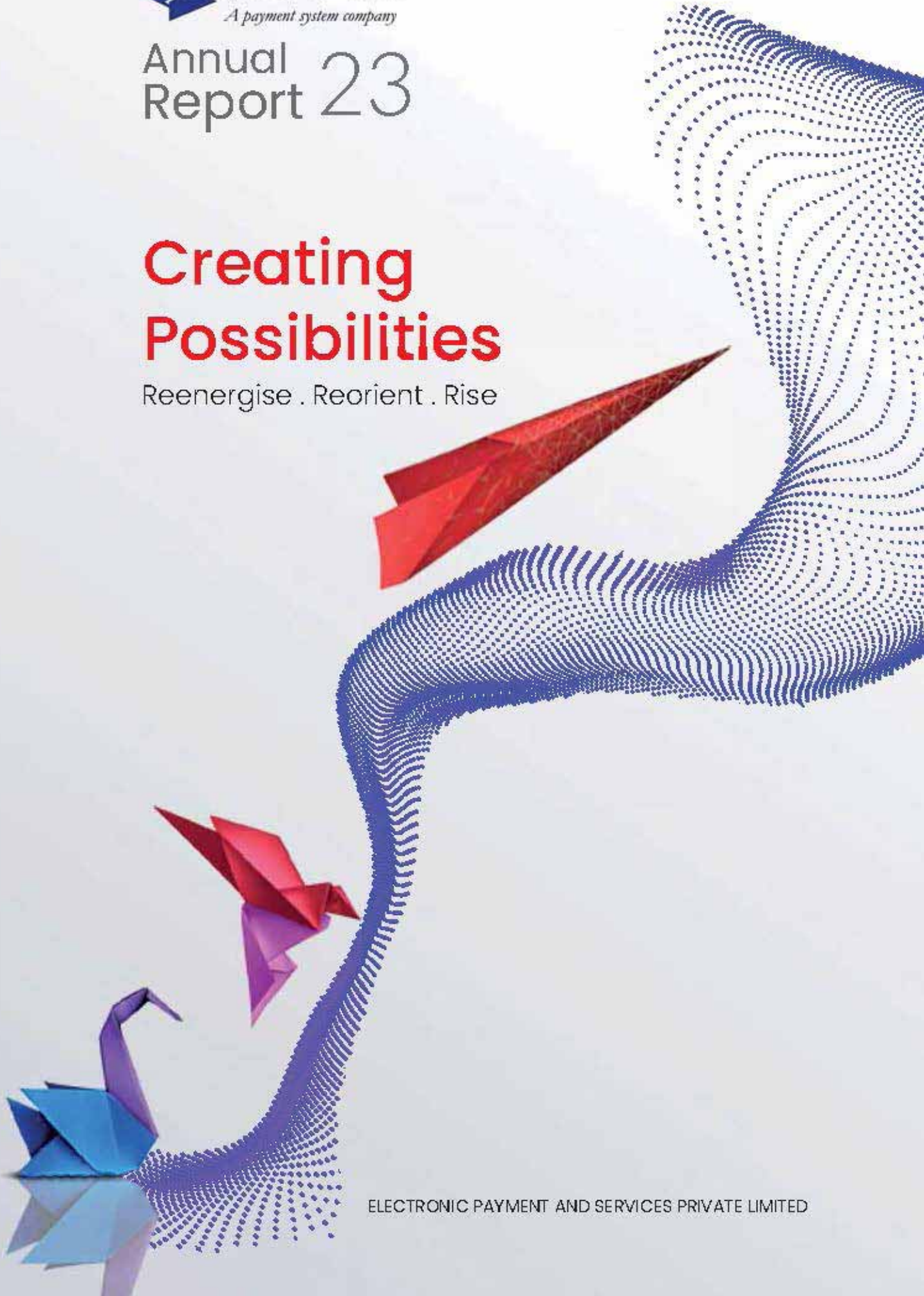


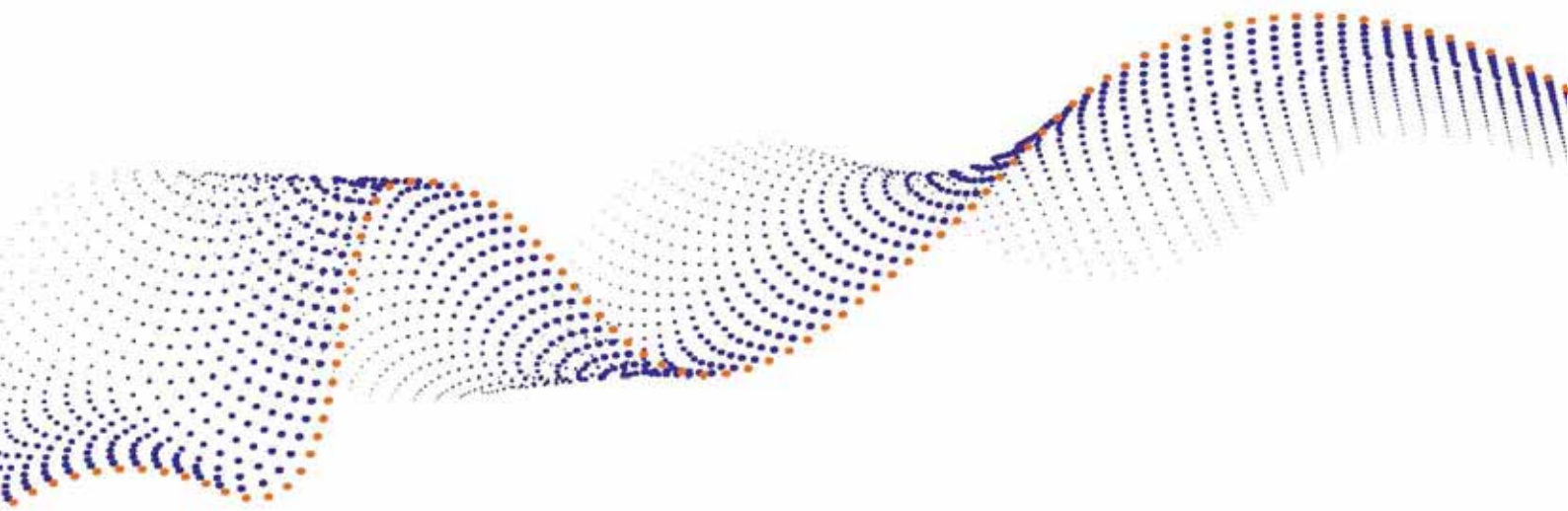


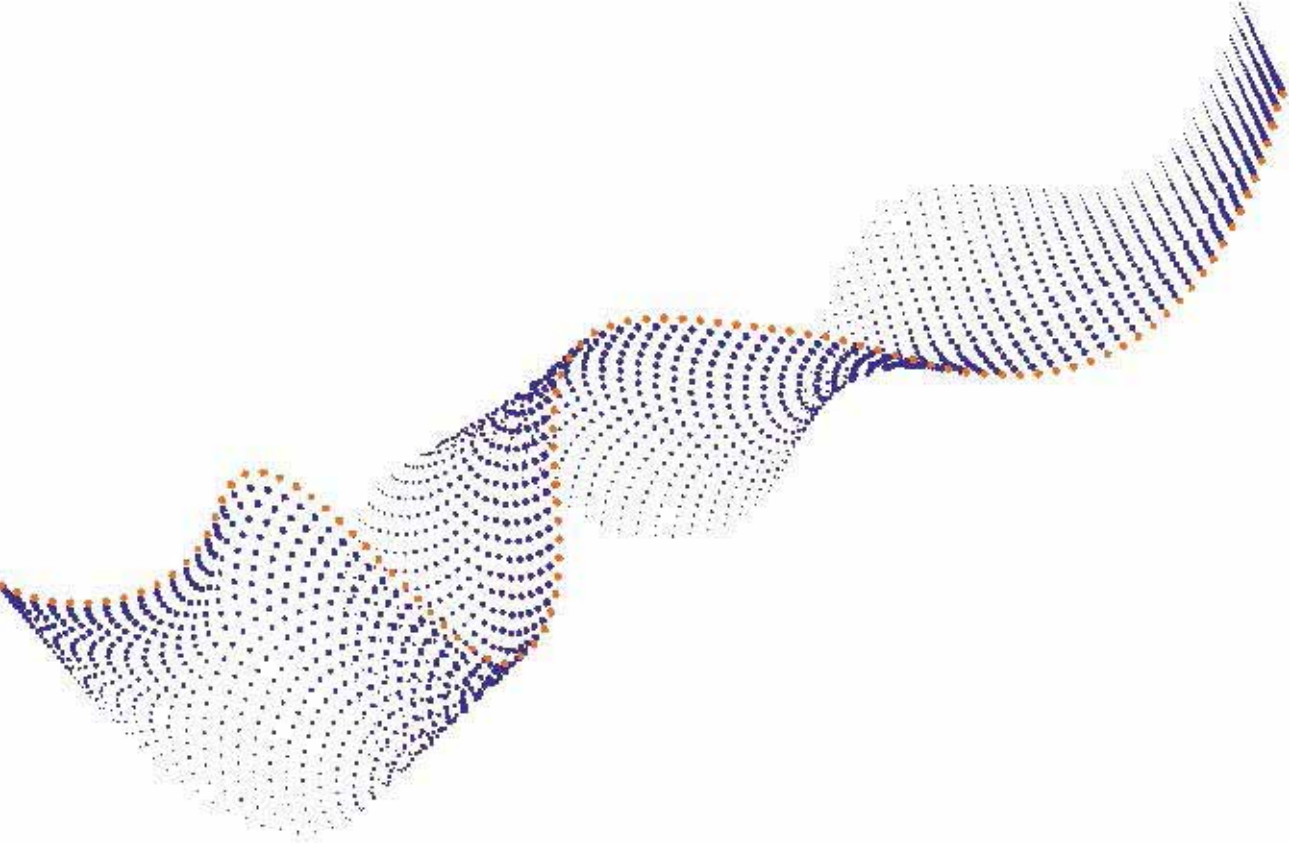
Annual
Report 23

Creating Possibilities

Reenergise . Reorient . Rise





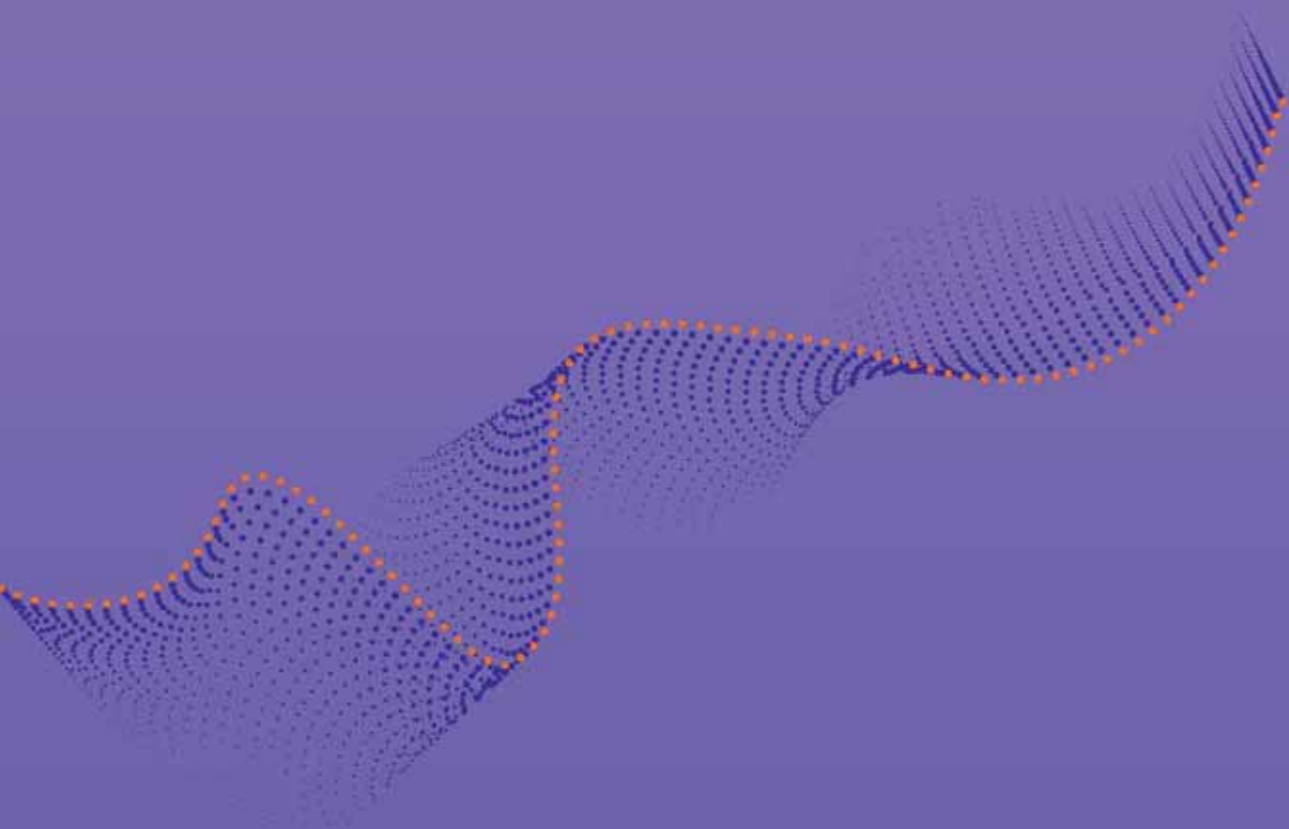


Annual
Report 23

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OVER VIEW

Company Information
Vision, Mission, Core Values
Key Services & Solutions

Company INFORMATION

Founded in 2011, Electronic Payment and Services Private Limited (EPS) is a leading provider of payment technology services. EPS is dedicated to meeting the increasing demand for efficient, secure, and technology-driven products and services within the payment industry.

EPS offers solutions such as ATM outsourcing, digital payments, and an MSME platform that grants access to digital finance and value-added services. Over the last decade, EPS has evolved and established itself as a trusted partner in the dynamic payment technology landscape.

Backed by investments from the financial services and payments sector, EPS embarked on its journey by pioneering ATM outsourcing in India. Today, EPS boasts an extensive and far-reaching presence, managing an impressive network of around 12,000 ATMs across urban, semi-urban, and rural regions in over 25 Indian states. Beyond its pioneering work in ATMs, EPS has expanded its offerings to include a comprehensive suite of digital payment solutions tailored for both banks and non-banking institutions. Today, in the Financial Year 2022-23 EPS has processed over 5 billion digital transactions, solidifying its crucial role in driving India's payments transformation.

EPS places great emphasis on ethical business practices and robust governance. The company's Board of Directors and Advisors comprise distinguished individuals with extensive experience in reputable institutions, including Public Sector Banks, RBI, and NPCI.

EPS's approach to payment services covers transaction processing, switching, and reconciliation services for various payment channels, encompassing UPI, IMPS, NETC, NEFT, RTGS, ATM, POS, E-COM, and card management services for both debit and prepaid cards. EPS proudly holds the certification of an Application Service Provider (ASP) from the National Payments Corporation of India (NPCI), reaffirming its unwavering commitment to industry standards and regulations.

EPS adopts a "Security-First" approach to compliance, adhering to international security standards such as PCI DSS 3.2.1, ISO 9001:2015, and ISO 27001:2013, guaranteeing the safety and security of all transactions processed through EPS's infrastructure, spanning a wide range of retail digital payment channels.

EPS's clientele spans various segments of the banking and financial services industry, encompassing Public Sector Banks, Private Sector Banks, Co-operative Banks, International Banks, NBFCs, and FinTechs.



Services 7 of the top
10 Banks in India



Handled 5+ billion
digital transactions



13000+
self-service
terminals



Our **VISION**

To be a leader in payment technology solutions, empowering banks and financial services in a dynamic business world by building a strong bond with our customers, our stakeholders and our employees.



Our **MISSION**

To be a leading provider of banking and retail terminals by providing cost effective banking and transaction related services and solutions.

To establish a dependable electronic payment network and be a differentiator in providing electronic payment services.

VALUES

S **Service**
To understand, determine and deliver what our clients need, with a high standard of customer service and professionalism.

T **Trust**
We believe that trust and respect are essential for teamwork.

R **Relationship**
We believe in building strong relationships through transparency and fairness in all our dealings.

I **Integrity**
We are committed to a high standard of integrity.

V **Value People**
We value every member of our team and encourage their development.

E **Excellence**
We strive to excel always.



Keys SERVICES & SOLUTIONS

Our portfolio encompasses a diverse range of offerings that cater to the evolving needs of banks and financial institutions.



ATM Solutions:

EPS, at its inception, emerged as a pioneering force in ATM outsourcing and has consistently maintained its position as an industry leader. Our comprehensive range of offerings comprises:



ATM Outsourcing Services:

An all-encompassing solution that seamlessly integrates site management, precise ATM installation, effective cash management, real-time remote monitoring, and seamless networking to provide an unparalleled customer experience.



ATM Managed Services:

A comprehensive suite that encompasses crucial aspects such as incident management, meticulous maintenance services, software management, and support, as well as streamlined electronic journal and content management. These combined services guarantee seamless and optimal ATM functionality, translating into a superior user experience.



EPSTAR®:

An innovative, robust, and integrated ATM monitoring application that empowers efficient ATM management, enabling real-time information dissemination among stakeholders, automated ticket dispatch, and comprehensive trend analysis, thereby fostering accurate cash projection and refining various processes involving cash, site, asset reconciliation, and audits.



SmartX®:

Designed to offer centralized control over a bank's distributed terminals, SmartX® facilitates seamless ATM file exchange, content distribution, and efficient data collection services.



Middleware for Interoperable Cardless Cash Withdrawal (ICCW):

Our pioneering middleware solution empowers banks to implement cardless cash withdrawals using UPI for customer authorization, enhancing both convenience and security.



Multi-functional Kiosk and Digital Banking Unit:

Our cutting-edge kiosk solution transforms the banking experience by offering diverse services such as fund transfers, cheque deposits, passbook printing, Aadhar-based authentication, and more.



UPI Solutions:

EPS leads the way in UPI solutions, providing comprehensive solutions tailored for diverse financial institutions.

UPI Switch:

Seamlessly integrating into existing systems, our UPI switch offers the latest UPI 2.0 specifications, merchant UPI SDK, dispute resolution, and comprehensive reporting capabilities.

UPI Reconciliation:

Ensuring precise clearing, settlement, and efficient dispute management among participants, our UPI reconciliation solution boasts high matching rates, intuitive dashboard functionality, and extensive reporting capabilities.



Payment Switching Solutions:

Our Payment Switches handle varied payment modes such as ATM, Cards, IMPS, AePS, NETC, BBPS, NEFT, and RTGS. It secures payment information, routing transactions among entities like Banks, merchants, and processors. Our EFT switch routes ATM, POS, Cards, and E-com transactions, certified for card networks. AePS fosters financial inclusion; NETC enables seamless Bank-issued Fastags. Our switching solutions offer easy integration, a high success rate, and comprehensive reporting.



Enterprise Reconciliation:

We provide an advanced automated reconciliation service for different payment channels like ATM, UPI, IMPS, NEFT, RTGS, and NETC. This helps with fast reconciliation and settlement within the regulatory timelines. It also covers chargeback and online dispute resolution processes.





Technology Service Provider for Account Aggregator:

We are a Sahamati-registered TSP (Technology Service Provider) for Account Aggregators, offering comprehensive technology services to assist financial institutions in efficiently connecting to the Account Aggregator ecosystem (AA) and ensuring secure data exchange. Our technology services for AA include:

TSP for Data Standards:

These services enable any Financial Institution acting as an FIU (Financial Information User) or a FIP (Financial Information Provider) to seamlessly join the Account Aggregator Ecosystem and exchange data securely.

TSP for Data Analytics:

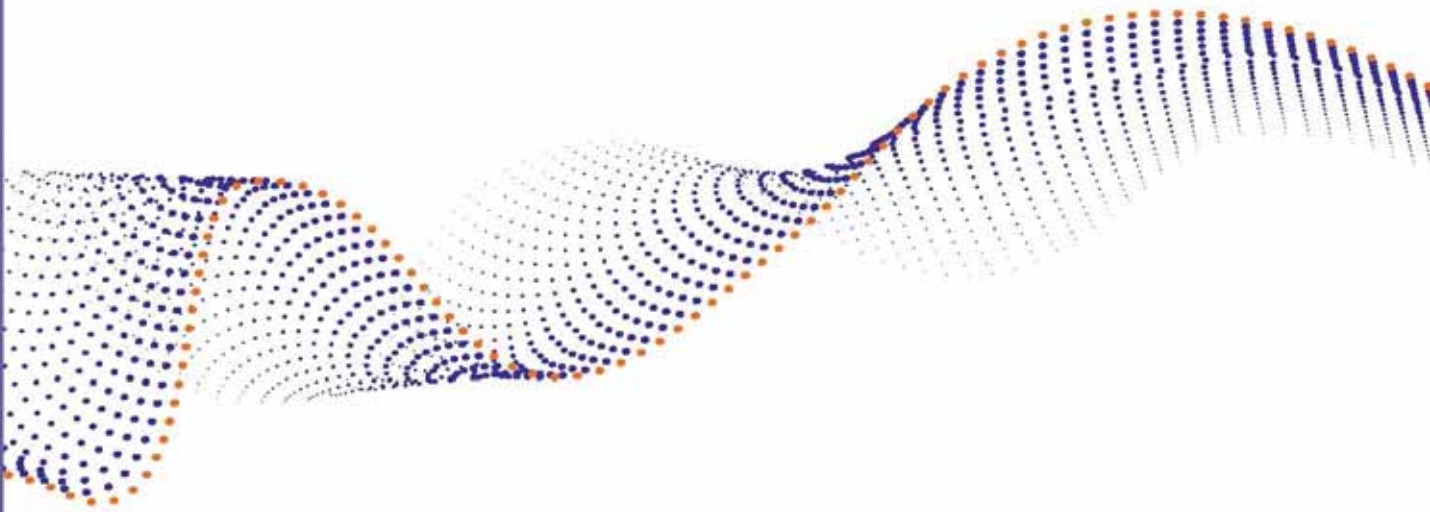
These services assist banks, NBFCs (Non-Banking Financial Companies), and other financial institutions in analyzing data to gain valuable business insights, which support various use cases, including customer onboarding, credit underwriting, loan monitoring, cross-selling, and creating new applications by leveraging the capabilities of AA.

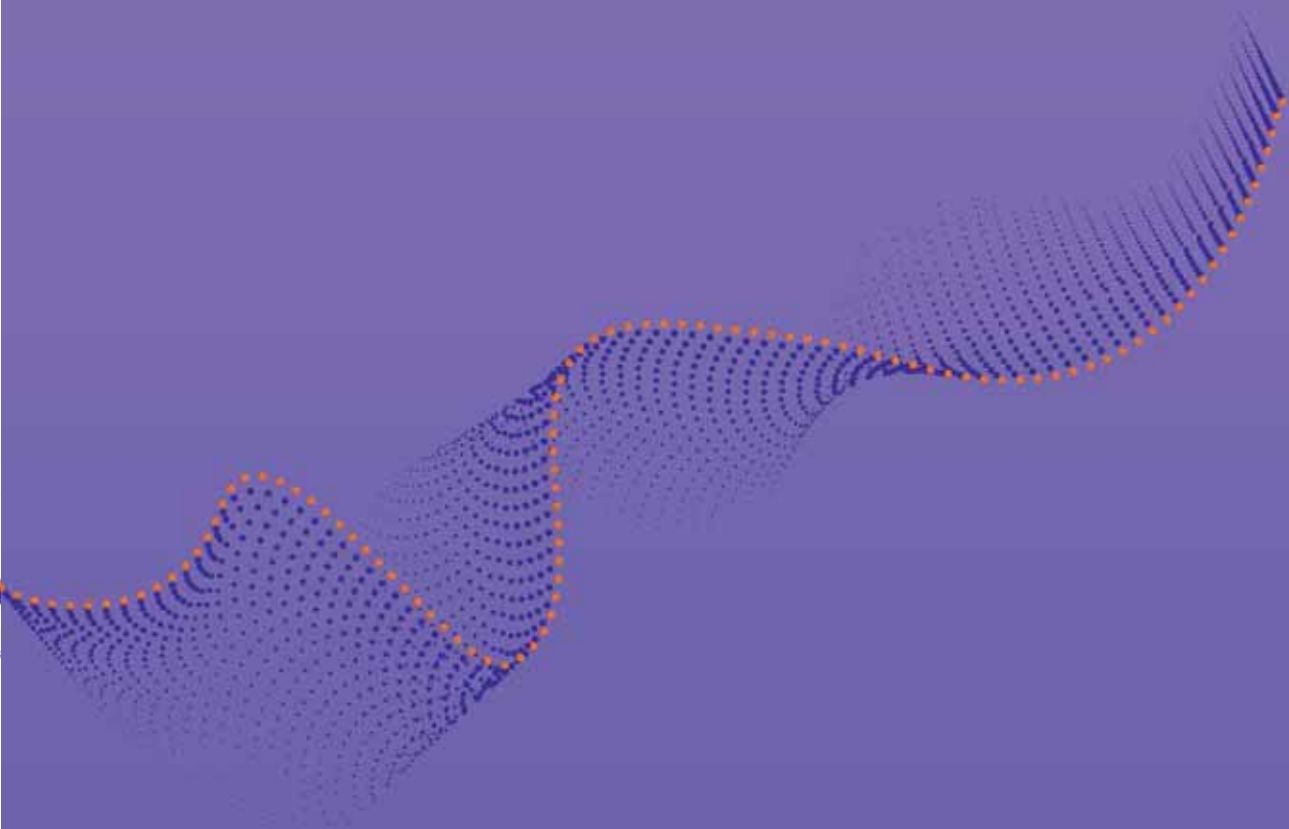


MSME Digital Platform:

Our innovative MSME Digital platform empowers banks and MSME-focused financial institutions to provide personalized value-added services to their MSME customers, including payments, invoicing, credit, insurance, tax filing, payroll, expense management, etc. The platform analyses data spanning invoices, payments, and GST for MSME profiling and personalization.







