

INDEPENDENT AUDITOR'S REPORT

On the Special Purpose Financial Statements for the year ended 31st March 2025

To the Members of Ameridial Inc.

Opinion

We have audited the accompanying special purpose financial statements of Ameridial Inc. ("the Company"), which comprise the Special Purpose Balance Sheet as at 31st March 2025, the Special Purpose Statement of Profit and Loss (including Other Comprehensive Income), the Special Purpose Statement of Changes in Equity, the Special Purpose Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid special purpose financial statements have been prepared, in all material respects, in accordance with the basis of preparation described in Note 2.1 to the financial statements.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013, read with the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by ICAI and other applicable pronouncements. Our responsibilities under those standards are further described in the section Auditor's Responsibilities for the Audit of the Special Purpose Financial Statements of this report.

We are independent of the Company in accordance with the Code of Ethics issued by ICAI and have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Basis of Accounting and Restriction on Distribution/Use

We draw attention to Note 2.1 to the Special Purpose Financial Statements which describe the purpose and basis of its accounting. These Special Purpose Financial Statements have been prepared by the management of the Company solely for the purpose of preparation of the restated financial information of the Company for the period ended 31 March 2025 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 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 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-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 Institute of Chartered Accountants of India ('ICAI'). As a result, these Special Purpose Financial Statements may not be suitable for any other purpose.

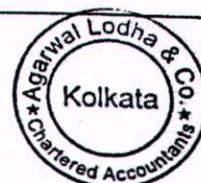
Our report is intended solely for the purpose specified above. This should not be distributed to or used by other parties. M S K C & Associates LLP (formerly known as M S K C & Associates) shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any

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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.

Key Audit Matters

In accordance with SA 701 (Communicating Key Audit Matters in the Independent Auditor's Report), we state that, considering the nature of the engagement and the fact that these financial statements are prepared for a special purpose, we have determined that there are no key audit matters to be communicated.

Responsibilities of Management and Those Charged with Governance

The Company's management is responsible for the preparation and presentation of these special purpose financial statements in accordance with the basis of accounting described in Note 2.1. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation of such financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting an audit in accordance with SAs, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess risks of material misstatement, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate.
- Evaluate the appropriateness of accounting policies used, the reasonableness of accounting estimates, and related disclosures made by management.
- Conclude on the appropriateness of management's use of the special purpose basis of accounting.

We communicate with those charged with governance regarding the planned scope and timing of the audit, significant findings, and any deficiencies in internal control identified during the audit.

Because of the inherent limitations of an audit, together with the specific purpose for which these financial statements have been prepared, there is a risk that material misstatements may not be detected.

Other Matters

- The Company has also prepared statutory financial statements for the year ended 31st March 2025 in accordance with Accounting Standards notified under Section 133 of the Companies Act, 2013, which were audited by us separately and on which we issued an unmodified opinion dated 4th August 2025.
- These special purpose financial statements have been prepared for the limited purpose of inclusion in the Offer Documents, and accordingly, comparative figures are not presented.

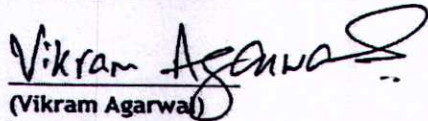


- Since the Company is incorporated outside India, reporting under certain provisions of the Companies Act, 2013 is not applicable, except as required for compliance with SEBI (ICDR) Regulations, 2018.

Report on Other Legal and Regulatory Requirements

This report does not cover matters specified under the Companies Act, 2013, except to the extent applicable for the purpose described herein.

For AGARWAL LODHA & CO
Chartered Accountants
Firm Registration No. 330395E


(Vikram Agarwal)

Partner

Membership No. 303354

UDIN: 25303354BMLCGW4152



Place: Kolkata

Date: 4th August 2025

Ameridial Inc.

Special purpose statement of Balance Sheet as at 31 March 2025

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

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	4	78.92	80.12
ROU Assets	5(a)	88.08	118.31
Other intangible assets	6	1.55	0.11
Financial assets			
Investment	7	996.73	830.91
Other financial assets	8	2.60	2.09
Deferred Tax Assets	9	78.29	71.69
Total non-current assets		1,246.15	1,103.25
Current assets			
Financial assets			
Loans	12	1,361.97	325.94
Trade receivables	10	814.02	637.58
Cash and cash equivalents	11	160.65	23.15
Other current financial assets	13	-	0.31
Other current assets	14	33.39	10.56
Total current assets		2,370.03	997.54
Total Assets		3,616.18	2,100.78
Equity and Liabilities			
Equity			
Equity	15	460.61	460.61
Other equity	16	14.75	49.27
Total equity		475.36	509.88
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17(a)	778.61	170.19
Lease liabilities	5	97.33	115.00
Other financial liabilities	18	52.28	135.30
Total non-current liabilities		928.22	420.49
Current liabilities			
Financial liabilities			
Borrowings	17(b)	733.96	438.53
Lease liabilities	5(b)	22.08	31.00
Trade payables	19	789.98	446.13
Other current financial liabilities	20	485.44	198.92
Current Tax Liabilities	21	9.91	-
Other current liabilities	22	171.22	55.83
Total current liabilities		2,212.60	1,170.41
Total liabilities		3,140.82	1,590.90
Total Equity and Liabilities		3,616.18	2,100.78

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For Agarwal Lodha & Co

Chartered Accountants

Firm's Registration No: 330395E

For and on behalf of the Board of Directors of

Ameridial Inc.

Vikram Agarwal
Vikram Agarwal
Partner

Membership No: 303354

UDIN: 25303354BMLCGW4152

Place: Kolkata

Date: August 4, 2025



Pankaj Dhanuka
Pankaj Dhanuka
Director

Kishore Saraogi
Kishore Saraogi
Director

Place: Kolkata

Date: August 4, 2025

Ameridial Inc.

Special purpose statement of Profit and Loss for the year ended 31 March 2025

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

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Revenue from operations	23	3,772.47	2,905.83
Other Income	24	23.98	15.25
Total Income		3,796.45	2,921.07
Expenses			
Employee benefits expenses	25	1,743.41	1,712.59
Finance costs	26	144.92	20.90
Depreciation and amortisation expense	27	47.19	61.43
Other expenses	28	1,896.75	1,268.69
Total expenses		3,832.27	3,063.61
Profit before tax		(35.82)	(142.54)
Income tax expense	9		
Current tax		9.79	3.30
Tax pertaining to earlier years		6.19	
Deferred tax		(4.65)	(44.82)
Total tax expense		11.32	(41.53)
Profit for the year		(47.15)	(101.01)
Items that will be reclassified subsequently to profit or loss			
Foreign currency translation reserve	16	12.62	6.98
Total income for the year		(34.53)	(94.03)
Earnings per equity share of 1 each (INR)			
- Basic (INR)	29	(3,143.07)	(6,733.95)
- Diluted (INR)		(3,143.07)	(6,733.95)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date
For Agarwal Lodha & Co
Chartered Accountants
Firm's Registration No: 330395E


Vikram Agarwal
Partner

Membership No: 303354
UDIN: 25303354BMLCGW4152
Place: Kolkata
Date: August 4, 2025



For and on behalf of the Board of Directors of
Ameridial Inc.


