MSKC & Associates LLP
(Formerly known as M S K C & Associates)
Chartered Accountants

Floor 4, Duckback House
41, Shakespeare Sarani
Kolkata 700017, INDIA

INDEPENDENT AUDITOR'S REPORT ON SPECIAL PURPOSE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

To the Board of Directors of Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)

Opinion

We have audited the accompanying Special Purpose Consolidated Financial Statements of **Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited) (herein referred as "the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"),** which comprise the Special Purpose Consolidated Balance Sheet as at 31 March 2022, Special Purpose Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Special Purpose Consolidated Statement of Changes in Equity and Special Purpose Consolidated Statement of Cash Flows for the year then ended, and notes to the Special Purpose Consolidated Financial Statements, including a summary of material accounting policy information. The Special Purpose Consolidated Financial Statements have been prepared by the management of the Company and approved by the Board of Directors of the Company in accordance with the basis and purpose as set out in Note 2.1 to the Special Purpose Consolidated Financial Statements.

In our opinion, and to the best of our information and according to the explanations given to us, the accompanying Special Purpose Consolidated Financial Statements gives a true and fair view of the state of the affairs of the Group as at 31 March 2022 and of its operations and cash flows of the Group for the year ended 31 March 2022, in accordance with the note 2.1 on basis of accounting.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Special Purpose Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') ("Code of Ethics"), together with the ethical requirements that are relevant to our audit of the Special Purpose Consolidated 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.

Emphasis of matter-Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements which describe the purpose and basis of its accounting. These Special Purpose Consolidated Financial Statements have been prepared by the management of the Holding Company solely for the purpose of preparation of the restated financial information of the Holding Company for the year ended 31 March 2022 to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer Documents") to be filed by the Holding Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited, Registrar of Companies, as applicable, in connection with the proposed Initial Public Offering of equity shares ('IPO') of the Holding Company, as per the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), e-

MSKC & ASSOCIATES LLP Chartered Accountants mail dated 28 October 2021 from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers of India ('SEBI Communication') and the Guidance Note on Reports in Company Prospectus (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, these Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.

Our report is intended solely for the purpose specified above. This should not be distributed to or used by other parties. M S K C & Associates LLP (formerly known as M S K C & Associates) shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this
assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

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

Responsibilities of Management and Those charged with Governance for the Special Purpose Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the Special Purpose Consolidated Financial Statements in accordance with note 2.1 on basis of accounting; this includes design, implementation and maintenance of such internal control relevant to the preparation of the Special Purpose Consolidated Financial Statements that are free from material misstatements, whether due to fraud or error.

In preparing the Special Purpose Consolidated Financial Statements, the management and Board of Directors of the Holding Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Group or to cease operations or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Special Purpose Consolidated **Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Special Purpose 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 Special Purpose Consolidated Financial Statements.

We give in "Annexure" a detailed description of Auditor's responsibilities for Audit of the Special Purpose Consolidated Financial Statements.

Other Matter

1. The Holding Company had not prepared separate set of Consolidated Financial Statements for the year ended 31 March 2022, as it availed the exemption from preparing Consolidated Financial Statements under Section 129 of the Act read with the Companies (Accounts) Rules, 2014.

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2. We did not audit the financial statements of 13 subsidiaries, whose financial statements reflect total assets of INR 1,669.47 lakhs as at 31 March 2022, total revenues of INR 8,070.69 lakhs and net cash outflows amounting to INR 115.54 lakhs for the year ended on that date, as considered in the Special Purpose Consolidated Financial Statements These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the special purpose consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, our audit report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such report of the other auditors.

3. These Special Purpose Consolidated Financial Statements for the year ended 31 March 2022 has been prepared by the management of the Holding Company in accordance with the basis stated in Note 2.1 to the Special Purpose Consolidated Financial Statements and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of Restated Consolidated Financial Information to be included in the Offer Documents in connection with the proposed initial public offering of equity shares of the Holding Company. Accordingly, the management has not presented the corresponding comparative figures in these Special Purpose Consolidated Financial Statements.

Our opinion is not modified in respect of these matters.

For M S K C & Associates LLP *(Formerly known as M S K C & Associates)*
Chartered Accountants
ICAI Firm Registration Number: 001595S/S000168

MSKC & ASSOCIATES LLP Chartered Accountants

Dipak Jaiswal
Partner
Membership No. 063682
UDIN: 25063682BMOTNN5736

Place: Kolkata
Date: 28 March 2025

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE SPECIAL PURPOSE CONSOLIDATED FINANCIAL STATEMENTS OF FUSION CX LIMITED (FORMERLY FUSION CX PRIVATE LIMITED; FORMERLY XPLORE-TECH SERVICES PRIVATE LIMITED)

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

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

- Identify and assess the risks of material misstatement of the Special Purpose 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, but not for expressing our opinion on whether the Group has internal financial controls with reference to Special Purpose Consolidated Financial Statements in place and the operating effectiveness of such controls.

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

- 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 Group'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 Special Purpose 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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Special Purpose Consolidated Financial Statements, including the disclosures and whether the Special Purpose Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

For M S K C & Associates LLP (Formerly known as M S K C & Associates)
Chartered Accountant
ICAI Firm Registration Number: 001595S/S000168

Dipak Jaiswal
Partner
Membership No. 063682
UDIN: 25063682BMOTNN5736

Place: Kolkata
Date: 28 March 2025

Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Special Purpose Consolidated Balance Sheet as at 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2022
Assets		
Non-current assets		
Property, plant and equipment	6	5,886.57
Right-of-use assets	7	4,084.12
Capital work-in-progress	8	163.10
Goodwill	48	3,713.22
Other intangible assets	9	3,344.76
Intangible assets under development	10	530.88
Financial assets		
Investments	11	272.66
Loans	12	1,089.98
Other financial assets	13	1,685.74
Deferred tax assets (net)	36	670.29
Non-current tax assets (net)	14	654.50
Other non-current assets	15	48.25
Total non-current assets		**22,144.07**
Current assets		
Financial assets		
Trade receivables	16	14,054.47
Cash and cash equivalents	17	7,318.19
Bank balances other than cash and cash equivalents	18	544.00
Loans	19	75.83
Other financial assets	20	269.24
Other current assets	21	2,681.25
Total current assets		**24,942.98**
Total assets		**47,087.05**
Equity and liabilities		
Equity		
Equity share capital	22	315.03
Other equity	23	18,723.20
Total equity		**19,038.23**
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	24	3,725.59
Lease liabilities	7	2,718.95
Provisions	25	409.14
Deferred tax liabilities (net)	36	14.16
Other non current financial liabilities	26	434.82
Total non-current liabilities		**7,302.66**
Current liabilities		
Financial liabilities		
Borrowings	24	5,866.62
Lease liabilities	7	1,577.17
Trade payables	27	
total outstanding dues of micro enterprises and small enterprises		64.52
total outstanding dues other than above micro enterprises and small enterprises		5,010.45
Other financial liabilities	28	3,971.46
Other current liabilities	29	2,372.55
Provisions	25	94.91
Current tax liabilities (net)	14	1,788.49
Total current liabilities		**20,746.16**
Total liabilities		**28,048.82**
Total equity and liabilities		**47,087.05**

The accompanying notes are an integral part of the special purpose consolidated financial statements

As per our report of even date
M S K C & Associates LLP (Formerly known as M S K C & Associates)
Chartered Accountants
Firm Registration Number: 001595S/S000168

Dipak Jaiswal
Partner
Membership No: 063682

Place: Kolkata
Date: 28 March 2025

For and on behalf of the Board of Directors of
Fusion CX Limited
(Formerly Fusion CX Private Limited;
formerly Xplore-Tech Services Private Limited)
CIN No.: U72900WB2004PTC097921

Pankaj Dhanuka
Director
DIN: 00569195

Kishore Saraogi
Director
DIN: 00623022

Barun Singh
Company Secretary
Membership No: A32887

Amit Soni
Chief Financial Officer

Place: Kolkata
Date: 28 March 2025

Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Special Purpose Consolidated Statement of Profit and Loss for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2022
Income		
Revenue from operations	30	74,802.08
Other income	31	5,822.10
Total income		**80,624.18**
Expenses		
Employee benefits expense	32	50,559.64
Finance costs	33	984.64
Depreciation and amortisation expense	34	5,444.50
Other expenses	35	18,826.09
Total expenses		**75,814.87**
Profit before tax		**4,809.31**
Income tax expense	36	
Current tax		709.24
Tax pertaining to earlier years		(4.43)
Deferred tax		(282.48)
Total tax expense		**422.33**
Profit for the year		**4,386.98**
Other comprehensive income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement gain of net defined benefit plan	39	104.08
Income tax effect on above	36	(26.20)
Items that will be reclassified subsequently to profit or loss		
Foreign currency translation reserve	23	70.63
Other comprehensive income for the year, net of tax		**148.51**
Total comprehensive income for the year		**4,535.49**
Earnings per equity share of INR 1 each	37	
Basic and diluted		3.48

The accompanying notes are an integral part of the special purpose consolidated financial statements

As per our report of even date
M S K C & Associates LLP (Formerly known as M S K C & Associates)
Chartered Accountants
Firm Registration Number: 001595S/S000168

Dipak Jaiswal
Partner
Membership No: 063682

Place: Kolkata
Date: 28 March 2025

For and on behalf of the Board of Directors of
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Membership No: A32887

Amit Soni
Chief Financial Officer

Place: Kolkata
Date: 28 March 2025

FUSION CX LIMITED
Plot-Y9, Block-EP, Sector-V, Saltlake
Kol-91

Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Special Purpose Consolidated Statement of Cash Flows for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2022
Cash flow from operating activities	
Profit before tax	4,809.31
Adjustments for:	
Depreciation and amortisation expense	5,444.50
Finance costs	984.64
Interest income on:	
Bank deposits	(40.42)
Security deposit	(37.21)
Loan to related parties	(136.50)
Dividend income	(33.98)
Loss on sale/disposal of property, plant and equipment (net)	634.73
Provision for credit allowances	624.09
Bad debts written off	72.24
Paycheck protection program loan waiver	(2,661.56)
Liabilities/provisions no longer required, written back	(24.41)
Unrealised foreign exchange loss on foreign currency transactions and translation	74.72
Operating profit before working capital changes	**9,710.15**
Changes in operating assets and liabilities	
Adjustments for (increase)/decrease in operating assets	
Trade receivables	(5,227.98)
Impact of translation	-
Other financial assets	134.66
Other current assets	1,129.25
Adjustments for increase/(decrease) in operating liabilities	
Trade payables	1,915.71
Other financial liabilities	1,341.30
Other liabilities	(1,585.29)
Provisions	114.53
Cash generated from operations	**7,532.33**
Income tax paid (net)	(888.47)
Net cash flows generated from operating activities (A)	**6,643.86**
Cash flows from investing activities	
Purchase of property, plant & equipment and other intangible assets (including intangible assets under development, capital work-in-progress, capital advances and capital creditors)	(3,469.71)
Proceeds from sale of property, plant and equipment	1,117.72
Acquisition of subsidiaries	(3,554.90)
Fixed deposits with banks (net)	(380.73)
Loan given (net)	(1,110.06)
Interest received	214.14
Net cash flows used in investing activities (B)	**(7,183.54)**
Cash flow from financing activities	
Dividend paid	(110.26)
Proceeds from long-term borrowings	644.94
Repayment of long-term borrowings	(1,065.71)
Proceeds from short-term borrowings (net)	2,333.02
Payment of lease obligations	(1,675.13)
Interest paid	(659.65)
Net cash flows used in financing activities (C)	**(532.79)**
Net decrease in cash and cash equivalents (A+B+C)	**(1,072.45)**
Cash and cash equivalents at the beginning of the year	8,082.07
Effect of exchange rate changes on cash and cash equivalents	99.27
Cash and cash equivalents from acquisition of subsidiaries	209.30
Cash and cash equivalents at the end of the year	**7,318.19**

Cash and cash equivalents comprises: (refer note 17)

Particulars	For the year ended 31 March 2022
Balances with banks	
In current accounts	7,242.48
Deposits with orignal maturity of less than 3 months	4.48
Cash on hand	71.23
Balances as per Special Purpose Consolidated Statement of Cash Flows	**7,318.19**

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FUSION CX LIMITED Plot-Y9, Block-EP, Sector-V, Saltlake Kol-91

Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Special Purpose Consolidated Statement of Cash Flows for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

Note:

(i) The above Special Purpose Consolidated Statement of Cash Flows has been prepared under the indirect method as set out in Indian Accounting Standard 7 (IND AS 7), "Statement of Cash Flows" notified under Section 133 of the Companies Act 2013.