THE
BOARD
Board of Directors



Board of DIRECTORS



Mr. Mani Mamallan

Chairman & Managing Director
DIN - 03584512



Mr. Sanjay Kapoor

Director
DIN - 03584520



Mr. Anurag Agrawal

Nominee Director
DIN - 02385780



**Ms. Sushma
Keshavamurthy Kaushik**

Nominee Director
DIN - 05142705



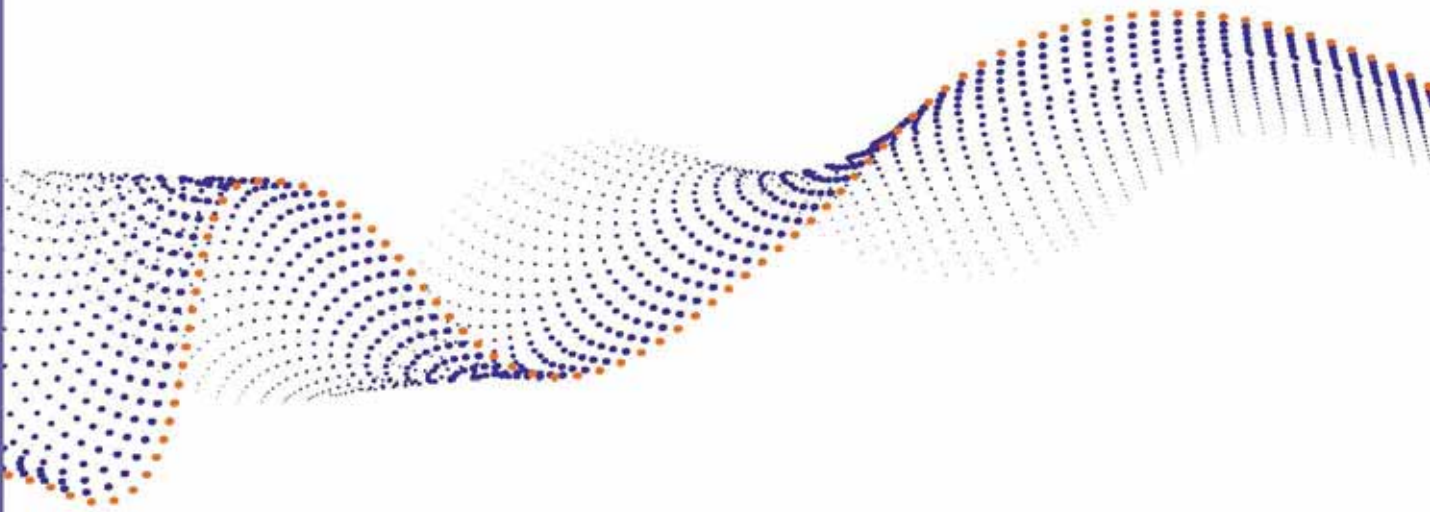
Mr. Udayan Goyal

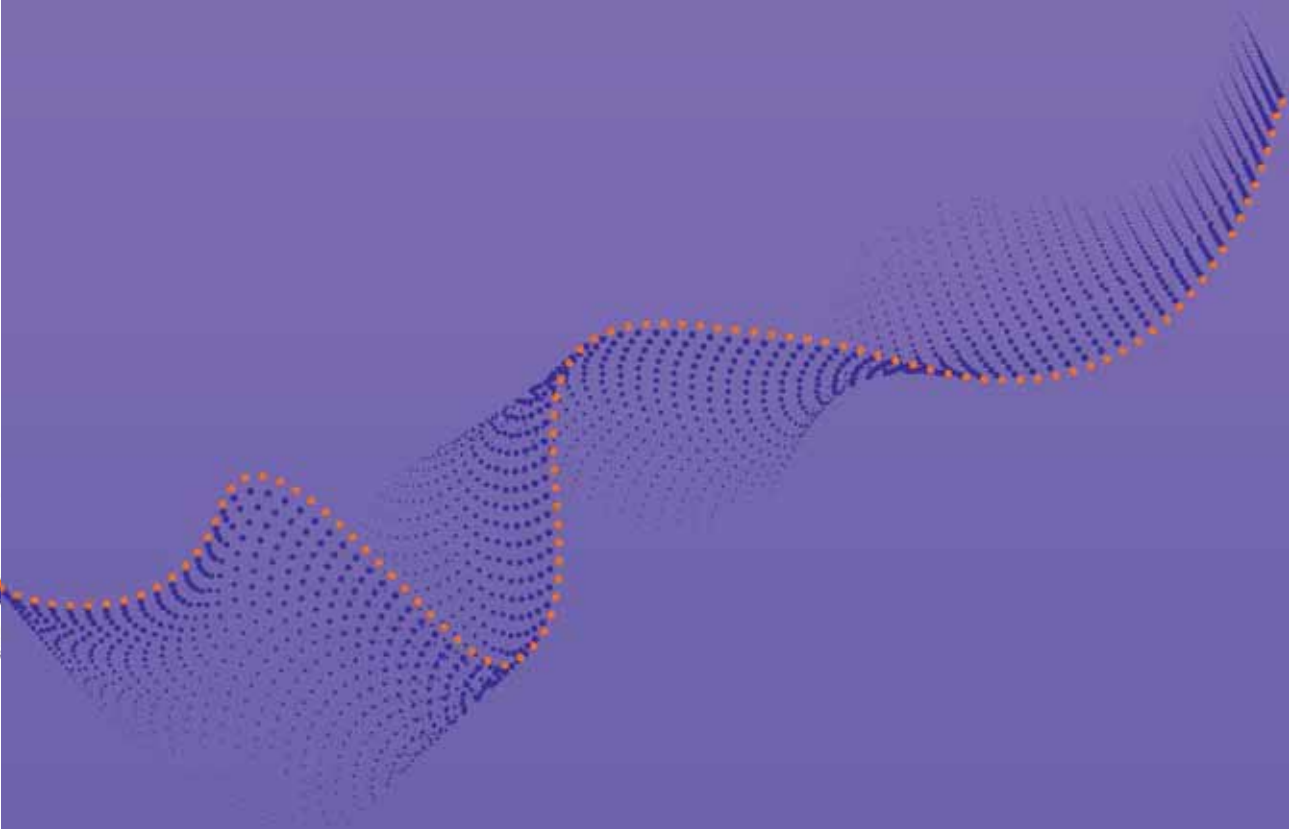
Nominee Director
DIN - 07399005



Mr. Rama Subramaniam Gandhi

Independent Director
DIN - 03341633





CHAIRMAN'S **LETTER**

Message from the Chairman
and Managing Director



Message From The Chairman & Managing Director

Dear Stakeholders,

I am delighted to present the Annual Report for the year ending March 31, 2023, on behalf of Electronic Payment and Services Private Limited (EPS), a leading payment technology services provider. Our team is charged with enthusiasm as we look to reenergize the core of our business while remaining steadfast in our commitment to pioneer innovative solutions in the dynamic business space. In these ever-changing times and conditions, we are guided by the principle that we must keep our focus firmly directed toward the future.

Adapting to a Shifting Landscape:

In the last financial year, Indians have witnessed a growing adoption of digital payment methods, particularly with the rapid expansion of UPI (Unified Payments Interface) transactions. However, despite this surge in digital payments, India still maintains one of the highest currency-GDP ratios among major economies. The value of cash in circulation in India has continued to rise, experiencing a 7.8% increase in FY23. This indicates that a significant portion of the economy still relies on cash transactions, even as digital payment methods continue to gain ground.

Following the Reserve Bank of India's decision to cease printing ₹2000 denomination currency notes, ₹500 notes now constitute a substantial portion, accounting for 77.1% of the total currency in circulation in FY23. This represents a significant increase compared to previous years when ₹500 notes made up less than 50% of the currency in circulation up until FY18. This shift is also evident in the approximately 6.4% annual increase in cash dispensation through ATMs over the past two years.





This year, the Reserve Bank of India (RBI) also initiated a retail Central Bank Digital Currency (CBDC) pilot with the participation of 13 Banks. It hopes to accelerate the acceptance of CBDCs among merchants and their use by consumers by linking CBDC wallets to the Unified Payments Interface (UPI) via QR code.

Besides the above developments, India continues to see the growth of its ambitious Account Aggregator (AA) framework and Open Network of Digital Commerce (ONDC).

In response to market dynamics, we will serve as trusted navigators for our clients, enabling them to create value through technology-led innovation and business transformation. We will strategically invest across business segments to remain agile and responsive, with an unwavering commitment to driving future growth in changing conditions.

Consistent and Positive Financial Performance:

Over the last three consecutive years, your company has demonstrated consistent and positive financial performance. The revenue has steadily increased, growing from ₹3,430 million in FY2020-21 to ₹4,496 million in FY2022-23. This robust revenue growth is complemented by EBITDA, which also exhibited a healthy upward trend, reaching ₹821 million in the latest financial year, up from ₹503 million in FY2020-21. Furthermore, the net worth of your company has shown remarkable growth, climbing from ₹1,675 million to ₹2,148 million, reflecting the strength and stability of the company.

Milestone Achievements:

In the financial year 2022-23, your company achieved significant milestones in customer acquisitions that truly exemplify our commitment to excellence and innovation in the payment technology services sector.

First and foremost, I am pleased to announce that your company has successfully renewed a multi-year contract for ATM Management Services with one of the leading public sector banks. However, there is more exciting news to share – this renewal comes hand in hand with a remarkable expansion as the bank has chosen to entrust us with an additional 1000 ATMs, further solidifying our position as their preferred partner.

In addition to this positive development, your company has also secured another multi-year outsourcing contract for EJ pulling and content management services from another prominent public sector bank. To deliver these outsourced services, we will be utilizing our in-house developed solution, showcasing our expertise and capability to provide tailored solutions for our valued clients.

At our core, we are propelled by an unwavering commitment to excellence, and these accomplishments underscore the undeniable value that leading banks find in our solutions and efficiency. We are excited to continue our journey of providing top-notch solutions and services to our clients and look forward to furthering our fruitful partnerships in the years to come.



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Responding to Evolving Market Needs:

In today's dynamic financial landscape, it is imperative to stay ahead of market trends. We are focusing on offering solutions that are designed to meet the evolving needs of the financial sector, ensuring that our clients remain competitive.

Our middleware for Interoperable Cardless Cash Withdrawal (ICCW) harnesses UPI for secure, convenient cash withdrawals, aligning perfectly with the demand for mobile-based, secure transactions.

We are offering Multi-functional Kiosks (MFKs) for Digital Banking Units to enable banks to extend self-service banking. The MFKs offer a wide array of services, from fund transfers to passbook printing, catering to customers seeking quick, convenient, and diverse self-service options.

Our technology services for Account Aggregator addresses the data-driven decision-making trend in finance. It ensures secure data exchange and provides robust analytics for business intelligence, assisting institutions in understanding their customers better and facilitating a range of use cases.

Small and medium-sized enterprises are the bedrock of the economy. The "MSME Digital Platform" is our response to the need for personalized "banking and beyond banking" services for micro, small, and medium-sized enterprises. From banking and alternative credit to beyond banking services, it enables financial institutions to better serve this critical segment, responding to their unique requirements.



In today's dynamic financial landscape, it's imperative to stay ahead of market trends. We are focusing on offering solutions that are designed to meet the evolving needs of the financial sector, ensuring that our clients remain competitive.

Our ability to swiftly identify emerging market needs and deliver tailored solutions reflects our commitment to innovation and addressing the evolving requirements of our clients. We stay at the forefront of the industry, ensuring our clients thrive in a continuously changing landscape.

Great Place to Work Practices:

This year, your company proudly achieved the esteemed certification as a Great Place to Work, evidence of our proactive initiatives in shaping an exceptional workplace. This milestone was realized through a series of deliberate actions rooted in the principles of trust, respect, fairness, pride, and camaraderie.

At EPS, we have consciously cultivated a work culture that empowers every individual, fostering trust through transparent and candid communication. Our leadership is unwavering in its commitment to sharing our goals, challenges, and strategies, thereby building an atmosphere of trust and openness.



Small and medium-sized enterprises are the bedrock of the economy. The "MSME Digital Platform" is our response to the need for personalized "banking and beyond banking" services for micro, small, and medium-sized enterprises.



We place great importance on embracing the unique qualities of all our team members and actively working to eliminate systemic inequalities. Our dedication to unimpeded communication and awareness training creates a secure and inclusive environment, fully aligned with our mission of respect.

Compliance and ethical standards are deeply ingrained in our corporate DNA. We ensure fairness throughout the entire hire-to-retire process by maintaining a structured, objective approach that consistently prioritizes qualifications and merits. This commitment is evident in unbiased hiring processes, transparent performance evaluations, and equitable retirement policies, ensuring equal opportunities and dignity for all employees at every stage of their careers.

Our highly engaged employees find purpose and security in their roles, forming a deep emotional connection with the organization. Our distinctive orientation program, monthly recognition, annual events, and initiatives instill a strong sense of pride and belonging.

Camaraderie is not merely a concept at EPS; it is a living reality evident in our warm welcome for new team members, the celebration of personal milestones, and engaging fun activities that inspire and motivate our workforce.

These initiatives collectively underscore our unwavering commitment to fostering a workplace grounded in trust, respect, fairness, pride, and camaraderie. As a certified Great Place to Work, EPS exemplifies a culture that is not merely a set of words but a vibrant and enriching experience that benefits each member of our organization.

Embracing Purpose in Business:

As a responsible enterprise, your company has been deeply committed to supporting its community through purpose-driven initiatives that extend far beyond profit. These endeavours reflect our dedication to fostering growth, education, and sustainable development within underserved communities.

1. The “Udaan” project for Tribal Girls’ Education: The ‘Udaan’ project successfully addressed the need for bunk beds, shelves, and cupboards at a government-run hostel for tribal girls in Dahanu, Maharashtra.
2. “Yuva English” for Enhancing Language Skills of Tribal Girls: Recognizing the importance of language skills in creating job opportunities, the ‘Yuva English’ project focused on offering functional English learning programs for young tribal girls in the hostel at Agar, Dahanu, Maharashtra.
3. Adult Literacy Program: To combat illiteracy, we supported an Adult Literacy Program that utilizes Computer-Based Functional Literacy (CBFL) solutions, making it possible for underprivileged women to acquire functional literacy skills rapidly.
4. Environmental Studies for Nurturing Eco-Consciousness: The Environmental Studies project aimed to impart knowledge and awareness of the natural world, empowering young minds to become responsible stewards of the environment.



As a certified Great Place to Work, EPS exemplifies a culture that is not merely a set of words but a vibrant and enriching experience that benefits each member of our organization..



5. "PM CARES" Fund: During times of crisis, we extended our support to the Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund), enhancing healthcare facilities, supporting research, and helping during emergencies.
6. Prime Minister's National Relief Fund: Our contributions to the Prime Minister's National Relief Fund aim to provide aid to victims of natural calamities, major accidents, riots and other purposes served by this fund.
7. Supporting Armed Forces Veterans: We demonstrated our deep respect and gratitude for the service of veterans, war widows, and their dependents by extending our support to them through the Armed Force Flag Day Fund.
8. Contribution to Roti Foundation: Our collaboration with the Roti Foundation aimed to address hunger and malnutrition by providing nutritious meals to underserved communities.

Our initiatives are grounded in a belief in the transformative power of purpose-driven actions. We stand as a responsible enterprise that recognizes the collective impact of our efforts in making a meaningful difference in the lives of many.

Conclusion

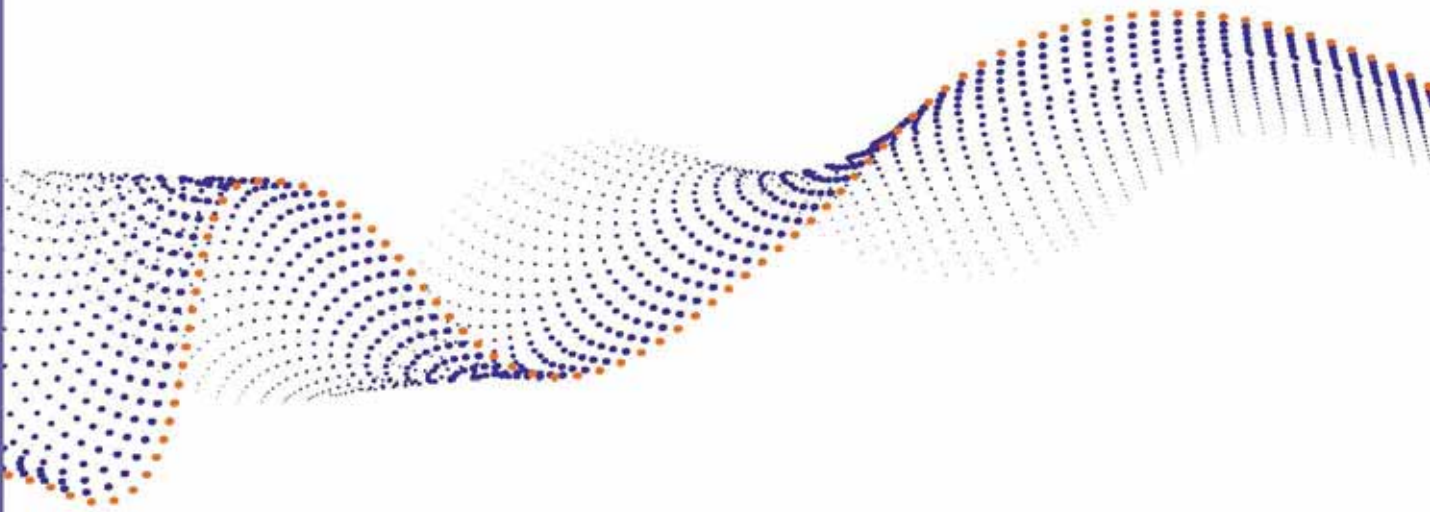
I want to express my gratitude to our stakeholders for their continued support. We are committed to reenergizing our core business, venturing into new domains, fostering financial growth, upholding ethical standards, and contributing to our community's well-being. Electronic Payment and Services (EPS) stands ready to meet the challenges and opportunities of the future with the same determination and dedication that has brought us to where we are today.

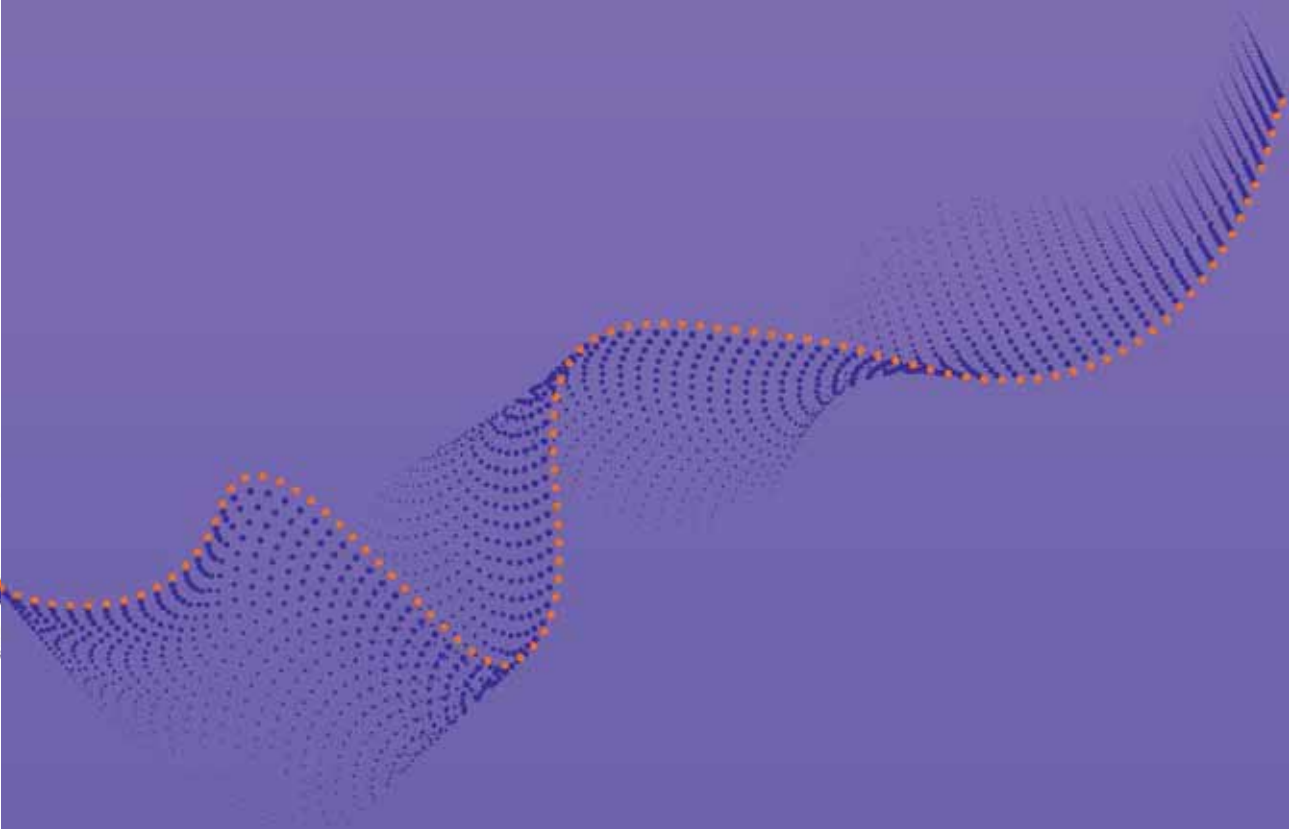
Thank you for your trust in EPS.

Mani Mamallan

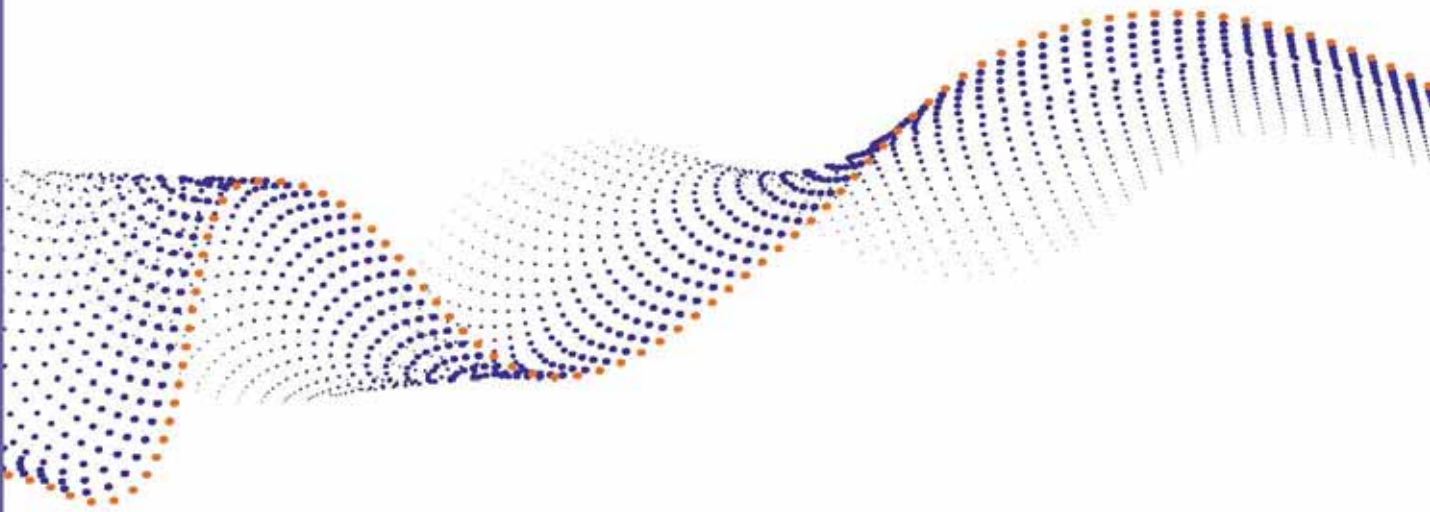
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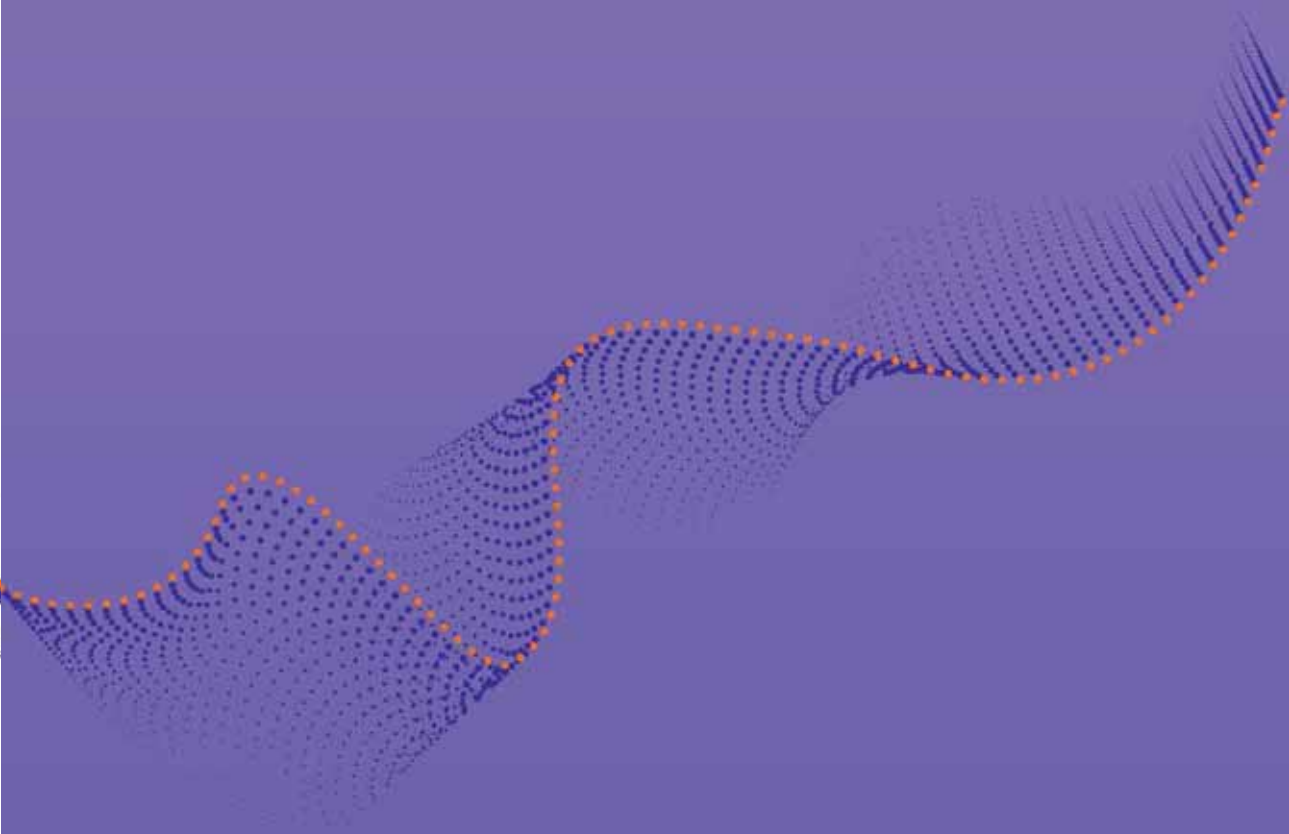
BANKERS
LIST OF LENDERS



LIST OF LENDERS

1. IDFC First Bank Limited, C-32 G Block,
Naman Chambers, BKC, Mumbai - 400051.
2. Kotak Mahindra Bank Limited, 12 BKC, C-12,
G Block, Banda (East), Mumbai - 400051.
3. Bajaj Finance Limited, 4th Floor, Bajaj Finserv
Corporate Office, Off Pune-Ahmednagar Road,
Viman Nagar, Pune - 411014.
4. ICICI Bank Limited, ICICI Bank Towers,
Bandra Kurla Complex, Mumbai – 400051.
5. Tata Capital Financial Services Limited, 12th Floor,
Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
6. Utkarsh Small Finance Bank Limited, S-24/1-2,
First Floor, Mahavir Nagar, Orderly Bazar,
Varanasi - 221002.