Pankaj Dhanuka
Director


Kishore Saraogi
Director

Place: Kolkata
Date: August 4, 2025

Ameridial Inc.

Special Purpose Statement of Cash Flows for the year ended 31 March 2025

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

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flow from operating activities		
Profit before tax	(35.82)	(142.54)
Adjustments for:		
Depreciation and amortisation expense	47.19	61.43
Finance costs	144.92	20.90
Interest income on:		
- Bank deposits	(1.66)	(0.01)
Share based compensation expenses	4.36	-
Liabilities no longer required - Written Back	(17.00)	-
Provision for credit allowances on trade receivables net Off write off	7.59	(6.49)
Bad debts written off	-	6.23
	149.58	(60.48)
Operating profit before working capital changes		
Changes in operating assets and liabilities		
Adjustments for (increase) / decrease in operating assets		
Trade receivables	(184.03)	(110.72)
Other financial assets	(0.20)	(0.17)
Other current assets	(22.83)	27.37
Adjustments for increase / (decrease) in operating liabilities		
Trade payables	360.84	327.35
Other financial liabilities	203.50	103.98
Other liabilities	128.23	14.16
Provisions		
	635.09	301.47
Cash generated from operations		
Income tax paid (net)	(8.00)	(13.31)
Net cash flows generated from operating activities (A)	627.09	288.16
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) Including Right to Use Assets	(17.18)	(0.35)
Proceeds from contingent consideration		135.30
Proceeds from Investment	(165.82)	(830.91)
Foreign Currency Translation Reserve	12.62	6.98
Loan given (net)	(1,036.02)	(249.94)
Interest received	1.66	0.01
Net cash flows used in investing activities (B)	(1,204.74)	(938.91)
Cash flow from financing activities		
Proceeds from short-term borrowings (net)	903.85	608.72
Payment of lease obligations	(43.78)	50.77
Interest paid	(144.92)	(8.67)
Net cash flows (used in) / generated from financing activities (C)	715.15	650.82
Net (decrease) / increase in cash and cash equivalents (A+B+C)	137.50	0.07
Cash and cash equivalents at the beginning of the year	23.15	23.08
Cash and cash equivalents at the end of the year	160.65	23.15



Cash and cash equivalents comprises:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Balances with banks		
- in current accounts	160.65	23.15
Balances as per Statement of Cash Flows	160.65	23.15

Note:

(i) The above 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 2025	For the year ended 31 March 2024
Opening balance	754.72	175.60
Cash flows:		
Proceeds from long-term borrowings	-	-
Repayment of long-term borrowings	-	-
Repayment of short-term borrowings (net)	903.85	608.72
Payment on leases	(43.78)	(50.77)
Non cash flows :		
Additions to lease liabilities	3.24	6.62
Translation Exchange Difference	3.44	2.31
Interest expenses on leases	10.52	12.23
Closing balance	1,631.97	754.71

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For Agarwal Lodha & Co

Chartered Accountants

Firm's Registration No: 330395E

Vikram Agarwal

Partner

Membership No: 303354

UDIN: 25303354BMLCGW4152

Place: Kolkata

Date: August 4, 2025



For and on behalf of the Board of Directors of
Ameridial Inc.

Pankaj Dhanuka

Pankaj Dhanuka
Director

Kishore Saraogi

Kishore Saraogi
Director

Place: Kolkata

Date: August 4, 2025

Ameridial Inc.

Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

(All amounts in INR, unless otherwise stated)

1 Corporate information

Ameridial Inc. ("the Company") was incorporated on 6th July, 1987, and is domiciled in Ohio, USA. The principal place of business is located in Ohio, USA. The Company is primarily engaged in the provision of Business Process Outsourcing (BPO), Information Technology (IT), and Information Technology Enabled Services (ITeS).

2 Material accounting policies

2.1 Basis of preparation

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

These special purpose financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

The Special Purpose Ind AS Annual Standalone Financial Statements of the Company comprises the Special Purpose Ind AS Annual Standalone Balance Sheet as at 31 March 2025, the Special Purpose Ind AS Annual Standalone Statement of Profit & Loss (including Other Comprehensive Income), the Special Purpose Ind AS Annual Standalone Statement of Cash flows, the Special Purpose Ind AS Annual Standalone Statement of Changes in Equity and Notes forming part of the Special Purpose Ind AS Annual Standalone financial Statements for the year ended 31 March 2025 and summary of material accounting policies and other explanatory notes (collectively referred as the 'Special Purpose Ind AS Annual Standalone Financial Statements') that have been prepared by the management of the 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 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 Financial Statements have been prepared by the Management of the 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"); and

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

"These special purpose Ind AS Annual standalone financial statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in RHP and Prospectus in relation to proposed IPO. Hence, these special purpose Ind AS Annual standalone financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information. Also, disclosure of comparatives is exempt as per SEBI ICDR Regulations, accordingly. the management of the company has not presented the corresponding comparative figures in the special purpose Ind AS Annual standalone financial statements .

All amounts disclosed in Special Purpose Ind AS Interim Standalone financial Statements are reported in nearest Millions of Indian Rupees and have been rounded off to the nearest Millions, except per share data and unless stated otherwise.

These special purpose Ind AS Annual standalone financial statements were approved in accordance with a resolution of the Board of Directors on 10th April 2025. The Guidance Note on Division II - Schedule III to the Companies Act, 2013 issued by the Institute of Chartered Accountants of India ("ICAI") has been followed in so far as applicable.

These special purpose financial statements were approved for issue in accordance with a resolution of the directors on 04 August 2025.

(b) Basis of measurement

These special purpose 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)

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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 Company has consistently applied the following accounting policies throughout the periods presented in these financial statements.

(c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

► Expected to be realised or 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 Company 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 Company has identified twelve months as its operating cycle.



(d) **Presentation currency and rounding off**

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

(e) **Going Concern**

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

(f) **Use of estimates**

The preparation of 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 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.

(g) **Operating Cycle**

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities into current and non-current. Accordingly, current assets do not include elements which are not expected to be realised within 12 months and current liabilities do not include items where the Company does not have an unconditional right to defer settlement beyond a period of 12 months, the period of 12 months being reckoned from the reporting date.

(h) **Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules issued from time to time. As at 31 March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

2.2 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 Company 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 exist, 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 Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2022 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	Useful life
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



(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 2022 measured as per the Previous GAAP and use that carrying value as the deemed cost of the intangible assets.

Asset	Useful life
Customer List	5 years
Computer Software	3 - 5 years

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 statement of profit and loss when the asset is derecognised.

