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

To the Members of O'Currance Inc.
Report on the Audit of the Special Purpose Financial Statements

Opinion

We have audited the accompanying Special purpose standalone financial statements of **O'Currance Inc.** ("the Company"), which comprise the Special Purpose Balance Sheet as at March 31, 2022, Special Purpose Standalone Statement of Profit and Loss (including Other Comprehensive Income), Special Purpose Standalone Statement of Changes in Equity and Special Purpose Standalone Statement of Cash Flows for the year then ended, and notes to the Special Purpose Standalone 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 accompanying Special Purpose Standalone Financial Statements of the Company for the year ended 31 March 2022 are prepared in all material respects, in accordance with the note 2.1 on basis of accounting.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Special Purpose Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

We draw attention to Note 2.1 to the Special Purpose Standalone Financial Statements which describe the purpose and basis of its accounting. These Special Purpose Standalone 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 year ended 31 March 2021 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 Standalone 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 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.

Agarwal Lodha & Co. Kolkata Chartered Accountants

Key Audit Matters

In accordance with SA 701, we have determined that there are no key audit matters to communicate in our report as the Company is an unlisted entity.

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

Management is responsible for the preparation and fair presentation of the special purpose financial statements in accordance with the basis of accounting described in Note 2.1, and for such internal control as management determines is necessary to enable the preparation of special purpose financial statements that are free from material misstatement, whether due to fraud or error.

The Board of Directors of the company is responsible for overseeing the financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. The scope of the audit includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Other Matter

The Company has prepared a separate set of Financial Statements for the year ended 31 March 2022 in accordance with the Accounting Standards notified under Section 133 of the Act, read together with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India, were audited by us and whose report dated 26th March 2025 expressed an unmodified opinion.

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

Report on Other Legal and Regulatory Requirements

Since the Company is incorporated outside India, this report does not include reporting on matters specified under the Companies Act, 2013. However, we have considered applicable provisions relevant to the DRHP and SEBI (ICDR) Regulations, 2018 as amended.

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

Vikram Agarwal

Agarwal Lodha & Co. Kolkata Chartered Accountants

(Vikram Agarwal)
Partner
Membership No. 303354
UDIN: 25303354BMLBUG7205
Place of Signature: Kolkata
Date: 26/03/2025

O'Currance Inc.
Special purpose statement of financial position as at 31 March 2022
(All amount are in INR Lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2022
Assets		
Non-current assets		
Property, plant and equipment	5	(1,226.39)
ROU Assets	6	14.51
Other intangible assets	7	2,446.63
Goodwill		
Financial assets		
Investment	8	1,837.72
Loans	9(a)	4,789.95
Other non current financial assets	10	0.41
Deffered Tax Assets	11	277.61
Other non-current assets	12	10.00
Total non-current assets		**8,150.44**
Current assets		
Financial assets		
Loans	9(b)	-
Trade receivables	13	688.60
Cash and cash equivalents	14	531.48
Other current assets	15	2,451.17
Total current assets		**3,671.25**
Total Assets		**11,821.69**
Equity and Liabilities		
Equity		
Equity share capital	16	1,951.93
Other equity	17	2,417.27
Total equity		**4,369.20**
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	18	4,882.59
Total non-current liabilities		**4,882.59**
Current liabilities		
Financial liabilities		
Borrowings	18	116.02
Trade payables	19	1,553.93
Lease Liability	6	16.54
Other current liabilities	20	181.52
Current Tax Liability	21	701.89
Total current liabilities		**2,569.90**
Total liabilities		**7,452.49**
Total Equity and Liabilities		**11,821.69**

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

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

Vikram Agarwal

Vikram Agarwal
Partner
Membership No: 303354
UDIN: 25303354BMLBUG7205
Place: Kolkata
Date: 26/03/2025

Agarwal Lodha & Co. Kolkata Chartered Accountants

For and on behalf of the Board of Directors of O'Currance Inc.

Pankaj Dhanuka
Director

Kishore Saraogi
Director

Place: Kolkata
Date: 26/03/2025

O'Currance Inc.

