

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE BOARD OF DIRECTORS OF RIZING LIMITED**

#### **Report on Audit of Special Purpose Financial Statements**

#### **Opinion**

We have audited the accompanying Special Purpose Financial Statements of **Rizing Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the period May 20, 2022 to March 31, 2023, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Special Purpose Financial Statements"). These Special Purpose Financial Statements are prepared solely for inclusion in the annual report of Wipro limited for the year ended March 31, 2023 under the requirements of section 129(3) of the Companies Act, 2013.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Financial Statements give a true and fair view in conformity with the basis of preparation referred to in Note 2(i) of the Special Purpose Financial Statements, of the state of affairs of the Company as at March 31, 2023, its loss and total comprehensive loss, changes in equity and its cash flows for the period ended on that date.

#### **Basis for Opinion**

We conducted our audit of the Special Purpose Financial Statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Special Purpose Financial Statements and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Financial Statements.

#### **Management's Responsibilities for the Special Purpose Financial Statements**

The Company's Board of Directors is responsible for the preparation of these Special Purpose Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the basis described in Note 2(i) of the Special Purpose Financial Statements.

This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of

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the accounting records, relevant to the preparation and presentation of the Special Purpose Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

- Identify and assess the risks of material misstatement of the Special Purpose Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special Purpose Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the special purpose financial statements, including the disclosures, and whether the special purpose financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

## **Basis of Accounting**

We draw attention to Note 2(i) to the Special Purpose Financial Statements, which describes the basis of accounting. As a result, the special purpose financial statements may not be suitable for another purpose.

## **Restriction on Use and Distribution**

This report is issued to the Board of Directors of the Company solely for inclusion in the annual report of the Ultimate Holding Company under the requirements of Section 129(3) of the Companies Act, 2013 and may not be suitable for any other purpose. Our report is intended solely for the Company and Wipro Limited and should not be distributed to or used by parties other than the Company and Wipro Limited.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

-SD-

**Amit Ved**

Partner

Membership Number: 120600

UDIN: 23120600BGXUUX6438

Place: Bengaluru

Date: June 12, 2023

**RIZING LIMITED**

**SPECIAL PURPOSE FINANCIAL STATEMENTS UNDER Ind AS**

**AS AT AND FOR THE PERIOD ENDED MARCH 31, 2023**

**Rizing Limited**  
**BALANCE SHEET**  
(Amount in GBP, except share and per share data, unless otherwise stated)

	<u>Notes</u>	<u>As at</u> <u>March 31, 2023</u>
<b><u>ASSETS</u></b>		
<b>Non-current assets</b>		
Property, plant and equipment	4	8,119
<b>Total non-current assets</b>		<b>8,119</b>
<b>Current assets</b>		
Financial assets		
Trade receivables	5	121,587
Unbilled receivables		36,120
Cash and cash equivalents	6	120,220
Deferred tax assets (net)		286,355
Contract assets		8,185
Other current assets	7	336,781
<b>Total current assets</b>		<b>909,248</b>
<b>TOTAL ASSETS</b>		<b>917,367</b>
<b><u>EQUITY AND LIABILITIES</u></b>		
<b><u>EQUITY</u></b>		
Equity share capital	8	1
Other equity		(3,188,082)
<b>TOTAL EQUITY</b>		<b>(3,188,081)</b>
<b><u>LIABILITIES</u></b>		
<b>Current liabilities</b>		
Financial liabilities		
Borrowings	9	1,000,000
Trade payables	10	2,750,550
Other financial liabilities	11	131,452
Contract liabilities		9,625
Other current liabilities	12	173,791
Provisions	13	40,030
<b>Total current liabilities</b>		<b>4,105,448</b>
<b>TOTAL LIABILITIES</b>		<b>4,105,448</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>917,367</b>

The accompanying notes form an integral part of these special purpose financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No: 117366W/W - 100018

Sd/-  
**Omkar Nisal**  
Director

Sd/-  
**Sidharth Kumar Mishra**  
Director

Sd/-

**Amit Ved**  
Partner  
Membership No.- 120600

Bengaluru  
June 12, 2023

**Rizing Limited**  
**STATEMENT OF PROFIT AND LOSS**  
(Amount in GBP, except share and per share data, unless otherwise stated)