2.2 **Summary of material accounting policies (cont'd)**

(c) **Leases**

Identifying leases

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

Company as a lessee

On 1 April, 2022, the Company 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 Company 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 Company 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 Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.2(d) "Impairment of non-financial assets".

Lease liabilities

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

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

Short-term leases and leases of low-value assets

The Company 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.

(d) **Impairment of non financial assets**

The Company 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 Company 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.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company'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 Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used.

Impairment losses are recognised in the Statement of profit and loss.



(e) Investments in subsidiaries

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange of another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

2.2 Summary of material accounting policies (cont'd)

Current investments are carried in the 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 investments.

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.

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.

(f) 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.

(g) Share Capital

Financial instruments issued by the Company 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.

(h) 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 classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Company does not hold any Financial assets classified at fair value through other comprehensive income; or at fair value through profit or loss. Accordingly, the Company 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.



(iii) **Impairment of financial assets**

In accordance with Ind AS 109 "Financial Instruments", the Company 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 Company 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 Company 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 Company 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 Company 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 Company 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 derecognised only if the Company has not retained control of the financial asset. Where the Company 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.

(i) **Financial liabilities and equity instruments**

Classification as debt or equity

An instruments issued by a Company 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 Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company'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 Company's own equity instruments. Dividend paid on equity instruments are directly reduced from equity.



Financial liabilities

(j) 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 Company does not owe any financial liability which is either classified or designated at fair value through profit or loss. Accordingly, the Company 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 Company 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.

(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 Company or the counterparty.

Financial instruments issued by the Company 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 Company's 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 Company.

The Company 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 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

2.2 Summary of material accounting policies (cont'd)

(i) 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 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 Company and the revenue can be reliably measured.

Revenue from services

The Company's revenue from Business Process Management is recognized on an accrual basis in terms of agreement with the customer(s), 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 Company expects to receive in exchange for those services. Revenue is measured based on the transaction price (which is the consideration, adjusted to discounts, incentives and returns, etc., if any) that is allocated to that performance obligation. 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.

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 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").

(n) Earning per Share

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

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

(o) 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

The Company is incorporated and operates outside India and hence is governed by the financial reporting framework and statutory requirements applicable in its country of incorporation.

As per the applicable local laws and financial reporting framework, there is no requirement to recognize certain long-term obligations (e.g., gratuity, leave encashment, retirement benefits, etc.) which are typically mandated under Indian statutory requirements such as the Payment of Gratuity Act, 1972 or the Accounting Standards like Ind AS 19

Accordingly, such long-term obligations have not been recognized or provided for in the financial statements of the Company. This accounting treatment is in compliance with the applicable local reporting framework.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity. The Company 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 Company'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 Company 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 Statement of Profit and Loss.

2.2 Summary of material accounting policies (cont'd)

Share based payments

Share-based compensation benefits are provided to employees via the "Xplore Employee Stock Option Plan 2023" (ESOP scheme) of the Parent Company. The fair value of options granted under the ESOP scheme is recognised as an employee benefits expense with a corresponding increase in equity in the books of its parent company. The total amount to be expensed is determined by reference to the fair value of the options granted

- including the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and

- including the impact of any non-vesting conditions (e.g. the requirement for employees to serve or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. Out of the total expenses incurred by its parent company the expenses incurred on behalf of Canada is billed as expenses and is taken as expenses by Canada.

(p) Taxes

Tax expense for the period comprises of current tax, deferred tax and Minimum alternate tax credit (Wherever applicable).

Provision for current tax is made on the basis of estimated taxable income for the current accounting year.

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

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the reporting date.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

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



(q) **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.

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 Company based its assumptions and estimates on parameters available when the special purpose 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 Company. 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 Company 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) **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.

(c) **Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against Company as it is not possible to predict the outcome of pending matters with accuracy.

(d) **Provisions**

Provisions are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The litigations and claims to which the Company is exposed are assessed by management and in certain cases with the support of external specialised lawyers.

(e) **Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company 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 financial statements.

(f) **Leases**

The Company 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 Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company 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 Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company 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 Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company 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.



0.1 Changes in accounting policy and disclosures

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Company has applied these amendments for the first-time in these special purpose financial statements.

(a) Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the financial statements.

(b) Definition of Accounting Estimates - Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are not expected to have a material impact on these financial statements.

(c) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12 Income taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

0.1 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. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.



4 Property, plant and equipment

Particulars	Building	Computers	Plant and equipment	Office equipment	Electrical installations	Furniture and fixture	Leasehold improvements	Vehicles	Total
Gross carrying amount (deemed cost)	14.20	45.28	2.56	7.25	1.82	9.33	56.28	0.78	137.51
Additions	-	3.36	-	0.08	-	0.42	-	-	3.86
Disposals	-	0.00	-	-	-	-	-	-	-
Translation exchange difference	0.19	0.08	0.04	0.03	0.02	0.12	0.20	0.01	0.68
Balance as at 31 March 2024	14.39	48.72	2.60	7.37	1.84	9.87	56.48	0.79	142.05
Balance as at 31 March 2024	14.39	48.72	2.60	7.37	1.84	9.87	56.48	0.79	142.05
Additions	-	1.04	-	-	-	1.61	-	4.07	6.72
Disposals	-	-	-	-	-	-	-	-	-
Translation exchange difference	0.94	1.83	0.07	0.27	0.05	0.30	1.58	0.07	5.10
Balance as at 31 March 2025	15.32	51.58	2.67	7.63	1.89	11.78	58.06	4.93	153.86
Accumulated depreciation	1.06	17.98	0.08	4.90	0.35	1.35	21.92	0.10	47.74
Charge during the year	1.36	8.99	0.16	0.46	0.35	1.31	1.36	0.10	14.09
Disposals	-	0.00	-	-	-	-	-	-	-
Translation exchange difference	0.01	0.06	0.00	0.00	0.00	0.01	0.01	0.00	0.09
Balance as at 31 March 2024	2.42	27.03	0.24	5.37	0.70	2.67	23.29	0.20	61.92
Balance as at 31 March 2024	2.42	27.03	0.24	5.37	0.70	2.67	23.29	0.20	61.92
Charge during the year	1.38	5.65	0.17	0.48	0.36	1.34	1.39	0.22	10.98
Disposals	-	-	-	-	-	-	-	-	-
Translation exchange difference	0.09	0.63	0.01	0.22	0.02	0.10	0.96	0.01	2.04
Balance as at 31 March 2025	3.90	33.31	0.42	6.07	1.08	4.11	25.64	0.43	74.95
Net carrying amount as at 31 March 2024	11.96	21.69	2.36	2.00	1.14	7.20	33.19	0.59	80.12
Net carrying amount as at 31 March 2025	11.43	18.27	2.25	1.56	0.81	7.68	32.42	4.50	78.92



5

Right to use and Lease Liabilities

The Company 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 2025 is 10%.