Special purpose statement of Profit and Loss for the year ended 31 March 2022

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

Particulars	Notes	For the year ended 31 March 2022
Income		
Revenue from operations	22	2,791.72
Other Income	23	1,633.13
Total Income		**4,424.85**
Expenses		
Employee benefits expenses	24	215.96
Finance costs	25	(0.57)
Depreciation and amortisation expense	26	401.09
Other expenses	27	4,467.77
Total expenses		**5,084.26**
Profit before tax		**(659.40)**
Income tax expense		
Current tax		15.52
Tax pertaining to earlier years		-
Deferred tax		(89.57)
Total tax expense		**(74.05)**
Profit for the year		**(585.35)**
Other comprehensive income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement gain/(loss) of net defined benefit plan		-
Income tax effect on above		-
Items that will be reclassified subsequently to profit or loss		-
Foreign currency translation reserve		
Other comprehensive income for the year, net of tax		**-**
Total comprehensive income for the year		**(585.35)**

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

Vikram Agarwal

Partner

Membership No: 303354

UDIN: 25303354BMLBUG7205

Place: Kolkata

Date: 26/03/2025

Agarwal Lodha & Co. Kolkata Chartered Accountants

For and on behalf of the Board of Directors of O'Currance Inc.

Pankaj Dhanuka
Director

Kishore Saraogi
Director

Place: Kolkata

Date: 26/03/2025

O'Currance Inc.

Special Purpose Statement of Cash Flows for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022
Cash flow from operating activities	
Profit before tax	(659.40)
Adjustments for:	
Depreciation and amortisation expense	401.09
Finance costs	(0.57)
Other	791.87
Dividend income	(1,487.40)
Provision for credit allowances on trade receivables	8.65
Liabilities/ provisions no longer required written back	-
Operating profit before working capital changes	**(945.76)**
Changes in operating assets and liabilities	
Adjustments for (increase) / decrease in operating assets	
Trade receivables	480.23
Other financial assets	(0.01)
Other current assets	21.00
Adjustments for increase / (decrease) in operating liabilities	
Trade payables	611.79
Other financial liabilities	16.54
Other liabilities	115.72
Cash generated from operations	**299.51**
Income tax paid (net)	(28.30)
Net cash flows generated from operating activities (A)	**271.21**
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)	(43.30)
Proceeds from Investment	(60.06)
Loan given (net)	(209.35)
Dividend received	(50.09)
Net cash flows used in investing activities (B)	**(362.80)**
Cash flow from financing activities	
Proceeds from issue of shares	-
Proceeds from Borrowings (net)	81.31
Effect of Foreign Currency Translation Reserve	(8.97)
Payment of lease obligations	-
Interest paid	0.57
Net cash flows (used in) / generated from financing activities (C)	**72.91**
Net (decrease) / increase in cash and cash equivalents (A+B+C)	**(18.68)**
Cash and cash equivalents at the beginning of the year	1,420.91
Cash and cash equivalents at the end of the year	**1,402.23**

Cash and cash equivalents comprises:

	For the year ended 31 March 2022
Balances with banks	
- in current accounts	1,402.21
Balances as per Statement of Cash Flows	**1,402.21**

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.

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

Vikram Agarwal

Partner

Membership No: 303354

UDIN: 25303354BMLBUG7205

Place: Kolkata

Date: 26/03/2025

Agarwal Lodha & Co. Kolkata Chartered Accountants

For and on behalf of the Board of Directors of O'Currance Inc.

Pankaj Dhanuka
Director

Kishore Saraogi
Director

Place: Kolkata

Date: 26/03/2025

O'Currance Inc.
Summary of material accounting policies and other explanatory information for the year ended 31 March 2022
(All amounts in INR, unless otherwise stated)

1 Corporate information

O'Currance Inc.("the Company") was incorporated on 9th May, 1994, and is domiciled in Utah, USA. The principal place of business is located in Utah, 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 financial statements up to year ended 31 March 2021 were prepared in accordance with the accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP"). These special purpose financial statements for the year ended 31 March 2022 are the first set of financial statements prepared in accordance with Ind AS. The date of transition to Ind AS is 01 April 2021 (hereinafter referred to as the 'transition date').

The special purpose financial statements for the year ended 31 March 2022 and the opening Balance Sheet as at 01 April 2021 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the Balance Sheet, Statement of Profit and Loss (including Comprehensive Income) and Cash Flow Statement are provided in Note 5.
Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy thereto in use.