GOVERNANCE **REPORT**



Risk and GOVERNANCE REPORT

At Electronic Payment and Services (EPS), we wholeheartedly believe that corporate governance is the bedrock upon which our commitment to excellence is built. It is not merely a set of rules but a system of principles and practices that define how we operate and how we align our interests with those of our diverse stakeholders.

Our corporate governance framework rests upon four pillars - people, processes, performance, and purpose. These pillars guide our every move, ensuring that we remain accountable, transparent, fair, responsible, and resilient. They are not just ideals but the very essence of our operations.

In the digital age, we, as payment technology service providers, are entrusted with the responsibility to safeguard the interests of multiple stakeholders, including shareholders, management, employees, customers, suppliers, financiers, government, and the larger community. Our corporate governance practices, deeply rooted in ethical values, aim to enhance our capacity to create wealth while staying committed to the principles of fairness, accountability, ethics, transparency, and risk management. Thus, corporate governance stands as a significant pillar in our journey towards becoming a more efficient and thriving organization.

EPS' Dedication to Good Governance

For us at EPS, good governance is not just a notion; it is our way of life. It forms the cornerstone of our mission to be a distinctive payment technology service provider. Our philosophy of corporate governance is grounded in a heritage of fairness, accountability, ethics, transparency, and risk management. We believe that it is through these principles that we truly differentiate ourselves in the industry.

Notable Achievements in the Last Financial Year

In the past financial year, EPS's journey was marked by notable achievements that directly impacted the lives of our diverse stakeholders. These achievements are a testament to our unwavering commitment to upholding the values of good governance:

1. **Seamless Transition to "Hybrid working":** Our well-defined processes ensured a smooth transition, prioritizing the interests of employees, customers, and management while delivering timely results.
2. **Comprehensive Health Insurance Coverage:** We extended health insurance to our entire workforce and their families, prioritizing their well-being.
3. **Social Responsibility Initiatives:** Our commitment to contributing to India's development focuses on key areas such as Education and Nation Building. Initiatives like our support for the Roti Foundation, infrastructure development for tribal girls' hostels in Maharashtra, and English learning programs for women have not only generated a positive social impact but also contributed to our bottom line in an industry marked by challenges.

“ Our corporate governance practices, deeply rooted in ethical values, aim to enhance our capacity to create wealth while staying committed to the principles of fairness, accountability, ethics, transparency, and risk management.



The Role of the Governance, Risk, and Compliance (GRC) Department

Our GRC department operates seamlessly, reinforcing our commitment to resilience, risk mitigation, and productivity. We align our GRC framework with domestic standards and industry best practices, ensuring timely disclosures and the sharing of vital information.

A Robust Three-Layer Defence Mechanism

We have established a three-layer defence mechanism to fortify our risk and governance framework:

1. **Statutory Compliances:** Our web-based software, EPSafe, automates risk monitoring and compliance management for all applicable statutory compliances. It is subject to annual review to ensure continued relevance.
2. **Assurance:** Third-party testing of ICFR and operational controls, along with periodic reviews of SOPs and the control library, helps us maintain robust processes that align with governance and assurance objectives.
3. **Internal Audit:** We conduct internal audits to assess overall performance, closing audit observations with risk mitigation and process improvements. Our internal auditor is approved by the Audit Committee, and audit reports are thoroughly reviewed by the Board.

Certifications and Industry Standards

We have successfully achieved various certifications such as ISO 27001:2013 for Information Security, ISO 9001:2015 for Quality Management Systems, and PCI DSS for The Payment Card Industry Data Security. These standards serve as the foundation for our structure,

policies, processes, and systems, instilling confidence in our customers and partners and positioning us as leaders in the industry. We are committed to renewing certifications in a timely manner and conducting surveillance audits to maintain strict adherence to these standards.

Compliances in the Financial Year 2022 – 2023

For the Financial Year 2022 – 2023, we have diligently complied with all the relevant legislation provisions, thanks to the dedication of our various teams within the organization. Their efforts in providing timely information and connectivity have been invaluable in supporting compliance with relevant regulations.

Committees and Policies for Effective Governance

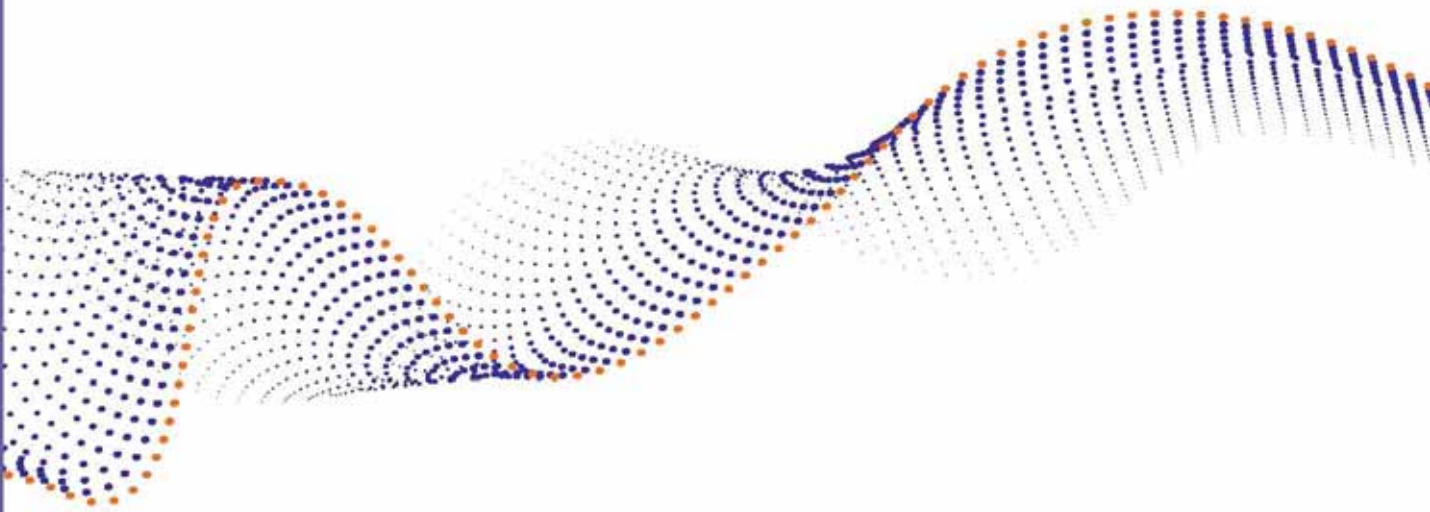
Our belief in effective governance is reflected in the various committees, sub-committees, and policies that form a part of our Corporate Governance:

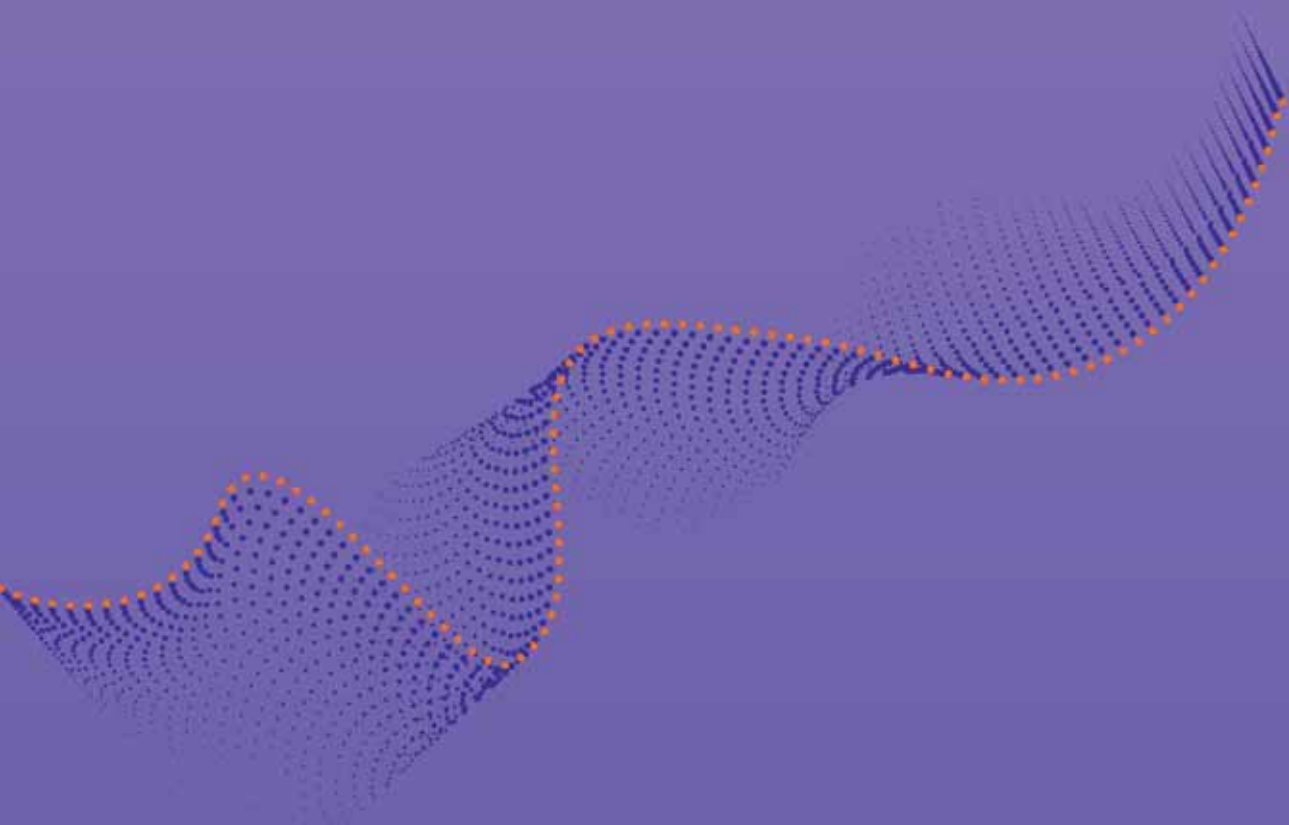
- Audit and Risk Board Sub-Committee
- Finance Board Sub-Committee
- Business and Operations Board Sub-Committee
- Compensation Board Sub-Committee

All legal documentation is prepared, reviewed, and executed with great care to safeguard our company's legal interests.

EPS's Commitment to Trust and Respect

Our ultimate goal at EPS is to earn the trust of our stakeholders and become an organization known for its unwavering commitment to corporate governance. We continually strive to attain the gold standard in Corporate Governance, ensuring that EPS remains a respected and trusted organization for all.





BOARD'S REPORTS





DIRECTORS' REPORT

To,
The Members of,

ELECTRONIC PAYMENT AND SERVICES PRIVATE LIMITED

Your Directors' take pleasure in presenting the 12th Annual Report of Electronic Payment and Services Private Limited ("EPS" or "the Company") together with the Audited Standalone Financial Statements for the year ended 31st March 2023.

1. FINANCIAL RESULTS

Particulars	Year Ended on 31 st March 2023 (INR in mn)	Year Ended on 31 st March 2022 (INR in mn)	Year Ended on 31 st March 2023 (INR in mn)	Year Ended on 31 st March 2022 (INR in mn)
	(Standalone)	(Standalone)	(Consolidated)	(Consolidated)
Total Revenue	4,496.13	3,425.18	4,496.13	3,425.18
Expenditure	3,832.64	2,977.11	3,832.70	2,977.11
Profit Before Depreciation	663.49	448.07	663.43	448.07
Less: Depreciation	412.72	399.64	412.72	399.64
Profit Before Taxes	250.77	48.43	250.71	48.43
Less: Taxation	41.21	-	41.21	-
(Add): Deferred Tax	(10.57)	(204.75)	(10.57)	(204.75)
Profit After Tax	220.13	253.18	220.07	253.18

2. REVIEW OF THE BUSINESS OPERATIONS

Standalone

During the year, the Company recorded a total revenue of INR 4,496.13 mn as compared to INR 3,425.18 mn for the previous financial year. The Company earned a net profit after tax of INR 220.13 mn during the year as compared to the net profit after tax of INR 253.18 mn for the previous financial year.

Consolidated

During the year, the Company, and its subsidiary ("the Group") has recorded a total revenue of INR 4,496.13 mn and earned a net profit after tax of INR 220.07 mn.

3. CONSOLIDATED FINANCIAL STATEMENTS

During the financial year 2022-23, the Company has invested in Finiverse Aggregator Private Limited ("Wholly Owned Subsidiary"). The Wholly Owned Subsidiary was incorporated on 14th September 2022 for obtaining authorization from Reserve Bank of India ("RBI").

The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on an accrual basis. The Consolidated Financial Statements have been prepared to comply in all material aspects with the Accounting Standards notified under the Company's (Accounting Standards) Rules, 2021 specified under

Section 133 and other relevant provisions of the Companies Act, 2013 (the "Act").

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Schedule III (Division I) to the 2013 Act. Based on the nature of products / activities and the normal time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of classification of assets and liabilities as current or non-current.

4. GENERAL REVIEW ON THE STATE OF COMPANY'S AFFAIRS

The Company is a Payment System and Services company founded to provide ATM operation services to banks and other payment related services. Further, EPS provides an integrated solution which includes the supply and installation of Automated Teller Machines ('ATMs') in all developed areas as well as supporting such business initiatives in remote areas. EPS was incorporated on 29th September 2011 and commenced its business in June 2012.

Currently, the Company manages approximately 12,000 ATMs in all developed areas as well as supporting such business initiatives in remote areas too. The Company also offers Card Management Systems, EFT Switching Services, Enterprise Reconciliations Services and Fraud Risk Management to Financial Institutions.



5. DISCLOSURE ON CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company.

6. DIVIDEND

The Board of Directors of your Company, after considering the relevant circumstances, has decided that it would be prudent not to recommend any Dividend for the year under review.

7. PARTICULARS REGARDING ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOINGS

The information pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the "Annexure I" enclosed.

8. CORPORATE SOCIAL RESPONSIBILITY: -

The Company meets the threshold criteria established under section 135(5) of the Companies Act, 2013 for CSR activities and was required to spend INR 3.78 mn on CSR activities during the year under review. Further, considering the set off excess contribution made during the previous financial year viz: INR 0.32 mn, the aggregate CSR obligation for FY 2022-23 was INR 3.46 mn. Accordingly, the contribution of INR 3.96 mn was made towards various CSR activities as per the approved CSR action plan and the excess contribution made during the year of INR 0.50 mn is proposed to be carried forward against the requirement to spend on CSR activity up to immediate succeeding three financial years, if applicable subject to approval of the Board of the Directors.

Further, pursuant to Section 135(9) of the Companies Act, 2013, the Company is not required to formulate a separate CSR Committee until it meets the prescribed criteria. Hence, the Board of Directors of the Company shall be responsible for monitoring and ensuring the compliances relating to the CSR provisions.

The Annual Report on CSR activities is appended as "Annexure II" to the Directors' Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of the Company pursuant to the requirements of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, hereby confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departures.
2. That the Directors had selected accounting policies and applied consistently, and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the statement of affairs of the Company as at 31st March 2023 at the end of the financial year and of the profit and loss of the Company for that period.
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors had prepared the annual accounts on a going concern basis and
5. That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
6. They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not given any loans or provided guarantees and securities, as applicable pursuant to the provision of Section 186 of the Companies Act.

During the financial year 2022-23, the Company has invested in Finiverse Aggregator Private Limited ("Wholly Owned Subsidiary"). The Wholly Owned Subsidiary was incorporated on 14th September 2022 for obtaining authorization from Reserve Bank of India ("RBI").

11. DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134(3)(j) of the Companies Act, 2013 is not required.

12. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT



No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

13. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, the disclosure pursuant to Rule 8(5)(vii) of Companies (Accounts) Rules, 2014 is not required.

14. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014

The Company's Internal Financial Control Systems are adequate and operating effectively in all material respects and are commensurate with the size of its business operations.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013

During the year, there were no material-related party contracts entered by the Company that may have potential conflict of interest with the Company at large and all the transactions were at arm's length and in the ordinary course of business. The remuneration being paid to the related parties is approved by the Board of Directors in the Board Meeting held on 18th October 2022 and by the Shareholders in the Extra Ordinary General Meeting held on 14th November 2022 of the Company. The particulars of contracts or arrangements with related parties are given in Form AOC - 2 and are attached herewith as "Annexure IV" to this report. All related party transactions as per AS-18 are mentioned in Note No. 30 to the Standalone Financial Statements of the Company.

16. ANNUAL RETURN

Pursuant to Section 92(3) and 134(3)(a) of the Companies Act, 2013, the Annual Return for the financial year ended on 31st March 2023, shall be placed on the website of the Company at <https://www.electronicpay.in/company-annual-return/>.

17. DETAILS OF SUBSIDIARY COMPANY

During the financial year 2022-23, the Company has invested in Finiverse Aggregator Private Limited ("Wholly Owned Subsidiary"). The Wholly Owned Subsidiary was incorporated on 14th September 2022 for obtaining authorization from Reserve Bank of India ("RBI"). Details of the said Subsidiary are given in the "Annexure III AOC-1."

18. SHARE CAPITAL

There were no changes made in the Share Capital of the Company during the year under review. The details of the Share Capital are given under Note No. 3 to the Standalone Financial Statements of the Company.

19. EXPLANATION OR COMMENT ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS ON FINANCIAL STATEMENTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report on the Financial Statements.

The provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company for the year under review.

20. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors have reported to the Audit Committee under section 143 (12) of the Companies Act, 2013.

21. COMPANY'S POLICIES RELATING TO DIRECTORS' & KEY MANAGERIAL APPOINTMENT, PAYMENT OF REMUNERATION & DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) of the Companies Act, 2013 relating to Nomination & Remuneration Committee are not applicable to the Company, hence the Company has not devised any policy relating to appointment of Directors, Key Managerial Personnel, payment of Managerial Remuneration, Directors Qualifications, Independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.



22. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED DURING THE YEAR

During the period under review, there were no changes in the composition of the Directors of the Company except for the re-appointment of Mr. Mani Mamallan as the Managing Director of the Company effective 28th October 2022.

23. AUDITORS

At the 11th Annual General Meeting (“AGM”) held on 25th August 2022, the Shareholders of the Company approved the appointment of Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of that 11th AGM till the conclusion of the 16th AGM to be held in the year 2027.

24. MAINTENANCE OF COST RECORDS

Maintenance of cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013, is not applicable to the Company.

25. PARTICULARS OF EMPLOYEES

Pursuant to disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of the employee who is in receipt of remuneration aggregating to INR 10.20 mn per annum or more, are as follows:

Sr. No	Particulars	Details
1	Name	Mr. Mani Mamallan
2	Designation	Chairman & Managing Director
3	Joining Date	1 st July 2012
4	CTC Per Annum	INR 30 mn
5	Remuneration received during the year	INR 21.97 mn
6	Qualification	B. Sc Zoology and PGDPM (IT)
7	DOB	27 th March 1961
8	% of Equity Shares	NIL
9	Last employment	C-Edge Technologies Limited
10	Relatives of any Director or Manager	No

Sr. No	Particulars	Details
1	Name	Mr. Sanjay Kapoor
2	Designation	Director & President
3	Joining Date	1 st July 2012
4	CTC Per Annum	INR 12.19 mn
5	Remuneration received during the year	INR 11.46 mn
6	Qualification	Post Graduate Diploma in computers.
7	DOB	16 th October 1970
8	% of Equity Shares	3.28%
9	Last employment	Kelcomp Esco Services
10	Relatives of any Director or Manager	No



Sr. No	Particulars	Details
1	Name	Mr. Sudhanshu Soman
2	Designation	Chief Financial Officer
3	Joining Date	1 st April 2019
4	CTC Per Annum	INR 15 mn
5	Remuneration received during the year	INR 14.39 mn
6	Qualification	B. Com, CA, CS, CPA
7	DOB	22 nd December 1965
8	% of Equity Shares	NIL
9	Last employment	Lapis India Capital Advisors Private Limited
10	Relatives of any Director or Manager	No

Sr. No	Particulars	Details
1	Name	Mr. Manohar Bhoi
2	Designation	Chief Operating Officer
3	Joining Date	1 st April 2019
4	CTC Per Annum	INR 11.56 mn
5	Remuneration received during the year	INR 11.05 mn
6	Qualification	Post Graduate Diploma Information Technology
7	DOB	1 st July 1971
8	% of Equity Shares	NIL
9	Last employment	CMS Infosystems Limited
10	Relatives of any Director or Manager	No

26. DECLARATION OF INDEPENDENT DIRECTORS

Mr. Rama Subramaniam Gandhi is the Independent Director of the Company and as an annual compliance, the declaration confirming the compliance of the conditions of the independence stipulated in the Section 149 of the Companies Act, 2013, has been submitted to the Company.

Further to note that, the Company being a Private Limited Company, the provisions of Section 149 pertaining to the appointment of Independent Directors are not applicable and that the appointment has been made in order to comply with the Shareholders' Agreement signed between the Company and its Shareholders.

27. BOARD MEETING

During the Financial Year 2022-23, the Board met five times on 07th June 2022, 08th July 2022, 18th October 2022 and 16th December 2022. Further during the Financial Year 2022-23, the Board Sub-Committee Members met to conduct their meetings on the dates as mentioned below:

- **Audit and Risk Board Sub-Committee Meetings:** - 07th June 2022, 08th July 2022, 18th October 2022, 16th December 2022
- **Finance Board Sub-Committee:** - 07th June 2022, 16th December 2022
- **Business and Operations Board Sub-Committee:** - 07th June 2022, 16th December 2022
- **Compensation Board Sub-Committee:** - 08th July 2022, 18th October 2022, 16th December 2022

28. SEXUAL HARRASSMENT POLICY

The Company has devised a Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 with the proper composition of members. The policy highlights are regularly flashed on the desktops of all the employees to ensure the adherence to the policy. An Internal Committee ("IC") has been set up in compliance with the said Act which also includes an external member.



The Human Resource department of the Company also ensures to conduct regular training sessions on the Company's Sexual Harassment Policy. The policy has also been displayed on the Company's website www.electronicpay.in.

During the year under review, no complaints pertaining to sexual harassment of women employees were reported to the Committee.

29. CODE OF CONDUCT

The Company has a comprehensive Code of Conduct ("the Code") applicable to all the stakeholders. The Board of Directors had reviewed the Code of Conduct and the copy of the Code is available on the Company's website www.electronicpay.in.

30. DISCLOSURE OF THE AMOUNT RECEIVED FROM ITS DIRECTORS/RELATIVES OF DIRECTOR AS A LOAN DURING THE YEAR UNDER REVIEW

The Company has not received any amount from its Directors or Relatives.

31. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Company has established a Vigil Mechanism/ Whistle Blower Policy pursuant to Section 177(9) of the Companies Act, 2013 and overseen by Mr. Mani Mamallan, Managing Director of the Company. The formation of the Audit Committee Section 177(1) of the Companies Act, 2013, is not applicable to the Company. The policy has also been displayed on the Company's website www.electronicpay.in.

The Company has also provided adequate safeguards against victimization of employees and the Directors who express their concerns.

32. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards.

33. EMPLOYEE STOCK OPTIONS

The Shareholders of the Company in the Annual General Meeting held on 12th August 2014 had approved the Employee Stock Option Scheme (ESOP), 2014. In this connection the following are the disclosures required as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014.

- (a) Options Granted during the year: - Nil.
- (b) Options Vested during the year: - Nil.
- (c) Options Exercised during the year: - Nil.
- (d) The Total Number of Shares arising as a result of Exercise of Option: - Nil
- (e) Options Lapsed/ Forfeited during the year: - Nil.
- (f) The exercise Price: - INR 10/- per share
- (g) Variation of terms of Options: - Refer below table for Variation of terms of in the Options Granted
- (h) Money realized by exercise of Options: - Nil
- (i) Total Number of options in force: - 17,788
- (j) Total Number of options available for grant- 962
- (k) Employee wise details of options granted to; -
 - i. key managerial Personnel-None
 - ii. any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year. -List of employees captured below.

ESOP 2014 – Granted in September 2014

Name of Grantee	No of options granted
Mr. Chandrasekaran	4500
Mr. Manohar Bhoi	4500
Mr. Prakash Joshi	4500
Mr. Thyagrajan	1500
Mr. Murali Sharma	1500
Mr. Amit Kadam	150
Ms. Supriya Shukla	150*
Total	16,800

*Lapsed

ESOP 2014 – Granted in January 2016

Name of Grantee	No of options granted
Mr. Farroukh Kolah	250**
Mr. Bharat Panchal	150
Mr. Rohit Jain	150
Mr. Nitin Gaonkar	150
Ms. Pradnya Bagade	150
Mr. Vaibhav Puranik	150
Mr. Mahesh Panchal	150
Mr. Mahesh Gaitonde	150**
Total	1,300

**Partially Lapsed



- iii) identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant-Nil

Further, the Board of Directors of the Company, in their meeting held on 29th January 2020, had approved the extension for exercising the ESOPs' granted in the year 2014 and 2016. The revised ESOP schedule after extending the exercise period is as follows:

Details	Grant Date	Number of options vested less lapsed	Vesting Dates	Revised Exercise Dates
First Allocation	5 th September 2014	16,650	4 th September 2015	12 th February 2025
Second Allocation	13 th January 2016	650	13 th January 2018	12 th February 2025
		263	13 th February 2019	12 th February 2025
		225	13 th February 2020	12 th February 2025

Further, in the Extra Ordinary General Meeting held on 19th January 2016, the Shareholders of the Company approved the issue of 43,158 equity options under the Scheme titled "Electronic Payment and Services-Employee Stock Option Plan 2015" (ESOP 2015'). The Company has not granted any of these equity options to the employees of the Company.

34. RISK MANAGEMENT POLICY

The Company has developed and implemented a Risk Management Policy. This policy defines the Risk Management framework through Risk Management Structure, Risk Management Program, Risk Categories & Mitigation Measures. The policy has also been displayed on the Company's website www.electronicpay.in

35. DEPOSITS

The Company has not accepted any fixed deposit from the public within the meaning of Section 73 of The Companies Act, 2013 and rules made there under.