(a) Right-of-use asset

Particulars	Buildings
Balance as at 31 March 2023	199.86
Acquisition through Business Combination	
Additions	6.62
Disposal	-
Translation exchange difference	2.94
Balance as at 31 March 2024	209.43
Acquisition through Business Combination	
Additions	3.26
Disposal	-
Translation exchange difference	2.68
Balance as at 31 March 2025	215.36
Accumulated depreciation	
Balance as at 31 March 2023	42.82
Charge for the year	47.33
Disposal	-
Translation exchange difference	0.96
Balance as at 31 March 2024	91.11
Charge for the year	36.17
Disposal	-
Translation exchange difference	-
Balance as at 31 March 2025	127.28
Net carrying amount as at 31 March 2024	118.31
Net carrying amount as at 31 March 2025	88.08

(b) Lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Balance of lease liabilities at the beginning of the year	146.00	175.60
On adoption of Ind AS 116	146.00	175.60
Add: Additions during the year (including business combinations)	3.24	6.62
Add: Interest on lease liabilities	10.52	12.23
Less: Lease payments	43.78	50.77
Add: Translation difference	3.44	2.31
Balance of lease liabilities at the end of the year	119.41	146.00
Current portion of lease liabilities	22.08	31.00
Non-current portion of lease liabilities	97.33	115.00

(c) Amounts recognised in the statement of profit and loss

The Statement of profit or loss shows the following amounts relating to leases:

Particulars	As at 31 March 2025	As at 31 March 2024
Interest expense (included in finance costs)	10.52	12.23
Depreciation charge on right-of-use assets	36.17	47.33
Expense relating to short-term leases variable, payment not included in lease liabilities		

(d) Amounts recognised in the Statement of cash flows

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

Particulars	As at 31 March 2025	As at 31 March 2024
Payment of lease liabilities	43.78	50.77



Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025

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

6 Other intangible assets

Particulars	Computer software	Total
Gross carrying amount		
Balance as at 31 March 2023	0.16	0.16
Additions	0.12	0.12
Disposals	-	-
Translation exchange difference	0.00	0.00
Balance as at 31 March 2024	0.28	0.28
Gross carrying amount		
Balance as at 31 March 2024	0.28	0.28
Additions	1.46	1.46
Disposals	-	-
Translation exchange difference	0.00	0.00
Balance as at 31 March 2025	1.74	1.74
Accumulated Amortization		
Balance as at 31 March 2023	0.16	0.16
Charge during the year	0.00	0.00
Disposals	-	-
Translation exchange difference	0.00	0.00
Balance as at 31 March 2024	0.16	0.16
Accumulated Amortization		
Balance as at 31 March 2024	0.16	0.16
Charge during the year	0.04	0.04
Disposals	-	-
Translation exchange difference	(0.01)	(0.01)
Balance as at 31 March 2025	0.19	0.19
Net carrying amount as at 31 March 2024	0.11	0.11
Net carrying amount as at 31 March 2025	1.55	1.55



7 Investment		
Particulars	As at 31 March 2025	As at 31 March 2024
Investment in Subsidiaries	996.73	830.91
Investment in S4 Communications LLC	144.01	
Investment in Ready Call Center Limited	852.72	830.91
Total	996.73	830.91

8 Other non current financial assets		
Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured, considered good	2.60	2.09
Security deposits	2.60	2.09
Total		

9 Deferred tax assets (net)		
Non-current tax assets (net)		
Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax assets (net)	78.29	71.69
Total	78.29	71.69

10 Trade receivables		
Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables considered good - unsecured	830.92	660.09
Less: Allowance for expected credit loss	(16.90)	(22.52)
Total	814.02	637.58
Further classified as:		
Receivable from related parties	234.45	1.7
Receivable from others (net)	579.57	635.9
Total	814.02	637.58

31 March 2025	Unbilled dues	Outstanding for following periods from due date of invoice					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	184.17	619	0	4	-	1	808.03
- which have significant	-	-	-	-	-	0	-
- credit impaired	-	1	-	15	-	0	15.29
Disputed trade receivables							
- considered good	-	-	-	-	6	0	5.99
- which have significant	-	-	-	-	-	-	-
- credit impaired	-	-	2	-	-	-	1.62
Subtotal	184.17	619.24	1.66	19.04	5.99	0.83	830.92
Less: Allowance for expected credit loss	-	0.60	1.62	14.69	-	-	16.90
Total	184.17	618.64	0.04	4.35	5.99	0.83	814.02

31 March 2024	Unbilled dues	As at 31 March 2024 Outstanding for following periods from due date of invoice					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	-	637.58	-	-	-	-	637.58
- which have significant	-	-	-	-	-	-	-
- credit impaired	-	2.09	-	-	-	-	2.09
Disputed trade receivables							
- considered good	-	1.56	-	18.87	-	-	20.43
- which have significant	-	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-	-
Subtotal	-	641.23	-	18.87	-	-	660.09
Less: Allowance for expected credit loss	-	3.65	-	18.87	-	-	22.52
Total	-	637.58	-	-	-	-	637.58



Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025

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

11 Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks	160.65	23.15
In current accounts		
Cash on hand	160.65	23.15
Total		

12 Loans (Current)

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured, considered good	1,361.97	325.94
Loan Receivables from Inter Company	-	-
	1,361.97	325.94
Total		

Note:

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

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

c) All the above loans are interest free and repayable on demand

Particulars	As at 31 March 2025	As at 31 March 2024
Loans considered good -		
Loans considered good -	1,361.97	325.94
unsecured	1,361.97	325.94
Total		

13 Other current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured considered good	-	0.31
Security deposits	-	0.31
Total		

14 Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Advance to vendors	2.27	2.95
Advance to Employees	13.00	0.17
Prepaid expenses	18.12	7.45
Total	33.39	10.56



Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025

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

15 Equity share capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorised share capital		
Equity Shares		
The authorized share capital of Ameridial, Inc. is 15,000 shares of common stock divided into 1,500 shares of common stock (voting) with no par value each and 13,500 shares of common stock (non-voting) with no par value	460.61	460.61
	460.61	460.61
Issued, subscribed and paid up		
Equity Shares		
Issued, subscribed and paid up is 1,500 shares of common stock (voting) with no par value each and 13,500 shares of common stock (non-voting) with no par value share capital.	460.61	460.61
	460.61	460.61
Total	460.61	460.61

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

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	15,000	460.61	15,000	460.61
	-	-		
Outstanding at the end of the year	15,000	460.61	15,000	461

(B) Rights, preferences and restrictions attached:

The Company has only one class of equity shares .Each shareholder is entitled to one vote per share held .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 Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Equity Shares:

Name of shareholder	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% holding	No. of shares	% holding
Fusion BPO Services Ltd. Canada	1,500(Voting)	100%	1,500(Voting)	100%
	13,500(Non Voting)		13,500(Non Voting)	



16 Other equity	As at 31 March 2025	As at 31 March 2024
Particulars		
Retained earnings	(54.50)	(7.36)
Foreign Currency Translation Reserve	69.25	56.63
Total	14.75	49.27

(A) Retained earnings	As at 31 March 2025	As at 31 March 2024
Particulars		
Opening balance	(7.36)	93.65
Add: Profit for the year	(47.15)	(101.01)
Closing balance	(54.50)	(7.36)

(B) Foreign Currency Translation Reserve	As at 31 March 2025	As at 31 March 2024
Particulars		
Opening balance	56.63	49.65
Add: Movement during the year	12.62	6.98
Closing Balance	69.25	56.63

Nature and purpose of other reserves

Retained earnings	Retained earnings are the profits that the Company 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 Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.
Foreign currency translation reserve	The books are converted in INR from its functional currency. The exchange differences arising on translation of assets, liabilities, income and expenses of the Company are recognised separately in foreign currency translation reserve.