These special purpose financial statements were approved for issue in accordance with a resolution of the directors on 26/03/2025

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.

(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 lakhs, 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 realizationin cash or cash equivalents . The Company has ascertain edits operating cycle being a period of 12months 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 donot include items where the Company does not have an unconditional right to defers ettlement beyond a period of 12months ,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 (IndianAccountingStandards)Rulesasissuedfromtimetotime.As at 31 March 2022, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Agarwal Lodha & Co. * Kolkata * Chartered Accountants

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 exists, such impairment losses are reversed and recognised in income. Such reversal shall not cause the carrying amount to exceed the amount that would have resulted had no impairment taken place during the preceding periods.

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

On transition to Ind AS, the 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.

Agarwal Lodha & Co. * Chartered Accountants * Kolkata

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.

Agarwal Lodha & Co. ★ Kolkata ★ Chartered Accountants

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 derecognized 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.

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Kolkata
Chartered Accountants

2.2 Summary of material accounting policies (cont'd)

(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 though 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

(l) Provisions, Contingent liabilities and Contingent Assets

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

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

Agarwal Lodha & Co. Kolkata Chartered Accountants

2.2 Summary of material accounting policies (cont'd)

Other Income

Interest Income from Bank Deposits

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

Dividend Income

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

(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. To be r

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.

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 To be c

- 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.

Agarwal Lodha & Co. Kolkata Chartered Accountants

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

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 2022 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.

Agarwal Lodha & Co. Kolkata Chartered Accountants

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, 2022, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

4 First-time adoption of Ind-AS

These special purpose financial statements are the first set of Ind AS financial statements prepared by the Company. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on 31 March 2023, together with the comparative year data as at and for the year ended 31 March 2022, as described in the material accounting policies/Group accounting policies as applicable. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2022, being the Company's statutory date of transition to Ind AS.

Exemptions availed on first time adoption of Ind AS

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

(i) Optional

Deemed Cost of property plant and equipment and intangible assets

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

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

(a) Estimates

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

Ind AS estimates as at 1 April 2022 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

(i) Impairment of financial assets based on expected credit loss model.

(ii) FVTPL - debt securities

(iii) Effective interest rate used in calculation of security deposit.

(b) Derecognition of financial assets and financial liabilities

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

(c) Classification and measurement of financial assets

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

Agarwal Lodha & Co.
Kolkata
Chartered Accountants

O'Currance Inc.
Notes forming part of the financial statements for the year ended 31 March 2022
(All amount are in INR Lakhs, unless otherwise stated)

5 Property, plant and equipment

Particulars	Buildings	Office Equipment	Plant and equipments	Furniture and fixtures	Leasehold Improvement	Vehicles	Total Tangibles
Gross carrying amount (deemed cost)							
Balance as at 1 April 2021 (Refer Note (d) below)	158.22	290.36	403.39	183.70	126.16	50.33	1,212.16
Acquisitions through Business Combination							-
Additions							-
Disposals/ Adjustments							-
Translation exchange difference							-
Balance as at 31 March 2022	**158.22**	**290.36**	**403.39**	**183.70**	**126.16**	**50.33**	**1,212.16**
Accumulated depreciation	-	-	-	-	-	-	
Balance as at 1 April 2021 (Refer Note (d) below)	-	-	-	-	-	-	-
Depreciation charge during the year	-	-	2,438.55	-	-	-	2,438.55
Disposals/ Adjustments	-	-	-	-	-	-	-
Translation exchange difference	-	-	-	-	-	-	-
Balance as at 31 March 2022	**-**	**-**	**2,438.55**	**-**	**-**	**-**	**2,438.55**
Net carrying amount as at 31 March 2022	**158.22**	**290.36**	**(2,035.16)**	**183.70**	**126.16**	**50.33**	**(1,226.39)**

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O'Currance Inc.
Notes forming part of the financial statements for the year ended 31 March 2022
(All amount are in INR Lakhs, unless otherwise stated)

6 Right to use and Lease Liabilities

The Group has leasing arrangements for a number of properties in the jurisdictions from which it operates. In some jurisdictions it is customary for lease contracts to provide for payments to increase each year by inflation and in others to be reset periodically to market rental rates. In some jurisdictions, for property leases the periodic rent is fixed over the lease term. These leases have terms ranging from two to ten years. The Company applies the recognition exemptions relating to short-term leases and lease of low-value assets for these leases
The weighted average incremental borrowing rate applied to lease liabilities as at 31 March 2024, 31 March 2023 and 01 April 2022