(ii) Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	For the year ended 31 March 2022
Opening balance	12,503.95
Cash flows:	
Proceeds from long-term borrowings	644.94
Repayment of long-term borrowings	(1,065.71)
Proceeds from short-term borrowings (net)	2,333.02
Addition due business combination	2,503.02
Payment of lease obligations	(1,675.13)
Non cash flows:	
Additions to lease liabilities	975.05
Paycheck protection program loan waiver	(2,661.56)
Foreign currency translation reserve	41.30
Interest expenses on leases	289.44
Closing balance	**13,888.32**

The accompanying notes are an integral part of the special purpose consolidated financial statements

As per our report of even date
M S K C & Associates LLP (Formerly known as M S K C & Associates)
Chartered Accountants
Firm Registration Number: 001595S/S000168

Dipak Jaiswal
Partner
Membership No: 063682

Place: Kolkata
Date: 28 March 2025

For and on behalf of the Board of Directors of Fusion CX Limited
(Formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
CIN No.: U72900WB2004PTC097921

Pankaj Dhanuka
Director
DIN: 00569195

Kishore Saraogi
Director
DIN: 00623022

Barun Singh
Company Secretary
Membership No: A32887

Amit Soni
Chief Financial Officer

Place: Kolkata
Date: 28 March 2025

Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Special Purpose Consolidated Statement of Changes in Equity for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

(A) Equity share capital (refer note 22)

Particulars	Number of shares	Amount
Balance as at 1 April 2021	**31,50,310**	**315.03**
Issued during the year	-	-
Balance as at 31 March 2022	**31,50,310**	**315.03**

(B) Other equity (refer note 23)

Particulars	Reserve and surplus				Total
	Retained earnings	Securities premium	Capital reserve on merger	Foreign currency translation reserve	
Balance as at 1 April 2021	**13,967.50**	**2.25**	**3.22**	**324.99**	**14,297.97**
Profit for the year	4,386.98	-	-	-	**4,386.98**
Other comprehensive income for the year	77.88	-	-	70.63	**148.51**
Total comprehensive income	**4,464.86**	**-**	**-**	**70.63**	**4,535.49**
Dividend	(110.26)	-	-	-	**(110.26)**
Balance as at 31 March 2022	**18,322.10**	**2.25**	**3.22**	**395.63**	**18,723.20**

The accompanying notes are an integral part of the special purpose consolidated financial statements

As per our report of even date
M S K C & Associates LLP (Formerly known as M S K C & Associates)
Chartered Accountants
Firm Registration Number: 001595S/S000168

Dipak Jaiswal
Partner
Membership No: 063682

Place: Kolkata
Date: 28 March 2025

For and on behalf of the Board of Directors of
Fusion CX Limited
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DIN: 00623022

Barun Singh
Company Secretary
Membership No: A32887
Place: Kolkata
Date: 28 March 2025

Amit Soni
Chief Financial Officer

1 Corporate information

Fusion CX Limited (formerly Fusion CX Private Limited) (formerly known as Xplore-Tech Services Private Limited) ("the Company" or "the Holding Company") is incorporated under the provision of the Companies Act, 1956 in the year 2004 with its headquarters located in Kolkata, India. The Company is engaged in providing business process management services with a global presence. The Company has client base in several countries including US, Canada and UK.

The Company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company and consequently the name of the Company has changed to "Fusion CX Limited" pursuant to a fresh certificate of incorporation issued by ROC on 12 March 2025.

The Board of Directors of Fusion CX Private Limited (formerly known as Xplore-tech Services Private Limited), at its meeting held on April 20, 2023, had considered and

2 Material accounting policies

2.1 Basis of preparation

(a) Statement of Compliance with Indian Accounting Standards (Ind AS)

The Special Purpose Consolidated Financial Statements of the Company and its subsidiaries (together referred to as "the Group") comprises the Special Purpose Consolidated Balance Sheet as at 31 March 2022, the Special Purpose Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Special Purpose Consolidated Statement of Cash Flows, the Special Purpose Consolidated Statement of Changes in Equity and Notes forming part of the Special Purpose Consolidated Financial Statements for the year ended 31 March 2022 and summary of material accounting policies and explanatory notes (collectively referred as the 'Special Purpose Consolidated Financial Statements') that have been prepared by the management of the Holding Company for the purpose of preparation of the restated consolidated financial information to be included in the Draft Red Herring Prospectus (the "DRHP") to be filed by the Holding Company with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with the proposed Initial Public Offer of equity shares ("IPO") by the Company

The Special Purpose Consolidated Financial Statements have been prepared by the management of the Holding Company to comply with the requirements of:
(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations");
(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note"); and
(d) Email dated 28 October 2021 from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers of India ("SEBI Communication").
These Special Purpose Consolidated Financial Statements of the Company as at and for the year ended 31 March 2022, are prepared after taking into the consideration the requirements of the SEBI communication which were approved for issue in accordance with the resolution passed by the Board of Directors at their meeting held on 28 March 2025.

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Company voluntarily adopted 31 March 2024, as reporting date for first time adoption of Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), and consequently 1 April 2022 as the transition date for preparation of its statutory financial statements for the year ended 31 March 2024. Hence, the financial statements for the year ended 31 March 2024, were the first financials statements, prepared in accordance with Ind AS. Up to the financial year ended 31 March 2023, the Company had prepared its general purpose financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Companies (Accounting Standards) Rules, 2021 ("Indian GAAP" or "Previous GAAP"). Accordingly, this Special Purpose Consolidated Financial Statements are prepared to comply with SEBI Communication. Further, these Special Purpose Consolidated Financial Statements are not the statutory financial statements under the Act.

The Special purpose Consolidated financial statements as at and for the year ended 31 March 2022 has been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (01 April 2022) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the year ended 31 March 2024 pursuant to the SEBI Communication.

This Special Purpose Consolidated Financial Statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in DRHP in relation to proposed IPO. Hence this Special Purpose Consolidated Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information. Accordingly, no comparative figures are also presented in these Special Purpose Consolidated Financial Statements.

(b) Basis of measurement

These special purpose consolidated financial statements have been prepared on accrual basis and under historical cost convention, except for the following:
- Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
- Employees Defined benefit plans are recognised at the net total of the fair value of plan assets, and the present value of the defined benefit obligation as per actuarial valuation.

(c) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:
► Expected to be realised or intended to be sold or consumed in normal operating cycle
► Held primarily for the purpose of trading
► Expected to be realised within twelve months after the reporting period, or
► Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.
A liability is current when:
► It is expected to be settled in normal operating cycle
► It is held primarily for the purpose of trading
► It is due to be settled within twelve months after the reporting period, or
► There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.
The Group has considered an operating cycle of 12 months.

(d) Presentation currency and rounding off

These special purpose consolidated financial statements are presented in Indian Rupees (INR) and all values are rounded to nearest lakhs, unless otherwise indicated.

(e) Going concern

The Group has prepared the special purpose consolidated financial statements on the basis that it will continue to operate as a going concern.

MSKC & ASSOCIATES LLP Chartered Accountants

FUSION CX LIMITED Plot-Y9, Block-EP, Sector-V, Saltlake Kol-91

(f) Use of estimates

The preparation of special purpose consolidated financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date.

The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the special purpose consolidated financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for details on estimates and judgments.

2.2 Basis of Consolidation

The special purpose consolidated financial statements relate to the Company, its Subsidiary Companies, and Step-Down subsidiaries (collectively referred herein under as the 'Group'). The special purpose consolidated financial statements have been prepared on the following basis:

(a) The special purpose consolidated financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealized profits have been fully eliminated.

(b) The difference between the cost of investment in the subsidiaries, over the fair value of net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill.

(c) The special purpose consolidated financial statements of the Group are presented in Indian Rupee ("Rs"), which is the functional currency of the Company and the presentation currency for the consolidated financial statements. In case of foreign subsidiaries, being non-integral foreign operations, income and expenses are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve.

(d) The special purpose consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(e) For list of subsidiary companies which are considered in the Consolidated Financial Statements refer note 49.

2.3 Summary of material accounting policies

(a) Property, plant, and equipment

Property, plant and equipment, are stated at historical cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any discounts and rebates, any import duties and other taxes (other than those subsequently recovered from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance of revenue nature are charged to Statement of Profit and Loss during the reporting year in which they are incurred.

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that an asset may be impaired. If an impairment loss is determined, the remaining useful life of the asset is also subject to adjustment. If the reasons for previously recognised impairment losses no longer exists, such impairment losses are reversed and recognised in income. Such reversal shall not cause the carrying amount to exceed the amount that would have resulted had no impairment taken place during the preceding periods.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Such items are classified to the appropriate category of Property, plant and equipment when completed and ready for intended use. Advances given towards acquisition/construction of Property, plant and equipment outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other non-current assets".

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2021 measured as per the Indian GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation method, estimated useful lives and residual value

Depreciation is provided for property, plant and equipment on a straight-line basis so as to expense the cost less residual value over their estimated useful lives as prescribed in Schedule II of the Companies Act, 2013. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Depreciation on sale/disposal of property plant and equipment is provided up to the date preceding the date of sale/disposal as the case may be. Gains and losses on disposals are determined by comparing the sale proceeds with carrying amount and accordingly recorded in the Statement of Profit and Loss during the reporting year in which they are sold/disposed.

The estimated useful lives are as mentioned below

Asset Type	Useful life in years
Computer	3-6
Furniture and fixtures	10
Office equipment	5
Server	3 - 6
Plant and equipment	15
Leasehold improvement	3
Vehicle	8
Electrical installations	10

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(All amount are in INR lakhs, unless otherwise stated)

2.3 Summary of material accounting policies (cont'd)

(b) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of all the intangible assets of the Group are assessed as finite.

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2021 measured as per the Previous GAAP and use that carrying value as the deemed cost of the intangible assets.

Particulars	Useful life in years
Customer List	10
Computer Software	03-05

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the special purpose consolidated statement of profit and loss when the asset is derecognised.

(c) Leases

Identifying leases

The Group assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease contracts entered by the Group majorly pertains for premises and equipments taken on lease to conduct its business in the ordinary course.

Group as a lessee

On 1 April, 2021, the Group had adopted Ind AS 116 "Leases" using the modified retrospective approach by applying the standard to all leases existing at the date of initial application. The Group also elected to use the recognition exemption for lease contracts that, at the commencement date, have a lease term of twelve months or less and do not contain a purchase option ("short-term leases") and lease contracts for which the underlying asset is of low value ("low value assets"). The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

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

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.3(d) "Impairment of non-financial assets".

Lease liabilities

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

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

(d) Short-term leases and leases of low-value assets

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

(e) Impairment of non financial assets

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

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

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2.3 Summary of material accounting policies (cont'd)

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses are recognised in the special purpose consolidated Statement of profit and loss.
Current investments are carried in the special purpose consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the
On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

(f) Classification in the financial statements

Investments that are realizable within the period of twelve months from the balance sheet date are classified as current investment. All other investments are classified as non-current investments.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less.

(h) Share capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Group's ordinary shares are classified as equity instruments.

(i) Financial assets

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus the transaction cost directly attributable to the acquisition of the financial asset in the case of a financial asset measured not at fair value through profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:
a) at amortized cost; or
b) at fair value through other comprehensive income; or
c) at fair value through profit or loss.

The Group does not hold any Financial assets classified at fair value through other comprehensive income; or at fair value through profit or loss. Accordingly, the Group holds only financial assets measured at amortised cost , therefore accounting policy of financial assets classified at amortised cost stated below:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of profit and loss.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in special purpose consolidated Statement of Profit and Loss.

When the financial asset is derecognised, the cumulative gain or loss previously recognized in OCI is reclassified from equity to special purpose consolidated Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. The Company does not own any financial asset classified at fair value though other comprehensive income.

Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

In case of equity instruments classified as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.
Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

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2.3 Summary of material accounting policies (cont'd)

(iii) Impairment of financial assets

In accordance with Ind AS 109 "Financial Instruments", the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Trade receivables:

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables resulting from transactions within the scope of Ind AS 115 "Revenue from Contracts with Customers". The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

b) Other financial assets:

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

Lifetime ECL is the expected credit loss resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original effective interest rate (EIR). When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the Statement of Profit and Loss. For financial assets measured at amortised cost, ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(iv) Derecognition of financial assets

A financial asset is derecognised only when:

a) the contractual rights to receive cash flows from the financial asset is transferred or expired.

b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the received cash flows in full without material delay to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the financial asset is neither transferred, nor the entity retains substantially all risks and rewards of ownership of the financial asset, then in that case financial asset is derecognized only if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of a financial asset, the difference between the carrying amount and the consideration received is recognised in the Statement of Profit and Loss.

(j) Financial liabilities and equity instruments

Classification as debt or equity

An instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Dividend paid on equity instruments are directly reduced from equity.

Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortized cost, as appropriate.

All financial liabilities being loans, borrowings and payables are recognised net of directly attributable transaction costs.

(ii) Subsequent measurement

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

Financial liabilities at amortised cost

Financial liabilities at fair value through profit or loss

The Group does not owe any financial liability which is either classified or designated at fair value though profit or loss. Accordingly, the Group holds only financial liabilities designated at amortised cost , therefore accounting policy of financial liabilities classified at amortised cost stated below:

Financial liabilities at amortised cost

All the financial liabilities of the Group are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

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2.3 Summary of material accounting policies (cont'd)

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the assets and settle liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments.

(k) Fair value measurement

A number of assets and liabilities included in the Group's special purpose special purpose consolidated financial statements require measurement at, and/or disclosure of, fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

► In the principal market for the asset or liability, or

► In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the special purpose consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

► Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

► Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

► Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

(l) Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probability will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are neither recorded nor disclosed in the special purpose consolidated financial statements.

(m) Revenue from contract with customers

Revenue is recognized to the extent, that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue from services

The Group's revenue from Business Process Management is recognized on an accrual basis in terms of agreement with the customers, when there is no uncertainty as to the measurement and collectability of consideration. In case of uncertainty, revenue recognition is postponed until the same is resolved. Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration (which is the consideration, adjusted to discounts, incentives and returns, etc., if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. These are generally accounted for as variable consideration estimated in the same period the related sales occur. The revenue is recognized net of Goods and service tax.

Other Income

Interest Income from Bank Deposits

Interest income is accrued on a time proportion basis by reference to the principal outstanding and the effective interest rate.