17 a) Borrowings-Non Current

	As at 31 March 2025	As at 31 March 2024
Particulars		
Secured		
Term loan from banks	1,118.84	208.35
Total	733.96	41.67
Less : Current maturities of long-term borrowings (included in current borrowings)	-	-
Unsecured	393.73	3.51
From related parties	778.61	170.19
Total		

b) Borrowings-Current

	As at 31 March 2025	As at 31 March 2024
Particulars		
Secured		
Short term loan from banks	-	396.86
Current maturities of long-term borrowings	733.96	41.67
Total	733.96	438.53

Nature of Securities	Terms of repayment and interest
Revolving facility and Term loan from ICICI Bank Canada, balance outstanding amounting to INR 622.78 million (31 March 2024 - INR 396.86 million) and INR 496.06 million (31 March 2024 - INR 208.35 million) respectively is secured by: (i) Corporate Guarantors Fusion CX Limited (formerly Fusion CX Private Limited; prior to that Xplore-Tech Services Private Limited), Fusion BPO Canada Ltd., and Ready Call Center Limited. (ii) Personal Guarantors - Pankaj Dhanuka and Kishore Saraogi. The Credit Facilities would be secured by: (i) First priority and exclusive charge on entire cash flows, receivables (excluding AT&T receivables discounted by Citibank), book debts, and revenue of the Borrowers and all of their current & future subsidiaries of whatsoever nature and whenever arising, including both present and future. (ii) First priority and exclusive charge over all the fixed assets (immovable and movable) and current assets (including brands, patents, intangibles, investments in group companies) of Borrowers and all of their current & future subsidiaries (both present and future). (iii) Guarantees: (a) Corporate Guarantee from Parent and Fusion Canada, Irrevocable and unconditional in respect of all obligations of the Borrowers; (b) Personal Guarantee of Promoters. (iv) Pledge over the entire fully paid-up equity shares of each Borrower and any of their current & future subsidiaries; Share pledges to be executed by Fusion Canada (over shares of Ameridial) and by Ameridial (over shares of ACG).	The Revolving Facilities shall mature on the first anniversary of the date on which all specified conditions set forth in the Facility Documents are met to the satisfaction of the Lender. The Term Loan Facility shall mature on the fifth anniversary of the date on which all specified conditions set forth in the Facility Documents are met to the satisfaction of the Lender. The term loan will be repaid in 20 quarterly equal instalments. The aggregate of 3 months SOFR and the Applicable Margin (as defined herein), payable in respect of the credit facilities on the date which is the last business day of each calendar quarter after the first drawdown under the Facility (each such period an "Interest Period"); provided, however, that the final Interest Period shall end on the Revolving & Term Loan Maturity Date. Applicable Margin for Revolver Facility and Term Loan 1 is 3.70% p.a. and 3.90% p.a. respectively. SOFR means, with respect to any Banking Day, a rate per annum equal to the Secured Overnight Financing Rate for such Banking Day published by the SOFR Administrator on the SOFR Administrator's Website on the immediately succeeding Banking Day. The Loans will bear interest based on SOFR. In the event of any Event of Default, the Facility shall bear interest at 2% above the otherwise applicable rate. All such interest shall be due on demand.



18 Other Non-Current financial liabilities		As at 31 March 2025	As at 31 March 2024
Particulars			
Contingent consideration		52.28	135.30
Total		52.28	135.30

19 Trade payables		As at 31 March 2025	As at 31 March 2024
Particulars			
Trade Payable to Related Party		739.10	399.85
Trade payables due to others		50.88	46.28
Total		789.98	446.13

31-Mar-25						
Particulars	Unbilled Dues	Outstanding for following periods from date of Invoice				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables						
- Others	3.60	784.93	1.44	0.01	-	789.98
Disputed trade payables						
- Others	-	-	-	-	-	-
Total	3.60	784.93	1.44	0.01	-	789.98

Particulars	31-Mar-24					
	Unbilled Dues	Outstanding for following periods from date of invoice				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables						
- Others	11.29	433.72	1.12		-	446.13
Disputed trade payables						
- Others	-	-	-		-	-
Total	11.29	433.72	1.12		-	446.13

20 Other current financial liabilities		As at 31 March 2025	As at 31 March 2024
Particulars			
Security Deposit		3.02	2.94
Contingent consideration		482.42	195.98
Total		485.44	198.92

21 Current Tax Liabilities		As at 31 March 2025	As at 31 March 2024
Particulars			
Provision for Income Tax		9.91	-
Total		9.91	-

22 Other current liabilities		As at 31 March 2025	As at 31 March 2024
Particulars			
Statutory dues		-	1.68
ESOP payable		11.05	-
Accrued Payroll		158.46	54.15
Advance from Customer		1.71	-
Total		171.22	55.83

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Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025

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

23 Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of services		
Income from business process management services	3,772.47	2,905.83
Total	3,772.47	2,905.83

Notes:

- (i) There are no unsatisfied performance obligations resulting from Revenue from
(ii) Refer note 31 for additional revenue disclosures

24 Other Income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest Income - Bank deposits	1.66	0.01
Provision for credit allowances (Income)	-	6.49
Miscellaneous income	5.33	8.74
Liabilities no longer required - Written Back	17.00	-
Total	23.98	15.25

25 Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	1,737.31	1,698.87
ESOP Expenses	4.36	-
Staff welfare expenses	1.74	13.72
Total	1,743.41	1,712.59

26 Finance costs

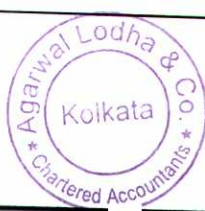
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on lease liabilities	58.87	12.23
Interest on term loan from bank	86.05	8.67
Total	144.92	20.90

27 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on property, plant and equipment	10.98	14.09
Depreciation on right-of-use asset	36.17	47.33
Amortisation on intangible assets	0.04	0.00
Total	47.19	61.43

