offers a Banking as a Service platform ('Arttha') to customers in the financial services industry. The objective of the acquisition is to enhance the Company's presence in the financial services and healthcare industries.

The following table presents the purchase consideration, fair value of assets and liabilities acquired and goodwill recognised on the date of control.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Details of Fair value recognised on acquisition:

|                                                      | Amount        |
|------------------------------------------------------|---------------|
| Property, plant and equipment                        | 338           |
| Intangible assets                                    | 15,718        |
| Right-of-use assets                                  | 500           |
| Trade receivables                                    | 8,152         |
| Cash and cash equivalent                             | 2,215         |
| Other financial assets                               | 93            |
| Other assets                                         | 284           |
| Provisions for employee benefits                     | (1,017)       |
| Other Provisions                                     | (2,401)       |
| Lease liabilities                                    | (517)         |
| Other Financial liabilities                          | (270)         |
| Current tax liabilities                              | (43)          |
| Other current liabilities                            | (109)         |
| Trade payables                                       | (1,271)       |
| Deferred tax liability (including intangible assets) | (3,368)       |
| <b>Total fair value of net assets acquired (A)</b>   | <b>18,304</b> |
| <b>Fair value of purchase consideration (B)</b>      | <b>75,044</b> |
| <b>Goodwill arising on acquisition (C)- (A-B)</b>    | <b>56,740</b> |

The goodwill of ₹ 56,655 lakhs represents the skilled workforce, domain capabilities and expected synergies arising from expanding the Group's service to other customers. Goodwill is allocated to PDES segment and is not deductible for tax purpose.

| Purchase consideration               | Amount        |
|--------------------------------------|---------------|
| Cash consideration                   | 64,229        |
| Cancellation of share based payments | 399           |
| Contingent Consideration             | 5,674         |
| Payment against OCRPS                | 4,741         |
| <b>Total purchase consideration</b>  | <b>75,044</b> |

The Group has re-measured the fair value of the first-year earn-out contingent consideration and the change in fair value of ₹ 2,344 Lakhs has been recognised as a loss in the statement of profit and loss and disclosed as an 'Exceptional Item' for the year ended March 31, 2025.

Further, the Group has finalised the second-year earn-out contingent consideration based on the achievement of agreed performance conditions, and the change in fair value of ₹ 1,247 Lakhs has been recognised as a loss in the Statement of Profit and Loss and disclosed as an 'Exceptional Item'.

### Revenue and profit contribution:

The acquired business contributed revenues of ₹ 35,065 lakhs and net profit after tax of ₹ 3,917 lakhs to the Group post acquisition.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

If the acquisition had occurred on April 1, 2024, revenue would have increased by ₹ 4,857 lakhs and net profit after tax of ₹ 331 lakhs respectively for the year ended March 31, 2025. These amounts have been calculated using the subsidiary's financial statements and adjusting them for:

- differences in the accounting policies between the Group and the subsidiary and
  - the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from April 1, 2024, together with the consequential tax effects.
- (c) On February 1, 2025, the Group entered into a share purchase agreement with GAVS Technologies Limited, BVI to acquire entire equity interest in InnovazIT Technologies LLC, Dubai; Gavs Technologies LLC, Oman and Gavs Technologies Saudi Arabia for Telecommunications and Information Technology, Saudi Arabia (these three entities together are referred as 'GAVS Middle East') for a total consideration of ₹ 1,689 lakhs, entirely comprising cash consideration. As a result of this acquisition the Group recorded goodwill of ₹ 344 lakhs and other intangible assets of ₹ 276 lakhs.

GAVS Middle East specializes in application development, maintenance, and infrastructure support services and provides the company access to certain marquee BFSI customer in the Middle East.

The following table presents the purchase consideration, fair value of assets and liabilities acquired and goodwill recognised on the date of control.