Dividend Income

Dividend is recognized when the Group's right to receive dividend is established.

(n) Government grants

Government grants are recognised when there is reasonable assurance that the Company will comply with the relevant conditions and the grant will be received. Government grants are recognised in the special purpose consolidated statement of profit and loss, either on a systematic basis when the Company recognizes, as expenses, the related costs that the grants are intended to compensate or, immediately if the costs have already been incurred. The Company has received non-recurring incentive from Government (referred as "employee retention credit").

(o) Earning per share

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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2.3 Summary of material accounting policies (cont'd)

(p) Employee benefits

(i) Short-term employee benefits

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

(ii) Other long-term employee benefit obligations

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Group's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity. The Group makes specified monthly contributions towards Government administered provident fund scheme and Employees' State Insurance ('ESI') scheme. Obligations for contributions to defined contribution plans are expensed as an employee benefits expense in statement of profit and loss in the period in which the related services are rendered by employees.

Defined Benefit Plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior periods, discounting that amount. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. They are included in retained earnings in the Statement of changes in equity and in the balance sheet. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated absence - encashable

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the discount rates for Government Bonds at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in the special purpose Consolidated Statement of Profit and Loss.

(q) Taxes

Tax expense for the period comprises of current tax and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.
Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilised business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately for each taxable entity. Deferred tax assets are recognised to the extent it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forwards can be utilised.

At each reporting date, the Group reassesses the unrecognized deferred tax assets, if any.

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2.3 Summary of material accounting policies (cont'd)

(r) Borrowing Costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalized. All other borrowing costs are recognised as expenditure in the period in which they are incurred.

(s) Segment Reporting

The Group's business is providing business process management services, in India and in the territory outside of India, to entities that outsource their business processes and as such, in the opinion of the Management there being a single business segment. The analysis of the geographical segment is based on areas in which customers of the Group are located.

(t) Business combinations

Acquisition of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in each business combination is measured at the aggregate of the acquisition date fair values of assets transferred, liabilities incurred by the Group to the former owners of the acquiree and equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in the special purpose consolidated statement of profit and loss.

Goodwill arising on acquisition is recognised as an asset and measured at cost, being the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed and contingent liabilities recognised, as applicable. Where the fair value of the identifiable assets and liabilities exceed the cost of acquisition, after re-assessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve on consolidation.

(u) Goodwill

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGUs) or groups of cash-generating units that are expected to benefit from the synergies of the combination. Cash generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired. The recoverable amount of the CGU is higher of fair value less costs to sell and value in use.

The financial projections basis which the future cashflows are estimated consider economic uncertainties, assessment of discount rates, revisiting the growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis. If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

3 Critical accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the special purpose consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Useful lives of property, plant and equipment and intangible assets

As described in the material accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortization expense in future periods.

(b) Actuarial valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the special purpose consolidated financial statements.

(c) Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(d) Contingencies

The Group uses significant judgements to assess contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past event where it is either not probable that an outflow of resources will be utilised to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the special purpose consolidated financial statements.

(e) Provisions

A provision is recognised when the Group has a present obligation, legal or constructive, as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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3 Critical accounting estimates and assumptions (contd.)

(f) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Group reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the special purpose consolidated financial statements.

(g) Leases

The Group as lessee

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Group as lessor

Operating lease - Rental income from operating leases is recognised in the special purpose consolidated statement of profit and loss on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying value of the leased asset and recognised on a straight-line basis over the lease term.

Finance lease - When assets are leased out under a finance lease, the present value of minimum lease payments is recognised as a receivable. The difference between the gross receivable and the present value of receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method before tax, which reflects a constant periodic rate of return. Such rate is the interest rate which is implicit in the lease contract.

(h) Allocation of consideration over the fair value of assets and liabilities acquired in a business combination

Assets and liabilities acquired pursuant to business combination are stated at the fair values determined as of the date of acquisition. The carrying values of assets acquired are determined based on estimate of a valuation carried out by independent professional valuers appointed by the Group. The values have been assessed based on the technical estimates of useful lives of tangible assets and benefits expected from the use of intangible assets. Other assets and liabilities were recorded at values that were expected to be realised or settled respectively.

3.1 Changes in accounting policy and disclosures

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2022 dated 23 March 2022 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2022. The Company has assessed these amendments and the impact is not material.

(a) Amendments to Ind AS 103 - Business Combinations - Reference to Conceptual Framework

The amendments specifies that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The adoption of amendments to Ind AS 103 is not expected to have any material impact on the special purpose consolidated financial statements.

(b) Amendments to Ind AS 109 - Financial Instruments

The amendments clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The adoption of amendments to Ind AS 109 is not expected to have any material impact on the special purpose consolidated financial statements.

(c) Amendments to Ind AS 16 - Property, Plant and Equipment - Proceeds before intended use

The amendments clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The adoption of amendments to Ind AS 16 is not expected to have any material impact on the special purpose consolidated financial statements.

(d) Amendments to Ind AS 37 - Onerous Contracts - Cost of Fulfilling a Contract

The amendments specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be the incremental costs of fulfilling that contract (for example, direct labour and materials); or an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract among others). The adoption of amendments to Ind AS 37 is not expected to have any material impact on the consolidated financial statements.

3.2 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2022, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

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4 Transition to Ind-AS

For periods up to and including the year ended 31 March 2023, the Holding Company has prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous-GAAP or Indian-GAAP).

The consolidated financial statements, for the year ended 31 March 2024, were the first statutory consolidated financial statements of the Holding Company prepared in accordance with Ind AS. In preparing the first Ind AS consolidated financial statements, the Company's Ind AS opening balance sheet was prepared as at 1 April 2022, the Company's Statutory date of transition to Ind AS.

The Special Purpose Consolidated Financial Statements as at and for the year ended 31 March 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (01 April 2022) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosure followed as at and for the year ended 31 March 2024 pursuant to the SEBI communication.

Exemptions availed on first time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions and certain optional exceptions from the retrospective application of certain requirements under Ind AS. The Group has accordingly applied the following exemptions.

(i) Optional

Deemed cost of property plant and equipment and intangible assets

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognised in the consolidated financial statement as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

(ii) Mandatory exceptions on first-time adoption of Ind AS

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2021 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:
(i) Impairment of financial assets based on expected credit loss model.
(ii) FVTPL - debt securities
(iii) Effective interest rate used in calculation of security deposit.

(b) Derecognition of financial assets and financial liabilities

Ind AS 101 requires a first time adopter to apply the derecognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. Accordingly, the Group has applied the derecognition requirement for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after date of transition to Ind AS.

(c) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of facts and circumstances that exist on the date of transition to Ind AS. Accordingly, the Group has applied the above requirement prospectively.

(d) Business combination

The Group has elected not to restate business combination prior to date of transition to Ind AS in accordance with Ind AS 101.

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(All amount are in INR lakhs, unless otherwise stated)

5 First-time adoption of Ind-AS

A. Transition to Ind AS - Reconciliations between Indian GAAP and Ind AS

The following reconciliations provide a quantification of the effect of differences arising from the transition from Previous GAAP to Ind AS required under Ind AS 101:
(a) Reconciliation of total equity as at 1 April 2021;
(b) Reconciliation of total comprehensive income for the year ended 31 March 2022; and
(c) Impact of Ind AS adoption on the statement of cash flows for the year ended 31 March 2022

(a) Reconciliation of total equity as at 31 March 2022

	Notes to first-time adoption	As at 1 April 2021
Equity share capital		315.03
Capital Reserve		3.22
General Reserve		2.25
Securities premium		15,200.28
Retained earnings		324.99
Shareholder's equity as per Indian GAAP (A)		**15,845.77**
Add/(Less): Adjustment		
Fair valuation of security deposit	(i)	-
Impact on account of adoption of Ind AS 116	(ii)	157.74
Investment in preference shares	(iii)	(913.02)
Impairment allowance for expected credit losses	(iv)	(757.64)
Deferred tax impact on Ind AS Adjustments	(vi)	280.14
Total Ind AS adjustments (B)		**(1,232.78)**
Equity as per Ind AS (A-B)		**14,612.99**

(b) Reconciliation of total comprehensive income for the year ended 31 March 2022

	Notes to first-time adoption	For the year ended 31 March 2022
Net Profit as per Indian GAAP (C)		**3,947.28**
Add/(Less): Adjustment		
Add/(Less): Adjustment		
Fair valuation of security deposit	(i)	37.78
Impact on account of adoption of Ind AS 116	(ii)	(69.31)
Investment in preference shares	(iii)	30.68
Impairment allowance for expected credit losses	(iv)	397.97
Remeasurement (gain)/loss of net defined benefit plan	(v)	(10.03)
Depreciation impact due to change in method	(vi)	71.83
Total Ind AS adjustments (D)		**439.70**
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurement loss of net defined benefit plan		104.08
Income tax effect on above		(26.20)
Items that will be reclassified subsequently to profit or loss		
Foreign currency translation reserve		70.63
Total comprehensive income as per Ind AS (C-D)		**4,535.49**

(c) There are no material differences in the statement of cash flows for the year ended 31 march 2023 as a result of Ind AS adoption.

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B. Notes to first-time adoption

(i) Security deposit

Under previous GAAP, interest free lease security deposits are recorded at it's transaction value. Under Ind AS 109 "Financial Instruments", all financial assets are required to be initially recognized at fair value. The Group has fair valued a security deposit under Ind AS at its initial recognition. Difference between the fair value and transaction value of the security deposit has been recognized as prepayment lease rental (part of ROU asset) which has been amortised over it's lease term as rent expense grouped under 'other expenses'. The discounted value of the security deposits is increased over the period of lease term by recognising the notional interest income grouped under 'other income'.

(ii) Impact of Ind AS 116 -Lease accounting

Under Local GAAP, a lease is classified as a finance lease or an operating lease. Operating lease payments are recognised as an operating expense in the statement of profit or loss on a straight-line basis over the lease term. Under Ind AS 116, a lessee applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets and recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. At the date of transition to Ind AS, the Company applied the modified retrospective approach and measured lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS. Right-of-use assets were measured at the amount equal to the lease liabilities.

(iii) Fair valuation of investment in preference shares

Under IGAAP investment in preference share were recognised at cost i.e transaction value. Under Ind AS 109 "Financial Instruments", all financial assets are required to be initially recognized at fair value. The Group has fair valued investment under Ind AS at its initial recognition. Difference between the fair value and transaction value in retained earnings. Subsequently ,the discounted value of the invesment is increased over the term by recognising the notional interest income grouped under 'other income'.

(iv) Impairment allowance for expected credit losses

Under Previous GAAP, the Company has created provision for impairment of receivables based on the incurred loss model. Under Ind AS, impairment loss has been determined as per Expected Credit Loss (ECL) model. The difference between the provision amount as per previous GAAP and Ind AS - ECL is recognized as retained earnings on date of transition and subsequently in the statement of profit and loss.

(v) Remeasurement gain/(loss) of net defined benefit plan

Under Previous GAAP the Company recognised actuarial gains and losses in the Statement of Profit and Loss. Under Ind AS, all actuarial gains and losses are recognised in the other comprehensive income. Further to the above, the deferred tax impact on above transaction has also been regrouped from Statement of Profit and Loss to other comprehensive income as per guidance under Ind AS 12 'Income taxes'.

(vi) Deferred tax

Retained earnings and statement of profit and loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

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Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Notes forming part of the Special Purpose Consolidated Financial Statements for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

6 Property, plant and equipment

Particulars	Building	Leasehold land	Plant and equipment	Office equipment	Electrical installations	Computers and server	Furniture and fixture	Leasehold improvements	Vehicles	Total
Gross carrying amount (deemed cost)										
Balance as at 1 April 2021 (refer note (b) below)	742.57	51.17	15.95	622.13	65.08	830.49	428.79	804.95	96.03	**3,657.16**
Acquisition through business combination	1,541.48	167.75	-	275.27	-	405.13	153.85	-	32.82	**2,576.30**
Additions	38.90	-	-	625.58	1.02	2,103.34	96.89	315.29	48.62	**3,229.64**
Disposals	1,541.48	167.75	-	5.24	-	-	30.60	-	44.47	**1,789.55**
Translation exchange difference	23.65	-	(0.01)	(4.72)	(1.91)	20.37	1.20	14.21	15.01	**67.80**
Balance as at 31 March 2022	**805.12**	**51.17**	**15.94**	**1,513.02**	**64.19**	**3,359.34**	**650.13**	**1,134.45**	**148.01**	**7,741.35**
Accumulated depreciation										
Balance as at 1 April 2021 (refer note (b) below)										-
Charge during the year	53.09	0.56	1.72	511.46	7.84	509.40	98.97	670.72	17.58	**1,871.34**
Disposals	24.50	-	-	-	-	-	-	-	12.59	**37.10**
Translation exchange difference	0.44	-	(0.00)	(1.64)	(0.12)	1.62	0.03	7.45	12.76	**20.54**
Balance as at 31 March 2022	**29.02**	**0.56**	**1.72**	**509.83**	**7.72**	**511.03**	**99.00**	**678.17**	**17.74**	**1,854.78**
Net carrying amount as at 31 March 2022	**776.10**	**50.61**	**14.22**	**1,003.19**	**56.46**	**2,848.31**	**551.13**	**456.28**	**130.27**	**5,886.57**

Notes:

(a) For charge created on property plant and equipment of the Group (refer note 24).

(b) On transition to Ind AS (i.e. 1 April 2021), the Group has elected to continue with the net carrying value of all property, plant and equipment measured as per the previous GAAP and use that net carrying value as the deemed cost of property, plant and equipment.