36. DETAILS OF APPLICATIONS MADE OR ANY PENDING PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

The Company did not make any application or there are no pending proceedings under Insolvency and Bankruptcy Code 2016.

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

NIL

38. ACKNOWLEDGEMENT

Your Directors' would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors, and members during the year under review. Your Company also takes this opportunity to acknowledge the dedicated efforts made by staff and officers at all levels for their contributions to the Company.

For and on behalf of the board of

Electronic Payment and Services Private Limited

Sd/-

Mani Mamallan

Chairman & Managing Director

DIN: -03584512

Sd/-

Sanjay Kapoor

Director

DIN: -03584520

Date - 16th August 2023

Place - Mumbai



"ANNEXURE I"

Directors' Report for the Financial Year Ended on 31st March 2023

Particulars required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rule, 2014.

a) CONSERVATION OF ENERGY-

- i) The steps taken or impact on conservation of energy: - NIL.
- ii) The steps taken by the Company for utilizing alternate resources: -NIL.
- iii) The capital investment on energy conservation equipment's: - NIL

b) TECHNOLOGY ABSORPTION-

- i) The efforts towards technology absorption: - NIL
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution: - NIL.
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): - NIL
- iv) The expenditure incurred on Research & Development: - NIL

c) FOREIGN EXCHANGE EARNING AND OUTGO-**Details of Foreign Earnings**

Particulars	Current Year (FY 2022-23) (INR in mn)	Current Year (FY 2021-22) (INR in mn)
Export of Goods calculated on FOB Basis	NIL	NIL
Interest and Dividend	NIL	NIL
Royalty	NIL	NIL
Know-how	NIL	NIL
Professional and Consultancy fees	NIL	NIL
Other Income	NIL	NIL
Total earning in foreign exchange	NIL	NIL

Details of Foreign Expenditure

Particulars	Current Year (FY 2022-23) (INR in mn)	Current Year (FY 2021-22) (INR in mn)
Import of Capital Goods calculated on CIF Basis:	NIL	NIL
(1) Raw material	NIL	NIL
(2) Component and Spare parts	NIL	NIL
(3) Capital Goods- Software Purchase	NIL	NIL
Expenditure on account of: -	NIL	NIL
Royalty	NIL	NIL
Know-how	NIL	NIL
Professional and Consultancy fees	NIL	NIL
Interest	NIL	NIL
Other Matters/ Foreign Travel	1.11	0.28
Dividend Paid	NIL	NIL
Total Expenditure in Foreign exchange	1.11	0.28

For and on behalf of the board of
Electronic Payment and Services Private Limited

Sd/-
Mani Mamallan
Chairman & Managing Director
DIN: -03584512

Sd/-
Sanjay Kapoor
Director
DIN: -03584520

Place - Mumbai
Date - 16th August 2023



ANNEXURE - II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to the Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended time to time]

1. A brief outline of the Company's Corporate Social Responsibility ("CSR") policy of the Company:

The Company has a Corporate Social Responsibility Policy approved in the Board Meeting held on 24th February 2021 and amended on 16th December 2022.

The objective of the CSR Policy of the Company is to lay down the approach, directions as well as the guiding principles for selection, implementation, monitoring of CSR activities and formulation of the annual action plan. The Policy covers the proposed CSR activities to be undertaken by the Company and ensuring that they are in line with Schedule VII of the Companies Act 2013 as amended time to time.

The CSR activities of the Company shall be implemented in accordance with the following principles:

- To acknowledge the business and society interdependence and contribute to the society through the CSR activities.
- To contribute towards sustainable development of the country through the CSR activities.
- To recognize the corporate accountability towards the wellbeing of the society and protection of environment.
- To comply with the CSR provision of the Companies Act, 2013 and rules framed thereunder as amended time to time.

2. The Composition of the CSR Committee: - Pursuant to the provisions of the Companies Act, 2013 and the Companies (Amendment) Act, 2020; the Company is not required to formulate a separate CSR Committee. Hence, the duties of the said committee shall be discharged by the Board of Directors of the Company until the said provisions become applicable to EPS.

Sr. No.	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee during the year	
				Held	Attended
1.					
2.					
3.					

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:- <https://electronicpay.in/corporate-social-responsibility/>

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

5. INR in mn

a)	Average net profit of the company as per sub-section (5) of section 135	188.91
b)	Two percent of average net profit of the company as per sub-section (5) of section 135	3.78
c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	0
d)	Amount required to be set off for the financial year, if any	0.32
e)	Total CSR obligation for the financial year [(b)+(c)-(d)]	3.46

6. INR in mn

a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	3.96
b)	Amount spent in Administrative Overheads	0
c)	Amount spent on Impact Assessment, if applicable.	0
d)	Total CSR obligation for the financial year [(a)+(b)+(c)]	3.96
e)	CSR amount spent or unspent for the Financial Year: INR in mn	



Total Amount Spent for the Financial Year.	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
3.96	-	-	-	-	-

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

Sl. No.	Particular	INR in mn
1	2	3
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	3.78
(ii)	*Amount required to be set off for the financial year, if any.	0.32
(iii)	*Total CSR obligation for the financial year [(i) - (ii)]	3.46
(iv)	Total amount spent for the Financial Year	3.96
(v)	Excess amount spent for the Financial Year [(iv)-(iii)]	0.50
(vi)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0
(viii)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.50

* Added for appropriate representation

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under subsection (6) of section 135	Amount spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
					Amount	Date of Transfer		
1.	FY-1							
2.	FY-2							
3.	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

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

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



9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):
- Not applicable.

For and on behalf of the board of
Electronic Payment and Services Private Limited

Place - Mumbai
Date - 16th August 2023

Sd/-
Mani Mamallan
Chairman & Managing Director
DIN: -03584512

Sd/-
Sanjay Kapoor
Director
DIN: -03584520



Annexure III
Form AOC-1

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

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

Part "A": Subsidiaries

(INR in mn)

SR. No	Particulars	Details
1	Name of the subsidiary	Finiverse Aggregator Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	*01/04/2022 to 31/03/2023
3	Reporting currency and Exchange rate as on the last date of the relevant financial year.	Indian Rupees
4	Share capital	1
5	Reserves & surplus	(0.06)
6	Total assets	0.96
7	Total Liabilities	0.96
8	Investments	0
9	Turnover	0
10	Profit/(Loss) before taxation	(0.06)
11	Provision for taxation	0
12	Profit/(Loss) after taxation	(0.06)
13	Proposed Dividend	0
14	% of shareholding	100

* This being a newly incorporated Company, the FY shall be effective from the date of Incorporation of the Company i.e., 14th September 2022

Also refer Note No. 12 of the Standalone Financial Statement for further details.

Notes: The following information shall be furnished at the end of the statement:

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

**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures- Not applicable**

Name of associates/Joint Ventures	N. A	N. A	N. A
1. Latest audited Balance Sheet Date	-		
2. Shares of Associate/Joint Ventures held by the company on the year end	-	-	-
Number of shares	-	-	-
Amount of Investment in Associates/Joint Venture	-	-	-
Extend of Holding%	-	-	-
3. Description of how there is significant influence	-	-	-
4. Reason why the associate/joint venture is not consolidated	-	-	-
5. Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	-
6. Profit/Loss for the year	-	-	-
i. Considered in Consolidation	-	-	-
ii. Not Considered in Consolidation	-	-	-

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

For and on behalf of the board of
Electronic Payment and Services Private Limited

Sd/-
Mani Mamallan
Chairman & Managing Director
DIN: -03584512

Sd/-
Sanjay Kapoor
Director
DIN: -03584520

Place - Mumbai
Date - 16th August 2023



**“Annexure IV”
FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at not Arm’s length basis: – NA

2. Details of contracts or arrangements or transactions at arm’s length basis: -

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Mrs. Vidya Rani Mani Mamallan- President - Human Resource & Administration Nature of relationship: - Spouse of Mr. Mani Mamallan - Chairman & Managing Director.
2	Nature of contracts/arrangements/ transaction	Office of profit in the Company
3	Duration of the contracts/arrangements/ transaction	Ongoing employment contract
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Approved Remuneration INR 7.61 mn
5	Date of approval by the Board	18 th October 2022
6	Date of approval by the Shareholders of the Company	14 th November 2022
7	Amount paid as advances, if any	NIL

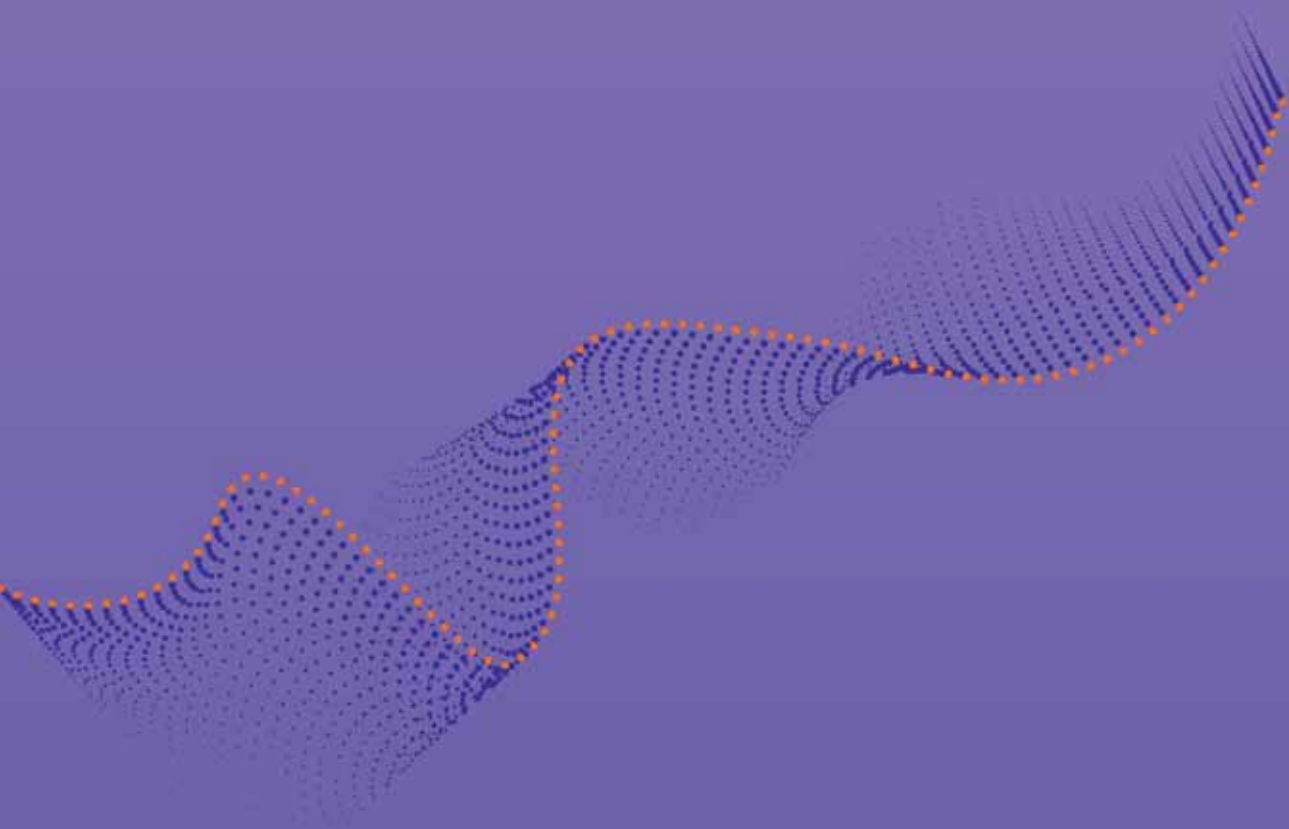
Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Mr. Sanjay Kapoor- Director & Vice President - Administration Nature of relationship: - Self
2	Nature of contracts/arrangements/transaction	Office of profit in the Company
3	Duration of the contracts/arrangements/ transaction	Ongoing employment contract
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Approved Remuneration INR 12.19 mn
5	Date of approval by the Board	18 th October 2022
6	Date of approval by the Shareholders of the Company	14 th November 2022
7	Amount paid as advances, if any	NIL

For and on behalf of the board of
Electronic Payment and Services Private Limited

Sd/-
Mani Mamallan
Chairman & Managing Director
DIN: -03584512

Sd/-
Sanjay Kapoor
Director
DIN: -03584520

Place - Mumbai
Date – 16th August 2023



Standalone **Auditor's Report**

as at 31st March, 2023



Independent Auditor's Report

To
the Members of
Electronic Payment and Services Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Electronic Payment and Services Private Limited ("the Company"), which comprise the Standalone Balance Sheet as at March, 31, 2023, and the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March, 31, 2023, and profit, and its cash flows for the year then ended.

Basis for Opinion

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

Other Information

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

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and Those charged with governance for the standalone financial statements

5. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the standalone financial statements

7. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance



is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

8. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the

underlying transactions and events in a manner that achieves fair presentation.

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

Other Matter

10. The standalone financial statements of the Company for the year ended March 31, 2022, were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated July 12, 2022, expressed an unmodified opinion on those Standalone financial statements. Our opinion is not modified in respect of the above matter.

Report on other legal and regulatory requirements

11. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) 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:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 27 to the standalone financial statements;
 - ii. The Company was not required to recognise a provision as at March 31, 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contracts. The Company did not have any derivative contracts as at March 31, 2023.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31 2023.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 37 (vii) to the standalone financial statements);
 - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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 (Refer Note 37 (vii) to the standalone financial statements); and
 - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the accounting software used by the Company for maintaining its books of account to have the feature for recording audit trail, edit log and related matters, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
13. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, reporting under Section 197(16) of the Act is not applicable to the Company.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Ketan Asher
Partner
Membership Number: 113522
UDIN: 23113522BGYCWK6165

Place: Mumbai
Date: August 16, 2023



Annexure A to Independent Auditor's Report

Referred to in paragraph 12 (f) of the Independent Auditor's Report of even date to the members of Electronic Payment and Services Private Limited on the standalone financial statements as of and for the year ended March 31, 2023.

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to standalone financial statements of Electronic Payment and Services Private Limited ("the Company") as of March, 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone

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

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

6. A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation



of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March, 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number 113522

UDIN : 23113522BGYCWK6165

Place: Mumbai

Date: August 16, 2023



Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Electronic Payment and Services Private Limited on the standalone financial statements as of and for the year ended March 31, 2023.

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
(B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and the records of the Company examined by us, the Company does not own any immovable properties (Refer Note 37 (xi) to the standalone financial statements). Therefore, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year (refer note 37 (x) to the standalone financial statements). Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder (refer note 37 (i) to the standalone financial statements), and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed revised quarterly returns or statements with such banks which are in agreement with the unaudited books of account and accordingly the question our comments does not arise (refer note 37 (ii) to the standalone financial statements). Further, the company does not classify Other Receivables as book debts and only considers Operating Expense Creditors for the purpose of quarterly reporting. The basis of quarterly returns is agreed with the working capital lenders.
- iii. (a) The Company has made an investment in a company, and has not granted secured/ unsecured loans/advances in nature of loans or stood guarantee, or provided security to any company, firm, Limited Liability Partnerships or other parties.
(b) In respect of the aforesaid investment, the terms and conditions under which such investment was made are not prejudicial to the Company's interest.
(c) The Company has not granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3 (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act, in respect of an investments made by it. The Company has not granted any loans or provided any guarantee or security, in connection with any loans taken by the parties covered under Section 185 of the Act. Therefore, the provisions of section 185 of the Act are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Provident Fund, though there has been a



slight delay in a few cases and is regular in depositing undisputed statutory dues, including Income-tax, Goods and Services tax and other material statutory dues as applicable, with the appropriate authorities.

- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at March 31, 2023 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In Mn)	Period to which the amount relates	Forum where the dispute is pending	Remarks, if any
Finance Act, 1994 and Service tax Laws	Service Tax	28.54	October 2011 to March 2014	Customs, Central Excise and Service Tax Appellate Tribunal	NA
Finance Act, 1994 and Service tax Laws	Service Tax	18.31	FY2014-15 to FY 2017-18	Commissioner of Central GST and Central Excise	NA

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that is required to be recorded in the books of account. (Also refer Note 37 (viii) to the standalone financial statements).
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority. (Also refer Note 37 (iii) to the standalone financial statements).
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained. (Also refer Note 37 (vii) to the standalone financial statements).
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. The Company did not have any joint venture or associate during the year.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary. The Company did not have any joint venture or associate during the year.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company. (Also refer Note 37 (xv) to the standalone financial statements).
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government by us / cost auditor/ the secretarial auditor / predecessor auditor of the Company. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (xi) (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing



practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of 188 of the Act. The details of related party transactions have been disclosed in the standalone financial statements as required under Accounting Standard 18 "Related Party Disclosures" specified under Section 133 of the Act. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act and, accordingly, to this extent, the reporting under clause 3(xiii) of the Order is not applicable to the Company.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the EPS Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the

EPS Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

- (xvii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 38 to the Standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- (xx) As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Ketan Asher
Partner
Membership Number 113522
UDIN : 23113522BGYCWK6165

Place: Mumbai
Date: August 16, 2023



Standalone Balance Sheet as at 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	Note No	As at 31st March, 2023	As at 31st March, 2022
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	8.01	8.01
Reserves and surplus	4	2,140.91	1,920.78
		2,148.92	1,928.79
Non-Current Liabilities			
Long term borrowings	5	748.06	960.02
Long term provisions	6	100.84	82.79
		848.90	1,042.81
Current Liabilities			
Short term borrowings	7	420.10	375.99
Trade payables	8		
(a) Total outstanding dues of Micro and Small Enterprises		104.55	150.19
(b) Total outstanding dues other than Micro and Small Enterprises		440.10	488.05
Other current liabilities	9	64.82	209.38
Short term provisions	10	36.54	41.29
		1,066.11	1,264.90
Total		4,063.93	4,236.50
II. ASSETS			
Non Current Assets			
Property, Plant, Equipment and Intangible assets			
Property, Plant and Equipment	11	1,730.04	1,925.33
Intangible assets	11	2.38	11.74
Capital work-in-progress	11	1.83	37.52
Intangible assets under development	11	5.00	-
		1,739.25	1,974.59
Non current investments	12	1.00	-
Deferred Tax Assets (Net)	13	215.32	204.75
Long term loans and advances	14	49.05	141.52
Other non current assets	15	540.76	428.23
		806.13	774.50
Current Assets			
Trade receivables	16	749.24	743.06
Cash and bank balances	17	332.63	133.43
Short term loans and advances	18	174.22	330.91
Other current assets	19	262.46	280.01
		1,518.55	1,487.41
Total		4,063.93	4,236.50

The accompanying Notes form an integral part of the Standalone Financial Statements.

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

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

For and on behalf of the Board of Directors

Ketan Asher

Partner

Membership Number: 113522

Date : 16th August 2023

Place: Mumbai

Sanjay Kapoor

Director

DIN: 03584520

Date : 16th August 2023

Place : Mumbai

Mani Mamallan

Chairman & Managing Director

DIN: 03584512

Date : 16th August 2023

Place : Mumbai

Pooja Panvelkar

Company Secretary

Date : 16th August 2023

Place : Mumbai

Sudhanshu Soman

Chief Financial Officer

Date : 16th August 2023

Place : Mumbai



Standalone Statement of Profit and Loss for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	Note No	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue			
Revenue from operations	20	4,392.83	3,345.67
Other Income	21	103.30	79.51
Total Income (I)		4,496.13	3,425.18
Expenses:			
Operating Expenses	22	2,969.66	2,251.68
Employee Benefits Expenses	23	403.15	338.97
Finance Costs	24	157.17	94.67
Depreciation and Amortisation Expense	25	412.72	399.64
Other General Expenses	26	302.66	291.79
Total Expenses (II)		4,245.36	3,376.75
Profit Before Tax (I-II)		250.77	48.43
Tax expense:			
Current Tax	32	41.21	-
Deferred Tax Charge / (Credit)	32	(10.57)	(204.75)
Profit for the year		220.13	253.18
Earnings per share (Face Value INR 10/- each)			
Basic (INR)	33	274.73	315.98
Diluted (INR)	33	268.77	309.12

The accompanying Notes form an integral part of the Standalone Financial Statements.

This is the Standalone Statement of Profit and Loss referred to in our report of even date

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number: 113522

Date : 16th August 2023

Place: Mumbai

For and on behalf of the Board of Directors

Sanjay Kapoor

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Pooja Panvelkar

Company Secretary

Date : 16th August 2023

Place : Mumbai

Sudhanshu Soman

Chief Financial Officer

Date : 16th August 2023

Place : Mumbai



Standalone Cash Flow statement for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A. Cash Flow from Operating Activities		
Profit Before Tax as per Statement of Profit & Loss	250.77	48.43
Adjustments for :		
Bad debts written off	7.21	0.47
Depreciation and amortisation expense	412.72	399.64
Impairment allowance on property, plant and equipment	14.15	-
Finance costs	157.17	94.67
Provision for Gratuity	9.39	3.24
Interest on Fixed Deposit	(36.33)	(24.32)
Interest on Income Tax refund	(11.86)	(0.52)
Liability no longer required, written back	(51.62)	(54.67)
Loss on Insurance Claim Receivable	7.38	19.83
Net loss on sale of Fixed Assets (net of recoveries)	15.87	88.63
Other General Expenses - amounts written off	8.80	7.47
Provision for Doubtful Debts	-	1.99
Provision For Doubtful Debts - written back	(3.49)	-
Provision for Doubtful Recoveries (from Vendors/ Customers)	129.11	88.12
Operating Profit before Changes in Working Capital	909.27	672.98
Changes in Working Capital		
(Increase) in Trade receivables	(9.90)	(134.55)
(Increase) / Decrease in Short term loans and advances	156.35	(95.54)
(Increase) in Long term loans and advances	(19.68)	(11.88)
(Increase) in Other current assets	(117.18)	(38.56)
(Increase) / Decrease in Other Bank Balances	(61.93)	8.44
Increase/(Decrease) in Trade payables	(77.65)	160.13
(Decrease) in Other current liabilities	(4.33)	(88.64)
Increase/(Decrease) in Short term provisions	(4.75)	2.87
Increase in Long term provisions	37.95	32.18
Cash generated from Operations	808.15	507.43
(Taxes paid) net of Refund	65.18	(32.73)
Net cash generated from Operating Activities (A)	873.33	474.70
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment, including capital advances	(347.29)	(978.63)
Interest on Fixed Deposit received	35.43	20.38
Non-current investment in subsidiary	(1.00)	-
Placement of fixed deposits	(200.98)	(470.83)
Proceeds from fixed deposits	97.27	283.30
Net cash (used in) Investing Activities (B)	(416.57)	(1,145.78)



Standalone Cash Flow statement for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
C. Cash Flow from Financing Activities		
Movement in short term borrowings (overdraft / cash credit)	0.18	(112.61)
Proceeds from long term borrowings	242.00	1,058.00
Repayment of long term borrowings	(410.03)	(339.44)
Finance Cost paid	(151.64)	(104.17)
Net cash generated from / (used in) Financing Activities (C)	(319.49)	501.78
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	137.27	(169.30)
Add: Cash and Cash Equivalents at the beginning of the year	94.12	263.42
Cash and Cash Equivalents at the end of the year (Refer Note 17)	231.39	94.12

Notes to Cash Flow Statement:

1) Cash and Cash equivalents comprises of:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Cash and Cash Equivalents comprises of		
Cash on hand	0.01	0.03
Balance with Banks	231.38	94.09
Cash and Cash equivalents (Refer Note 17)	231.39	94.12

2) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS-3) "Cash Flow Statement" specified under section 133 of The Companies Act 2013.

3) Corporate Social Responsibility ("CSR") Expense

Amount spent during the year on	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	3.96	0.37
Total	3.96	0.37

The accompanying Notes form an integral part of the Standalone Financial Statements.

This is the Standalone Cash Flow Statement referred to in our report of even date

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Ketan Asher

Partner
Membership Number: 113522
Date : 16th August 2023
Place: Mumbai

For and on behalf of the Board of Directors

Sanjay Kapoor

Director
DIN: 03584520
Date : 16th August 2023
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Pooja Panvelkar

Company Secretary
Date : 16th August 2023
Place : Mumbai

Sudhanshu Soman

Chief Financial Officer
Date : 16th August 2023
Place : Mumbai



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

Note 1: Corporate Information

Electronic Payment and Services Private Limited ('EPS' or the 'Company') is payment system and services company founded to provide ATM operation services to banks and other payment related services. Further, EPS provides an integrated solution which includes the supply and installation of Automated Teller Machines ('ATMs') in all developed areas as well as supporting such business initiatives in remote areas. EPS was incorporated on 29th September, 2011 and commenced its business in June, 2012.

Note 2: Significant Accounting Policies

a Basis for preparation of Financial Statements

These Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') under the historical cost convention on an accrual basis. These Financial Statements have been prepared to comply in all material aspects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Companies Act, 2013 (the '2013 Act').

The accounting policies adopted in the preparation of the Financial Statements are consistent with those adopted in the previous year. All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III (Division I) to the 2013 Act. Based on the nature of products / activities and the normal time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of assets and liabilities as current or non-current.

b Use of Estimates

The preparation of the Financial Statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the Financial Statements and the reported revenue and expenses during the year. The management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily

convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

d Revenue Recognition

Revenues from contracts, are recognised basis completed contract method as and when services are rendered; as per the specific terms of the contract and there is reasonable certainty of ultimate realisation for the same. Revenue is recognised net of GST, as applicable.

Revenues until the Balance Sheet date for which the billing is pending are aggregated and reported as Unbilled Revenue.

e Other Income

- (i) Profit/ Loss on sale of Property, Plant and Equipment is recognised in the Statement of Profit and Loss on transfer of significant risks and rewards of ownership of the asset to the buyer.
- (ii) Interest on fixed deposits recognised on time proportion basis, having regard to the amount outstanding and the rate applicable.
- (iii) Dividend income is recognised when the right to receive such dividend is established.

f Property, Plant and Equipment

- (i) Property, Plant and Equipment including intangible assets are stated at cost of acquisition less accumulated depreciation, amortisation and impairment, if any. The cost of Property, Plant and Equipment includes all incidental expenses related to acquisition and installation and other pre-operation expenses until the asset is ready to put to use for its intended purposes. Subsequent costs related to an item of Property, Plant and Equipment are recognised in the carrying amount of the item if the recognition criteria are met.
- (ii) Capital work in progress includes, tangible assets which are not yet installed at ATM sites, are carried at cost, comprising direct cost, related incidental expenses and attributable interest, if applicable. It also includes intangible assets pertaining to software that are under development and not gone live. At the point when the deployment of the asset is completed and it is ready to be operated as per management's intended use, the cost of asset is transferred to the appropriate category of property, plant and equipment and depreciation commences.
- (iii) 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 gain or loss arising on derecognition is recognised in the Statement of Profit and Loss.



g Depreciation and Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost. The estimated residual value for assets is taken as Nil.