28 Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Rent expense	52.45	29.19
Bank charges	28.51	30.24
Telephone and internet charges	22.17	46.52
Legal and professional fees	56.22	60.15
Insurance	38.32	32.92
Travelling and conveyance	71.95	68.42
Outsourcing Expenses	1,469.16	916.89
Security & Housekeeping Expenses	17.71	8.25
Office Supplies & Maintenance	10.11	9.20
Repairs & maintenance	0.18	0.08
Electricity Charges	12.92	8.54
Mailing, postage & shipping	2.00	0.34
Trade Receivables Net of write off	7.59	6.23
Recruitment & training	32.36	24.13
Sales and marketing	18.34	16.29
Membership & subscription	0.84	3.33
Foreign exchange fluctuation loss	-	0.21
Earnout Expenses	38.83	-
Miscellaneous expenses	17.10	7.74
Total	1,896.75	1,268.69



Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025

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

29 Earning per share

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit attributable to ordinary equity holders	(47.15)	(101.01)
Weighted average number of equity shares outstanding - Basic	15,000	15,000
Weighted average number of equity shares outstanding - Diluted	15,000	15,000
Earnings per share (INR) - Basic	(3,143.07)	(6,733.95)
Earnings per share (INR) - Diluted	(3,143.07)	(6,733.95)



30 Related party disclosures

A. Details of related parties:	
Description of relationship	Names of related parties
Holding Company	Fusion CX Private Limited (Formerly Xplore-Tech Services Private Limited)
Key Management Personnel (KMPs)	Mr. Parikaj Dhanuka (Director) Mr. Kishore Sarangi (Director)
Fellow Subsidiaries	OCurrence Inc. Fusion BPO Services SA DE CV (ELS) Fusion BPO Services Limited, Mexico Omind Technologies, Inc. US Fusion BPO Services Limited, Jamaica Fusion BPO Services Ltd, Canada Fusion BPO Services Philippines, Inc. Fusion BPO Services SA DE CV Fusion BPO Services SAS, Colombia Vital Recovery Services LLC Sequential Technology International, LLC Boomsourcing LLC Phoneo SARL S4 Communications LLC (Acquired on 31st December 2024) Ready Call Center Limited (Acquired on 27 March 2024) Scribeology LLC Sequential Technology International (India) Pvt Ltd Sequential Technology Philippines Pvt Ltd Sequential Technologies International LLC, USA (Acquired on 16 January 2025) Sequential Tech EL Salvador S.A. DEC. V., El Salvador
Entities over which KMPs/ directors and/ or their relatives are able to exercise significant influence	Rasish Consultants Private Limited Window Technologies Private Limited Global Seamless Tubes and Pipes Private Limited Omind Technologies Private Limited (Upto 31st December 2023) Omind Technologies Inc. (Upto 31st December 2023) S15 Oakland NC Ltd. SSR Services Inc. PKR Services Inc. PHS Business Private Limited GSTP (HPS) Private Limited, India Mrs. Chandrakanta Dhanuka (Mother of Mr. Parikaj Dhanuka) Mrs. Rajani Sarangi (Wife of Mr. Kishore Sarangi)
Relative of KMPs	Mrs. Chandrakanta Dhanuka (Mother of Mr. Parikaj Dhanuka) Mrs. Rajani Sarangi (Wife of Mr. Kishore Sarangi)

B. Details of related party transactions during the year:		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of Services		
Boomsourcing Inc., USA	16.30	23.17
OCurrence Inc., USA	20.21	1.99
Omind Technologies, Inc.	35.67	-
Ready Call Centre Limited	105.60	-
S4 Communications LLC	127.92	-
Vital Recovery Services LLC	2.09	-
Fusion BPO Services Limited, Canada	-	6.79
Services Received		
OCurrence Inc.	-	16.73
Boomsourcing Inc., USA	-	3.94
Phoneo SARL	-	5.48
Fusion BPO Services S.A.S (Columbia)	98.86	32.23
Fusion BPO Services Limited S.A de C.V	-	386.79
Fusion BPO Services Limited, Canada	-	74.76
Fusion BPO Services Ltd. (Jamaica)	206.99	152.94
Omind Technologies, Inc.	7.84	0.73
S4 Communications LLC	124.06	-
Fusion BPO Services Phils. Inc.	-	112.02
Vital Recovery Services LLC	1.58	-
Fusion CX Limited	127.04	143.10
Loans Taken During the year / (Repaid)		
OCurrence Inc., USA	(169.00)	-
Fusion BPO Services Limited, Canada	(128.79)	-
Boomsourcing Inc., USA	199.91	-
Ready Call Centre Limited	55.60	-
S4 Communications, LLC	278.92	-
STI US	677.22	-
Fusion BPO Services SA DE CV	4.28	-
Vital Recovery Services LLC	(2.29)	-
SSR Services Inc.	32.50	-
PKR Services Inc.	87.67	-
Loans Given During the year / (Repayment Received)		
OCurrence Inc., USA	311.91	-
Fusion BPO Services Limited, Canada	76.60	-

C. Balances Outstanding as at the end of the year:		
Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivable		
Boomsourcing Inc., USA	0.00	0.08
OCurrence Inc., USA	28.51	1.60
Ready Call Centre Limited	54.74	-
Omind Technologies, Inc.	18.11	-
S4 Communications LLC	133.08	-
Loan Receivables		
OCurrence Inc., USA	17.07	55.86
Fusion BPO Services Limited, Canada	8.79	137.59
Boomsourcing Inc., USA	199.91	-
Ready Call Centre Limited	55.60	-
S4 Communications, LLC	278.92	-
STI US	677.22	-
Fusion BPO Services SA DE CV	4.28	-
OCurrence Inc.	-	130.21
Vital Recovery Services LLC	-	2.29
SSR Services Inc.	32.50	-
PKR Services Inc.	87.67	-
ESOP Payable		
Fusion CX Limited	11.05	-
Trade payables		
Fusion BPO Services Ltd. (Jamaica)	153.56	82.53
Fusion BPO Services Limited, Canada	45.26	9.89
Fusion BPO Services Phils. Inc.	131.41	11.93
Fusion BPO Services Limited S.A de C.V	333.51	240.40
Fusion BPO Services S.A.S (Columbia)	9.93	17.25
Omind Technologies, Inc.	3.32	1.28
Fusion CX Limited	50.89	36.58
Ready Call Centre Limited	11.23	-
Loan Payable		
OCurrence Inc., USA	-	-
Fusion BPO Services Limited, Canada	315.43	3.51
	76.60	-

Notes:

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



Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025
(All amount are in INR Millions, unless otherwise stated)

31 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	For the year ended 31 March 2025	For the year ended 31 March 2024
Trade Receivables	814.02	637.58
Contract liabilities	1.71	-
Advances from customers		

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

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	-	-
Revenue recognised during the year	1.71	-
Advances received	1.71	-
At the end of the reporting period		

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

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue as per contracted price	3,772.47	2,905.83
Adjustments made to contract price on account of :-		
Discount / Rebates	-	-
Revenue from operations	3,772.47	2,905.83

d) Disaggregation of revenue

Revenue based on geography

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Domestic	-	-
Export	-	-
Revenue from operations		