Particulars	Building	Leasehold land	Plant and equipment	Office equipment	Electrical installations	Computers & Server	Furniture and fixture	Leasehold Improvements	Vehicles	Total
Gross block as on 1 April 2021	987.39	58.98	226.90	2,551.34	553.25	7,912.29	2,203.52	1,955.19	345.19	**16,794.06**
Accumulated depreciation upto 1 April 2021	244.82	7.81	210.95	1,929.21	488.17	7,081.80	1,774.74	1,150.24	249.16	**13,136.90**
Deemed cost as on 1 April 2021	**742.57**	**51.17**	**15.95**	**622.13**	**65.08**	**830.49**	**428.79**	**804.95**	**96.03**	**3,657.16**

(c) Refer note 38 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

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(Amount in INR lakhs, unless otherwise stated)

7 Right-of-use assets and lease liabilities

The Group has leasing arrangements for a number of properties in the jurisdictions from which it operates. In some jurisdictions it is customary for lease contracts to provide for payments to increase each year by inflation and in others to be reset periodically to market rental rates. In some jurisdictions, for property leases the periodic rent is fixed over the lease term. These leases have terms ranging from two to ten years. The Company applies the recognition exemptions relating to short-term leases and lease of low-value assets for these leases.

The weighted average incremental borrowing rate applied to lease liabilities as at 31 March 2022 is 10%.

(a) Right-of-use asset

Particulars	Buildings
Gross carrying amount	
Balance as at 1 April 2021	4,385.56
Additions during the year (including business combinations)	990.62
Translation exchange difference	28.51
Balance as at 31 March 2022	**5,404.69**
Accumulated depreciation	
Balance as at 1 April 2021	
Charge for the year	1,320.19
Translation exchange difference	0.38
Balance as at 31 March 2022	**1,320.57**
Net carrying amount as at 31 March 2022	**4,084.12**

(b) Lease liabilities

Particulars	As at 31 March 2022
Balance of lease liabilities at the beginning of the year	4,665.32
Add: Additions during the year (including business combinations)	975.05
Add: Interest on lease liabilities	289.44
Less: Lease payments	(1,675.13)
Add: Translation difference	41.44
Balance of lease liabilities at the end of the year	**4,296.12**
Current portion of lease liabilities	1,577.17
Non-current portion of lease liabilities	2,718.95

(c) Amounts recognised in the Speical Purpose Consolidated Statement of Profit or Loss

The Speical Purpose Consolidated Statement of Profit or Loss shows the following amounts relating to leases:

Particulars	Refer note	For the year ended 31 March 2022
Interest expense (included in finance costs)	33	289.44
Amotisation charge on right-of-use assets	34	1,320.19
Expense relating to short-term leases variable, payment not included in lease liabilities	35	2,750.05

(d) Amounts recognised in the Speical Purpose Consolidated Statement of cash flows

The statement of cash flows show the following amounts relating to leases:

Particulars	For the year ended 31 March 2022
Payment of lease liabilities	(1,675.13)

Refer note 40 for related party transaction pertaining to right-of-use assets and lease liabilities.

8 Capital work-in-progress

Particulars	As at 31 March 2022
Opening balance	16.74
Add: Additions from business combination	729.76
Less: Capitalisation during the year	583.40
Closing balance	**163.10**

(a) Ageing of capital work-in-progress

(i) Projects in progress	Amounts in capital work-in-progress for				
Particulars	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	Total
31 March 2022	163.10	-	-	-	163.10

(b) There are no projects where completion is overdue or costs have exceeded the original plan or where activity has been suspended.

(c) No borrowing costs have been capitalised as at 31 March 2022.

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(All amount are in INR lakhs, unless otherwise stated)

9 Other intangible assets

Particulars	Computer software	Customer list	Other intangibles	Total
Gross carrying amount (deemed cost)				
Balance as at 1 April 2021 (refer note (a) below)	1,711.61	2,908.48	-	4,620.08
Acquisition through business combination	2.41	-	-	2.41
Additions	138.01	-	729.76	867.77
Translation exchange difference	42.78	93.47	-	136.26
Balance as at 31 March 2022	**1,894.82**	**3,001.94**	**729.76**	**5,626.53**
Accumulated amortisation				
Balance as at 1 April 2021 (refer note (a) below)	-	-	-	-
Charge during the year	1,747.69	489.98	15.30	2,252.97
Translation exchange difference	20.80	7.99	-	28.80
Balance as at 31 March 2022	**1,768.49**	**497.98**	**15.30**	**2,281.76**
Net carrying amount as at 31 March 2022	**126.33**	**2,503.96**	**714.46**	**3,344.76**

Notes:

(a) The Group has availed the deemed cost exemption as per IND AS 101 in relation to intangible assets as on the date of transition i.e. 1 April 2021 and hence the net block carrying amount under previous GAAP has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated amortization as on 1 April 2021:

Particulars	Computer software	Customer list	Other intangibles	Total
Gross block as on 1 April 2021	3,926.29	5,257.36	-	9,183.65
Accumulated amortization upto 1 April 2021	2,214.68	2,348.89	-	4,563.57
Deemed cost as on 1 April 2021	**1,711.61**	**2,908.48**	-	**4,620.08**

10 Intangible assets under development

Particulars	As at 31 March 2022
Opening balance	530.88
Add: Addition during the year	-
Fusion CX Limited	-
(Formerly Fusion CX Private Limited)	**530.88**

(a) Ageing of intangible assets under development

(i) Projects in progress	Amounts in intangile assets under development for				
Particulars	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	Total
31 March 2022	-	-	-	530.88	530.88

(b) There are no intangible asset under development (IAUD) that are overdue or have exceeded their original plan/budget.

11 Investments (non-current)

Particulars	As at 31 March 2022
Other investments (at amortised cost)	
Others - preference share (fully paid up) (unquoted)	
1% cumulative preference shares	
550,000 shares Window Technologies Private Limited (face value INR 10 each)	272.66
Total	**272.66**

Aggregate amount of unquoted investments before impairment	**272.66**
Aggregate amount of impairment in value of investments	-

12 Loans (non-current)

Particulars	Terms of repayment	Interest rate	As at 31 March 2022
Unsecured, considered good			
Loans to related parties (refer note 40)	3 years	8.00%	1,089.98
Total			**1,089.98**

Notes:

a) There are no loans receivables which are credit impaired or which have a significant increase in credit risk based on the information available with the Group.

b) The fair value of current loans are not materially different from the carrying value presented.

c) All the above loans have been given for business purposes.

d) Break up of security details:

Particulars	As at 31 March 2022
Loans considered good - secured	-
Loans considered good - unsecured	1,089.98
Loans which have significant increase in credit risk	-
Loans - credit impaired	-
Total	**1,089.98**
Loss allowance	-
Total	**1,089.98**

13 Other financial assets (non-current)

Particulars	As at 31 March 2022
Unsecured, considered good	
Security deposits (refer note (a) below)	1,222.09
Bank deposit with remaining maturity for more than 12 months (refer note (b) below)	418.67
Lease receivables	44.98
Total	**1,685.74**

Notes:

(a) Security deposits includes amount of INR 297.90 lakhs as on 31 March 2022 paid to Window Technologies Private Limited against property taken on lease, situated at Plot Y9, Block EP, Sector V, Salt Lake, Kolkata 700091.

Security deposits are primarily in relation to public utility services and rental agreements.

(b) Refer note 24 for charge created on bank deposits made by the Group.

14 (a) Tax assets (net)

Particulars	As at 31 March 2022
Advance tax and tax deducted at sources (net of provision)	654.50
Total	**654.50**

(Formerly Fusion CX Private Limited)

Particulars	As at 31 March 2022
Provision for tax (net of advance tax)	1,788.49
Total	**1,788.49**

15 Other non-current assets

Particulars	As at 31 March 2022
Prepaid expenses	48.25
Total	**48.25**

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Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
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16 Trade receivables

Particulars	As at 31 March 2022
Trade receivables considered good - secured	
Trade receivables considered good - unsecured	15,585.47
Trade receivables - credit impaired	681.97
Trade receivables which have significant increase in credit risk	-
Less: Allowance for expected credit loss	(2,212.97)
Total	**14,054.47**
Further classified as:	
Receivable from related parties (refer note 40)	506.32
Receivable from others (net)	13,548.15
Total	**14,054.47**

Refer note 43 for information about the Group's exposure to financial risks and fair values.

31 March 2022	Current						
	Unbilled dues	Outstanding for following periods from invoice date					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables							
- considered good	3,281.29	11,130.20	133.14	39.06	46.12	128.32	**14,758.13**
- which have significant increase in credit risk	-	-	-	-	-	-	**-**
- credit impaired	-	421.73	22.61	173.63	64.00	-	**681.97**
Disputed trade receivables							
- considered good	-	332.39	66.14	13.43	370.29	45.10	**827.35**
- which have significant increase in credit risk	-	-	-	-	-	-	**-**
- credit impaired	-	-	-	-	-	-	**-**
Subtotal	**3,281.29**	**11,884.32**	**221.89**	**226.12**	**480.41**	**173.42**	**16,267.45**
Less: Allowance for expected credit loss	673.10	757.88	92.19	187.09	434.29	68.42	2,212.97
Total	**2,608.19**	**11,126.44**	**129.70**	**39.03**	**46.12**	**105.00**	**14,054.47**

17 Cash and cash equivalents

Particulars	As at 31 March 2022
Balances with banks	
In current accounts	7,242.48
Deposits with orignal maturity of less than 3 months	4.48
Cash on hand	71.23
Total	**7,318.19**

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(All amount are in INR lakhs, unless otherwise stated)

18 Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2022
Bank balance held on behalf of clients	40.72
Bank deposits having original maturity of more than 3 months but remaining maturity of less than 12 months (refer note below)	503.28
Total	**544.00**

Note: Refer note 24 for charge created on deposits made by the Group.

19 Loans (current)

Particulars	As at 31 March 2022
Unsecured, considered good	
Loans to employees	75.83
Total	**75.83**

Notes:

a) There are no loans receivables which are credit impaired or which have a significant increase in credit risk based on the information available with the Group.

b) The fair value of current loans are not materially different from the carrying value presented.

c) Break up of security details:

Particulars	As at 31 March 2022
Loans considered good - secured	-
Loans considered good - unsecured	75.83
Loans which have significant increase in credit risk	-
Loans - credit impaired	-
Total	**75.83**
Loss allowance	-
Total	**75.83**

20 Other financial assets (current)

Particulars	As at 31 March 2022
Unsecured considered good	
Security deposits	34.43
Accrued interest	51.79
Lease receivables	179.00
Insurance claim receivable	4.02
Total	**269.24**

Future minimum lease receivables under finance lease together with the present value of the net minimum lease payments receivables ("MLPR") are as follows:

Particulars	As at 31 March 2022	
	Gross investment in the lease	Present value of MLPR
Within one year	189.44	179.00
After one year but not later than five years	45.55	44.98
Total minimum lease receivables	**234.99**	**223.98**
Less: Amounts representing finance charges	11.01	-
Present value of minimum lease receivables	**223.98**	**223.98**

21 Other current assets

Particulars	As at 31 March 2022
Advance to vendors	449.28
Prepaid expenses	505.30
Balances with government authorities	1,676.45
Other receivables	50.22
Total	**2,681.25**

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(All amount are in INR lakhs, unless otherwise stated)

22 Equity share capital

Particulars	As at 31 March 2022
Authorised share capital	
Equity shares	
50,00,000 equity shares of INR 10 each	500.00
	500.00
Issued, subscribed and paid up	
Equity shares	
31,50,310 equity shares of INR 10 each fully paid	315.03
Total	315.03

(A) Reconciliation of shares outstanding at the beginning and at the end of the year
Equity shares

Particulars	As at 31 March 2022	
	Number of shares	Amount
Outstanding at the beginning of the year	31,50,310	315.03
Add: Issued during the year	-	-
Outstanding at the end of the year	31,50,310	315.03

(B) Rights, preferences and restrictions attached:

The Holding Company has only one class of equity shares having par value of INR 10 per share. Each shareholder is entitled to one vote per share held. The Holding Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(C) Details of shares held by the holding company

Particulars	As at 31 March 2022
PNS Business Private Limited (Holding Company) 1,607,235 equity shares of INR 10 each, fully paid up	160.72
	160.72

(D) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company
Equity shares:

Name of shareholder	As at 31 March 2022	
	Number of shares	% holding
PNS Business Private Limited	16,07,235	51.02%
Rasish Consultancy Private Limited	15,20,395	48.26%

(E) Details of equity shares held by promoters at the end of the year

Promoter name	As at 31 March 2022		
	Number of shares	% holding	% change during the year
PNS Business Private Limited	16,07,235	51.02%	-
Rasish Consultancy Private Limited	15,20,395	48.26%	-

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(All amount are in INR lakhs, unless otherwise stated)

23 Other equity

Particulars	As at 31 March 2022
Retained earnings	18,322.10
Securities premium	2.25
Capital reserve	3.22
Foreign currency translation reserve	395.63
Total	**18,723.20**

(A) Retained earnings

Particulars	As at 31 March 2022
Opening balance	13,967.50
Add: Profit for the year	4,386.98
Add: Other comprehensive income for the year	77.88
Less: Dividend paid	(110.26)
Closing balance	**18,322.10**

(B) Securities premium

Particulars	As at 31 March 2022
Closing balance	2.25
Total	**2.25**

(C) Capital reserve

Particulars	As at 31 March 2022
Closing balance	3.22
Total	**3.22**

(D) Foreign currency translation reserve

Particulars	As at 31 March 2022
Opening balance	**324.99**
Add: Movement during the year	70.63
Total	**395.63**

Nature and purpose of other reserves

Retained earnings	Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Consolidated Statement of Profit and Loss. Retained earnings is a free reserve available to the Group.
Securities premium	Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.
Capital reserve	Reserve arised on merger of subsidiary company, as a part of the scheme.
Foreign currency translation reserve	Exchange differences arising on translation of assets, liabilities, income and expenses of the Group's foreign subsidiaries are recognised in other comprehensive income and accumulated separately in foreign currency translation reserve. The amounts recognised are transferred to the consolidated statement of profit and loss on disposal of the related foreign subsidiaries.