Depreciation on tangible Property Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act except in respect of the following categories of assets, in whose case the life of the assets has been assessed

as under based on management internal and technical evaluation, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. Further, Depreciation does not cease when the asset becomes idle or is retired from active use (but not held for disposal) unless the asset is fully depreciated. Thus depreciation will continue to be charged even for this period.

Depreciation on tangible Property Plant and Equipment provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act are:

Description of Property Plant and Equipment	Estimated Useful Life	Schedule II Useful Life
Site Assets:		
Automated Teller Machine	12 Years	15 Years
Uninterrupted Power Supply Machine	7 Years	15 Years
Site Interior and Other Merchandises	7 Years	15 Years
Air Conditioner	7 Years	15 Years
VSAT	7 Years	15 Years
E-Surveillance	7 Years	15 Years
Digital Video Recorder (DVR)	7 Years	15 Years
Taken over ATMs and related assets like site interiors, VSAT, AC, UPS	3/7 Years	15 Years
Other Assets:		
Office furniture and fixtures	5 Years	10 Years
Office equipment	3 Years	5 Years
Computer	3 years	3/6 Years

Intangible assets are amortised over their estimated useful life on straight line method as follows:

Description of Assets	Estimated Useful Life	Schedule II Useful Life
Computer Software	3 Years	Useful life

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

h Foreign Currency Transactions

Initial recognition: on initial recognition, all foreign currency transactions are recorded by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition: as at the reporting date, non-monetary items are carried at historical cost and all monetary assets and liabilities are restated at the year-end rates. Exchange differences, if any, on restatement of monetary items are recognised in the Statement of Profit and Loss.

i Investments

Investments, those are readily realizable and intended to be held for not more than one year from the date of such investments, are classified as current investments. All other investments are classified as non current investments.

Current investments are carried at fair value or cost, whichever is less.

Non Current investments are carried at cost less provision for diminution, other than temporary diminution, in the value of each such investment.

j Employee Benefits

Employee Benefits include provident fund and gratuity.

Defined-contribution plans

The Company's contribution to provident fund is considered as a defined contribution plan, as the Company contributes a fixed amount and has no further obligations. The contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the services.



Defined-benefits plans

The Company's gratuity scheme is a defined benefit plan. The amount recognized as defined benefit liability is the present value of the defined benefit obligation at the Balance Sheet date. The present value, as adjusted for unrecognised past service cost, of the defined benefit obligation is determined based on actuarial valuation applying projected unit credit method. The discount rate is based on the indicative market yields, as at the Balance Sheet date, of the Government of India securities for the estimated term of the obligations. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

Other Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year in which the employee renders the service. These benefits include performance incentives which are expected to occur within twelve months from the end of the period in which the employee renders the service.

k Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

l Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax for the year attributable to the equity shareholders as adjusted for dividend, interest and other charges to expense or income (net of taxes) by the weighted average number of equity shares on a fully diluted basis outstanding during the year.

m Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these

can be realised. In situations where the Company has unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

n Provisions, Contingent Liabilities and Contingent Assets

The Company recognises provisions when it has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Provisions are determined based on management estimate required to settle the obligation at the Balance Sheet date, supplemented by experience of similar transactions. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

A disclosure of contingent liability is made when there is:

- a possible obligation arising from a past event, the existence of which will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the Company; or
- a present obligation arising from a past event which is not recognised as it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets, if any, are not recognised in the Financial Statements.

o Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, 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. The smallest identifiable group of assets that generates cash inflows



from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (GU). An asset whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. Impairment loss, if any, is provided in the Statement of Profit and Loss to the extent the carrying amount of assets exceeds their estimated recoverable amount.

p Employee share based payment

The Company constituted Employee Stock Option Plans - "Electronic Payment and Services - Employee Stock Option Plan 2014" ('ESOP 2014') and "Electronic Payment and Services - Employee Stock Option Plan 2015" ('ESOP 2015').

Employee Stock Options granted are accounted under the 'Intrinsic Value Method' stated in the Guidance Note on Employee Share Based Payments issued by the Institute of Chartered Accountants of India. The intrinsic value of the option is the excess value of the underlying share as determined by an independent valuer prior to date of grant over its exercise price. The intrinsic value is recognised as employee compensation expense to the Statement of Profit and Loss with a credit to employee stock option outstanding account

on a proportionate basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation and debit to the employee stock option outstanding account by an amount equal to the amortised portion of the value of lapsed options.

q Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

r Electricity charges

The Company assesses the adequacy of the Provision for electricity charges based on the extent of payments made during the year and an estimation of the likely amounts arising for current year but payable in future periods. The Company carries a Provision for Contingencies towards electricity charges in the books for a period of 3 years from the end of the financial year in which it is created and excess provision thereafter, if any, is written back in the Statement of Profit and Loss.

s Borrowing cost

Borrowing costs include interest and ancillary costs incurred in connection with the borrowing of funds which are charged to the Statement of Profit and Loss, with the loan processing fee being amortised over the tenure of the loan.

v Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 3 : Share capital

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares	INR mn	Number of shares	INR mn
(a) Authorised				
Equity Shares of INR 10/- each	1,310,000	13.10	1,310,000	13.10
Compulsory Convertible Preference Shares (CCPS) of INR 10/- each:	-	-	-	-
Series A & B of INR 10/- each	700,000	7.00	700,000	7.00
Series C of INR 10/- each	5,000,000	50.00	5,000,000	50.00
	7,010,000	70.10	7,010,000	70.10
(b) Issued, Subscribed and fully paid-up				
Equity Shares of INR 10/- each	801,252	8.01	801,252	8.01
Total	801,252	8.01	801,252	8.01

Note 3 (a) : Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares	INR mn	Number of shares	INR mn
i. Equity Shares				
Outstanding at the beginning of the year	801,252	8.01	699,788	7.00
Add: Conversion of CCPS during the year	-	-	101,464	1.01
Outstanding at the end of the year	801,252	8.01	801,252	8.01
ii. CCPS				
Series B CCPS:				
Outstanding at the beginning of the year	-	-	58,635	0.59
Less: Conversion to equity shares during the year	-	-	(58,635)	(0.59)
Outstanding at the end of the year	-	-	-	-
Series C CCPS:				
Outstanding at the beginning of the year	-	-	2,500,525	25.01
Less: Conversion to equity shares during the year	-	-	(2,500,525)	(25.01)
Outstanding at the end of the year	-	-	-	-

Note 3 (b) : Details of shareholders holding more than 5% Shares in the Company

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares	% Shareholding	Number of shares	% Shareholding
Equity Shares				
Vidya Rani Mani Mamallan	90,000	11.23%	90,000	11.23%
APIS Growth 3 Limited	220,448	27.51%	220,448	27.51%
Aavishkaar India II Company Limited	168,635	21.05%	168,635	21.05%
Asia Participations B.V.	166,889	20.83%	166,889	20.83%
Aavishkaar Goodwill India Microfinance Development Company II Limited	105,038	13.11%	105,038	13.11%

**Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023**

All amounts are in INR million, unless otherwise stated

Note 3 (c): Disclosure of shareholding of promoters and percentage of change during the year.**Equity Share capital**

S. No.	Promoter Name	Number of shares		% of total shares	% Change during the year
		Beginning of year	End of year		
1	Vidya Rani Mani Mamallan	90,000	90,000	11.23%	-
2	Sanjay Amrit Kapoor	26,250	26,250	3.28%	-
3	Ramakrishnan Gurusamy	15,000	15,000	1.87%	-
Total		131,250	131,250	16.38%	-

Note 3 (d): Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of INR 10 per share.

Each holder of Equity Shares is entitled to one vote per share; and dividend as proposed by the Board of Directors and approved by the Shareholders.

The rights of the equity shareholders are as defined in the Articles of Association of the Company. Some specific equity shareholders are entitled to rights such as appoint nominee director on the Board of the Company, affirmative rights in relation to certain matters and voting rights.

Note 3 (e): Terms of Conversion of CCPS**Series B CCPS:**

The Series B CCPS shall be compulsorily converted into Equity Shares in the ratio of 1 Equity Share for every Series B CCPS.

The conversion of the Series B CCPS into Equity Share shall happen upon occurrence of the earlier of any of the following events:

- At the time of the Company filing a draft red herring prospectus ('DRHP') with SEBI in connection with the listing of the Equity Shares on a Recognized Stock Exchange; or
- As per Clause 1 of Schedule C of the Share Subscription Agreement dated 20th November, 2013, upon the expiry of 8 (Eight) years from 11th December, 2013 the Completion Date; or
- At the option of the CCPS holder, at any time prior to the timelines specified in a. and b. above; or
- In the event of the Company and / or its Promoters approach the Investors for the next round of equity investment and the Investors accede to such proposal, the CCPS shall stand converted into Equity Shares in the manner to be determined by the Promoters and the CCPS holders at such point of time, subject to guidelines in force pursuant to Applicable Laws.

In the previous year, 58,635 Series B CCPS have been converted into equity shares (refer Note 3 (a)).

Series C CCPS:

The Series C CCPS shall be compulsorily converted into Equity Shares in the ratio of 1 Equity Share for 58.3833 Series C CCPS.

Conversion of the Series C CCPS into Equity Share shall happen upon the occurrence of the earlier of any of the following events:

- At the time of the Company filing a DRHP with SEBI in connection with the listing of the Equity Shares on a Recognized Stock Exchange; or
- As per Clause 1 of Schedule C of the Share Subscription Agreement dated 12th May, 2015, upon the expiry of 8 (Eight) years from 31st August, 2013 the completion date as per the Share Subscription Agreement dated 26th July, 2013; or
- At the option of the CCPS holder, at any time on or after 4th June, 2016 and prior to the timelines specified in a. and b. above; or
- In the event of the Company and / or its Promoters approach the Investors for the next round of equity investment and the Investors accede to such proposal, the CCPS shall stand converted into Equity Shares in the manner to be determined by the Promoters and the CCPS holders at such point of time, subject to guidelines in force pursuant to Applicable Laws.

In the previous year, 2,500,525 Series C CCPS have been converted into equity shares (refer Note 3 (a)).

Terms / rights attached to CCPS

The Company has three classes of CCPS namely A, B and C having a par value of INR 10 per share each.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

The rights of the CCPS shareholders are as defined in the Articles of Association of the Company such as right to appoint nominee director on the Board of the Company, affirmative rights in relation to certain matters and voting rights.

Note 3 (f): Shares reserved for issue under options

Refer Note 35 for shares reserved for issuance under the Employee Stock Option Schemes.

Note 4 : Reserves and surplus

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Securities Premium Account		
Opening balance	2,452.31	2,427.74
Add: Conversion of CCPS to equity shares	-	24.57
Closing balance	2,452.31	2,452.31
(b) Deficit in Statement of Profit and Loss		
Opening balance	(595.09)	(848.27)
Add: Profit for the year	220.13	253.18
Closing balance	(374.96)	(595.09)
(c) Employee Stock Options Outstanding		
Opening balance	50.18	50.18
Add: Employee Compensation Cost for the year (Refer Note 35)	-	-
Closing balance	50.18	50.18
(d) Capital Reserve		
Opening balance	13.38	13.38
Add/(Less): Changes during the year	-	-
Closing balance	13.38	13.38
Total	2,140.91	1,920.78

Note 5 : Long term borrowings

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Term loans		
Secured		
(i) From Banks	483.89	626.74
(ii) From Others	264.17	333.28
Total	748.06	960.02



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 5 (i) : Details of terms of repayment for the long-term borrowings and security provided in respect of the long-term borrowings:

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Term Loans from Banks		
<u>Secured</u> [#]	715.98	862.83
Secured against:		
1) Specific Trade Receivables and specific ATMs, UPS, Site Interiors and other Merchandise, Air conditioners, VSAT and e-surveillance equipment		
2) Lien marked against specific fixed deposits		
3) Personal Guarantee of Promoters		
Repayable in equal monthly instalments in next 9 months (Previous Year 21 months) with interest rate of 12.45% (Previous Year interest - 11.30%)	51.81	120.89
Repayable in equal monthly instalments in next 51 months (Previous Year 63 months) with interest rate of 10.30% (Previous Year interest - 9.25%)	172.05	178.08
Repayable in equated monthly instalments in next 53 months (Previous Year 63 months) with interest rate of 10.65% (Previous Year interest - 9.25%)	440.27	423.12
Repayable in equal monthly instalments in next 7 months (Previous Year 19 months) with interest rate of 12.89% (Previous Year interest - 11.00%)	51.85	140.74
(b) Term Loans from Others		
<u>Secured</u> [#]	452.00	473.18
Secured against:		
1) Specific Trade receivables and specific ATM, UPS, Site Interiors and other Merchandise, Air conditioners, VSAT and e-surveillance equipment		
2) Lien marked against specific fixed deposits		
3) Personal Guarantee of Promoters		
Repayable in equated monthly instalments in next 12 months (Previous Year 24 months) with interest rate of 10.05% (Previous Year interest - 9.25%)	114.05	215.98
Repayable in equal monthly instalments in next 52 months (Previous Year 63 months) with interest rate of 10.40% (Previous Year interest - 9.25%)	127.50	133.69
Repayable in equal monthly instalments in next 51 months (Previous Year 62 months) with interest rate of 11.60% (Previous Year interest - 9.30%)	210.45	123.51
	1,167.98	1,336.01
Less: Current Maturities of Term Loans from Banks and Term Loans from Others (Refer Note 7)	(419.92)	(375.99)
Total Long term borrowings	748.06	960.02

[#]There are no charges which are yet to be registered with the Registrar of Companies beyond the statutory period.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 6 : Long term provisions

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits (Refer Note 28 (B))		
- Provision for Gratuity	30.00	21.48
Provision for Electricity (Refer Note 36)	70.84	61.31
Total	100.84	82.79

Note 7 : Short term borrowings

Particulars	As at 31st March, 2023	As at 31st March, 2022
Overdraft from Banks Secured against [*] :	0.18	-
1) Specific Trade Receivables and Specific ATM, UPS, Site Interiors and other Merchandise, Air conditioners, VSAT and e-surveillance equipment;		
2) Lien marked against specific fixed deposits;		
3) Personal Guarantee of Promoters		
Current maturities of long term debt (Refer Note 5(i))		
<u>Secured:</u>		
(a) Term loans from Banks	232.09	236.09
(b) Term loans from Others	187.83	139.90
Total	420.10	375.99

* There are no charges which are yet to be registered with the Registrar of Companies beyond the statutory period.

Note 8 : Trade payables

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Total outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 8.1 below)	104.55	150.19
(b) Total outstanding dues other than Micro Enterprises and Small Enterprises:		
(i) Acceptances	-	-
(ii) Others	440.10	488.05
Total	544.65	638.24

Note 8: Trade payables

Trade Payables ageing schedule

As on 31st March 2023

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payments				Total
			< 1year	1-2 years	2-3 years	More than 3 years	
Undisputed dues							
- MSME	39.73	53.05	11.77	-	-	-	104.55
- Others	226.29	-	213.81	-	-	-	440.10
Disputed dues							
- MSME	-	-	-	-	-	-	-
- Others	-	-	-	-	-	-	-
Total	266.02	53.05	225.58	-	-	-	544.65



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

As on 31st March 2022

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payments				Total
			< 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues							
- MSME	40.05	85.21	19.82	0.08	0.20	-	145.36
- Others	179.15	232.86	39.68	0.01	-	-	451.70
Disputed dues							
- MSME	-	2.88	1.95	-	-	-	4.83
- Others	-	-	30.30	6.05	-	-	36.35
Total	219.20	320.95	91.75	6.14	0.20	-	638.24

	Friday, March 31, 2023	Thursday, March 31, 2022	Wednesday, March 31, 2021	Tuesday, March 31, 2020	Sunday, March 31, 2019
Gratuity					
Defined Benefit Obligation	31.86	22.47	19.23	18.25	12.81
Plan Asset	-	-	-	-	-
Deficit	31.86	22.47	19.23	18.25	12.81
Experience adjustments in plan liabilities	5.31	(0.41)	(2.58)	1.46	(1.14)
Experience adjustments in plan assets	-	-	-	-	-

Note 8.1: Due to micro enterprises and small enterprises

The details of dues to micro enterprises and small enterprises (MSME) as defined under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') and disclosures pursuant to the MSMED Act are as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	102.86	149.41
(b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end (refer Note below)	1.69	0.78
(c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	78.33	279.39
(d) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(e) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(f) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(g) Interest accrued and remaining unpaid at the end of the accounting year	1.69	0.78
(h) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	-	-

Note: Dues to Micro Enterprises and Small Enterprises have been determined based on confirmations received by the Company from such MSME's. In the previous year reversal of provision for interest on Micro Enterprises and Small Enterprises payables is based on confirmation of dues and waiver of interest obtained from the respective MSME creditors by the Company. These have been relied upon by the auditors.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 9: Other current liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Security Deposits received	0.25	12.15
Statutory dues including provident fund and taxes	26.25	21.18
Employee benefits payable	31.55	25.52
Advance from Customers	-	4.05
Payable on Purchase of Property, Plant and Equipment	3.29	143.52
Other Payables	3.48	2.96
Total	64.82	209.38

There are no amounts due for payment to the Investor Education and Protection Fund under section 125 of the 2013 Act as at year end.

Note 10: Short term provisions

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits :		
Provision for gratuity (Refer Note 28 (B))	1.86	0.98
Provision for electricity expenses	34.68	40.31
Total	36.54	41.29



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note : 11 Property, Plant, Equipment and Intangible assets

Sr. No	Property, Plant and Equipment	Gross Block			Accumulated Depreciation / Amortisation			Provision for impairment as at 31 March 2023	Net Block		
		Balance as at 1st April 2022	Additions	Disposals	Balance as at 31 March 2023	Balance as at 1st April 2022	Depreciation/ Amortisation Expense For The Year		On Disposal	Balance as at 31 March 2023	Balance as at 31 March 2022
A	Tangible Assets										
	Site Assets										
	Automated Teller Machine	2,587.67	242.69	15.77	2,814.59	1,264.58	1.42	270.87	14.15	1,534.03	1,323.09
	Uninterrupted Power Supply Machine	179.21	-	6.28	172.93	95.46	0.13	18.16	-	113.49	83.75
	Site Interior and Other Merchandises	713.02	7.97	14.92	706.07	391.73	12.88	66.48	-	445.33	321.29
	Air Conditioner	206.71	16.86	0.05	223.52	100.50	0.03	24.37	-	124.84	106.21
	VSAT	160.88	-	26.46	134.42	82.10	-	14.46	-	96.56	78.78
	E-Surveillance	44.47	-	-	44.47	38.81	-	3.88	-	42.69	5.66
	Other Assets										
	Furniture and Fixtures	0.86	0.02	-	0.88	0.77	-	0.05	-	0.82	0.09
	Office Equipment	6.02	0.06	-	6.08	5.93	-	0.08	-	6.01	0.09
	Computers	24.46	2.60	-	27.06	18.09	-	3.97	-	22.06	6.37
	Total	3,923.30	270.20	63.48	4,130.02	1,997.97	14.46	402.32	14.15	2,385.83	1,925.33
B	Intangible Assets										
	Computer software	76.91	1.04	-	77.95	65.17	-	10.40	-	75.57	11.74
	Total	76.91	1.04	-	77.95	65.17	-	10.40	-	75.57	11.74
	A+B Grand Total	4,000.21	271.24	63.48	4,207.97	2,063.14	14.46	412.72	14.15	2,461.40	1,937.07

Notes:

- Refer Note 5 & 7 for information on Property, Plant and Equipment hypothecated by the Company.
- The gross carrying amount of fully depreciated property, plant and equipment that is still in use is INR 597.6 mn
- The carrying amount of property, plant and equipment retired from active use and not held for disposal is INR 160.19 mn



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Additional Information Disclosure Pursuant to Schedule III of Companies Act, 2013 as per MCA notification dated March 24, 2021 Capital Work in Progress ageing schedule

Particulars	As at 31st March, 2023				As at 31st March, 2022					
	<1 year	1-2 years	2-3 years	More than 3 years	Total	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*										
Brown Label/ATMs	0.75	-	-	1.08	1.83	35.63	0.44	-	1.45	37.52
Other ATMs	-	-	-	-	-	-	-	-	-	-
Total	0.75	-	-	1.08	1.83	35.63	0.44	-	1.45	37.52
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-

Intangibles under development

Particulars	As at 31st March, 2023				As at 31st March, 2022					
	<1 year	1-2 years	2-3 years	More than 3 years	Total	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*										
Software	5.00	-	-	-	5.00	-	-	-	-	-
Total	5.00	-	-	-	5.00	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-

* Above CWIP projects have not exceeded the budget as on 31st March 2023 and 31st March 2022.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note : 11 Property, Plant, Equipment and Intangible assets

Sr. No	PROPERTY, PLANT AND EQUIPMENT	Gross Block			Accumulated Depreciation / Amortisation			Net Block		
		Balance as at 1st April 2021	Additions	Disposals	Balance as at 31 March 2022	Balance as at 1st April 2021	Depreciation/ Amortisation Expense For The Year	On Disposal	Balance as at 31 March 2022	Balance as at 31 March 2021
A	Tangible Assets									
	Site Assets									
	Automated Teller Machine	2,055.72	536.63	4.68	2,587.67	1,034.24	232.98	2.64	1,264.58	1,021.49
	Uninterrupted Power Supply Machine	148.62	77.93	47.34	179.21	117.19	20.78	42.51	95.46	31.44
	Site Interior & Other Merchandises	588.61	289.90	165.49	713.02	440.30	74.93	123.50	391.73	148.31
	Air Conditioner	133.01	98.62	24.92	206.71	100.23	20.97	20.70	100.50	32.78
	VSAT	136.07	68.53	43.72	160.88	85.11	25.43	28.44	82.10	50.96
	E-Surveillance	53.49	-	9.02	44.47	39.63	6.74	7.56	38.81	13.86
	Other Assets									
	Furniture and Fixtures	3.88	0.04	3.06	0.86	3.75	0.08	3.06	0.77	0.13
	Office Equipment	8.38	0.03	2.39	6.02	8.21	0.11	2.39	5.93	0.17
	Computers	22.14	3.41	1.09	24.46	15.54	3.64	1.09	18.09	6.60
	Total	3,149.92	1,075.09	301.71	3,923.30	1,844.20	385.66	231.89	1,997.97	1,305.74
B	Intangible Assets									
	Computer software	116.81	2.50	42.40	76.91	93.59	13.98	42.40	65.17	23.22
	Total	116.81	2.50	42.40	76.91	93.59	13.98	42.40	65.17	23.22
	A+B Grand Total	3,266.73	1,077.59	344.11	4,000.21	1,937.79	399.64	274.29	2,063.14	1,328.96

Notes:

- Refer Note 5 & 7 for information on Property, Plant and Equipment hypothecated by the Company.
- The gross carrying amount of fully depreciated property, plant and equipment that is still in use is INR 399.66 mn
- The carrying amount of property, plant and equipment retired from active use and not held for disposal is INR 213.15 mn



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 12 : Non current investments

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unquoted Equity		
Investment in wholly owned subsidiary (Refer Note 30):		
Finiverse Aggregator Private Limited (At Cost) (100,000 shares of INR 10 each; previous year INR Nil)	1.00	-
Total	1.00	-
Aggregate amount of unquoted investments	1.00	-

Note 12.1: During the financial year 2022-23, the Company has invested in Finiverse Aggregator Private Limited ("Wholly Owned Subsidiary"). The Wholly Owned Subsidiary was incorporated on 14th September, 2022 for obtaining authorisation from Reserve Bank of India ("RBI").

Note 13: Deferred Tax Assets (Net)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Assets (Net) (Refer Note 32)	215.32	204.75
Total	215.32	204.75

Note 14: Long term loans and advances

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured and considered good:		
Prepaid expenses	12.96	9.40
Other statutory remittances recoverable	2.28	2.37
Balances with government authorities:		
- GST Input Tax Credit / Cenvat Credit receivable	0.50	2.54
- Advance Tax, TDS (net of provision for tax of INR 41.21 mn; previous year INR Nil)	32.64	127.14
- TCS refund receivable	0.04	0.07
- VAT refund receivable	0.63	-
Total	49.05	141.52

Note 15: Other non current assets

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured and considered good:		
Security Deposits	48.60	39.78
Balances with Banks in fixed deposit accounts (in Earmarked Accounts)		
- Balances held as security against borrowings (Refer Note 5 and 7)	114.13	101.54
- Balances held as margin money against bank guarantees	378.03	286.91
Total	540.76	428.23



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 16: Trade Receivables

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured and considered good #	749.24	743.06
Unsecured and considered doubtful	14.17	17.67
Less : - Provision for doubtful Trade Receivables	(14.17)	(17.67)
Total	749.24	743.06

Unsecured and considered good includes INR 162.60 mn under arbitration initiated by the Company.