Revenue based on timing of recognition

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue recognition at a point in time	3,772.47	2,905.83
Revenue from operations	3,772.47	2,905.83



Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025
(All amount are in INR Millions, unless otherwise stated)

32 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 2025	As at 31 March 2024
	Amortised Cost	Amortised Cost
Financial assets		
Non-current		
Loans	-0.00	-
Other financial assets	2.60	2.09
Current		
Trade receivables	814.02	637.58
Cash and cash equivalents	160.65	23.15
Bank balances other than cash and cash equivalents	-	-
Loans	1,361.97	325.94
Other financial assets	-	0.31
Financial liabilities		
Non-current		
Borrowings	778.61	170.19
Lease liabilities	97.33	115.00
Other Financial Liability	52.28	135.30
Current		
Borrowings	733.96	438.53
Lease liabilities	22.08	31.00
Trade payables	789.98	446.13
Other financial liabilities	485.44	198.92

B) Fair value hierarchy:

Fair values of financial assets and financial liabilities measured at fair value,

Particulars	As at 31 March 2025	As at 31 March 2024
Financial Assets measured at Cost		
Level 3		
Investment in equity shares	996.73	830.91
Total financial assets	996.73	830.91

The fair value of other current financial assets, cash and cash equivalents, trade receivables, trade payables, short-term borrowings 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 and non-current borrowings are not significantly different from the carrying amount.

(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.



33 Financial risk management

The Entity's financial risk management is an integral part of how to plan and execute its business strategies. The Entity'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 Entity'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 Entity, 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 2025	As at 31 March 2024
Non-current borrowings	778.61	170.19
Current borrowings (including current maturities of long-term debt)	733.96	438.53
Total Borrowings (excluding interest accrued but not due)	1,512.57	608.72
Borrowings not carrying variable rate of Interest	1,118.84	605.208961
Borrowings carrying variable rate of Interest	393.73	3.51
% of Borrowings out of above bearing variable rate of interest	26%	1%

Interest rate sensitivity

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

Particulars	As at 31 March 2025	As at 31 March 2024
100 bps increase would decrease the profit before tax by	(3.94)	(0.04)
100 bps decrease would increase the profit before tax by	3.94	0.04

(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).



33 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 2025, 31 March 2024 is the carrying amounts of financial assets as per Note 43. 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

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

- (i) 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

- (ii) Trade receivables :

The Entity 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 Entity's trade receivable are generally having credit period from 30 to 60 days and historically, majority of trade receivables are recovered subsequently.

The Entity uses a provision matrix to measure the ECLs of trade receivables. The provision matrix is initially based on the Entity'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 2025	Unbilled dues	Less than 6 months	6 months-1 year	More than 1 year	Total
Gross carrying amount	184.17	619.24	1.66	25.86	830.92
Provision for expected credit losses	-	0.60	1.62	14.69	16.90
Carrying amount of Trade receivable (net of impairment)	184.17	618.64	0.04	11.17	814.02

31 March 2024	Not Due	Less than 6 months	6 months-1 year	More than 1 year	Total
Gross carrying amount		641.23		18.87	660.09
Provision for expected credit losses		3.65		18.87	22.53
Carrying amount of Trade receivable (net of impairment)	-	637.58	-	-	637.58

(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 2025					
Borrowings	1,512.57	1,512.57	733.96	778.61	-
Lease liabilities	119.41	119.41	22.08	97.33	-
Trade payables	789.98	789.98	788.54	1.44	-
Other financial liabilities	537.72	537.72	485.44	52.28	-
Total	2,959.68	2,959.68	2,030.01	929.67	-
As at 31 March 2024					
Borrowings	608.72	608.72	438.53	170.19	-
Lease liabilities	146.00	146.00	31.00	115.00	-
Trade payables	446.13	446.13	1.12	445.02	-
Other financial liabilities	334.22	334.22	198.92	135.30	-
Total	1,535.07	1,535.06	669.56	865.51	-



Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025

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

34 Ratios

S No.	Ratio	Formula	Particulars		As at 31 March 2025		As at 31 March 2024		Ratio as on		Variation	Remarks
			Numerator	Denominator	Numerator	Denominator	Numerator	Denominator	31 March 2025	31 March 2024		
(a)	Current Ratio	Current Assets / Current Liabilities	Current Assets= Inventories + Current loans + Trade receivable + Cash & cash Equivalents + Other current financial assets	Current Liability= current borrowings + current lease liabilities + Trade payables + Other financial liabilities + Other current liabilities and provisions	2,370.03	2,212.60	997.54	1,170.41	1.07	0.85	25.68%	Refer note (a) below
(b)	Debt-Equity Ratio	Debt / Equity	Debt= Non current borrowings + Non current Lease liabilities + Current Lease liabilities	Equity= Equity share capital + Other equity	1,631.98	475.36	754.72	509.88	3.43	1.48	131.94%	Refer note (a) below
(c)	Debt Service Coverage Ratio	Net Operating Income / Debt Service	Net profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of PPE etc.	Interest expense + Principal repayments made during the year for long term loans + Lease payments	144.97	(715.15)	(18.68)	(650.82)	(0.20)	0.03	-806.23%	Refer note (b) below
(d)	Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Shareholder's Equity	Net Income= Net Profits after taxes less Preference dividends	Average shareholder's equity	(47.15)	492.62	(101.01)	556.90	-9.57%	-18.14%	-47.24%	Refer note (a) below
(e)	Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	Net credit sales	Average Trade Receivables	3,772.47	725.80	2,905.83	582.08	5.20	4.99	4.12%	Refer note (c) below
(f)	Net Capital Turnover Ratio	Revenue / Working Capital	Revenue from operations	Working capital= current assets- current liabilities	3,772.47	157.43	2,905.83	(172.88)	23.96	(16.81)	-242.56%	Refer note (d) below
(g)	Net Profit Ratio	Net Profit / Net Sales	Net profit	Net sales	(248.24)	3,772.47	(101.01)	2,905.83	-6.58%	-3.48%	89.31%	Refer note (b) below
(h)	Return on Capital Employed	EBIT / Capital Employed	EBIT= Earnings before interest and taxes	Capital Employed= Tangible net worth + Total borrowings + Deferred tax liabilities (net)	109.10	2,159.63	-121.64	1,399.90	5.05%	-8.69%	-158.14%	Refer note (a) below
(i)	Return on Investment	Other Income (excluding dividend)/Average Cash and cash equivalents and other marketable securities	Other Income (excluding dividend)	Average Cash and cash equivalents and other marketable securities	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

- (a) The change in ratio is less than 25% as compared to previous period and hence, no explanation required.
- (b) Variance is largely due to increase in profit earned during the year.
- (c) Variance is due to lower collection in the current year as compared to previous year along with decline in revenue in the current year as compared to previous year.
- (d) Variance is due to decline in revenue in the current year as compared to previous year.