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24 Borrowings

(a) Non-current borrowings

Particulars	As at 31 March 2022
Secured	
Term loan from banks (refer details below)	5,577.48
Vehicle loan (refer details below)	
From banks	71.05
Total	5,648.53
Less: Current maturities of long-term borrowings (included in current borrowings)	(1,922.94)
Total	3,725.59

(b) Current borrowings

Particulars	As at 31 March 2022
Secured	
Cash credit (refer details below)	3,943.68
Current maturities of long-term borrowings	
From term loan	1,922.94
Total	5,866.62

	Nature of security	Terms of repayment and interest
a)	Auto loan from HDFC bank, balance outstanding amounting to INR 27.29 lakhs is secured by way of hypothecation of the vehicles purchased against the said loan.	Repayable in 60 equal monthly instalments of INR 29,363 to INR 40,813. Rate of interest is 7.95% p.a. to 8.85% p.a. as at year end.
b)	Term loan from RBL bank, balance outstanding amounting to INR 43.92 lakhs is secured by way of exclusive charge on the immovable property located at Paribahan Nagar Complex, Matigara, Siliguri, Darjeeling, West Bengal. Additionally, the same is also personally guaranteed by Mr. Kishore Saraogi and Mr. Pankaj Dhanuka.	Repayable in 20 structured quarterly instalments, after moratorium of 12 months from the first date of availment i.e., from January 2022. Rate of interest is RBL Bank 1 year MCLR plus 0.25% p.a. for all the 3 years. (Loan sanctioned of INR 800 lakhs of which INR 43.92 lakhs has been availed upto 31 March 2022.
c)	Foreign currency term loan from HDFC bank, balance outstanding amounting to INR 2,617.68 lakhs. The facility is secured with the following collaterals: a) Primary collateral: Trade receivables and fixed deposits. b) Secondary collateral: Charge on the following properties: - Residential property situated at Block-VI, Flat-IB-2,Greenwood Park, Rajarhat, 24 Parganas [North]. Kolkata-700107; - Residential property situated at Flat 304, Greenwood Park, Rajarhat, 24 Parganas [North], Kolkata-700107; - Residential property situated at Premises No.1050/1,Servey Park, Udita Towers, Kolkata-700107; - Residential property situated at Flat No. 604 ,Green Woods Premium, Kaikhali, Kolkata-700107; - Commercial property situated at Y9 Building , Floor - 1st to 7th, Kolkata - 700107; c) Personal guarantors: Mr. Kishore Saraogi, Mr. Pankaj Dhanuka, Mrs. Chandra Kala Devi Dhanuka. d) Other guarantors: Windows Technologies Private Limited, Rasish Consultants Private Limited and PNS Business Private Limited.	Repayable in 12 equal monthly instalments of 0.20 million USD and 0.21 million USD. The foreign currency term loans, were taken over by HDFC Bank from EXIM Bank during the previous year, carries an interest rate of 1 Year Secured Overnight Financing rate "SOFR"+3.05% p.a.
d)	Emerging Enterprise Group Loan from HDFC bank, balance outstanding amounting to INR 830.28 lakhs. The facility is secured with the following collaterals: a) Primary collateral: Trade receivables and fixed deposits. b) Secondary collateral: Charge on the following properties: - Residential property situated at Block-VI, Flat-IB-2,Greenwood Park, Rajarhat, 24 Parganas [North]. Kolkata-700107; - Residential property situated at Flat 304, Greenwood Park, Rajarhat, 24 Parganas [North], Kolkata-700107; - Residential property situated at Premises No.1050/1,Servey Park, Udita Towers, Kolkata-700107; - Residential property situated at Flat No. 604 ,Green Woods Premium, Kaikhali, Kolkata-700107; - Commercial property situated at Y9 Building , Floor - 1st to 7th, Kolkata - 700107; c) Personal guarantors: Mr. Kishore Saraogi, Mr. Pankaj Dhanuka, Mrs. Chandra Kala Devi Dhanuka. d) Other guarantors: Windows Technologies Private Limited, Rasish Consultants Private Limited and PNS Business Private Limited.	Repayable in 21 and 84 equal monthly instalments of INR 28.36 lakhs and INR 4.06 lakhs respectively. Rate of interest is in the range of 9.25% p.a. to 9.85% p.a. (3M T-Bill of the date limit set /loan booking should be applicable) for both the years.
e)	BCAP facility loan taken from HSBC Bank, balance outstanding amounting to INR 1,146.42 lakhs is secured by Guarantors (i) O'Currance, Inc., (ii) Fusion CX Limited (Formerly Fusion CX Private Limited), (iii) Pankaj Dhanuka and (iv) Kishore Saraogi.	BCAP facility loan: All amounts advanced and outstanding under the BCAP Facility (including principal, interest and applicable fees) shall be repaid in full on the earlier of (i) August 20, 2024 & August 20, 2023 and , (ii) the day that precedes the 5th anniversary date of the Effective Date and (iii) demand for repayment by the Bank. Until such date, the Borrower shall make monthly principal repayments of CAD 42,230, together with monthly payments of accrued interest calculated at the applicable rate on the last day of each month, payable on the first Business Day of the following month. Interest on the outstanding principal balance of advances made under the BCAP Facility shall, unless otherwise provided, be calculated and payable at the Bank's Prime Rate plus 1.50% per annum, calculated monthly in arrears on the daily balance on the last day of each month and payable on the first Business Day of the following month.
f)	This loan is taken from Lloyd Banks, balance outstanding amounting to INR 41.31 lakhs and supported by Bounce Back Loan Scheme (BBLS).	Loan amount is of EURO 50,000 repayable with 72 instalments with interest rate of 2.5%.

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	Nature of security	Terms of repayment and interest
g)	Car loan balance outstanding amounting to INR 7.51 lakhs and payment is secured by all accessions, attachments, accessories and equipment placed in or on the vehicle and in all other property.	Loan will be paid in 72 instalments of USD 255.39, interest at the rate of 5.89% p.a.
h)	Loan from SBA, balance outstanding amounting to INR 120.70 lakhs and Borrower hereby grants to SBA, the secured party hereunder, a continuing security interest in and to any and all "Collateral" as described herein to secure payment and performance of all debts, liabilities and obligations of Borrower to SBA hereunder without limitation, including but not limited to all interest, other fees and expenses (all hereinafter called "Obligations"). The Collateral includes the following property that Borrower now owns or shall acquire or create immediately upon the acquisition or creation thereof: all tangible and intangible personal property, including, but not limited to: (a) inventory, (b) equipment, (c) instruments, including promissory notes (d) chattel paper, including tangible chattel paper and electronic chattel paper, (e) documents, (f) letter of credit rights, (g) accounts, including health-care insurance receivables and credit card receivables, (h) deposit accounts, (i) commercial tort claims, (j) general intangibles, including payment intangibles and software and (k) as-extracted collateral as such terms may from time to time be defined in the Uniform Commercial Code. The security interest Borrower grants includes all accessions, attachments, accessories, parts, supplies and replacements for the Collateral, all products, proceeds and collections thereof and all records and data relating thereto.	Instalment payments, including principal and interest, of USD 731.00 Monthly, will begin Twelve (12) months from the date of the promissory Note. The balance of principal and interest will be payable Thirty (30) years from the date of the promissory Note. Interest will accrue at the rate of 3.75% per annum and will accrue only on funds actually advanced from the date(s) of each advance. and payment terms are; (i) Each payment will be applied first to interest accrued to the date of receipt of each payment, and the balance, if any, will be applied to principal (ii) Each payment will be made when due even if at that time the full amount of the Loan has not yet been advanced or the authorized amount of the Loan has been reduced.
i)	Loan from World Trade Finance, LLC balance outstanding amounting to INR 777.33 lakhs is secured by promissory note and guaranteed by SBA on both principle and interest.	This Promissory Note will mature five years from the date of disbursement of this Loan and the rate of interest is 1 % p.a. and will not change during the life of the loan.
j)	Car loan balance outstanding amounting to INR 36.25 lakhs represents loan taken from RMB of Atlanta, Inc.	Repayable in 60 instalments of USD 630.81, interest at the rate of 3.39% p.a.
k)	Vehicle loan financed by the Grupo Q El Salvador S.A. DE C.V. balance amounting to INR 3.74 lakhs.	Loan is repaid in 72 monthly instalments of USD 650 and the interest rate is 12.4%.

l) **Details of Cash credit facilities**

The Holding Company had obtained a cash credit facility from HDFC Bank Limited, with a sanctioned limit of INR 3,000 lakhs, which had a tenure of 12 months and carried an interest rate of 8.92% p.a. The existing cash credit facility is having a sanctioned limit of INR 3,000 lakhs, out of which the Holding Company has utilised INR 976.15 lakhs as on 31 March 2022. The Holding Company has further obtained another cash credit facility from HDFC Bank Limited, with a sanctioned limit of INR 4,200 lakhs, which had a tenure of 12 months and carried an interest rate of 9.94% p.a. The existing cash credit facility is having a sanctioned limit of INR 4,200 lakhs, out of which the Holding Company has utilised INR 2,967.53 lakhs of the said facility, as on 31 March 2022. For security details refer note above.

m) There are two borrowings repaid by the Holding Company in earlier years, wherein the Holding Company is in the process of satisfaction of charges.

25 (a) Provisions (non-current)

Particulars	As at 31 March 2022
Provision for employee benefits (refer note 39)	
- Gratuity	289.18
- Compensated absences	119.96
Total	**409.14**

(b) Provisions (current)

Particulars	As at 31 March 2022
Provision for employee benefits (refer note 39)	
- Gratuity	59.78
- Compensated absences	35.13
Total	**94.91**

26 Other financial liabilities (non-current)

Particulars	As at 31 March 2022
Contingent consideration (earn out liability)	434.82
Total	**434.82**

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(All amount are in INR lakhs, unless otherwise stated)

27 Trade payables

Particulars	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises	64.52
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,010.45
Total	**5,074.97**

Trade payables ageing schedule

As at 31 March 2022	Current					
	Unbilled Dues	Outstanding for following periods from invoice date				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables						
- MSME	-	64.52	-	-	-	64.52
- Others	2,228.75	2,411.89	137.76	75.45	82.63	4,936.48
Disputed trade payables						
- MSME	-	-	-	-	-	-
- Others	-	73.97	-	-	-	73.97
Total	**2,228.75**	**2,550.38**	**137.76**	**75.45**	**82.63**	**5,074.97**

28 Other financial liabilities (current)

Particulars	As at 31 March 2022
Interest accrued but not due on borrowings	35.55
Security deposits	439.47
Capital creditors	44.31
Contingent consideration (earn out liability)	73.33
Client's fund held in trust account	40.72
Payable to employees	3,338.08
Total	**3,971.46**

Note:

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

29 Other current liabilities

Particulars	As at 31 March 2022
Statutory dues	2,091.83
Advance from customers	252.86
Other payables	27.86
Total	**2,372.55**

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(All amount are in INR lakhs, unless otherwise stated)

30 Revenue from operations

Particulars	For the year ended 31 March 2022
Sale of services	
Income from business process management services	74,802.08
Total	**74,802.08**

Notes:

(i) There are no unsatisfied performance obligations resulting from revenue from contracts with customers as at March 31, 2022.