(a) Right-of-use asset

Particulars	Buildings
Gross carrying amount	
Balance as at 1 April 2021	
On adoption of Ind AS 116	
Acquisition through Business Combination	71.10
Additions	
Disposal	
Translation exchange difference	
Balance as at 31 March 2022	**71.10**
Accumulated depreciation	
Balance as at 1 April 2021	
Charge for the year	56.59
Disposal	-
Translation exchange difference	-
Balance as at 31 March 2022	**56.59**
Net carrying amount as at 1 April 2022	**14.51**

(b) Lease liabilities

Particulars	As at 31 March 2022
Balance of lease liabilities at the beginning of the year	-
On adoption of Ind AS 116	-
Add: Additions during the year (including business combinations)	-
Add: Interest on lease liabilities	-
Less: Lease payments	-
Add: Translation difference	-
Balance of lease liabilities at the end of the year	
Current portion of lease liabilities	16.54
Non-current portion of lease liabilities	-

Agarwal Lodha & Co.
Kolkata
Chartered Accountants

O'Currance Inc.
Notes forming part of the financial statements for the year ended 31 March 2022
(All amount are in INR Lakhs, unless otherwise stated)

7 Other intangible assets

Particulars	Computer software	Customer Lists	Total
Gross carrying amount (deemed cost)			
Balance as at 1 April 2021 (Refer note (a) below)	259.01	2,187.62	**2,446.63**
Acquisition through business combination	-	-	-
Additions	-	-	-
Disposals	-		-
Translation exchange difference	-	-	-
Balance as at 31 March 2022	**259.01**	**2,187.62**	**2,446.63**

Agarwal Lodha & Co. Kolkata Chartered Accountants

O'Currance Inc.
Notes to the special purpose financial statements
(All amount are in INR Lakhs, unless otherwise stated)

8 Investment

Particulars	As at 31 March 2022
Investment in Subsidiaries at cost (Unquoted)	
Fusion CX Private Limited (No of share Held- 2359380)	1,837.72
Total	**1,837.72**

9 (a) Loans-Non Current

Particulars	Terms of repayment	Interest rate	As at 31 March 2022
Unsecured, considered good			
Loans to related parties	3 years	8.00%	154.04
Loans to Inter Company			4,635.91
Total			**4,789.95**

Notes: Loans due from related parties:
Step down subsidiary company
Entities over which KMPs/ directors and/ or their relatives are able to exercise significant influence

Notes:
a) There are no loans receivables which are credit impaired or which have a significant increase in credit risk based on
b) The fair value of current loans are not materially different from the carrying value presented.
c) All the above loans have been given for business purposes.
d) Break up of security details:

Particulars	As at 31 March 2022
Loans considered good - secured	-
Loans considered good - unsecured	4,789.95
Loans which have significant increase in credit risk	-
Loans - credit impaired	-
Total	**4,789.95**
Loss allowance	-
Total	**4,789.95**

(b) Loans-Current

Particulars	As at 31 March 2022
Unsecured Considered Good	
Loans from Inter Company	-
Total	-

10 Other non current financial assets

Particulars	As at 31 March 2022
Unsecured, considered good	
Security deposits	0.41
Total	**0.41**

12 Other non current assets

Particulars	As at 31 March 2022
Prepaid expenses	10.00
Total	**10.00**

13 Trade receivables

Particulars	As at 31 March 2022
Trade receivables considered good - unsecured	719.14
Trade receivables - credit impaired	-
Trade receivables which have significant increase in credit risk	-
Less: Allowance for expected credit loss	(30.54)
Total	**688.60**

Agarwal Lodha & Co.
Kolkata

O'Currance Inc.
Notes to the special purpose financial statements
(All amount are in INR Lakhs, unless otherwise stated)

11 Tax expense

(A) Income tax expense:

Particulars	For the year ended 31 March 2022
Current tax	15.52
Tax related to earlier years	-
Deferred tax	(89.57)
Income tax expense reported in the Statement of profit or loss	**(74.05)**