Note 16: Trade receivables

Trade Receivables ageing schedule

As on 31st March 2023

Particulars	Unbilled Revenue	Not Due	Outstanding for following periods from due date of payments					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables								
- Considered good	359.53	-	224.99	0.05	1.55	0.52	-	586.64
- Considered doubtful	-	-	-	0.46	6.68	7.03	-	14.17
Disputed Trade Receivables								
- Considered good	15.16	-	107.61	34.38	5.45	-	-	162.60
- Considered doubtful	-	-	-	-	-	-	-	-
Total	374.69	-	332.60	34.89	13.68	7.55	-	763.41

As on 31st March 2022

Particulars	Unbilled Revenue	Not Due	Outstanding for following periods from due date of payments					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables								
- Considered good	430.67	-	278.23	6.43	0.02	2.32	0.07	717.74
- Considered doubtful	-	-	-	1.14	10.60	3.22	2.71	17.67
Disputed Trade Receivables								
- Considered good	-	-	-	0.17	3.34	2.74	19.07	25.32
- Considered doubtful	-	-	-	-	-	-	-	-
Total	430.67	-	278.23	7.74	13.96	8.28	21.85	760.73



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 17: Cash and Bank balances

Particulars	As at 31st March, 2023	As at 31st March, 2022
Cash and cash equivalents		
Cash on hand	0.01	0.03
Balance with banks		
In Current Accounts	120.55	28.78
In Cash Credit and Overdraft Accounts	10.76	65.25
Deposits with bank with original maturities of less than 3 months	100.07	0.06
Total A - Cash and Cash Equivalents	231.39	94.12
Other Bank Balances		
Under lien demand deposits with original maturity more than 3 months but not exceeding 12 months		
- Balances held as security against borrowings (Refer Note 5 and 7)	44.43	31.00
- Balances held as margin money against bank guarantees (Refer Note 27)	56.81	8.31
Total B - Other Bank Balance	101.24	39.31
Total (A+B)	332.63	133.43

Note 18 : Short term loans and advances

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured and considered good:		
Capital Advances	0.63	0.97
Advance recoverable towards expenses from related parties (Refer Note 30)	0.06	0.09
Advances to employees	4.47	0.26
Prepaid expenses	68.95	133.05
Balances with Government Authorities:		
- GST Input Tax Credit / Cenvat Credit receivable	95.05	175.14
Advance to suppliers	4.90	17.49
Other receivables	0.16	3.91
Total	174.22	330.91

Note 19: Other current assets

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured and considered good		
Security Deposits [^]	130.99	135.42
Insurance Claims receivable	29.81	38.09
Other Receivables	50.09	40.03
Interest accrued on fixed deposits	5.87	4.97
Total (A)	216.76	218.51
Unsecured and considered doubtful		
Insurance Claims receivable	5.77	12.16
Other Receivables	193.62	318.78
Less : - Provision for doubtful recoveries	(153.69)	(269.44)
Total (B)	45.70	61.50
Total (A+B)	262.46	280.01

[^] includes fixed deposits INR 125 mn (previous year INR 125 mn) placed with a bank with a lien marked towards an authorisation applied to the RBI.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 20 : Revenue from operations

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Income from ATM Services (net of GST)	4,337.88	3,308.34
Income from Non-ATM Business (net of GST)	54.95	37.33
Total	4,392.83	3,345.67

Note 21: Other Income

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest on Fixed Deposit	36.33	24.32
Interest on Income tax refund	11.86	0.52
Provisions / payables no longer required - written back		
Interest on MSME	-	12.21
Provision for Contingencies - Electricity (Refer Note 36)	29.29	32.81
Provision for Doubtful Debts	3.49	-
Provision for Doubtful Recoveries (Insurance)	6.39	9.60
Payable to Trade Creditors	15.94	0.05
Total	103.30	79.51

Note 22: Operating Expenses

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Annual Maintenance Charges	184.29	175.99
Caretaker Charges	149.76	150.52
Cash Replenishment Charges	1,078.54	673.95
E-Surveillance Expenses	202.36	138.42
Insurance Premium	32.07	54.21
Other Operating Charges	79.20	125.08
Site Electricity	193.78	161.73
Site Housekeeping	66.79	53.70
Satellite (VSAT) Charges	55.59	50.54
Site Rent	486.03	389.99
Site Repairs Charges	119.98	125.19
Software Management Charges	231.21	32.78
UPS charges	90.06	119.58
Total	2,969.66	2,251.68



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 23: Employee Benefits Expense

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Salary, wages and bonus	364.44	310.94
Contribution to Provident Fund (Refer Note 28(A))	9.69	9.10
Gratuity (Refer Note 28(B))	10.50	4.19
Staff welfare expenses	18.52	14.74
Total	403.15	338.97

Note 24: Finance Costs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest on Borrowings	140.53	81.09
Loan Processing Fees	7.63	8.53
Interest on MSME	0.91	-
Other Borrowing Costs		
Interest on delayed payment of taxes	0.56	0.10
Bank Charges and Commission	7.54	4.95
Total	157.17	94.67

Note 25: Depreciation and Amortisation expense

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Depreciation on Tangible assets (Refer Note 11)	402.32	385.66
Amortisation of Intangible assets (Refer Note 11)	10.40	13.98
Total	412.72	399.64

Note 26: Other General Expenses

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Bad Debts written off	7.21	0.47
Business Promotion Expenses	5.12	1.25
Car Lease Rentals (Refer Note 31)	3.98	3.81
CSR Expenses (Refer Note 26-(iii) below)	3.96	0.37
Impairment allowance on property, plant and equipment	14.15	-
Loss on Insurance Claim Receivable	7.38	19.83
Net loss on sale of Fixed Assets (net of recoveries)	15.87	88.63
Office and Guest House Rent Charges	19.38	7.44
Office Electricity	1.51	1.09
Office Expenses	7.77	5.55
Other General Expenses - amounts written off	8.80	7.47
Payments to the auditor (Refer Note 26-(i) below)	4.10	6.50
Professional and Consultancy Charges	31.01	24.42
Non Current Investments written off	-	45.28
Provision for Diminution in value of Non-Current Investments written back	-	(45.28)
Provision for Doubtful Debts	-	1.99



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Provision for Doubtful Recoveries (from Customers/Vendors)	129.11	88.12
Doubtful Recoveries (from Customers/Vendors) written off	238.47	6.23
Provision for Doubtful Recoveries (from Customers/Vendors) written back	(238.47)	-
Rates and Taxes	5.98	0.19
Repairs and Maintenance		
Others	1.92	1.74
Software Expenses	11.72	7.83
Travelling and Conveyance Expenses	17.05	11.88
Miscellaneous Expenses	6.64	6.98
Total	302.66	291.79

Note 26-(i) Payments to the auditor comprise

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(a) To Statutory Auditor		
For Audit	4.00	3.35
For Other Services		
Direct Tax	-	1.00
Indirect Tax	-	1.80
Certification charges	0.10	0.25
Reimbursement of expenses	-	0.10
Total	4.10	6.50

Note 26-(ii) Amounts Paid in Foreign Currency

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Membership and Subscription	0.58	0.19
Software management charges	0.46	0.09
Travelling exp	0.04	-
Business Promotion	0.03	-
Total	1.11	0.28



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 26-(iii) CSR Expense

Corporate Social Responsibility expenditure

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Amount required to be spent during the year	3.78	1.08
Amount of expenditure incurred up to prior years set off in the year	0.32	1.03
Amount of expenditure incurred during the year	3.96	0.37
Total of previous years Excess carried forward / (Shortfall)	0.50	0.32
Reason for shortfall	NA	NA
Nature of CSR activities	Healthcare, Education, Government Funds, Women Empowerment	Healthcare
Details of related party transactions	Nil	Nil

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Amount spent during the year on		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above paid in cash	3.96	0.37
Total	3.96	0.37

The Company has not constituted CSR committee, as the amount to be spent by the Company does not exceed INR 5 mn. The functions of such committee are being discharged by the Board of Directors.

Note 27: Contingent Liabilities and Commitments (to the extent not provided for):

(a) Contingent liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
<u>Bank Guarantees *</u>		
Performance Bank Guarantees issued to customers	500.51	507.00
Earnest Money Deposit in the form of bank guarantee	48.70	-
<u>Claims against the Company not acknowledged as debt</u>		
Service Tax	46.85	47.00
Value Added Tax	0.63	-
Maharashtra Value Added Tax	-	1.00
Trade Creditor	1.90	-

Future cash outflows in respect of the above matters is determinable only on receipt of final judgments / decisions pending at various forums / authorities.

* - The Company has placed fixed deposits under lien amounting to INR 434.84 mn (INR 295.22 mn as at 31st March, 2022). The Company does not expect any reimbursement in respect of the above contingent liabilities.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

(b) Commitments

Particulars	As at 31st March, 2023	As at 31st March, 2022
Estimated value of contracts remaining to be executed on capital account and not provided for	7.42	43.00

Note 28: Employee Benefits

(A) Defined Contribution Plan

The Company makes Provident Fund contributions to Employee Provident Fund Organisation (defined contribution plan) for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

The Company recognised INR 9.69 mn (previous year INR 9.10 mn) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable by the Company to this plan is at the rate specified in the rules of the Scheme.

(B) Defined Benefit Plan

The Company offers the following employee benefit schemes to its employees:

Gratuity

The Company is statutorily required to provide for gratuity, a defined benefit retirement plan covering eligible employees. Gratuity plan provides for a lump sum payment to employees on retirement, death, incapacitation, termination of employment, of amounts that are based on salaries and tenure of the employees. The benefit vests after 5 years of continuous service. The gratuity liability is not funded by the Company.

Present Liability of Gratuity has been accounted for on the basis of actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary.

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I. Actuarial assumptions:		
Salary Escalation*	15.00 % p.a.	10.00 % p.a.
Expected Return on Plan Assets**	N/A	N/A
Discount Rate***	7.41 % p.a.	6.98 % p.a.
Attrition Rate	9.77%	For service 2 years and below 17.00% p.a. For service 3 years to 4 years 12.00% p.a. For service 5 years and above 6.00% p.a.
Mortality Rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

* The estimate of future salary increases considered, in actuarial valuation, takes into account the inflation, seniority, promotion, increments and other relevant factors such as supply and demand factors in employments markets.

** Company does not have any earmarked investment for gratuity liability; hence rate of return on plan asset is not applicable.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

*** The discount rate is based on the prevailing market yields of Government of India securities as at the date of the Balance Sheet for the estimated term of the obligations.

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
II. Table showing change in Benefit Obligation:		
Liability at the beginning of the year	22.46	19.23
Interest cost	1.57	1.24
Current service cost	3.62	3.36
Benefits paid	(1.10)	(0.96)
Actuarial (gain)/ loss on obligation	5.31	(0.41)
Liability at the end of the year	31.86	22.46
III. Fair value of Plan Assets:	-	-
IV. Actual return on Plan Assets:	-	-
V. Amount Recognised in the Balance Sheet		
Present value of benefit obligation	31.86	22.46
Net liability recognised in the Balance Sheet	31.86	22.46
VI. Percentage of each category of Plan assets to total fair value of Plan Assets	Not Applicable	Not Applicable
VII. Expenses recognized in the Statement of Profit & Loss:		
Current service cost	3.62	3.36
Interest cost	1.57	1.24
Actuarial losses	5.31	(0.41)
Expenses recognized in Statement of Profit and Loss	10.50	4.19
VIII. Balance Sheet Reconciliation		
Opening net liability	22.46	19.23
Benefits paid	(1.10)	(0.96)
Expenses recognized in Statement of Profit and Loss	10.50	4.19
Net Liability recognised in Balance Sheet	31.86	22.46
Current liability	1.86	0.98
Non Current liability	30.00	21.48
Net Liability recognised in Balance Sheet	31.86	22.46
IX. Actuarial (Gains)/Losses on Obligations		
(i) Due to change in demographic assumptions	(0.76)	0.01
(ii) Due to change in financial assumptions	6.90	(1.17)
(iii) Due to experience adjustment	(0.83)	0.75
Actuarial (Gains)/Losses on Obligations	5.31	(0.41)

**Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023**

All amounts are in INR million, unless otherwise stated

Note 29: Segment Reporting

As per the definitions of 'business segment' and 'geographical segment', contained in Accounting Standard - 17 (AS-17) "Segment Reporting" specified under Section 133 of the 2013 Act, the management is of the opinion that the Company is operating predominantly in ATM infrastructure services within India. Therefore there are no other reportable business segments and geographical segments, and accordingly, segment information as per AS-17 is not required to be disclosed.

Note 30: Related party transactions**1. Details of related parties:**

Description of relationship	Names of related parties
Where control exists	
(i) <u>Wholly Owned Subsidiary</u>	Finiverse Aggregator Private Limited (w.e.f. 14th September 2022)
(ii) <u>Key Managerial Personnel (KMP) - Directors</u>	
- Chairman and Managing Director	Mr. Mani Mamallan
- President Administration and Director	Mr. Sanjay Kapoor
- President Human Resources and Wife of Chairman and Managing Director	Mrs. Vidya Rani Mani Mamallan
(iii) <u>Relatives of KMP</u>	
- Director Operations and Brother of Chairman and Managing Director	Mr. Gangai Kondan Mani

2. Details of related party transactions during the year ended 31st March, 2023 and outstanding balances as at 31st March, 2023:

Particulars	Wholly Owned Subsidiary	KMP & their relatives / Directors
A. Transactions during the year		
Remuneration paid		43.01 (30.34)
Investment	1.00 -	
B. Balance outstanding at the end of the year		
Investment	1.00 -	- -
Advance recoverable towards expenses	-	0.06 (0.09)

Notes:

1. Remuneration paid to KMP / Directors excludes reimbursement of expenses, employer's contribution to Provident Fund and provision for gratuity.
2. Figures in bracket are for the previous year.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 31: Details of leasing arrangements

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
As Lessee		
Operating Lease Obligations		
The Company has entered into operating lease arrangement for Cars for official use. The leases are non-cancellable and are for a period of five years and may be renewed based on mutual agreement of the parties.		
Future minimum lease payments		
not later than one year	0.49	3.98
later than one year and not later than five years	0.82	1.31
later than five years	-	-
	1.31	5.29
Lease payments recognised in the Statement of Profit and Loss		
- Car Rentals	3.98	3.81

Note 32: Current Tax and Deferred Tax (Net)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Tax Expense		
Current Tax		
Current Tax on profits for the year	41.21	-
Adjustments for current tax of prior periods	-	-
Total Current Tax expense (A)	41.21	-
Deferred Tax		
Decrease / (Increase) in deferred tax assets	(10.57)	(204.75)
Total Deferred Tax Charge / (Benefit) (B)	(10.57)	(204.75)
Total Tax Expense (A+B)	30.64	(204.75)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Components of Deferred Tax Asset		
Provision for gratuity	8.02	5.65
Provision for exgratia-bonus	1.40	1.08
Provision for doubtful advances	42.25	72.26
Impairment allowance on property, plant and equipment	3.56	-
Expenditure allowed on payment basis	3.10	6.84
Depreciation on Fixed Assets	156.99	114.85
Unabsorbed depreciation	-	4.07
Total	215.32	204.75

The Company has opted for lower rate of tax of 22% plus surcharge and cess as per the provisions of section 115BAA from AY 2021-22 onwards. Accordingly, the provisions of computation of book profit and MAT liability under section 115JB are not applicable to the Company.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 33: Earnings per share

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Net Profit after tax for the year	220.13	253.18
Net Profit after tax for the year for computation of Earnings per share	220.13	253.18
Weighted average number of equity shares (Basic)	801,252	801,252
Effect of potential equity shares for stock options outstanding	17,788	17,788
Weighted average number of equity shares (Diluted)	819,040	819,040
Par value per share	10	10
Earnings per share - Basic (in INR)	274.73	315.98
Earnings per share - Diluted (in INR)	268.77	309.12

Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, other than the conversion of potential equity 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 or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Note 34: Derivative Instrument and unhedged foreign currency exposures

The Company did not have any derivative instrument outstanding as at the year end.

There are no outstanding balances denominated in the foreign currencies and accordingly there are no unhedged foreign currency exposures as at year end.

Note 35: Employee Stock Option Schemes

In the Extra Ordinary general meeting held on 12th August, 2014, the Shareholders of the Company approved the issue of 18,750 equity options under the Scheme titled "Electronic Payment and Services - Employee Stock Option Plan 2014" ('ESOP 2014'). The ESOP 2014 are equity settled options.

The ESOP 2014 allows the issue of equity options to the employees of the Company. Each option comprises one underlying equity share. As per the ESOP 2014, the Board of Directors of the Company can grant the equity options to the employees deemed eligible. The exercise price of each option shall be Rs 10/- as defined in the ESOP 2014 scheme. The vesting periods are:

- in respect of 16,800 equity options granted in September 2014 - 12 months from the date of grant
- in respect of 1,300 equity options granted in January 2016 - 50% in the 24th month; 25% in the 37th month and 25% in the 49th month from the date of the grant.

The equity options may be exercised by the eligible employees within 60 months from the date of each vesting.

The exercise period for ESOPs granted under the ESOP 2014 Scheme has been extended to 12th February 2025 for all the options vested by a resolution passed in a meeting of the Board of Directors on 29th January 2020.

As at 31st March, 2023, equity options aggregating to 17,788 (previous year 17,788) have vested to the eligible employees. The remaining 962 (previous year 962) equity options have not been granted as of 31st March, 2023. Equity options are eligible for exercise till 12th February, 2025.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

The difference between the fair price of the equity share underlying the equity options granted on the date of grant of the equity option and the exercise price of the equity option representing Stock Compensation Expense is expensed over the vesting period.

Particulars (Scheme name: ESOP 2014)	During the year ended 31st March, 2023	
	Options (Numbers)	Weighted average exercise price per option (INR)
Exercisable options at the beginning of the year:	17,788	10
Option outstanding at the beginning of the year:	-	-
Granted during the year:	-	-
Vested during the year:	-	-
Exercised during the year:	-	-
Forfeited during the year:	-	-
Options outstanding at the end of the year:	-	-
Options available for grant:	962	-
Exercisable options at the end of the year	17,788	10

Weighted average remaining contractual life for options is 2 years as at 31st March, 2023.

Particulars (Scheme name: ESOP 2014)	During the year ended 31st March, 2022	
	Options (Numbers)	Weighted average exercise price per option (INR)
Exercisable options at the beginning of the year:	17,788	10
Option outstanding at the beginning of the year:	-	-
Granted during the year:	-	-
Vested during the year:	-	-
Exercised during the year:	-	-
Forfeited during the year:	-	-
Options outstanding at the end of the year:	-	-
Options available for grant:	962	-
Exercisable options at the end of the year	17,788	10

Weighted average remaining contractual life for options is 3 years as at 31st March, 2022.

Further, in the Extra Ordinary general meeting held on 19th January, 2016, the Shareholders of the Company approved the issue of 43,158 equity options under the Scheme titled "Electronic Payment and Services - Employee Stock Option Plan 2015" ('ESOP 2015'). The ESOP 2015 are equity settled options. The Company has not granted any of these equity options to the employees of the Company.



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 36: Provision for Contingencies

The Company carries a Provision for Contingencies towards electricity charges. This has been assessed by the Company based on the extent of payments made during the year and an estimation of the likely amounts arising for current year but payable in future periods. The management estimates the same to be settled in the upcoming years. The movement of the said provision is summarised below:

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Provision for electricity		
Opening balance at the beginning of the year	61.32	63.58
Add: Provisions made during the year	38.81	30.55
Less: Utilisation / write back of excess provision during the year	(29.29)	(32.81)
Closing balance at the end of the year (A)	70.84	61.32
Provision for PF as per the Supreme Court order dated 28th February 2019		
Opening balance at the beginning of the year	0.33	0.33
Less: Utilisation / write back of excess provision during the year	(0.33)	-
Closing balance at the end of the year (B)	-	0.33
Closing Balance (A+B)	70.84	61.65

Note 37: Additional regulatory information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The Company has working capital facilities from banks on the basis of security of current assets. The revised quarterly returns or statements of current assets filed by the Company with the bank are in agreement with the books of account.

(iii) Wilful defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under 2013 Act or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed 2013 Act to the extent it is applicable to the Company.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds in any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall



Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

- 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 to or on behalf of the ultimate beneficiaries

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that is required to be recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year. Further, the Company has not received any deposits or advances from any person for the purpose of trading/investing in crypto or virtual currency.

(x) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xi) Immovable property

The Company does not own any immovable property and hence, there are no title deeds held in the name of the Company.

(xii) Registration of charges against assets of the Company.

The Company has complied with the requirements for registration of charges created against the assets of the Company.

(xiii) Core Investment Company (CIC)

The Company is not a Core Investment Company and the Group does not have any CICs, which are part of the Group.

(xiv) Loans or advances to specified persons

The Company has not granted any loans and advances without specifying any terms or period of repayment.

(xv) Utilisation of funds raised from preferential placement of shares

The Company has not raised funds from preferential placement of shares during the current or previous year.

**Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023**

All amounts are in INR million, unless otherwise stated

Note 38: Ratios

Particulars	Numerator	Denominator	For the year ended 31st March, 2023	For the year ended 31st March, 2022	Percentage variation	Remarks
Current Ratio	Current Assets	Current Liabilities	1.42	1.18	21%	
Debt-Equity	Total Debt	Shareholder's Equity	0.54	0.69	-22%	
Debt service coverage ratio	Earnings available for debt service	Debt service	1.49	1.29	15%	
Return on equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.11	0.14	-23%	
Trade receivables turnover ratio	Net Sales	Average Accounts Receivable	5.89	4.94	19%	
Trade payables turnover ratio	Net Purchases	Average Trade Payables	5.02	3.99	26%	Better liquidity resulting in better payout.
Net capital turnover ratio	Net Sales	Working Capital	9.71	15.04	-35%	Increase in trade receivables
Net profit ratio	Net Profit	Net Sales	0.05	0.08	-34%	Marginally lower profit after tax for the current year
Return on capital employed	Earning before interest and taxes	Capital Employed	0.12	0.04	197%	Higher earnings before interest and taxes.

Note 39: Previous Year

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number: 113522

Date : 16th August 2023

Place: Mumbai

For and on behalf of the Board of Directors**Sanjay Kapoor**

Director

DIN: 03584520

Date : 16th August 2023

Place : Mumbai

Mani Mamallan

Chairman & Managing Director

DIN: 03584512

Date : 16th August 2023

Place : Mumbai

Pooja Panvelkar

Company Secretary

Date : 16th August 2023

Place : Mumbai

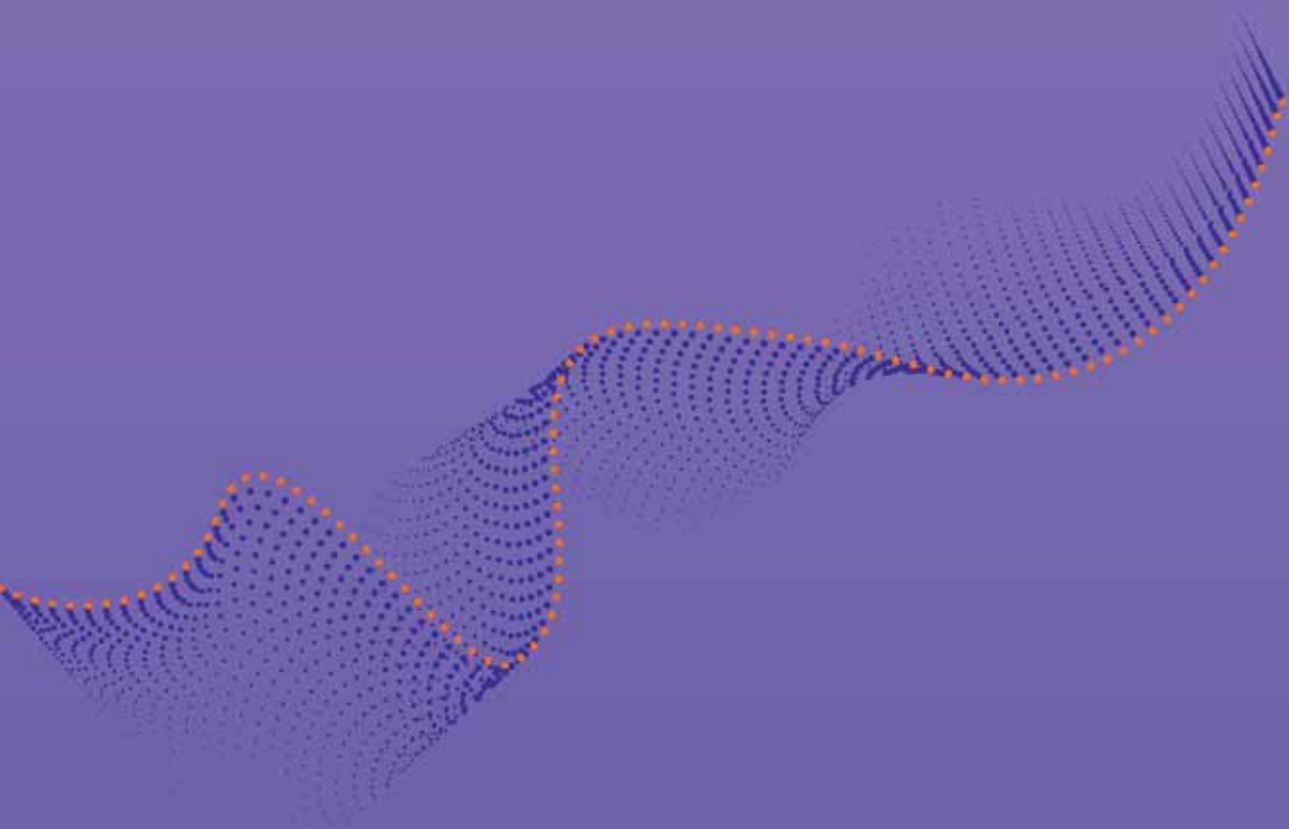
Sudhanshu Soman

Chief Financial Officer

Date : 16th August 2023

Place : Mumbai





Consolidated
Auditor's Report
as at 31st March, 2023



Independent Auditor's Report

To
the Members of
Electronic Payment and Services Private Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Electronic Payment and Services Private Limited, (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") (refer Note 1(a) to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated Statement of Profit and Loss, and the consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, of its consolidated Profit and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in sub-paragraph 11 of the Other Matters section below is sufficient and appropriate to provide a basis for our opinion.

Other Information

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditor as furnished to us (Refer paragraph 11 below), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

5. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.



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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

8. 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.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting

estimates and related disclosures made by 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 or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
10. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

Other Matters

11. We did not audit the financial statements of one subsidiary whose financial statements reflects total assets of Rs 0.96 million and net assets of Rs 0.94 million as at March 31, 2023, total revenue of Rs. nil million, total expense of Rs. 0.06 million, loss of Rs. 0.06 million and net cash flows amounting to Rs 0.96 million for the year



ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

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

Report on Other Legal and Regulatory Requirements

12. This report does not contain a statement on the matter specified in paragraph 3(xxii) of 'the Companies (Auditor's Report) Order, 2020' ("CARO 2020") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act as, in our opinion, and according to the information and explanations given to us, CARO 2020 is not applicable to the subsidiary included in these Consolidated Financial Statements.
13. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group. (Refer Note 26 to the consolidated financial statements).
 - ii. The Group was not required to recognise a provision as at March 31 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contracts. The Group did not have any derivative contracts as at March 31 2023.
 - iii. During the year ended March 31, 2023, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company incorporated in India.
 - iv. (a) The respective Managements of the Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiary



- (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note 36 (vii) to the consolidated financial statements);
- (b) The respective Managements of the Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiary from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note 36 (vii) to the consolidated financial statements);
- (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditor of the subsidiary which are companies incorporated in India 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 auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v. The Holding Company and its subsidiary company has not declared or paid any dividend during the year.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the accounting software used by the Group for maintaining its books of account to have the feature for recording audit trail, edit log and related matters, is applicable for the Group only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
14. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, reporting under Section 197(16) of the Act is not applicable to the Group.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: FRN012754N/ N500016

Ketan Asher
Partner
Membership Number: 113522
UDIN: 23113522BGYCWL7418

Place: Mumbai
Date: August 16, 2023



Annexure A to Independent Auditor's Report

Referred to in paragraph 13 (f) of the Independent Auditor's Report of even date to the members of Electronic Payment and Services Private Limited on the consolidated financial statements for the year ended March 31, 2023.