(ii) Refer note 41 for additional revenue disclosures

31 Other income

Particulars	For the year ended 31 March 2022
Interest income on financial assets measured at amortised cost:	
Bank deposits	40.42
Loan to related parties (refer note 40)	136.50
Security deposit	37.21
Dividend income (refer note 40)	33.98
Liabilities/provisions no longer required, written back	24.41
Foreign exchange gain (net)	259.55
Paycheck protection program loan waiver	2,661.56
Employee retention credit	2,197.04
Miscellaneous income	431.43
Total	**5,822.10**

32 Employee benefits expense

Particulars	For the year ended 31 March 2022
Salaries, wages and bonus	49,797.02
Contribution to provident fund and other funds (refer note 39)	395.46
Staff welfare expenses	330.83
Post employment benefit plan (refer note 39)	36.33
Total	**50,559.64**

33 Finance cost

Particulars	For the year ended 31 March 2022
Interest expense at amortised cost on:	
Borrowings	677.09
Lease liabilities (refer note 7)	289.44
Loan from related party (refer note 40)	18.11
Others	**984.64**

34 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2022
Depreciation on property, plant and equipment (refer note 6)	1,871.34
Amortisation on intangible assets (refer note 9)	2,252.97
Amortisation on right-of-use asset (refer note 7)	1,320.19
Total	**5,444.50**

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Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Notes forming part of the Special Purpose Consolidated Financial Statements for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

35 Other expenses

Particulars	For the year ended 31 March 2022
Sales and marketing expense	538.40
Rent expense	2,750.05
Outsourcing expenses	1,486.97
Backend and field support charges	1,456.80
Bank charges	207.64
Electricity and water charges	333.38
Rates and taxes	145.24
Recruitment and training expenses	399.29
Repairs and maintenance:	
- others	135.62
Printing and stationary charges	180.06
Insurance	940.22
Telephone and internet charges	2,457.72
Legal and professional fees	2,452.78
Loss on sale/disposal of property, plant and equipment (refer note 6)	634.73
Membership and subscription expenses	242.28
Office and admin expenses	377.34
Security and housekeeping charges	281.86
Payments to auditors	17.42
Provision for credit allowances (refer note 16)	624.09
Bad debts written off	72.24
Commission and brokerage	164.16
Donation	70.73
Travelling and conveyance	1,204.85
Miscellaneous expenses	1,652.22
Total	**18,826.09**

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(All amount are in INR lakhs, unless otherwise stated)

36 Tax expense

(A) Income tax expense:

Particulars	For the year ended 31 March 2022
Current tax	709.24
Tax related to earlier years	(4.43)
Deferred tax	(282.48)
Income tax expense reported in the Statement of profit or loss	**422.33**

(B) Income tax expense charged to Other Comprehensive income (OCI)

Particulars	For the year ended 31 March 2022
Items that will not be reclassified subsequently to profit or loss	
Remeasurement of net defined benefit liability	(26.20)
Income tax charged to OCI	**(26.20)**

(C) Reconciliation of tax charge

Particulars	For the year ended 31 March 2022
Profit before tax	4,809.31
Enacted income tax rate applicable to the Company	25.17%
Current tax expenses on profit before tax at the enacted income tax rate	1,210.41
Tax related to earlier years	(4.43)
Impact due to deductions claimed under Income-tax Act	(119.43)
Tax impact of expenses not deductible	17.67
Impact of foreign subsidiaries	(681.88)
Income tax expense	**422.34**

On 20 September 2019, vide the Taxation Laws (Amendment) Ordinance 2019, the Government of India inserted Section 115BAA in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective 01 April 2019 subject to certain conditions. However, the Company has elected to exercise the option permitted under section 115BAA in the earlier year. Accordingly, the Company has recognised the provision for income tax basis the rate prescribed in said section. The major components of income tax expense and the reconciliation of expense is based on the domestic effective tax rate of 25.17%.

(D) Deferred tax balances:

Particulars	As at 31 March 2022
Deferred tax (liabilities)/assets	
Property, plant and equipment	(40.52)
Temporary differences of taxable items	696.65
Deferred tax assets	**656.13**

Movement in deferred tax assets and deferred tax liabilities from 01 April 2021 to 31 March 2022:

Particulars	As at 01 April 2021	Recognised in profit or loss	Recognised in OCI	Impact of acquisition	Impact of FCTR	As at 31 March 2022
Deferred tax (liabilities)/assets						
Property, plant and equipment	(33.84)	(6.68)	-	-	-	(40.52)
Temporary differences of taxable items	278.38	289.16	(26.20)	157.63	(2.33)	696.64
Deferred tax assets/(liability) (net)	**244.54**	**282.48**	**(26.20)**	**157.63**	**(2.33)**	**656.13**

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(All amount are in INR lakhs, unless otherwise stated)

37 Earning per share

Particulars	For the year ended 31 March 2022
Profit attributable to ordinary equity holders	4,386.98
Weighted average number of equity shares outstanding - basic and diluted	12,60,12,400.00
Earnings per share (INR) - basic and diluted (Face value INR 1 per share)	**3.48**

The Holding Company have sub-divided the authorised equity share capital from face value of INR 10 each to INR 1 each with effect from dated 17 June 2022. Further, the Board of Directors of the Company recommended issue of bonus shares in the ratio of three equity shares of INR 1 each for every equity share of INR 1 each of the Company as held by the shareholders as on the record date, which was approved by way of a special resolution by the members of the Company in the extra-ordinary general meeting dated 17 June 2022. Accordingly, the Holding Company has allotted 94,509,300 equity shares to the members of the Company on 13 September 2022. The basic and diluted earnings per share accordingly have been restated to give effect of the share split and bonus issue as per Ind AS 33.

38 Contingent liabilities and commitments

Particulars	As at 31 March 2022
Contingent liabilities (to the extent not provided for)	
Disputed dues:	
- Income tax demand	257.41
Provident Fund	
The Honourable Supreme Court, had passed a judgement on 28 February, 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The management, based on legal advice, is of the view that the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered due to interpretation challenges, and resultant impact on the past provident fund liability, cannot be reasonably ascertained.	Amount not determinable

Commitments:

Bank guarantees (refer note (a) below)	1,083.82
Corporate guarantee:	
Corporate financial guarantees on account of corporate guarantee to the bankers on behalf of subsidiaries for facilities availed by them (amount outstanding at close of the year).	2,842.34
Capital commitments:	
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:	
Property, plant and equipment	264.09
Less: Capital advances and CWIP	-
Net Capital commitments	**264.09**

Notes:

(a) The Group has utilised non-fund based facility while executing the contract.

39 Employee benefits

(A) Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

During the year, the Company has recognized the following amounts in the Special Purpose Consolidated Statement of Profit and Loss:

Particulars	For the year ended 31 March 2022
Employers' contribution to Provident Fund and Employee State Insurance Scheme	395.46
Total	**395.46**

(B) Defined benefit plans

I. Gratuity:

The Company provides Gratuity for employees in India as per the Payment of Gratuity Act, 1972 and in Philippines as per Retirement Pay Law (R.A. 7641). All employees are entitled to gratuity benefits on exit from service due to retirement, resignation or death. There is a vesting period of 5 years on exits due to retirement or resignation. This defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk. The present value of the defined benefit obligation and the relevant current service cost are measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. This is an unfunded plan.

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(All amount are in INR lakhs, unless otherwise stated)

I. Gratuity (cont'd)

i) Amount recognised in Special Purpose Consolidated Balance Sheet

Particulars	As at 31 March 2022
Present value of obligation as at the end of the year	348.96
Net liability recognized in Special Purpose Consolidated Balance Sheet	**348.96**
Current liability	59.78
Non-current liability	289.18
Total	**348.96**

ii) Changes in the present value of benefit obligation

Particulars	As at 31 March 2022
Present value of obligation at the beginning of the year	362.02
On account of business combination	
Included in profit or loss	
Interest cost	21.74
Current service cost	104.08
	125.82
Included in Other Comprehensive Income	
Actuarial gain- demographic assumptions	(1.46)
Actuarial gain- financial assumptions	(10.39)
Actuarial gain- experience	(92.01)
FCTR	(0.22)
	(104.08)
Other	
Benefit payments directly by the Group	(34.80)
Present value of obligation at the end of the year	**348.96**

iii) Reconciliation of Special Purpose Consolidated Balance Sheet amount

Particulars	As at 31 March 2022
Opening net liability	362.02
On account of business combination	
Expense recognised in Special Purpose Consolidated Statement of Profit and Loss	125.82
Income recognised in Other Comprehensive Income	(104.08)
Benefit payments directly by the Group	(34.80)
Balance sheet liability at the end of year	**348.96**

iv) Expense recognized in the statement of profit and loss

Particulars	For the year ended 31 March 2022
Current service cost	104.08
Net interest cost	21.74
Total expenses recognized in the Special Purpose Consolidated Statement of Profit and Loss	**125.82**

v) Expense recognized in Other Comprehensive Income

Particulars	For the year ended 31 March 2022
Actuarial gains arising from:	
- Experience	(92.01)
- Assumptions changes	(10.39)
- Demographic assumptions	(1.46)
Return on plan assets excluding interest income	
FCTR	(0.22)
Net actuarial gains recognised in OCI	**(104.08)**

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(All amount are in INR lakhs, unless otherwise stated)

I. Gratuity (cont'd)

vi)

a) Principal assumptions used for the purpose of the actuarial valuation (India)

Particulars	For the year ended 31 March 2022
Mortality	100% of IALM (2012-14) Ultimate
Discount Rate	6.41%
Salary increase rate	4%-5%
Withdrawal Rate	
Age 20-30	30.00%
Age 31- 35	15.00%
Age 36- 60	10.00%
Average attained age	27 years
Retirement age	60 years

b) Principal assumptions used for the purpose of the actuarial valuation (Phillipines)

Particulars	For the year ended 31 March 2022
Mortality	2017 PICM
Discount Rate	4.04%
Salary increase rate	2.00%
Withdrawal Rate	
Age 19-24	37.59%
Age 25-29	32.62%
Age 30-34	25.89%
Age 35-39	18.80%
Age 40-44	21.79%
Age 45-49	21.83%
Age 50-54	20.07%
Above 55 yaers	50.00%
Average attained age	30 years
Retirement age	65 years

vii) Sensitivity analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The changes would have affected the defined benefit obligation as below:

	For the year ended 31 March 2022
Change in discount rate	
Delta effect + 1%	331.22
Delta effect + 1%	-5.06% to -13.76%
Delta effect - 1%	368.88
Delta effect - 1%	5.69% to 16.73%
Change in rate of salary increase	
Delta effect + 1%	369.06
Delta effect + 1%	5.73% to 16.92%
Delta effect - 1%	330.71
Delta effect - 1%	-5.20% to -14.14%
Change in withdrawal rate	
Delta effect + 1%	11.64
Delta effect + 1%	(14.72%)
Delta effect - 1%	16.46
Delta effect - 1%	20.59%

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

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I. Gratuity (cont'd)

viii) Maturity profile of benefit payments

Year	For the year ended 31 March 2022
1 Year	59.78
2 to 5 years	183.46
6 to 10 years	129.14
More than 10 years	1,623.43

The weighted average duration of defined benefit obligation is 13 years.

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

i) **Interest rate risk:** The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

ii) **Salary risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

iii) **Liquidity risk:** This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

iv) **Demographic risk:** The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

v) **Regulatory risk:** Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 and in Philippines as per Retirement Pay Law (R.A. 7641)(as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of INR 20 lakhs in Payment of Gratuity Act, 1972).

II. Compensated absences:

The provision for compensated absences (privilege leave) as at the year end 31 March 2022 is INR 124.19 lakhs. The provision for compensated absences (sick leave) as at the year end 31 March 2022 is INR 31.90 lakhs.

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(All amount are in INR lakhs, unless otherwise stated)

40 Related party disclosures

A. Details of related parties:

Description of relationship	Names of related parties
Holding Company	PNS Business Private Limited
Key Management Personnel (KMPs)	Mr. Pankaj Dhanuka (Director) Mr. Kishore Saraogi (Director) Mr. Kashi Prasad Khandelwal (Director) w.e.f. 1 December 2024 Mrs. Saagarika Ghoshal (Director) w.e.f. 1 December 2024 Mr. Sanjay Banka (Director) w.e.f. 1 December 2024 Mr. Ritesh Chakraborty (Additional Director) w.e.f. 28 March 2025 Mr. Michael Daniel Lamm (Additional Director) w.e.f. 01 March 2025 Mr. Bradley Tyler Call (Additional Director) w.e.f. 27 January 2025 Mr. Amit Soni (Chief Financial Officer) Mr. Barun Singh (Company Secretary)
Entities over which KMPs/ directors and/ or their relatives are able to exercise significant influence	Rasish Consultants Private Limited Window Technologies Private Limited Omind Technologies Inc. (Subsidiary of PKR and SSR Services Inc.) (Acquired on 27th Aug, 2020) Omind Technologies Pvt. Ltd. (Subsidiary of Omind Technologies Inc.) (Incorporated on 27th Aug, 2020) Global Seamless Tubes & Pipes Private Limited GSTP (HFS) Private Limited, India 515 Oakland NC Ltd. SSR Services Inc. PKR Services Inc.
Relative of KMPs	Mrs. Chandrakanta Dhanuka (Mother of Mr. Pankaj Dhanuka) Mrs. Rajani Saraogi (Wife of Mr. Kishore Saraogi)

B. Details of related party transactions during the year:

Particulars	For the year ended 31 March 2022
Sale of Services	
Omind Technologies Inc.	184.95
Omind Technologies Private Limited	24.55
Interest expense- Lease liability	
Window Technologies Private Limited	51.06
Interest Income- Security deposit	
Window Technologies Private Limited	28.26
Dividend income	
Window Technologies Private Limited	30.68
Rent expense	
Window Technologies Limited	129.60
515 Oakland NC Ltd.	99.43
Outsourcing expenses	
Window Technologies Limited	1,624.38
GSTP(HFS)Private Limited	377.58
Global Seamless Pipes & Tubes Private Limited	114.40
Professional Services Expenses	
PKR Services Inc.	148.75
SSR Services Inc.	614.69
Omind Technologies Inc.	387.69
Interest income on loans given	
PNS Business Private Limited	3.81
Omind Technologies Private Limited	0.49
Windows Technologies Private Limited	72.61
Dividend Paid	
PNS Business Private Limited	56.23
Rasish Consultants Private Limited	54.03
Loan given	
Omind Technologies Private Limited	12.15
Window Technologies Private Limited	1,000.85
Loans repayment	
Window Technologies Private Limited	889.21
Fusion CX Limited (Formerly Fusion CX Private Limited)	
Rasish Consultants Private Limited	0.36
Deposit received	
PNS Business Private Limited	89.27
Remuneration paid to KMP's	
Kishore Saraogi	103.08
Pankaj Dhanuka	162.81

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(All amount are in INR lakhs, unless otherwise stated)

C. Balances Outstanding as at the end of the year:

Particulars	As at 31 March 2022
Trade receivable	
Omind Technologies, Inc	461.05
Omind Technologies Private Limited	23.45
SSR Services Inc.	21.82
Right-of-use assets	
Window Technologies Private Limited	807.78
Lease Liability	
Window Technologies Private Limited	503.73
Loans granted (including interest receivable)	
Windows Technologies Private Limited	807.47
Omind Technologies Private Limited	14.70
PKR Services	154.04
Omind Technologies, Inc	113.77
Investment in preference shares	
Window Technologies Private Limited	272.66
Security deposits receivable	
Window Technologies Private Limited	297.82
Trade payables	
GSTP (HFS) Private Limited, India	2.22
Omind Technologies, Inc	176.55
SSR Services Inc.	105.71
Advance to supplier	
Window Technologies Private Limited	147.39
Payable to KMPs	
Mr. Pankaj Dhanuka	2.28
Mr. Kishore Saraogi	1.65

Notes:

i) All transactions with these related parties are made on terms equivalent to that prevails, in arm's length transaction and resulting outstanding receivables and payables including financial assets and financial liabilities balances are settled in cash. None of the balances are secured.

ii) Related parties have been identified by the Management and relied upon by the auditors.

iii) The remuneration to key managerial personnel does not include provision for gratuity and compensated absences, as they are determined for the Group as a whole.