35 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the Company. The Company'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 Company 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 Company monitors capital on the basis of the following ratio: Net debt divided by total equity.

Particulars	As at 31 March 2025	As at 31 March 2024
Net debt (Refer note (i) below)	1,471.33	731.57
Equity (Refer note (ii) below)	460.61	460.61
Net debt to equity	3.19	1.59

- (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
(ii) Equity comprises of equity share capital and other equity.

Dividend

	As at 31 March 2025	As at 31 March 2024
Equity shares		
(i) Equity shares		
Interim dividend for the year ended 31 March 2025	0.00	0.03
(ii) Dividends not recognised at the end of the reporting period		
The directors have recommended the payment of a final dividend of INR 0.2 per fully paid equity share (31 March 2023 - Nil). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.		

Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Company 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.

- 36 The Company has appointed independent consultants for conducting a transfer pricing study for the year ended March 31, 2025 to determine whether the transactions with related parties were undertaken at "arms length basis". Adjustments, if any, arising from the transfer pricing study shall be accounted for, as and when the study is completed. The management confirms that all international transactions with related parties are undertaken at negotiated contracted prices on usual commercial terms. The transfer pricing report for the year ended March 31, 2024 has been obtained and there are no adverse comments requiring adjustments in the financial statements for the current year.

36 Details of Corporate social responsibility (CSR) expenses:

Note- The Company being a foreign company the obligation for Corporate social responsibility (CSR) as per Indian Acts are not applicable hence the disclosures are not given.

37 Note on Audit Trail

Under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, Companies are required to comply with certain reporting obligations effective from 1 April 2023. The Company is using Quick book and Tally, an ERP-based accounting software, for maintaining its books of accounts which does not have feature of recording audit trail (edit log) facility for all the transactions recorded in the accounting software.

- 38 Figures of the previous year has been re-grouped/re-arranged wherever necessary. The impact of the same is not material to the users of financial statements.

As per our report of even date
For Agarwal Lodha & Co
Chartered Accountants
Firm's Registration No: 330395E

Vikram Agarwal
Partner
Membership No: 303354
UDIN: 25303354BMLCGW4152
Place: Kolkata
Date: August 4, 2025



For and on behalf of the Board of Directors of
Ameridial Inc.

Pankaj Dhanuka

Pankaj Dhanuka
Director

Kishore Saraogi

Kishore Saraogi
Director

Place: Kolkata
Date: August 4, 2025

Ameridial Inc.

Notes to the special purpose financial statements for the year ended 31 March 2025

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

9 Tax expense

(A) Income tax expense:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax	9.79	3.30
Tax related to earlier years	6.19	-
Deferred tax	(4.65)	(44.82)
Income tax expense reported in the Statement of profit or loss	11.32	(41.53)

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

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Items that will not be reclassified to profit or loss	-	-
Remeasurement of net defined benefit liability	-	-
Income tax charged to OCI	-	-

(C) Deferred tax balances:

Particulars	As at 31 March 2024	As at 31 March 2023
Deferred tax liability		
Property, plant and equipment	-	-
Right-of-use assets	-	-
Total deferred tax liability (A)	-	-
Deferred tax assets		
Unwinding of financial instruments at amortised cost	78.29	71.69
Provision for credit allowances on trade receivables	-	-
Lease liabilities	-	-
Provision for employee benefits	-	-
Total deferred tax assets (B)	78.29	71.69
Deferred tax assets (net) (B-A)	78.29	71.69

Movement in deferred tax assets and deferred tax liabilities from 01 April 2023 to 31 March 2024:

Particulars	As at 01 April 2023	Recognised in profit or loss	FCTR	As at 31 March 2025
Deferred tax liabilities				
Property, plant and equipment	-	-	-	-
Right-of-use assets	-	-	-	-
Total deferred tax liability (A)	-	-	-	-
Deferred tax assets				
Unwinding of financial instruments at amortised cost	71.69	4.65	1.94	78.29
Provision for credit allowances on trade receivables	-	-	-	-
Lease liabilities	-	-	-	-
Provision for employee benefits	-	-	-	-
Total deferred tax assets (B)	71.69	4.65	1.94	78.29
Deferred tax assets (net) (B-A)	71.69	4.65	1.94	78.29

Movement in deferred tax assets and deferred tax liabilities from 01 April 2023 to 31 March 2024:

Particulars	As at 01 April 2023	Recognised in profit or loss	FCTR	As at 31 March 2024
Deferred tax liabilities				
Property, plant and equipment	-	-	-	-
Right-of-use assets	-	-	-	-
Total deferred tax liability (A)	-	-	-	-
Deferred tax assets				
Unwinding of financial instruments at amortised cost	26.06	44.82	0.81	71.69
Provision for credit allowances on trade receivables	-	-	-	-
Lease liabilities	-	-	-	-
Provision for employee benefits	-	-	-	-
Total deferred tax assets (B)	26.06	44.82	0.81	71.69
Deferred tax assets (net) (B-A)	26.06	44.82	0.81	71.69



Ameridial Inc.
Special Purpose Statement of Changes in Equity for the year ended 31 March 2025
(All amount are in INR Millions, unless otherwise stated)

(A) Equity share capital (Refer note 15)

Particulars	No. of Shares	Amount
Balance as at 1 April 2023	15,000.00	460.61
Issued during the year		
Balance as at 31 March 2024	15,000.00	460.61
Issued during the year		
Balance as at 31 March 2025	15,000.00	460.61


(B) Other equity (Refer note 16)



Particulars	Reserve and Surplus		
	Retained Earnings	Foreign Currency Translation Reserve	Total
Balance as at 1 April 2023	93.65	49.65	143.30
Share based payment to employees	0.00	-	-
Profit for the year	(101)	-	(101.01)
Other comprehensive income for the year	0.00	6.98	6.98
Total comprehensive income	(101)	6.98	(94.03)
Less: Adjustment on Share Capital due to issue of bonus shares	0.00	-	-
Less: Dividend	-	-	-
Balance as at 31 March 2024	(7.36)	56.63	49.27
Balance as at 1 April 2024	(7.36)	56.63	49.27
Share based payment to employees	-	-	-
Profit for the year	(47.15)	-	(47.15)
Other comprehensive income for the year	-	12.62	12.62
Total comprehensive income	(47.15)	12.62	(34.53)
Less: Adjustment on Share Capital due to issue of bonus shares	-	-	-
Less: Dividend	-	-	-
Balance as at 31 March 2025	(54.50)	69.25	14.75

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date
For Agarwal Lodha & Co
Chartered Accountants
Firm's Registration No: 330395E

For and on behalf of the Board of Directors of
Ameridial Inc.


Vikram Agarwal
Partner
Membership No: 303354
UDIN: 25303354BMLCGW4152
Place: Kolkata
Date: August 4, 2025

 
Pankaj Dhanuka Kishore Saraogi
Director Director



Place: Kolkata
Date: August 4, 2025