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of Electronic Payment and Services Private Limited (hereinafter referred to as "the Holding Company"). Reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to one subsidiary incorporated in India namely Finiverse Aggregator Private Limited, pursuant to MCA notification GSR 583(E) dated 13 June 2017.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors 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 Holding Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

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



Opinion

8. In our opinion, the Holding Company have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March, 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 1 subsidiary company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India. Our opinion is not modified in respect of this matter.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number 113522

UDIN : 23113522BGYCWL7418

Place: Mumbai

Date: August 16, 2023



Consolidated Balance Sheet as at 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	Note No	As at 31st March, 2023
I. EQUITY AND LIABILITIES		
Shareholders' Funds		
Share capital	3	8.01
Reserves and surplus	4	2,140.85
		2,148.86
Non-Current Liabilities		
Long term borrowings	5	748.06
Long term provisions	6	100.84
		848.90
Current Liabilities		
Short term borrowings	7	420.10
Trade payables	8	
(a) Total outstanding dues of Micro and Small Enterprises		104.55
(b) Total outstanding dues other than Micro and Small Enterprises		440.10
Other current liabilities	9	64.84
Short term provisions	10	36.54
		1,066.13
Total		4,063.89
II. ASSETS		
Non Current Assets		
Property, Plant, Equipment and Intangible assets		
Property, Plant and Equipment	11	1,730.04
Intangible assets	11	2.38
Capital work-in-progress	11	1.83
Intangible assets under development	11	5.00
		1,739.25
Deferred Tax Assets (Net)	12	215.32
Long term loans and advances	13	49.05
Other non current assets	14	540.76
		805.13
Current Assets		
Trade receivables	15	749.24
Cash and bank balances	16	333.59
Short term loans and advances	17	174.22
Other current assets	18	262.46
		1,519.51
Total		4,063.89

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

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

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number: 113522

Date: 16th August 2023

Place: Mumbai

For and on behalf of the Board of Directors

Sanjay Kapoor

Director

DIN: 03584520

Date: 16th August 2023

Place: Mumbai

Mani Mamallan

Chairman & Managing Director

DIN: 03584512

Date: 16th August 2023

Place: Mumbai

Pooja Panvelkar

Company Secretary

Date: 16th August 2023

Place: Mumbai

Sudhanshu Soman

Chief Financial Officer

Date: 16th August 2023

Place: Mumbai



Consolidated Statement of Profit and Loss for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	Note No	For the year ended 31st March, 2023
Revenue		
Revenue from operations	19	4,392.83
Other Income	20	103.30
Total Income (I)		4,496.13
Expenses:		
Operating Expenses	21	2,969.66
Employee Benefits Expenses	22	403.15
Finance Costs	23	157.18
Depreciation and Amortisation Expense	24	412.72
Other General Expenses	25	302.71
Total Expenses (II)		4,245.42
Profit Before Tax (I-II)		250.71
Tax expense:		
Current Tax	31	41.21
Deferred Tax Charge / (Credit)	31	(10.57)
Profit for the year		220.07
Earnings per share (Face Value INR 10/- each)		
Basic (INR)	32	274.66
Diluted (INR)	32	268.69

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

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number: 113522

Date: 16th August 2023

Place: Mumbai

For and on behalf of the Board of Directors

Sanjay Kapoor

Director

DIN: 03584520

Date: 16th August 2023

Place: Mumbai

Mani Mamallan

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Date: 16th August 2023

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Pooja Panvelkar

Company Secretary

Date: 16th August 2023

Place: Mumbai

Sudhanshu Soman

Chief Financial Officer

Date: 16th August 2023

Place: Mumbai



Consolidated Cash Flow statement for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	For the year ended 31st March, 2023
A. Cash Flow from Operating Activities	
Profit Before Tax as per Statement of Profit & Loss	250.71
Adjustments for :	
Bad debts written off	7.21
Depreciation and amortisation expense	412.72
Impairment allowance on property, plant and equipment	14.15
Finance costs	157.18
Provision for Gratuity	9.39
Interest on Fixed Deposit	(36.33)
Interest on Income Tax refund	(11.86)
Liability no longer required, written back	(51.62)
Loss on Insurance Claim Receivable	7.38
Other General Expenses - amounts written off	8.80
Net loss on sale of Fixed Assets (net of recoveries)	15.87
Provision for Doubtful Debts	-
Provision For Doubtful Debts - written back	(3.49)
Provision for Doubtful Recoveries (from Vendors/ Customers)	129.11
Operating Profit before Changes in Working Capital	909.22
Changes in Working Capital	
(Increase) in Trade receivables	(9.90)
(Increase) / Decrease in Short term loans and advances	156.35
(Increase) in Long term loans and advances	(19.68)
(Increase) in Other current assets	(117.18)
(Increase) / Decrease in Other Bank Balances	(61.93)
Increase/(Decrease) in Trade payables	(77.65)
(Decrease) in Other current liabilities	(4.31)
Increase/(Decrease) in Short term provisions	(4.75)
Increase in Long term provisions	37.95
Cash generated from Operations	808.12
(Taxes paid) net of Refund	65.18
Net cash generated from Operating Activities (A)	873.30
B. Cash Flow from Investing Activities	
Purchase of Property, Plant and Equipment, including capital advances	(347.29)
Interest on Fixed Deposit received	35.43
Placement of fixed deposits	(200.98)
Proceeds from fixed deposits	97.27
Net cash (used in) Investing Activities (B)	(415.57)



Consolidated Cash Flow statement for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Particulars	For the year ended 31st March, 2023
C. Cash Flow from Financing Activities	
Movement in short term borrowings (overdraft / cash credit)	0.18
Proceeds from long term borrowings	242.00
Repayment of long term borrowings	(410.03)
Finance Cost paid	(151.65)
Net cash generated from / (used in) Financing Activities (C)	(319.50)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	138.23
Add: Cash and Cash Equivalents at the beginning of the year	94.12
Cash and Cash Equivalents at the end of the year (Refer Note 16)	232.35

Notes to Cash Flow Statement:

1) Cash and Cash equivalents comprises of:

Particulars	As at 31st March, 2023
Cash and Cash Equivalents comprises of	
Cash on hand	0.01
Balance with Banks	232.34
Cash and Cash equivalents (Refer Note 16)	232.35

2) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS-3) "Cash Flow Statement" specified under section 133 of The Companies Act 2013.

3) Corporate Social Responsibility ("CSR") Expense

Amount spent during the year on	For the year ended 31st March, 2023
(i) Construction / acquisition of any asset	-
(ii) On purposes other than (i) above	3.96
Total	3.96

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

This is the Consolidated Cash Flow Statement referred to in our report of even date

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number: 113522

Date: 16th August 2023

Place: Mumbai

For and on behalf of the Board of Directors

Sanjay Kapoor

Director

DIN: 03584520

Date: 16th August 2023

Place: Mumbai

Mani Mamallan

Chairman & Managing Director

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Date: 16th August 2023

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Pooja Panvelkar

Company Secretary

Date: 16th August 2023

Place: Mumbai

Sudhanshu Soman

Chief Financial Officer

Date: 16th August 2023

Place: Mumbai



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

Note 1: Corporate Information

Electronic Payment and Services Private Limited ('EPS' or the 'Holding Company') together with its subsidiary hereinafter referred to as the 'Group'. The Holding Company provides ATM operation services to banks and other payment related services. Further, Holding Company provides an integrated solution which includes the supply and installation of Automated Teller Machines ('ATMs') in all developed areas as well as supporting such business initiatives in remote areas.

Principles of Consolidation

Note 1(a): Basis of Consolidation

The Consolidated Financial Statements relate to the Holding Company and its wholly owned subsidiary Finiverse Aggregator Private Limited (the 'Subsidiary' or 'Finiverse') incorporated in India.

For the current year, the consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the subsidiary company used in the consolidation are drawn up to the same reporting date as that of the Holding Company i.e., March 31, 2023.
- (ii) The financial statements of the Holding Company and its subsidiary company have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, in accordance with the Accounting Standard 21 on 'Consolidated Financial Statements' as referred to in the Companies (Accounting Standards) Rules, 2021.
- (iii) The Subsidiary was incorporated on 14th September, 2022.

Since, EPS did not have any subsidiary in the previous year, previous year's numbers are not required to be presented.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the standalone financial statements of the Holding Company. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those adopted in the previous years.

The Holding Company and its subsidiary in this financial statement are as below:

Name of the Company	Country of Incorporation	Proportion of ownership interest as at 31st March 2023
Finiverse Aggregator Private Limited	India	100%

Note 2: Significant Accounting Policies

a Basis for preparation of Consolidated Financial Statements

These Consolidated Financial Statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') under the historical cost convention on an accrual basis. These Consolidated Financial Statements have been prepared to comply in all material aspects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Companies Act, 2013 (the '2013 Act').

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III (Division I) to the 2013 Act. Based on the nature of products / activities and the normal time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of classification of assets and liabilities as current or non-current.

b Use of Estimates

The preparation of the Consolidated Financial Statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the Consolidated Financial Statements and the reported revenue and expenses during the year. The management believes that the estimates used in preparation of the Consolidated Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

d Revenue Recognition

Revenues from contracts, are recognised basis completed contract method as and when services are rendered; as per the specific terms of the contract and there is reasonable certainty of ultimate realisation for the same. Revenue is recognised net of GST, as applicable.

Revenues until the Balance Sheet date for which the billing is pending are aggregated and reported as Unbilled Revenue.



e Other Income

- (i) Profit/ Loss on sale of Property, Plant and Equipment is recognised in the Consolidated Statement of Profit and Loss on transfer of significant risks and rewards of ownership of the asset to the buyer.
- (ii) Interest on fixed deposits recognised on time proportion basis, having regard to the amount outstanding and the rate applicable.
- (iii) Dividend income is recognised when the right to receive such dividend is established..

f Property, Plant and Equipment

- (i) Property, Plant and Equipment including intangible assets are stated at cost of acquisition less accumulated depreciation, amortisation and impairment, if any. The cost of Property, Plant and Equipment includes all incidental expenses related to acquisition and installation and other pre-operation expenses until the asset is ready to put to use for its intended purposes. Subsequent costs related to an item of Property, Plant and Equipment are recognised in the carrying amount of the item if the recognition criteria are met.
- (ii) Capital work in progress includes, tangible assets which are not yet installed at ATM sites, are carried at cost, comprising direct cost, related incidental expenses and attributable interest, if applicable. It also includes intangible assets pertaining to software that are under development and not gone live. At the point when the deployment of the asset is completed and it is ready to be operated as per management's

intended use, the cost of asset is transferred to the appropriate category of property, plant and equipment and depreciation commences.

- (iii) 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 gain or loss arising on derecognition is recognised in the Consolidated Statement of Profit and Loss.

g Depreciation and Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost. The estimated residual value for assets is taken as Nil.

Depreciation on tangible Property Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on management internal and technical evaluation, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. Further, Depreciation does not cease when the asset becomes idle or is retired from active use (but not held for disposal) unless the asset is fully depreciated. Thus depreciation will continue to be charged even for this period.

Depreciation on tangible Property Plant and Equipment provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act are:

Description of Property Plant and Equipment	Estimated Useful Life	Schedule II Useful Life
Site Assets:		
Automated Teller Machine	12 Years	15 Years
Uninterrupted Power Supply Machine	7 Years	15 Years
Site Interior and Other Merchandises	7 Years	15 Years
Air Conditioner	7 Years	15 Years
VSAT	7 Years	15 Years
E-Surveillance	7 Years	15 Years
Digital Video Recorder (DVR)	7 Years	15 Years
Taken over ATMs and related assets like site interiors, VSAT, AC, UPS	3/7 Years	15 Years
Other Assets:		
Office furniture and fixtures	5 Years	10 Years
Office equipment	3 Years	5 Years
Computer	3 years	3/6 Years

Intangible assets are amortised over their estimated useful life on straight line method as follows:

Description of Assets	Estimated Useful Life	Schedule II Useful Life
Computer Software	3 Years	Useful life

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



h Foreign Currency Transactions

Initial recognition: on initial recognition, all foreign currency transactions are recorded by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition: as at the reporting date, non-monetary items are carried at historical cost and all monetary assets and liabilities are restated at the year-end rates. Exchange differences, if any, on restatement of monetary items are recognised in the Consolidated Statement of Profit and Loss.

i Investments

Investments, those are readily realizable and intended to be held for not more than one year from the date of such investments, are classified as current investments. All other investments are classified as non current investments.

Current investments are carried at fair value or cost, whichever is less.

Non Current investments are carried at cost less provision for diminution, other than temporary diminution, in the value of each such investment.

j Employee Benefits

Employee Benefits include provident fund and gratuity.

Defined-contribution plans

The Group's contribution to provident fund is considered as a defined contribution plan, as the Group contributes a fixed amount and has no further obligations. The contribution is recognised as an expense in the Consolidated Statement of Profit and Loss during the period in which the employee renders the services.

Defined-benefits plans

The Group's gratuity scheme is a defined benefit plan. The amount recognized as defined benefit liability is the present value of the defined benefit obligation at the Balance Sheet date. The present value, as adjusted for unrecognised past service cost, of the defined benefit obligation is determined based on actuarial valuation applying projected unit credit method. The discount rate is based on the indicative market yields, as at the Balance Sheet date, of the Government of India securities for the estimated term of the obligations. Actuarial gains and losses are recognised in the Consolidated Statement of Profit and Loss in the period in which they occur.

Other Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year in which the employee renders the service. These benefits include performance incentives which are expected to occur within twelve months from the end of the period in which the employee renders the service.

k Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

l Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax for the year attributable to the equity shareholders as adjusted for dividend, interest and other charges to expense or income (net of taxes) by the weighted average number of equity shares on a fully diluted basis outstanding during the year.

m Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. In situations where the Group has unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

n Provisions, Contingent Liabilities and Contingent Assets

The Group recognises provisions when it has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.



Provisions are determined based on management estimate required to settle the obligation at the Balance Sheet date, supplemented by experience of similar transactions. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

A disclosure of contingent liability is made when there is:

- a possible obligation arising from a past event, the existence of which will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the Group; or
- a present obligation arising from a past event which is not recognised as it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets, if any, are not recognised in the Consolidated Financial Statements.

o Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, 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. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (GU). An asset whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

The Group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. Impairment loss, if any, is provided in the Consolidated Statement of Profit and Loss to the extent the carrying amount of assets exceeds their estimated recoverable amount.

p Employee share based payment

The Group constituted Employee Stock Option Plans - "Electronic Payment and Services - Employee Stock Option Plan 2014" ('ESOP 2014') and "Electronic Payment and Services - Employee Stock Option Plan 2015" ('ESOP 2015').

Employee Stock Options granted are accounted under the 'Intrinsic Value Method' stated in the Guidance Note on Employee Share Based Payments issued by the Institute of Chartered Accountants of India. The intrinsic value of the option is the excess value of the underlying share as determined by an independent valuer prior to date of grant over its exercise price. The intrinsic value is recognised as employee compensation expense to the Consolidated Statement of Profit and Loss with a credit to employee stock option outstanding account on a proportionate basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation and debit to the employee stock option outstanding account by an amount equal to the amortised portion of the value of lapsed options.

q Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

r Electricity charges

The Group assesses the adequacy of the Provision for electricity charges based on the extent of payments made during the year and an estimation of the likely amounts arising for current year but payable in future periods. The Group carries a Provision for Contingencies towards electricity charges in the books for a period of 3 years from the end of the financial year in which it is created and excess provision thereafter, if any, is written back in the Consolidated Statement of Profit and Loss.

s Borrowing cost

Borrowing costs include interest and ancillary costs incurred in connection with the borrowing of funds which are charged to the Consolidated Statement of Profit and Loss, with the loan processing fee being amortised over the tenure of the loan.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 3 : Share capital

Particulars	As at 31st March, 2023	
	Number of shares	INR mn
(a) Authorised		
Equity Shares of INR 10/- each	1,310,000	13.10
Compulsory Convertible Preference Shares (CCPS) of INR 10/- each:	-	-
Series A & B of INR 10/- each	700,000	7.00
Series C of INR 10/- each	5,000,000	50.00
	7,010,000	70.10
(b) Issued, Subscribed and fully paid-up		
Equity Shares of INR 10/- each	801,252	8.01
Total	801,252	8.01

Note 3 (a) : Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2023	
	Number of shares	INR mn
Equity Shares		
Outstanding at the beginning of the year	801,252	8.01
Add: Conversion of CCPS during the year	-	-
Outstanding at the end of the year	801,252	8.01

Note 3 (b) : Details of shareholders holding more than 5% Shares in the Holding Company

Particulars	As at 31st March, 2023	
	Number of shares	% Shareholding
Equity Shares		
Vidya Rani Mani Mamallan	90,000	11.23%
APIS Growth 3 Limited	220,448	27.51%
Aavishkaar India II Company Limited	168,635	21.05%
Asia Participations B.V.	166,889	20.83%
Aavishkaar Goodwell India Microfinance	105,038	13.11%
Development Company II Limited		

Note 3 (c): Disclosure of shareholding of promoters and percentage of change during the year.

Equity Share capital

S. No.	Promoter Name	Number of shares		% of total shares	% Change during the year
		Beginning of year	End of year		
1	Vidya Rani Mani Mamallan	90,000	90,000	11.23%	-
2	Sanjay Amrit Kapoor	26,250	26,250	3.28%	-
3	Ramakrishnan Gurusamy	15,000	15,000	1.87%	-
Total		131,250	131,250	16.38%	-

**Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023**

All amounts are in INR million, unless otherwise stated

Note 3 (d): Terms / rights attached to Equity Shares

The Holding Company has only one class of equity shares having a par value of INR 10 per share.

Each holder of Equity Shares is entitled to one vote per share; and dividend as proposed by the Board of Directors and approved by the Shareholders.

The rights of the equity shareholders are as defined in the Articles of Association of the Holding Company. Some specific equity shareholders are entitled to rights such as appoint nominee director on the Board of the Holding Company, affirmative rights in relation to certain matters and voting rights.

Note 3 (e): Terms / rights attached to CCPS

The Holding Company has three classes of CCPS namely A, B and C having a par value of INR 10 per share each .

The rights of the CCPS shareholders are as defined in the Articles of Association of the Holding Company such as right to appoint nominee director on the Board of the Holding Company, affirmative rights in relation to certain matters and voting rights.

Capitalised terms not defined herein but used above are as defined in the respective agreements.

Note 3 (f): Shares reserved for issue under options

Refer Note 34 for shares reserved for issuance under the Employee Stock Option Schemes.

Note 4 : Reserves and surplus

Particulars	As at 31st March, 2023
(a) Securities Premium Account	
Opening balance	2,452.31
Add: Conversion of CCPS to equity shares	-
Closing balance	2,452.31
(b) Deficit in Consolidated Statement of Profit and Loss	
Opening balance	(595.09)
Add: Profit for the year	220.07
Closing balance	(375.02)
(c) Employee Stock Options Outstanding	
Opening balance	50.18
Add: Employee Compensation Cost for the year (Refer Note 34)	-
Closing balance	50.18
(d) Capital Reserve	
Opening balance	13.38
Add/(Less): Changes during the year	-
Closing balance	13.38
Total	2,140.85

Note 5 : Long term borrowings

Particulars	As at 31st March, 2023
(a) Term loans	
Secured	
(i) From Banks	483.89
(ii) From Others	264.17
Total	748.06



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 5 (i) : Details of terms of repayment for the long-term borrowings and security provided in respect of the long-term borrowings:

Particulars	As at 31st March, 2023
(a) Term Loans from Banks	
Secured [#]	715.98
Secured against:	
1) Specific Trade Receivables and specific ATMs, UPS, Site Interiors and other Merchandise, Air conditioners, VSAT and e-surveillance equipment	
2) Lien marked against specific fixed deposits	
3) Personal Guarantee of Promoters	
Repayable in equal monthly instalments in next 9 months with interest rate of 12.45%	51.81
Repayable in equal monthly instalments in next 51 months with interest rate of 10.30%	172.05
Repayable in equated monthly instalments in next 53 months with interest rate of 10.65%	440.27
Repayable in equal monthly instalments in next 7 months with interest rate of 12.89%	51.85
(b) Term Loans from Others	
Secured [#]	452.00
Secured against:	
1) Specific Trade receivables and specific ATM, UPS, Site Interiors and other Merchandise, Air conditioners, VSAT and e-surveillance equipment	
2) Lien marked against specific fixed deposits	
3) Personal Guarantee of Promoters	
Repayable in equated monthly instalments in next 12 months with interest rate of 10.05%	114.05
Repayable in equal monthly instalments in next 52 months with interest rate of 10.40%	127.50
Repayable in equal monthly instalments in next 51 months with interest rate of 11.60%	210.45
	1,167.98
Less: Current Maturities of Term Loans from Banks and Term Loans from Others (Refer Note 7)	(419.92)
Total Long term borrowings	748.06

[#] There are no charges which are yet to be registered with the Registrar of Companies beyond the statutory period.

Note 6 : Long term provisions

Particulars	As at 31st March, 2023
Provision for employee benefits (Refer Note 27 (B))	
- Provision for Gratuity	30.00
Provision for Electricity (Refer Note 35)	70.84
Total	100.84



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 7 : Short term borrowings

Particulars	As at 31st March, 2023
Overdraft from Banks	
Secured against `:	
1) Specific Trade Receivables and Specific ATM, UPS, Site Interiors and other Merchandise, Air conditioners, VSAT and e-surveillance equipment;	0.18
2) Lien marked against specific fixed deposits;	
3) Personal Guarantee of Promoters	
Current maturities of long term debt (Refer Note 5(i))	
<u>Secured:</u>	
(a) Term loans from Banks	232.09
(b) Term loans from Others	187.83
Total	420.10

* There are no charges which are yet to be registered with the Registrar of Companies beyond the statutory period.

Note 8 : Trade payables

Particulars	As at 31st March, 2023
(a) Total outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 8.1 below)	104.55
(b) Total outstanding dues other than Micro Enterprises and Small Enterprises:	
(i) Acceptances	-
(ii) Others	440.10
Total	544.65

Note 8: Trade payables

Trade Payables ageing schedule

As on 31st March 2023

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payments				Total
			< 1year	1-2 years	2-3 years	More than 3 years	
Undisputed dues							
- MSME	39.73	53.05	11.77	-	-	-	104.55
- Others	226.29	-	213.81	-	-	-	440.10
Disputed dues							
- MSME	-	-	-	-	-	-	-
- Others	-	-	-	-	-	-	-
Total	266.02	53.05	225.58	-	-	-	544.65



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 8.1: Due to micro enterprises and small enterprises

The details of dues to micro enterprises and small enterprises (MSME) as defined under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') and disclosures pursuant to the MSMED Act are as follows:

Particulars	As at 31st March, 2023
(a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	102.86
(b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end (refer Note below)	1.69
(c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	78.33
(d) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-
(e) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-
(f) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-
(g) Interest accrued and remaining unpaid at the end of the accounting year	1.69
(h) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	-

Note: Dues to Micro Enterprises and Small Enterprises have been determined based on confirmations received by the Group from such MSME's. These have been relied upon by the auditors.

Note 9: Other current liabilities

Particulars	As at 31st March, 2023
Security Deposits received	0.25
Statutory dues including provident fund and taxes	26.25
Employee benefits payable	31.55
Payable on Purchase of Property, Plant and Equipment	3.29
Other Payables	3.50
Total	64.84

There are no amounts due for payment to the Investor Education and Protection Fund under section 125 of the 2013 Act as at year end.