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41 Revenue as per Ind AS 115

Contract balances

a) The following table provides information about receivables, unbilled revenue and deferred revenue from contracts with customers:

Particulars	As at 31 March 2022
Trade Receivables	14,054.47
Contract liabilities	
Advances from customers	252.86

b) Significant changes in the contract balances during the year are as follows:

Particulars	Contract liabilities
	As at 31 March 2022
Opening balance	-
Revenue recognised during the year	-
Advances received	252.86
At the end of the reporting period	**252.86**

c) Reconciliation of revenue recognised vis-à-vis contracted price

Particulars	For the year ended 31 March 2022
Revenue as per contracted price	74,802.08
Adjustments made to contract price on account of :-	
Discount/rebates	-
Revenue from operations	**74,802.08**

d) Revenue based on timing of recognition

Particulars	For the year ended 31 March 2022
Revenue recognition at a point in time	74,802.08
Revenue recognition over period of time	-
Revenue from operations	**74,802.08**

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42 Fair value measurements

(A) Classification of financial assets and financial liabilities:

The following table shows the carrying amounts of financial assets and financial liabilities which are classified as amortised cost. There are no other financial assets or financial liabilities classified under Fair value through Profit and Loss (FVTPL) and Fair value through Other Comprehensive Income (FVOCI).

Particulars	As at 31 March 2022
	Amortised cost
Financial assets	
Non-current	
Loans	1,089.98
Other financial assets	1,685.74
Current	
Trade receivables	14,054.47
Cash and cash equivalents	7,318.19
Bank balances other than cash and cash equivalents	544.00
Loans	75.83
Other financial assets	269.24
Financial liabilities	
Non-current	
Borrowings	3,725.59
Lease liabilities	2,718.95
Current	
Borrowings	5,866.62
Lease liabilities	1,577.17
Trade payables	5,074.97
Other financial liabilities	3,971.46

(B) Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

• Level 1 - Quoted prices in active markets for identical items (unadjusted)

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

• Level 3 - Unobservable inputs (i.e. not derived from market data).

Fair value of Financial Assets and Liabilities measured at amortized cost:

The fair value of other current financial assets, cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities approximate the carrying amounts because of the short-term nature of these financial instruments.

The amortized cost using effective interest rate (EIR) of non-current financial assets consisting of security deposits are not significantly different from the carrying amount.

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43 Financial risk management

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Managing Board. These risks are categorised into Market risk, Credit risk and Liquidity risk.

(A) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, payables and loans and borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Group, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Particulars	As at 31 March 2022
Non-current borrowings	3,725.59
Current borrowings (including current maturities of long-term debt)	5,866.62
Total borrowings (excluding interest accrued but not due)	**9,592.21**
Borrowings not carrying variable rate of Interest	4,926.62
Borrowings carrying variable rate of Interest	4,665.59
% of Borrowings out of above bearing variable rate of interest	49%

Interest rate sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

Particulars	For the year ended 31 March 2022
100 bps increase would decrease the profit before tax by	(46.66)
100 bps decrease would increase the profit before tax by	46.66

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency).

Unhedged Foreign Currency Exposure

Particulars	Currency	As at 31 March 2022	
		Foreign currency (in lakhs)	Amount in INR
Borrowings (including interest)	USD	32.14	2,652.88
Trade receivables	USD	39.45	2,978.55
Trade receivables	CAD	0.32	19.17
Trade receivables	GBP	2.45	196.52
Trade receivables	EUR	1.92	190.82
Trade payables	USD	6.62	499.53
Trade payables	GBP	0.02	2.11
Trade payables	EUR	0.01	0.81

Foreign currency risk sensitivity

A change of 5% in foreign currency would have following Impact on profit before tax

	2021-2022	
	5% increase	5% decrease
USD	(8.69)	8.69
Fusion CX Limited	0.96	(0.96)
(Formerly Fusion CX Private Limited)	9.72	(9.72)
EUR	9.50	(9.50)
Increase / (decrease) in profit or loss	**11.50**	**(11.50)**

Price risk

The Holding Company doesn't have exposure to equity securities price risk, as the Holding Company is a private company and not a listed entity.

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(All amount are in INR lakhs, unless otherwise stated)

43 Financial risk management (cont'd)

(B) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's maximum exposure to credit risk for the components of the Balance Sheet at 31 March 2022 is the carrying amounts of financial assets as per note 42. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Impairment of financial assets

(i) Cash and cash equivalents and bank balances other than cash and cash equivalents ('Balances with banks'):

Credit risk from balances with banks is considered negligible, since the counterparty is a reputable bank with high quality external credit rating. Based on assessment carried by the Group, entire receivable under this category is classified as "Stage 1". Impairment on balances with banks has been measured on the 12-month expected loss basis. The Group considers that its balances with banks have low credit risk based on the external credit ratings of the counterparties. The amount of provision for expected credit losses on balances with banks is negligible.

(ii) Trade receivables :

The Group applies the Ind AS 109 simplified approach for measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The Group's trade receivable are generally having credit period from 30 to 60 days and historically, majority of trade receivables are recovered subsequently.

The Group uses a provision matrix to measure the ECLs of trade receivables. The provision matrix is initially based on the Group's historical observed default rates. Based on evaluation carried out and to the best estimate of management, historical loss sufficiently covers expected loss as well as future contingencies and adjustment for forward looking factors are not considered significant, hence no adjustment for forward looking factors is carried.

Computation of allowance for impairment losses:

ECL is computed based on the trade receivable as at reporting period by applying the bucket wise lifetime loss rate (PDs) determined for each reporting period.

Other financial assets:

Balances with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. Other financial assets mainly includes deposit given. Based on assessment carried by the Group, entire receivable under this category is classified as "Stage 1". There is no history of loss and credit risk and the amount of provision for expected credit losses on other financial assets is negligible.

Ageing for trade receivables under simplified approach

Undisputed- considered good

31 March 2022	Not due	Less than 6 months	6 months-1 year	More than 1 year	Total
Gross carrying amount	3,281.29	11,884.32	221.89	879.95	16,267.45
Provision for expected credit losses	673.10	757.88	92.19	689.80	2,212.97
Carrying amount of trade receivable (net of impairment)	**2,608.19**	**11,126.44**	**129.70**	**190.15**	**14,054.48**

(C) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Maturities of financial liabilities:

The table below summarizes the undiscounted maturity profile of the Group's financial liabilities on an undiscounted basis:

Particulars	Carrying value	Contractual cash flows			
		Total	Within 1 year	1-5 years	More than 5 years
As at 31 March 2022					
Borrowings	9,592.21	9,592.21	5,866.62	3,725.59	-
Lease liabilities	4,296.12	5,074.90	1,763.61	2,891.63	419.66
Trade payables	5,074.97	5,074.97	5,074.97	-	-
Other financial liabilities	4,406.28	4,321.25	3,886.43	434.82	-
Total	**23,369.58**	**24,063.33**	**16,591.63**	**7,052.04**	**419.66**

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44 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern.

The Group's objectives when managing capital are to:
a) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
b) provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. Consistent with others in the industry, the Group monitors capital on the basis of the following ratio: Net debt divided by total equity.

Particulars	As at 31 March 2022
Net debt (refer note (i) below)	6,061.69
Equity (refer note (ii) below)	19,038.23
Net debt to equity	0.32

(i) Net Debt comprises of total borrowings (including interest accrued but not due) and lease liabilities reduced by cash and cash equivalents and other bank balances.
(ii) Equity comprises of equity share capital and other equity.

Dividend

Particulars	As at 31 March 2022
Equity shares (face value of INR 1 each)	
(i) Equity shares	
Interim dividend for the year ended 31 March 2022 of INR 3.5 per fully paid share	110.26

Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Group and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.

45 Other regulatory information

(i) Fair valuation of investment property

The Group does not have any investment property.

(ii) Revaluation of property, plant and equipment (including right-of-use assets) and intangible assets

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

(iii) Loans or advances to specified persons

The Group has not given any loans or advances to specified persons during the current year.

(iv) 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 in the current year.

(v) Wilful Defaulter

The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority in the current year.

(vi) Relationship with struck off companies

The Group does not have any transactions or balance outstanding with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 in the current year.

(vii) Registration of charges or satisfaction with Registrar of Companies (ROC)

The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period in the current year.

(viii) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under section 2(87) of the Companies Act, 2013 read with Companies (Restriction on Number of Layers) Rules, 2017 in the current year.

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(ix) Compliance with approved Scheme(s) of Arrangements

There have been no merger of entities during the current year.

(x) Utilisation of Borrowed funds and share premium in the current year and previous year:

The Group has not advanced or loaned or invested funds to 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 Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(xii) Undisclosed income

The Group does not have any undisclosed income not recorded 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 in the current year or previous year.

(xiii) Details of Crypto Currency or Virtual Currency

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xiv) Utilisation of borrowings availed from banks and financial institutions

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

(xv) Details of Loan given, Investments made and Guarantee given covered under section 186(4) of the Companies Act, 2013

The Group has complied with the provisions of Sections 186 of the Companies Act, 2013, in respect of loans granted, investments made and guarantees given in the current year or previous year. Refer note 24 for details.

46 The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on 28 September, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on 13 November, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Group will assess the impact of the Code and will give appropriate impact in the financial statements in the year in which, the Code becomes effective and the related rules to determine the financial impact are published.

47 Segment Information

Board of Directors has been identified as the Chief Operating Decision Maker ("CODM") as defined by Ind AS 108, "Operating Segments". The CODM evaluates the Group's performance and reviews revenue and earnings before interest expense, taxes, depreciation and amortisation as the performance indicator. The Group operates in one segment only i.e. "Business process management services". The CODM evaluates performance of the Group as one single segment. Accordingly, segment information has not been separately disclosed.

Geographical segment has been presented below -

(i) Details of revenue based on geographical location of customers is as below:

Particulars	For the year ended 31 March 2022
India	23,685.85
United States of America	22,412.62
Canada	20,200.25
Others	8,503.37
Total	**74,802.08**

Major customers greater than 10% of total revenue

One customer has contributed to more than 10% of the total revenue amounting to INR 8,214.46 lakhs.

(ii) Details of non-current assets (property, plant and equipment, capital work-in-progress, right-of-use assets, goodwill, intangibles and intangibles assets under development) based on geographical area is as below:

Particulars	As at 31 March 2022
India	4,228.76
Rest of World	13,485.90
Total	**17,714.66**

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48 Goodwill

Particulars	As at 31 March 2022
Cost as at beginning of the year	2,289.57
Additions related to acquisitions	1,331.65
Exchange differences on consolidation	92.00
Cost as at end of the year	3,713.22
Impairment as at beginning of the year	-
Charge for the year	-
Exchange differences on consolidation	-
Impairment as at end of the year	-
Net book value as at end of the year	3,713.22

The carrying value of goodwill includes INR 1,029.90 lakhs that arose on the acquisition of Finaccess BPO, Morocco in earlier years and has been tested in the current year against the recoverable amount of the Business Unit Finaccess cash generating unit (CGU) by the Group. The goodwill relates to expected synergies from combining Finaccess's activities with those of the Group and to assets, which could not be recognised as separately identifiable intangible assets. The goodwill is tested annually for impairment or more frequently if there are any indications that the goodwill may be impaired.

The outcome of the Group's goodwill impairment as at 31 March 2022 for CGU Finaccess resulted in no impairment of goodwill.

The carrying value of goodwill includes INR 1,331.10 lakhs that arose on the acquisition of O'Currance Inc, USA in earlier years and has been tested in the current year against the recoverable amount of the Business Unit Ocurrance cash generating unit (CGU) by the Group. The goodwill relates to expected synergies from combining O'Currance's activities with those of the Group and to assets, which could not be recognised as separately identifiable intangible assets. The goodwill is tested annually for impairment or more frequently if there are any indications that the goodwill may be impaired.

The outcome of the Group's goodwill impairment as at 31 March 2022 for CGU O'Currance resulted in no impairment of goodwill.

The carrying value of goodwill includes INR 1,352.20 lakhs that arose on the acquisition of Advance Communication Group, during the current year.

The Group has conducted sensitivity analysis including sensitivity in respect of discount rate on the impairment assessment of goodwill. The Group believes that no reasonably possible change in any of the key assumptions used in the model would cause the carrying value of goodwill to materially exceed its recoverable value.