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

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

(C) Reconciliation of tax charge

Particulars	For the year ended 31 March 2022
Profit before tax	(659.40)
Enacted income tax rate applicable to the Company	
Current tax expenses/(Credit) on profit/(loss) before tax at the enacted income tax rate	-
Tax related to earlier years	-
Impact due to deductions claimed under Income-tax Act	-
Tax impact of expenses not deductible	-
Tax impact on remeasurement of net defined benefit liability	-
Others	-
Income tax expense	-

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

Agarwal Lodha & Co. Kolkata Chartered Accountants

O'Currance Inc.
Notes to the special purpose financial statements
(All amount are in INR Lakhs, unless otherwise stated)

Further classified as:	
Receivable from related parties	354.21
Receivable from others (net)	364.93
Total	**719.14**

14 Cash and cash equivalents

Particulars	As at 31 March 2022
Balances with banks	
In current accounts	531.48
Cash on hand	-
Total	**531.48**

15 Other current assets

Particulars	As at 31 March 2022
Advance to vendors	16.92
Prepaid expenses	7.61
Dividend Receivable	2,416.24
Unbilled Revenue	10.40
Total	**2,451.17**

Agarwal Lodha & Co. Kolkata Chartered Accountants

O'Currance Inc.
Notes to the special purpose financial statements
(All amount are in INR Lakhs, unless otherwise stated)

16 Equity share capital

Particulars	As at 31 March 2022
Authorised share capital	
Equity Shares	
The authorized share capital is 10,100,000 divided into Common stock- 10,000,000 having no par value and Preferred stock- 100,000 having no par value	1,951.93
	1,951.93
Issued, subscribed and paid up	
Equity Shares	
Equity Share of (31 March 2024: No of Share Held-23,59,380) (Common stock, no par value)	1,951.93
Total	**1,951.93**

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

Particulars	As at 31 March 2022	
	Number of shares	Amount
Outstanding at the beginning of the year	2,359,380	1,951.93
Add: Adjusted number of shares on account of sub division of equity share (Refer note below)	-	-
Add: Bonus shares issued during the year	-	-
Outstanding at the end of the year	**2,359,380**	**1,951.93**

(B) Rights, preferences and restrictions attached:

The Company has only one class of equity shares (Common stock, no par value). 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 2022	
	No. of shares	% holding
Fusion CX Private Limited	2,359,380 of common stock	100.00%

Agarwal Lodha & Co. Kolkata Chartered Accountants

O'Currance Inc.
Notes to the special purpose financial statements
(All amount are in INR Lakhs, unless otherwise stated)

17 Other equity

Particulars	As at 31 March 2022
Retained earnings	2,426.24
Foreign Currency Translation Reserve	(8.97)
Total	**2,417.27**

(A) Retained earnings

Particulars	As at 31 March 2022
Opening balance	3,011.60
Add: Profit for the year	(585.35)
Less: Dividend paid	-
Closing balance	**2,426.24**

(B) Foreign Currency Translation Reserve

Particulars	As at 31 March 2022
Opening balance	-
Add: Movement during the year	(8.97)
Closing Balance	**(8.97)**

Nature and purpose of other reserves

Retained earnings	Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit
Foreign currency translation reserve	Exchange differences arising on translation of assets, liabilities, income and expenses of the Group's foreign subsidiaries are recognised in other comprehensive income and accumulated

18 Borrowings-Non Current

Particulars	As at 31 March 2022
Secured	
Term loan from banks (refer details below)	6.62
Vehicle Loan	5.57
Total	
Less : Current maturities of long-term borrowings (included in current borrowings)	-
Unsecured	
From related parties (Refer note 30 and details below)	4,870.40
Total	**4,882.59**

Borrowings-Current

Particulars	As at 31 March 2022
Secured	
Current maturities of long-term borrowings	
Short term loan from banks	114.07
Vehicle Loan	1.94
Total	**116.02**

19 Trade payables

Particulars	As at 31 March 2022
Total outstanding dues of creditors	204.87
Trade Payable to Related Party	1,349.06
Total	**1,553.93**

20 Other current liabilities

Particulars	As at 31 March 2022
Accrued Payroll	27.26
Advance from Customer	109.07
Other Current Liability	1.51
Security Deposit	43.68
Total	**181.52**