### Details of Fair value recognised on acquisition:

|                                                    | Amount       |
|----------------------------------------------------|--------------|
| Property, plant and equipment                      | 3            |
| Intangible assets                                  | 276          |
| Right-of-use assets                                | 18           |
| Trade receivables                                  | 1,157        |
| Cash and cash equivalent                           | 410          |
| Other Financial assets                             | 539          |
| Other assets                                       | 141          |
| Deferred tax asset                                 | 66           |
| Borrowings                                         | (366)        |
| Lease Liabilities                                  | (19)         |
| Other financial liabilities                        | (102)        |
| Other liabilities                                  | (49)         |
| Provisions                                         | (436)        |
| Trade payables                                     | (310)        |
| <b>Total fair value of net assets acquired (A)</b> | <b>1,328</b> |
| <b>Fair value of purchase consideration (B)</b>    | <b>1,689</b> |
| <b>Goodwill arising on acquisition (C)- (A-B)</b>  | <b>361</b>   |

The goodwill of ₹ 344 lakhs represents the skilled workforce, domain capabilities and expected synergies arising from expanding the Group's service to other BFSI customers. Goodwill is allocated to IMSS segment and is not deductible for tax purpose.

| Purchase consideration              | Amount       |
|-------------------------------------|--------------|
| Cash consideration Paid             | 1,299        |
| Cash Consideration Payable          | 390          |
| <b>Total purchase consideration</b> | <b>1,689</b> |

## Notes to the Consolidated Financial Statements for the year ended March 31, 2026

(All amounts in ₹ lakhs, unless otherwise stated)

### Revenue and profit contribution:

The acquired business contributed revenues of ₹ 739 lakhs and net loss after tax of ₹ 87 lakhs to the Group post acquisition.

If the acquisition had occurred on April 1, 2024, revenue would have been ₹ 2,10,402 lakhs and net profit after tax of ₹ 18,385 lakhs respectively for the year ended March 31, 2025. These amounts have been calculated using the subsidiary's financial statements and adjusting them for:

- differences in the accounting policies between the Group and the subsidiary, and
- the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from April 1, 2024, together with the consequential tax effects."

### B Asset Acquisition

On April 18, 2024, the Group acquired entire equity interest in Happiest Minds Edutech Private Limited (erstwhile Macmillan Learning India Private Limited) for a total cash consideration of ₹ 445 lakhs. Macmillan provides development, testing, enhancement and maintenance services solely to Intellus Learning LLC. The primary assets acquired were cash and cash equivalents of ₹ 468 lakhs, trade receivables of ₹ 86 lakhs and short term liabilities of ₹ 109 lakhs. Accordingly, the Group has accounted for this purchase as an asset acquisition.

**47** The Board of Directors of the Parent at their meeting held on May 28, 2026, recommended the payout of a final dividend of ₹ 3.65/- per equity share of face value ₹ 2/- each for the financial year ended March 31, 2026. This recommendation is subject to approval of shareholders at the 15<sup>th</sup> Annual General Meeting of the Company scheduled to be held on July 28, 2026.

**48** Previous year's figures have been regrouped/ reclassified wherever necessary to conform with current year classification.

for and on behalf of the Board of Directors:

#### Happiest Minds Technologies Limited

CIN : L72900KA2011PLC057931

#### Ashok Soota

Chairman & Chief Mentor  
 DIN : 00145962  
 Place: Bengaluru, India  
 Date: May 28, 2026.

#### Joseph Vinod Anantharaju

Co-Chairman & CEO  
 DIN : 08859640  
 Place: Seattle, USA  
 Date: May 28, 2026

#### Venkatraman Narayanan

Managing Director  
 DIN : 01856347  
 Place: Bengaluru, India  
 Date: May 28, 2026.

#### Anand Balakrishnan

Chief Financial Officer  
 Place: Bengaluru, India  
 Date: May 28, 2026

#### Praveen Darshankar

Company Secretary  
 FCS No.: F6706  
 Place: Bengaluru, India  
 Date: May 28, 2026