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48 Goodwill (Cont'd)

(A) Acquisition of Competent Synergies Private Limited

(i) On 1 April 2021, Fusion CX Limited(formerly Fusion CX Private Limited) (formerly known as Xplore-Tech Services Private Limited) acquired 100% stake in Indian company Competent Synergies Private Limited (CSPL). CSPL is engaged in the business of outsourced contract center service business. The control of CSPL has been transferred to the Holding Company on execution of share purchase agreement in the current year on 1 April 2021 and the acquisition has been accounted as per Ind AS 103. Consequently, the Holding Company has recognised goodwill as per note below:

(ii) The investment will enhance Group's presence in India.

(iii) Goodwill is attributable to the benefit of expected synergies, revenue growth and future market developments. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets

(iv) From the date of acquisition, CSPL has contributed INR 14,776.67 lakhs to revenue from operations and 518.19 lakhs loss to profit before tax.

(v) Details of purchase consideration, the net assets acquired and goodwill are as follows:

Purchase consideration	Amount
Cash paid	2,200.00
Total purchase consideration	**2,200.00**

(vi) The assets acquired and liabilities assumed has been accounted for at fair values as per Ind-AS 103 as follows -

No.	Particulars	Amount
A.	**Consideration transferred**	2,200.00
	Total consideration (A)	2,200.00
B.	**Fair value of identifiable assets and liabilities recognised as a result of the acquisition**	
	Assets	
(i)	Property, plant and equipment	2,423.03
(ii)	Capital work-in-progress	729.76
(iii)	Intangible assets under development	530.88
(iv)	Deferred tax assets	157.63
(v)	Trade receivables	2,141.54
(vi)	Cash and cash equivalents	209.30
(vii)	Other assets - current	267.84
	Total assets acquired (a)	**6,459.98**
	Liabilities	
(i)	Long term borrwoings	1,001.97
(ii)	Trade payables	443.96
(iii)	Long term provisions	299.17
(iv)	Other current liabilities	954.88
(v)	Short term borrwoings	1,501.05
(vi)	Other non currrent liabilities	27.52
(vii)	Short term provision	31.43
	Total liabilities acquired (b)	**4,259.98**
C.	**Net assets recognised pursuant to the scheme (a-b) (B)**	**2,200.00**
D.	**Goodwill**	-

Goodwill represents excess of fair value of consideration given over identifiable net assets. The acquisition date fair value of accounting acquiree's identifiable assets and liabilities are based on independent valuations obtained by the Holding Company.

48 Goodwill (Cont'd)

(B) Acquisition of Advance Communication Group, Inc.

(i) On 31 December 2021, the step-down subsidiary company Ameridial Inc. acquired 100% stake in US based company Advance Communication Group,(ACG) . ACG is engaged in the business of outsourced contract center service business. The control of ACG has been transferred to the Holding Company on execution of share purchase agreement in the current year on 31 December 2021 and the acquisition has been accounted as per Ind AS 103. Consequently, the holding company has recognised Goodwill as per note below

(ii) The investment will enhance Group's presence in North America.

(iii) Goodwill is attributable to the benefit of expected synergies, revenue growth and future market developments. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets

(iv) From the date of acquisition, ACG has contributed INR 1,778.70 lakhs to revenue from operations and INR 43.56 lakhs loss to profit before tax.
Had the acquisition been effected at 01 April 2021, the revenue of the Group would have been higher by INR 5,900.94 lakhs and profit before tax to the Group would have been higher by INR 1,257.22 lakhs respectively.

(v) Details of purchase consideration, the net assets acquired and goodwill are as follows:

Purchase consideration	Amount
Cash paid	1,635.98
Contingent consideration	227.08
Total purchase consideration	**1,863.06**

(vi) The assets acquired and liabilities assumed has been accounted for at fair values as per Ind-AS 103 as follows -

No.	Particulars	Amount
A.	**Consideration transferred**	1,863.06
	Total consideration (A)	1,863.06
B.	**Fair value of identifiable assets and liabilities recognised as a result of the acquisition**	
	Assets	
(i)	Property, plant and equipment	153.27
(ii)	Intangible assets	2.41
(iii)	Trade receivables	512.01
(iv)	Other assets - current	54.95
	Total assets acquired (a)	**722.65**
	Liabilities	
(i)	Trade payables	169.82
(ii)	Other current liabilities	21.43
	Total liabilities acquired (b)	**191.24**
C.	**Net assets recognised pursuant to the scheme (a-b) (B)**	**531.40**
D.	**Goodwill**	**1,331.65**

Goodwill represents excess of fair value of consideration given over identifiable net assets. The acquisition date fair value of accounting acquiree's identifiable assets and liabilities are based on independent valuations obtained by the holding company

(vii) Significant estimate: Contingent consideration
In the event that certain pre-determined EBITDA targets are achieved by Advance Communication Group, Inc (ACG) for the next one, two and three years from the date of acquisition, additional consideration of INR 409 lakhs may be payable in cash on 31 December 22, 31 December 23 and 31 December 24

The potential undiscounted amount payable under the agreement is INR 111.54 lakhs if certain EBITDA target for first year post acquisition is met and further INR 148.73 lakhs each if certain EBITDA target for second year and third year respectively of post acquisition is met. The fair value of the contingent consideration of INR 227.08 lakhs was estimated by calculating the present value of the future expected cash flows. The estimates are based on a discount rate of 15.9% p.a and are assumed at a probability of 100% achievement of pre-determined EBITDA targets.

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Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Notes forming part of the Special Purpose Consolidated Financial Statements for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

49 Consolidated financial statements comprises the financial statements of Fusion CX Limited (Formerly Fusion CX Private Limited), and its subsidiaries as listed below:

S.No	Name of entity	Principal activities	Country of incorporation	Proportion of ownership (%) as at 31 March 2022
(A)	**Subsidiaries**			
1	O'Currance Inc.	BPO / IT and ITes	USA	100%
2	Fusion BPO Services Limited	BPO / IT and ITes	Canada	100%
3	Competent Synergies Private Limited (acquired on 1 April 2021)	BPO / IT and ITes	India	100%
(B)	**Step-down subsidiary**			
1	Fusion BPO Services S.A. DE C.V	BPO / IT and ITes	El Salvador	100%
2	Fusion BPO Services Phills. Inc.	BPO / IT and ITes	Philippines	100%
3	MKB Enterprise Inc.	Travel and Tourism	USA	100%
4	Fusion BPO Invest Inc.	BPO / IT and ITes	USA	100%
5	Fusion BPO Services S.A.S (Columbia)	BPO / IT and ITes	Columbia	100%
6	Fusion BPO, S.de R.L.de C.V. (Mexico)	BPO / IT and ITes	Mexico	100%
7	Vital Recovery Services LLC	BPO and Collection	USA	100%
8	Fusion BPO Services Ltd. (Jamaica)	BPO / IT and ITes	Jamaica	100%
9	Fusion BPO Services Ltd. (UK)	BPO / IT and ITes	UK	100%
10	Vital Outsourcing Services Inc.	BPO and Collection	USA	100%
11	Vital Solutions Inc	BPO and Collection	USA	100%
12	3611507 Canada Inc.	BPO / IT and ITes	Canada	100%
13	Ameridial Inc.	BPO / IT and ITes	USA	100%
14	Fusion BPO Services SHPK	BPO / IT and ITes	Albania	100%
15	Fusion BPO Services Morocco (formerly known as Finaccess BPO)	BPO / IT and ITes	Morocco	100%
16	Phoneo SARL	BPO / IT and ITes	Morocco	100%
17	Mondial Phone SARL	BPO / IT and Ites	Morocco	100%
18	Parolis SARL	BPO / IT and Ites	Morocco	100%
19	Parolis SAS	BPO / IT and Ites	France	100%
20	Paro Services Maroc SARL	BPO / IT and Ites	Morocco	100%
21	Paro Services SAS	BPO / IT and Ites	France	100%
22	Parolis Maroc Services SARL	BPO / IT and Ites	Morocco	100%
23	Advanced Communication Group, Inc. (acquired on 31 December 2021)	BPO / IT and Ites	USA	100%
24	Fusion BPO Services Co. Limited	BPO / IT and Ites	Thailand	100%

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Notes forming part of the Special Purpose Consolidated Financial Statements for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

50 Additional information as required by General Instructions for Preparation of Special Purpose Consolidated Financial Statements.

As at and for the year ended 31 March 2022

Name of the group enitity	Net assets		Share in profit or loss		Share in others comprehensive income		Share in total comprehensive income	
	Amount	% of consolidation	Amount	% of consolidation	Amount	% of consolidation	Amount	% of consolidation
Holding Company								
Fusion CX Private Limited	4,442.72	-23.44%	543.42	-34.88%	7.51	5.06%	550.93	-38.89%
Subsidiaries / step down subsidiaries								
Advance Communication Group	1,609.84	-8.49%	(43.56)	2.80%	-	-	(43.56)	3.07%
Ameridial, Inc.	5,359.25	-28.27%	3,950.55	-253.56%	-	-	3,950.55	-278.84%
Competent Synergies Private Limited	1,760.50	-9.29%	(439.50)	28.21%	-	-	(439.50)	31.02%
Fusion BPO Services Sh. Pk Albania	(193.08)	1.02%	55.71	-3.58%	-	-	55.71	-3.93%
Fusion BPO Services Limited , (Canada)	1,910.18	-10.08%	(279.35)	17.93%	-	-	(279.35)	19.72%
Fusion BPO Services S.A.S. (Columbia)	25.07	-0.13%	24.65	-1.58%	-	-	24.65	-1.74%
Fusion BPO Services S.A. DE C.V (ELS)	1,308.15	-6.90%	871.49	-55.94%	-	-	871.49	-61.51%
Fusion BPO Invest Inc.	5,927.07	-31.27%	(0.03)	0.00%	-	-	(0.03)	0.00%
Fusion BPO Services Ltd.- Jamaica	1,891.72	-9.98%	720.27	-46.23%	-	-	720.27	-50.84%
Finaccess BPO	1,604.75	-8.47%	(71.18)	4.57%	-	-	(71.18)	5.02%
Phoneo	(160.05)	0.84%	13.42	-0.86%	-	-	13.42	-0.95%
Parolis	(188.92)	1.00%	(67.72)	4.35%	-	-	(67.72)	4.78%
Paro Services Maroc	(26.67)	0.14%	(43.39)	2.78%	-	-	(43.39)	3.06%
Parolis Maroc Services	(146.83)	0.77%	(150.87)	9.68%	-	-	(150.87)	10.65%
Mondial Phone	38.75	-0.20%	(33.02)	2.12%	-	-	(33.02)	2.33%
Parolis SAS	(318.24)	1.68%	24.02	-1.54%	-	-	24.02	-1.70%
Fusion BPO Services Phils. Inc	6,665.92	-35.17%	809.75	-51.97%	-	-	809.75	-57.15%
Fusion BPO Services Co. Ltd (Thailand)	(16.64)	0.09%	(16.93)	1.09%	-	-	(16.93)	1.19%
Fusion BPO Services Ltd (UK)	4.10	-0.02%	(47.37)	3.04%	-	-	(47.37)	3.34%
MKB	0.77	0.00%	(3.58)	0.23%	-	-	(3.58)	0.25%
O'Currance Inc., DBA Fusion BPO Services	4,369.20	-23.05%	(585.35)	37.57%	-	-	(585.35)	41.32%
Vital Solution Inc	777.62	-4.10%	(116.10)	7.45%	-	-	(116.10)	8.19%
Vital Outsourcing Services Inc	987.64	-5.21%	466.11	-29.92%	-	-	466.11	-32.90%
Vital Recovery Services LLC	(35.99)	0.19%	363.30	-23.32%	-	-	363.30	-25.63%
Total	**37,596.87**	201.67%	**5,944.74**	135.52%	**7.51**	5%	**5,952.25**	131.24%
Consolidation adjustments & eliminations	(18,954.26)	-101.67%	(1,558.03)	-35.52%	141.00	94.94%	(1,416.77)	-31.25%
	18,642.61	**100.00%**	**4,386.71**	**100.00%**	**148.51**	**100.00%**	**4,535.48**	**100.00%**

Fusion CX Limited (formerly Fusion CX Private Limited; formerly Xplore-Tech Services Private Limited)
Notes forming part of the Special Purpose Consolidated Financial Statements for the year ended 31 March 2022
(All amount are in INR lakhs, unless otherwise stated)

51 Subsequent events after the reporting date

The Company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company and consequently the name of the Company has changed to "Fusion CX Limited" pursuant to a fresh certificate of incorporation issued by ROC on 12 March 2025.

As per our report of even date
M S K C & Associates LLP (Formerly known as M S K C & Associates)
Chartered Accountants
Firm Registration Number: 001595S/S000168

MSKC & ASSOCIATES LLP Chartered Accountants

Dipak Jaiswal
Partner
Membership No: 063682

Place: Kolkata
Date: 28 March 2025

For and on behalf of the Board of Directors of
Fusion CX Limited
(Formerly Fusion CX Private Limited;
formerly Xplore-Tech Services Private Limited)
CIN No.: U72900WB2004PTC097921

Pankaj Dhanuka	**Kishore Saraogi**
Director	Director
DIN: 00569195	DIN: 00623022
Barun Singh	**Amit Soni**
Company Secretary	Chief Financial Officer
Membership No: A32887	

Place: Kolkata
Date: 28 March 2025

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