21 Current Tax Liability

Particulars	As at 31 March 2022
Provision for Income Tax	701.89
	-
Total	**701.89**

Agarwal Lodha & Co.
Kolkata
Chartered Accountants

O'Currance Inc.
Notes to the special purpose financial statements
(All amount are in INR Lakhs, unless otherwise stated)

22 Revenue from operations

Particulars	For the year ended 31 March 2022
Sale of services	
Income from business process management services	2,791.72
Total	**2,791.72**

Notes:

(i) There are no unsatisfied performance obligations resulting from Revenue from Contracts with Customers as at
(ii) Refer note 30 for additional revenue disclosures

23 Other Income

Particulars	For the year ended 31 March 2022
Liabilities no longer required - Written Back	-
Provision for credit allowances (Income)	(8.65)
Miscellaneous income	154.39
Dividend Income	1,487.40
Total	**1,633.13**

24 Employee benefits expense

Particulars	For the year ended 31 March 2022
Salaries, wages and bonus	215.96
Staff welfare expenses	
Total	**215.96**

Note: Being a foreign company the obligation for payment of Providend Fund and Gratuity as per Indian Acts are not applicable hence t

25 Finance costs

Particulars	For the year ended 31 March 2022
Interest on term loan bank	-
Interest expenses on lease liability	(0.57)
Total	**(0.57)**

26 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2022
Depreciation on property, plant and equipment (Refer note 5)	20.96
Amortisation on intangible assets (Refer note 7)	380.13
Depreciation on right-of-use asset (Refer note 6)	
Total	**401.09**

27 Other expenses

Particulars	For the year ended 31 March 2022
Rent expense	33.95
Bank charges	36.05
Telephone and internet charges	244.41
Legal and professional fees	438.99
Insurance	85.13
Travelling and conveyance	110.50
Office Supplies & Maintenance	23.13
Outsourcing expenses	10.42
Mailing, postage & shipping	3.67
Sales and marketing	26.18
Membership & subscription	69.20
Miscellaneous expenses	47.15
Total	**4,467.77**

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Agarwal Lodha & Co.
Kolkata
Chartered Accountants

O'Currance Inc.
Notes to the special purpose financial statements
(All amount are in INR Lakhs, unless otherwise stated)

29 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 2022
Trade Receivables	688.60
Contract liabilities	
Advances from customers	109.07

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

Particulars	For the year ended 31 March 2022
Opening balance	109.07
Revenue recognised during the year	(109.07)
Advances received	
At the end of the reporting period	-

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

Particulars	For the year ended 31 March 2022
Revenue as per contracted price	2,791.72
Adjustments made to contract price on account of :-	
Discount / Rebates	-
Revenue from operations	**2,791.72**

d) Revenue based on timing of recognition

Particulars	For the year ended 31 March 2022
Revenue recognition at a point in time	2,791.72
Revenue recognition over period of time	-
Revenue from operations	**2,791.72**

Agarwal Lodha & Co. Kolkata Chartered Accountants

O'Currance Inc.

Special Purpose Statement of Changes in Equity for the year ended 31 March 2022

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

(A) Equity share capital (Refer note 16)

Particulars	No. of Shares	Amount
Balance as at 1 April 2022		**1,951.93**
Issued during the year	-	-
Balance as at 31 March 2022	**-**	**1,951.93**

(B) Other equity (Refer note 17)

Particulars	Reserve and Surplus		
	Retained Earnings	Foreign Currency Translation Reserve	Total
Balance as at 1 April 2022	**2,426.24**	**(8.97)**	**2,417.27**
Profit for the year	(585.35)	-	
Other comprehensive income for the year			-
Total comprehensive income	**(585.35)**	**-**	**-**
Adjustment due to issue of bonus shares	-	-	-
Dividend	-	-	-
Balance as at 31 March 2022	**1,840.89**	**(8.97)**	**2,417.27**

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 O'Currance Inc.

Agarwal Lodha & Co. Kolkata Chartered Accountants

Vikram Agarwal
Partner
Membership No: 303354
UDIN: 25303354BMLBUG7205
Place: Kolkata
Date: 26/03/2025

Pankaj Dhanuka
Director

Kishore Saraogi
Director

Place: Kolkata
Date: 26/03/2025