Note 10: Short term provisions

Particulars	As at 31st March, 2023
Provision for employee benefits :	
Provision for gratuity (Refer Note 27 (B))	1.86
Provision for electricity expenses	34.68
Total	36.54



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note : 11 Property, Plant, Equipment and Intangible assets

Sr. No	Property, Plant and Equipment	Gross Block			Accumulated Depreciation / Amortisation			Provision for impairment as at 31 March 2023	Net Block Balance as at 31 March 2023	
		Balance as at 1st April 2022	Additions	Disposals	Balance as at 31 March 2023	Balance as at 1st April 2022	Depreciation/ Amortisation Expense For The Year			On Disposal
A	Tangible Assets									
	Site Assets									
	Automated Teller Machine	2,587.67	242.69	15.77	2,814.59	1,264.58	1.42	1,534.03	14.15	1,266.41
	Uninterrupted Power Supply Machine	179.21	-	6.28	172.93	95.46	0.13	113.49	-	59.44
	Site Interior and Other Merchandises	713.02	7.97	14.92	706.07	391.73	12.88	445.33	-	260.74
	Air Conditioner	206.71	16.86	0.05	223.52	100.50	0.03	124.84	-	98.68
	VSAT	160.88	-	26.46	134.42	82.10	-	96.56	-	37.86
	E-Surveillance	44.47	-	-	44.47	38.81	-	42.69	-	1.78
	Other Assets									
	Furniture and Fixtures	0.86	0.02	-	0.88	0.77	-	0.82	-	0.06
	Office Equipment	6.02	0.06	-	6.08	5.93	-	6.01	-	0.07
	Computers	24.46	2.60	-	27.06	18.09	-	22.06	-	5.00
	Total	3,923.30	270.20	63.48	4,130.02	1,997.97	14.46	2,385.83	14.15	1,730.04
B	Intangible Assets									
	Computer software	76.91	1.04	-	77.95	65.17	-	75.57	-	2.38
	Total	76.91	1.04	-	77.95	65.17	-	75.57	-	2.38
A+B	Grand Total	4,000.21	271.24	63.48	4,207.97	2,063.14	14.46	2,461.40	14.15	1,732.42

Notes:

i. Refer Note 5 & 7 for information on Property, Plant and Equipment hypothecated by the Group.

ii. The gross carrying amount of fully depreciated property, plant and equipment that is still in use is INR 597.6 mn

iii. The carrying amount of property, plant and equipment retired from active use and not held for disposal is INR 160.19 mn



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Additional Information Disclosure Pursuant to Schedule III of Companies Act, 2013 as per MCA notification dated March 24, 2021

Capital Work in Progress ageing schedule

Particulars	As at 31st March, 2023			
	<1 year	1-2 years	2-3 years	More than 3 years
Projects in progress*				
Brown Label ATMs	0.75	-	-	1.08
Other ATMs	-	-	-	-
Total	0.75	-	-	1.08
Projects temporarily suspended	-	-	-	-

Intangibles under development

Particulars	As at 31st March, 2023			
	<1 year	1-2 years	2-3 years	More than 3 years
Projects in progress*				
Software	5.00	-	-	-
Total	5.00	-	-	5.00
Projects temporarily suspended	-	-	-	-

* Above CWIP projects have not exceeded the budget as on 31st March 2023.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 12: Deferred Tax Assets (Net)

Particulars	As at 31st March, 2023
Deferred Tax Assets (Net) (Refer Note 31)	215.32
Total	215.32

Note 13: Long term loans and advances

Particulars	As at 31st March, 2023
Unsecured and considered good:	
Prepaid expenses	12.96
Other statutory remittances recoverable	2.28
Balances with government authorities:	
- GST Input Tax Credit / Cenvat Credit receivable	0.50
- Advance Tax, TDS (net of provision for tax of INR 41.21 mn)	32.64
- TCS refund receivable	0.04
- VAT refund receivable	0.63
Total	49.05

Note 14: Other non current assets

Particulars	As at 31st March, 2023
Unsecured and considered good:	
Security Deposits	48.60
Balances with Banks in fixed deposit accounts (in Earmarked Accounts)	
- Balances held as security against borrowings (Refer Note 5 and 7)	114.13
- Balances held as margin money against bank guarantees (Refer Note 26)	378.03
Total	540.76

Note 15: Trade Receivables

Particulars	As at 31st March, 2023
Unsecured and considered good #	749.24
Unsecured and considered doubtful	14.17
Less : - Provision for doubtful Trade Receivables	(14.17)
Total	749.24

Unsecured and considered good includes INR 162.60 mn under arbitration initiated by the Group.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 15: Trade receivables

Trade Receivables ageing schedule

As on 31st March 2023

Particulars	Unbilled Revenue	Not Due	Outstanding for following periods from due date of payments					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables								
- Considered good	359.53	-	224.99	0.05	1.55	0.52	-	586.64
- Considered doubtful	-	-	-	0.46	6.68	7.03	-	14.17
Disputed Trade Receivables								
- Considered good	15.16	-	107.61	34.38	5.45	-	-	162.60
- Considered doubtful	-	-	-	-	-	-	-	-
Total	374.69	-	332.60	34.89	13.68	7.55	-	763.41

Note 16: Cash and Bank balances

Particulars	As at 31st March, 2023
Cash and cash equivalents	
Cash on hand	0.01
Balance with banks	
- In Current Accounts	121.51
- In Cash Credit and Overdraft Accounts	10.76
- Deposits with bank with original maturities of less than 3 months	100.07
Total A - Cash and Cash Equivalent	232.35
Other Bank Balances	
Under lien demand deposits with original maturity more than 3 months but not exceeding 12 months	
- Balances held as security against borrowings (Refer Note 5 and 7)	44.43
- Balances held as margin money against bank guarantees (Refer Note 26)	56.81
Total B - Other Bank Balance	101.24
Total (A+B)	333.59

Note 17 : Short term loans and advances

Particulars	As at 31st March, 2023
Unsecured and considered good:	
Capital Advances	0.63
Advance recoverable towards expenses from related parties (Refer Note 29)	0.12
Advances to employees	4.41
Prepaid expenses	68.95
Balances with Government Authorities:	
- GST Input Tax Credit / Cenvat Credit receivable	95.05
Advance to suppliers	4.90
Other receivables	0.16
Total	174.22



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 18: Other current assets

Particulars	As at 31st March, 2023
Unsecured and considered good	
Security Deposits [^]	130.99
Insurance Claims receivable	29.81
Other Receivables	50.09
Interest accrued on fixed deposits	5.87
Total (A)	216.76
Unsecured and considered doubtful	
Insurance Claims receivable	5.77
Other Receivables	193.62
Less : - Provision for doubtful recoveries	(153.69)
Total (B)	45.70
Total (A+B)	262.46

[^] includes fixed deposits INR 125 mn placed with a bank with a lien marked towards an authorisation applied to the RBI.

Note 19 : Revenue from operations

Particulars	For the year ended 31st March, 2023
Income from ATM Services (net of GST)	4,337.88
Income from Non-ATM Business (net of GST)	54.95
Total	4,392.83

Note 20: Other Income

Particulars	For the year ended 31st March, 2023
Interest on Fixed Deposit	36.33
Interest on Income tax refund	11.86
Provisions / payables no longer required - written back	
- Provision for Contingencies - Electricity (Refer Note 35)	29.29
- Provision for Doubtful Debts	3.49
- Provision for Doubtful Recoveries (Insurance)	6.39
- Payable to Trade Creditors	15.94
Total	103.30



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 21: Operating Expenses

Particulars	For the year ended 31st March, 2023
Annual Maintenance Charges	184.29
Caretaker Charges	149.76
Cash Replenishment Charges	1,078.54
E-Surveillance Expenses	202.36
Insurance Premium	32.07
Other Operating Charges	79.20
Site Electricity	193.78
Site Housekeeping	66.79
Satellite (VSAT) Charges	55.59
Site Rent	486.03
Site Repairs Charges	119.98
Software Management Charges	231.21
UPS charges	90.06
Total	2,969.66

Note 22: Employee Benefits Expense

Particulars	For the year ended 31st March, 2023
Salary, wages and bonus	364.44
Contribution to Provident Fund (Refer Note 27(A))	9.69
Gratuity (Refer Note 27(B))	10.50
Staff welfare expenses	18.52
Total	403.15

Note 23: Finance Costs

Particulars	For the year ended 31st March, 2023
Interest on Borrowings	140.53
Loan Processing Fees	7.63
Interest on MSME	0.91
Other Borrowing Costs	
- Interest on delayed payment of taxes	0.56
- Bank Charges and Commission	7.55
Total	157.18

Note 24: Depreciation and Amortisation expense

Particulars	For the year ended 31st March, 2023
Depreciation on Tangible assets (Refer Note 11)	402.32
Amortisation of Intangible assets (Refer Note 11)	10.40
Total	412.72



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 25: Other General Expenses

Particulars	For the year ended 31st March, 2023
Bad Debts written off	7.21
Business Promotion Expenses	5.12
Car Lease Rentals (Refer Note 30)	3.98
CSR Expenses (Refer Note 25-(iii) below)	3.96
Impairment allowance on property, plant and equipment	14.15
Loss on Insurance Claim Receivable	7.38
Net loss on sale of Fixed Assets (net of recoveries)	15.87
Office and Guest House Rent Charges	19.38
Office Electricity	1.51
Office Expenses	7.77
Other General Expenses - amounts written off	8.80
Payments to the auditor (Refer Note 25-(i) below)	4.12
Professional and Consultancy Charges	31.03
Provision for Doubtful Recoveries (from Customers/Vendors)	129.11
Doubtful Recoveries (from Customers/Vendors) written off	238.47
Provision for Doubtful Recoveries (from Customers/Vendors) written back	(238.47)
Rates and Taxes	5.98
Repairs and Maintenance	
- Others	1.92
Software Expenses	11.72
Travelling and Conveyance Expenses	17.05
Miscellaneous Expenses	6.65
Total	302.71

Note 25-(i) Payments to the auditors comprise

Particulars	For the year ended 31st March, 2023
(a) To Statutory Auditors	
For Audits	4.02
For Other Services	
- Certification charges	0.10
Total	4.12

Note 25-(ii) Amounts Paid in Foreign Currency

Particulars	For the year ended 31st March, 2023
Membership and Subscription	0.58
Software management charges	0.46
Travelling exp	0.04
Business Promotion	0.03
Total	1.11



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 25-(iii) CSR Expense

Corporate Social Responsibility expenditure

Particulars	For the year ended 31st March, 2023
Amount required to be spent during the year	3.78
Amount of expenditure incurred up to prior years set off in the year	0.32
Amount of expenditure incurred during the year	3.96
Total of previous years Excess carried forward / (Shortfall)	0.50
Reason for shortfall	NA
Nature of CSR activities	Healthcare, Education, Government Funds, Women Empowerment
Details of related party transactions	Nil

Amount spent during the year on	For the year ended 31st March, 2023
(i) Construction / acquisition of any asset	-
(ii) On purposes other than (i) above paid in cash	3.96
Total	3.96

The Holding Company has not constituted CSR committee, as the amount to be spent by the Holding Company does not exceed INR 5 mn. The functions of such committee are being discharged by the Board of Directors.

Note 26: Contingent Liabilities and Commitments (to the extent not provided for):

(a) Contingent liabilities

Particulars	For the year ended 31st March, 2023
<u>Bank Guarantees *</u>	
Performance Bank Guarantees issued to customers	500.51
Earnest Money Deposit in the form of bank guarantee	48.70
<u>Claims against the Group not acknowledged as debt</u>	
Service Tax	46.85
Value Added Tax	0.63
Trade Creditor	1.90

Future cash outflows in respect of the above matters is determinable only on receipt of final judgments / decisions pending at various forums / authorities.

* - The Group has placed fixed deposits under lien amounting to INR 434.84 mn. The Group does not expect any reimbursement in respect of the above contingent liabilities.

(b) Commitments

Particulars	For the year ended 31st March, 2023
Estimated value of contracts remaining to be executed on capital account and not provided for	7.42

**Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023**

All amounts are in INR million, unless otherwise stated

Note 27: Employee Benefits**(A) Defined Contribution Plan**

The Group makes Provident Fund contributions to Employee Provident Fund Organisation (defined contribution plan) for qualifying employees. Under the plan, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits.

The Group recognised INR 9.69 mn for Provident Fund contributions in the Consolidated Statement of Profit and Loss. The contributions payable by the Company to this plan is at the rate specified in the rules of the Scheme.

(B) Defined Benefit Plan

The Group offers the following employee benefit schemes to its employees:

Gratuity

The Group is statutorily required to provide for gratuity, a defined benefit retirement plan covering eligible employees. Gratuity plan provides for a lump sum payment to employees on retirement, death, incapacitation, termination of employment, of amounts that are based on salaries and tenure of the employees. The benefit vests after 5 years of continuous service. The gratuity liability is not funded by the Group.

Present Liability of Gratuity has been accounted for on the basis of actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary.

Particulars	For the year ended 31st March, 2023
I. Actuarial assumptions:	
Salary Escalation*	15.00 % p.a.
Expected Return on Plan Assets**	N/A
Discount Rate***	7.41 % p.a.
Attrition Rate	9.77%
Mortality Rate	Indian Assured Lives Mortality 2012-14 (Urban)

* The estimate of future salary increases considered, in actuarial valuation, takes into account the inflation, seniority, promotion, increments and other relevant factors such as supply and demand factors in employments markets.

** Group does not have any earmarked investment for gratuity liability; hence rate of return on plan asset is not applicable.

*** The discount rate is based on the prevailing market yields of Government of India securities as at the date of the Balance Sheet for the estimated term of the obligations.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

II. Table showing change in Benefit Obligation:

Particulars	For the year ended 31st March, 2023
Liability at the beginning of the year	22.46
Interest cost	1.57
Current service cost	3.62
Benefits paid	(1.10)
Actuarial (gain)/ loss on obligation	5.31
Liability at the end of the year	31.86
III. Fair value of Plan Assets:	-
IV. Actual return on Plan Assets:	-
V. Amount Recognised in the Balance Sheet	
Present value of benefit obligation	31.86
Net liability recognised in the Balance Sheet	31.86
VI. Percentage of each category of Plan assets to total fair value of Plan Assets	Not Applicable
VII. Expenses recognized in the Consolidated Statement of Profit & Loss:	
Current service cost	3.62
Interest cost	1.57
Actuarial losses	5.31
Expenses recognized in Consolidated Statement of Profit and Loss	10.50
VIII. Balance Sheet Reconciliation	
Opening net liability	22.46
Benefits paid	(1.10)
Expenses recognized in Consolidated Statement of Profit and Loss	10.50
Net Liability recognised in Balance Sheet	31.86
Current liability	1.86
Non Current liability	30.00
Net Liability recognised in Balance Sheet	31.86
IX. Actuarial (Gains)/Losses on Obligations	
(i) Due to change in demographic assumptions	(0.76)
(ii) Due to change in financial assumptions	6.90
(iii) Due to experience adjustment	(0.83)
Actuarial (Gains)/Losses on Obligations	5.31

Note 28: Segment Reporting

As per the definitions of 'business segment' and 'geographical segment', contained in Accounting Standard - 17 (AS-17) "Segment Reporting" specified under Section 133 of the 2013 Act, the management is of the opinion that the Group is operating predominantly in ATM infrastructure services within India. Therefore there are no other reportable business segments and geographical segments, and accordingly, segment information as per AS-17 is not required to be disclosed.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 29: Related party transactions

1. Details of related parties:

Description of relationship	Names of related parties
Where control exists	
(i) <u>Wholly Owned Subsidiary</u>	Finiverse Aggregator Private Limited (w.e.f. 14th September 2022)
(ii) <u>Key Managerial Personnel (KMP) - Directors</u>	
- Chairman and Managing Director	Mr. Mani Mamallan
- President Administration and Director	Mr. Sanjay Kapoor
- President Human Resources and Wife of Chairman and Managing Director	Mrs. Vidya Rani Mani Mamallan
(iii) <u>Relatives of KMP</u>	
- Director Operations and Brother of Chairman and Managing Director	Mr. Gangai Kondan Mani

2. Details of related party transactions during the year ended 31st March, 2023 and outstanding balances as at 31st March, 2023:

Particulars	KMP & their relatives / Directors
A. Transactions during the year	
Remuneration paid	43.01
B. Balance outstanding at the end of the year	
Advance recoverable towards expenses	0.06

Notes:

Remuneration paid to KMP / Directors excludes reimbursement of expenses, employer's contribution to Provident Fund and provision for gratuity.

Note 30: Details of leasing arrangements

Particulars	For the year ended 31st March, 2023
As Lessee	
Operating Lease Obligations	
The Group has entered into operating lease arrangement for Cars for official use. The leases are non-cancellable and are for a period of five years and may be renewed based on mutual agreement of the parties.	
Future minimum lease payments	
not later than one year	0.49
later than one year and not later than five years	0.82
later than five years	-
	1.31
Lease payments recognised in the Consolidated Statement of Profit and Loss	
- Car Rentals	3.98



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 31: Current Tax and Deferred Tax (Net)

Particulars	For the year ended 31st March, 2023
Tax Expense	
Current Tax	
Current Tax on profits for the year	41.21
Adjustments for current tax of prior periods	-
Total Current Tax expense (A)	41.21
Deferred Tax	
Decrease / (Increase) in deferred tax assets	(10.57)
Total Deferred Tax Charge / (Benefit) (B)	(10.57)
Total Tax Expense (A+B)	30.64

Particulars	For the year ended 31st March, 2023
Components of Deferred Tax Asset	
Provision for gratuity	8.02
Provision for exgratia-bonus	1.40
Provision for doubtful advances	42.25
Impairment allowance on property, plant and equipment	3.56
Expenditure allowed on payment basis	3.10
Depreciation on Fixed Assets	156.99
Total	215.32

The Holding Company has opted for lower rate of tax of 22% plus surcharge and cess as per the provisions of section 115BAA from AY 2021-22 onwards. Accordingly, the provisions of computation of book profit and MAT liability under section 115JB is not applicable to the Holding Company.

Note 32: Earnings per share

Particulars	For the year ended 31st March, 2023
Net Profit after tax for the year	220.07
Net Profit after tax for the year for computation of Earnings per share	220.07
Weighted average number of equity shares (Basic)	801,252
Effect of potential equity shares for stock options outstanding	17,788
Weighted average number of equity shares (Diluted)	819,040
Par value per share	10
Earnings per share - Basic (in INR)	274.66
Earnings per share - Diluted (in INR)	268.69

Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, other than the conversion of potential equity 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 or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 33: Derivative Instrument and unhedged foreign currency exposures

The Group did not have any derivative instrument outstanding as at the year end.

There are no outstanding balances denominated in the foreign currencies and accordingly there are no unhedged foreign currency exposures as at year end.

Note 34: Employee Stock Option Schemes

In the Extra Ordinary general meeting held on 12th August, 2014, the Shareholders of the Holding Company approved the issue of 18,750 equity options under the Scheme titled "Electronic Payment and Services - Employee Stock Option Plan 2014" ('ESOP 2014'). The ESOP 2014 are equity settled options.

The ESOP 2014 allows the issue of equity options to the employees of the Group. Each option comprises one underlying equity share. As per the ESOP 2014, the Board of Directors of the Group can grant the equity options to the employees deemed eligible. The exercise price of each option shall be Rs 10/- as defined in the ESOP 2014 scheme. The vesting periods are:

- in respect of 16,800 equity options granted in September 2014 – 12 months from the date of grant
- in respect of 1,300 equity options granted in January 2016 - 50% in the 24th month; 25% in the 37th month and 25% in the 49th month from the date of the grant.

The equity options may be exercised by the eligible employees within 60 months from the date of each vesting.

The exercise period for ESOPs granted under the ESOP 2014 Scheme has been extended to 12th February 2025 for all the options vested by a resolution passed in a meeting of the Board of Directors on 29th January 2020.

As at 31st March, 2023, equity options aggregating to 17,788 have vested to the eligible employees. The remaining 962 equity options have not been granted as of 31st March, 2023. Equity options are eligible for exercise till 12th February, 2025.

The difference between the fair price of the equity share underlying the equity options granted on the date of grant of the equity option and the exercise price of the equity option representing Stock Compensation Expense is expensed over the vesting period.

Particulars (Scheme name: ESOP 2014)	During the year ended 31st March, 2023
	Options (Numbers)
Exercisable options at the beginning of the year:	17,788
Option outstanding at the beginning of the year:	-
Granted during the year:	-
Vested during the year:	-
Exercised during the year:	-
Forfeited during the year:	-
Options outstanding at the end of the year:	-
Options available for grant:	962
Exercisable options at the end of the year	17,788

Weighted average remaining contractual life for options is 2 years as at 31st March, 2023.

Weighted average exercise price per option is INR 10

Further, in the Extra Ordinary general meeting held on 19th January, 2016, the Shareholders of the Holding Company approved the issue of 43,158 equity options under the Scheme titled "Electronic Payment and Services - Employee Stock Option Plan 2015" ('ESOP 2015'). The ESOP 2015 are equity settled options. The Holding Company has not granted any of these equity options to the employees of the Group.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 35: Provision for Contingencies

The Group carries a Provision for Contingencies towards electricity charges. This has been assessed by the Group based on the extent of payments made during the year and an estimation of the likely amounts arising for current year but payable in future periods. The management estimates the same to be settled in the upcoming years. The movement of the said provision is summarised below:

Particulars	For the year ended 31st March, 2023
Provision for electricity	
Opening balance at the beginning of the year	61.32
Add: Provisions made during the year	38.81
Less: Utilisation / write back of excess provision during the year	(29.29)
Closing balance at the end of the year (A)	70.84
Provision for PF as per the Supreme Court order dated 28th February 2019	
Opening balance at the beginning of the year	0.33
Less: Utilisation / write back of excess provision during the year	(0.33)
Closing balance at the end of the year (B)	-
Closing Balance (A+B)	70.84

Note 36: Additional regulatory information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The Group has working capital facilities from banks on the basis of security of current assets. The revised quarterly returns or statements of current assets filed by the Group with the bank are in agreement with the books of account.

(iii) Wilful defaulter

The Group has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Group has no transactions with the companies struck off under 2013 Act or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed 2013 Act to the extent it is applicable to the Group.

(vi) Compliance with approved scheme(s) of arrangements

The Group has not entered into any scheme of arrangement which has an accounting impact on current financial year.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

(vii) Utilisation of borrowed funds and share premium

The Group has not advanced or loaned or invested funds in any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding 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 to or on behalf of the ultimate beneficiaries

The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current year in the tax assessments under the Income Tax Act, 1961, that is required to be recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current year. Further, the Group has not received any deposits or advances from any person for the purpose of trading/investing in crypto or virtual currency.

(x) Valuation of PP&E, intangible asset and investment property

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.

(xi) Immovable property

The Group does not own any immovable property and hence, there are no title deeds held in the name of the Group.

(xii) Registration of charges against assets of the Group.

The Group has complied with the requirements for registration of charges created against the assets of the Group.

(xiii) Core Investment Group (CIC)

The Group is not a Core Investment Group and the Group does not have any CICs, which are part of the Group.

(xiv) Loans or advances to specified persons

The Group has not granted any loans and advances without specifying any terms or period of repayment.

(xv) Utilisation of funds raised from preferential placement of shares

The Group has not raised funds from preferential placement of shares during the current year.



Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2023

All amounts are in INR million, unless otherwise stated

Note 37: Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Particulars	Net assets, i.e., total assets minus total liabilities as on 31st March 2023		Share of profit or loss as on 31st March 2023	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
Electronic Payment and Services Private Limited	100.00%	2,148.92	100.03%	220.13
Subsidiary - Indian				
Finiverse Aggregator Private Limited	(0.00%)	(0.06)	(0.03%)	(0.06)
Total	100.00%	2,148.86	100.00%	220.07

During the financial year 2022-23, the Company has invested in Finiverse Aggregator Private Limited ("Wholly Owned Subsidiary"). The Wholly Owned Subsidiary was incorporated on 14th September, 2022 for obtaining licence from Reserve Bank of India ("RBI"). Since, EPS did not have any subsidiary in the previous year, previous year's numbers are not required to be presented.

As per our report of even date

For Pricewaterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Ketan Asher

Partner

Membership Number: 113522

Date: 16th August 2023

Place: Mumbai

For and on behalf of the Board of Directors

Sanjay Kapoor

Director

DIN: 03584520

Date: 16th August 2023

Place: Mumbai

Mani Mamallan

Chairman & Managing Director

DIN: 03584512

Date: 16th August 2023

Place: Mumbai

Pooja Panvelkar

Company Secretary

Date: 16th August 2023

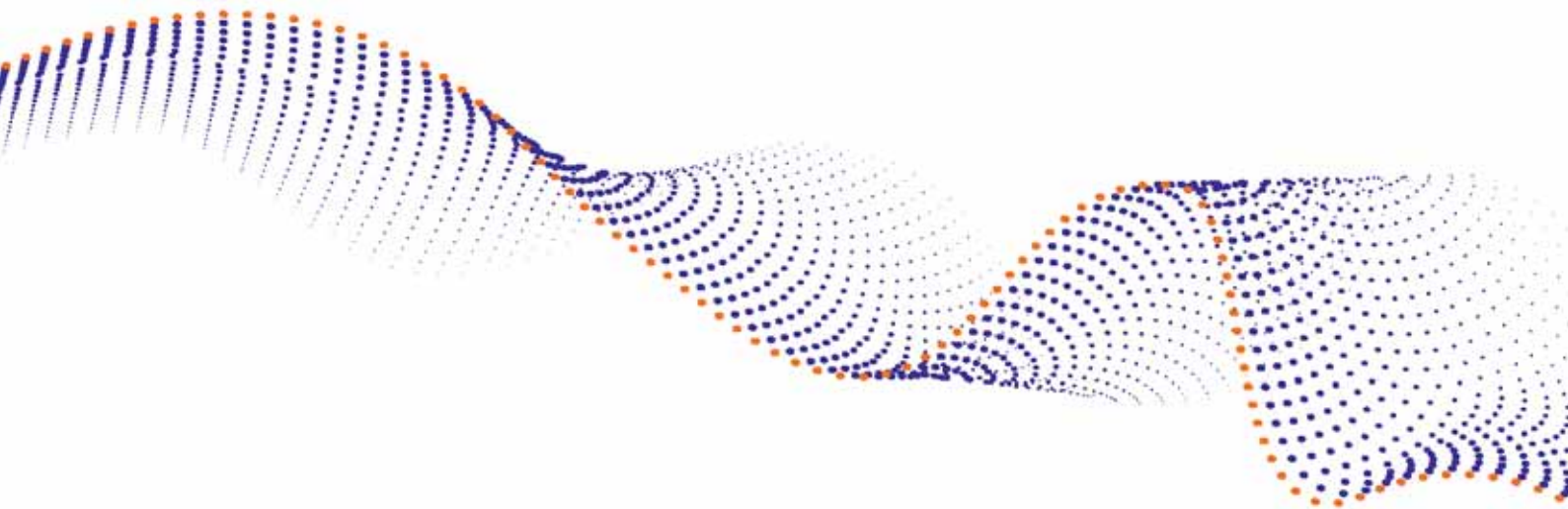
Place: Mumbai

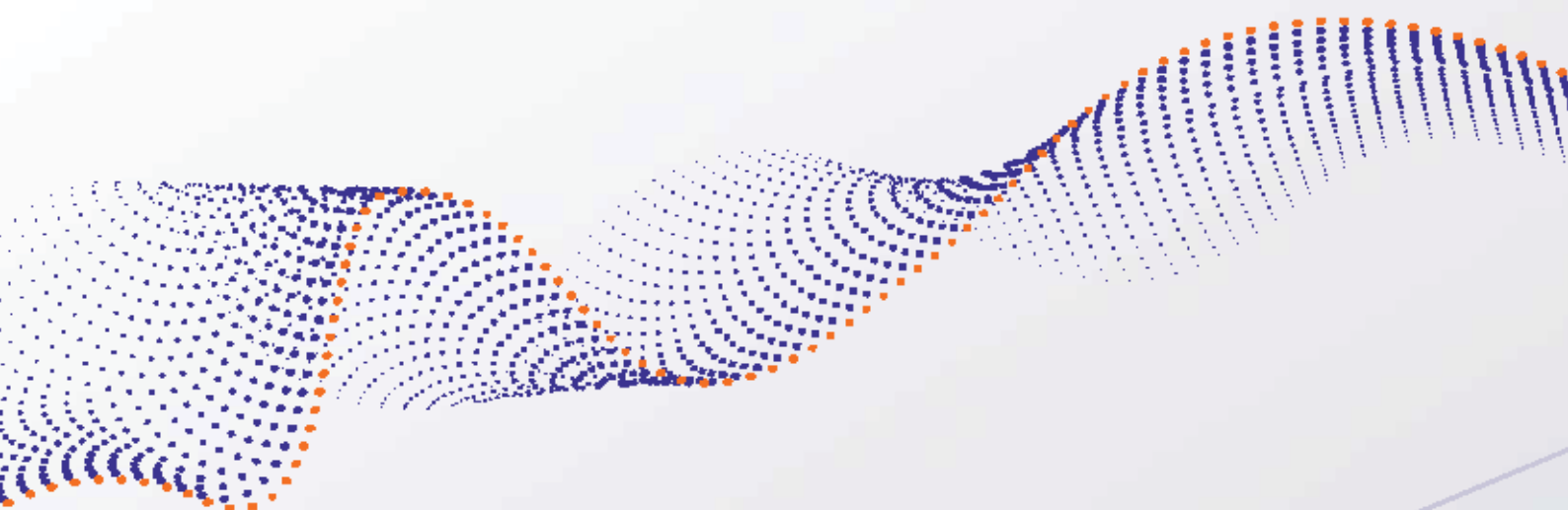
Sudhanshu Soman

Chief Financial Officer

Date: 16th August 2023

Place: Mumbai





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