	<u>Notes</u>	<u>For the period ended</u> <u>March 31, 2023</u>
<b>INCOME</b>		
Revenue from operations	14	994,454
<b>Total Income</b>		<b>994,454</b>
<b>EXPENSES</b>		
Employee benefits expense	15	2,192,402
Finance costs	16	14,173
Depreciation, amortisation and impairment expense		2,355
Travel		52,645
Communication		20,353
Legal and professional charges		92,145
Marketing and brand building		2,258
Other expenses	17	127,611
<b>Total expenses</b>		<b>2,503,942</b>
<b>Profit/ (Loss) before tax</b>		<b>(1,509,488)</b>
<b>Tax expense</b>	<b>18</b>	
Current tax		-
Deferred tax		(286,355)
<b>Total tax expense</b>		<b>(286,355)</b>
<b>Profit / (Loss) for the period</b>		<b>(1,223,133)</b>
<b>Other comprehensive income (OCI)</b>		
Items that will not be reclassified to profit or loss		-
Items that will be reclassified to profit or loss		-
<b>Total other comprehensive income / (loss) for the period, net of taxes</b>		<b>-</b>
<b>Total comprehensive income/(loss) for the period</b>		<b>(1,223,133)</b>
<b>Earnings per equity share</b>		
(Equity shares of par value GBP 0.01 each.)	19	
Basic		(12,231.33)
Diluted		(12,231.33)
<b>Weighted average number of equity shares used in computing earnings per equity share</b>		
Basic		100
Diluted		100

The accompanying notes form an integral part of these special purpose financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

Sd/-  
**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No: 117366W/W - 100018

Sd/-  
**Omkar Nisal**  
Director

Sd  
/-  
**Sidharth Kumar Mishra**  
Director

Sd/-  
**Amit Ved**  
Partner  
Membership No.- 120600

Bengaluru  
June 12, 2023

**Rizing Limited**  
**STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31,2023**  
(Amount in GBP, except share and per share data, unless otherwise stated)

**A. EQUITY SHARE CAPITAL**

Particulars	As at March 31 2023	
	No. of shares	Amount
Equity shares acquired on 20th May, 2022.	100	1
Changes in equity share capital during the current period	-	-
<b>Closing number of equity shares</b>	<b>100</b>	<b>1</b>

**B. OTHER EQUITY**

Particulars	As at March 31 2023
	Retained Earnings
<b>Balance on the date of acquisition (20th May 2022)</b>	(1,964,949)
Total comprehensive income/ (loss) for the period	(1,223,133)
<b>Closing Balance</b>	<b>(3,188,082)</b>

The accompanying notes form an integral part of these special purpose financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No: 117366W/W - 100018

Sd/-  
**Omkar Nisal**  
Director

Sd/-  
**Sidharth Kumar Mishra**  
Director

Sd/-

**Amit Ved**  
Partner  
Membership No.- 120600

Bengaluru  
June 12, 2023

**Rizing Limited**  
**STATEMENT OF CASH FLOWS**  
**(Amount in GBP, except share and per share data, unless otherwise stated)**

	<b>For the Period ended</b> <b>March 31, 2023</b>
<b>Cash flows from operating activities</b>	
Profit/ (Loss) for the period	(1,223,133)
<b>Adjustments to reconcile profit / (loss) for the period to net cash generated from operating activities</b>	
Depreciation, amortisation and impairment expense	2,355
Income tax expense	(286,355)
Finance and other income, net of finance costs	14,173
<b>Changes in operating assets and liabilities</b>	
Trade receivables	750,706
Unbilled receivables and contract assets	(9,423)
Other assets	(241,319)
Trade payables, other liabilities and provisions	47,704
<b>Cash used in operating activities before taxes</b>	<b>(945,292)</b>
Income taxes paid, net	-
<b>Net cash used in operating activities</b>	<b>(945,292)</b>
<b>Cash flows from investing activities</b>	
Payment for purchase of property, plant and equipment	(5,317)
<b>Net cash used in investing activities</b>	<b>(5,317)</b>
<b>Cash flows from financing activities</b>	
Loan from Group company	1,000,000
Interest and finance costs paid	(7,643)
<b>Net cash generated from financing activities</b>	<b>992,357</b>
<b>Net increase in cash and cash equivalents during the period</b>	<b>41,748</b>
Cash and cash equivalents as on 20th May,2022	78,472
<b>Cash and cash equivalents at the end of the period (Note 6)</b>	<b>120,220</b>

The accompanying notes form an integral part of these special purpose financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No: 117366W/W - 100018

Sd/-  
**Omkar Nisal**  
Director

Sd/-  
**Sidharth Kumar Mishra**  
Director

Sd/-

**Amit Ved**  
Partner  
Membership No.- 120600

Bengaluru  
June 12, 2023

**Rizing Limited**  
**Notes forming part of the Financial Statements for the period ended 31 March 2023**  
(Amount in GBP, except share and per share data, unless otherwise stated)

**1. The Company overview**

Rizing Limited is a SAP solutions and services partner in United Kingdom and Internationally. Service offerings include Enterprise Asset Management, Human Capital Management, SAP retail solution suite and Geospatial.

Rizing Limited which is domiciled in United Kingdom is part of Rizing group of subsidiaries which was acquired by Wipro IT Services LLC on 20<sup>th</sup> May 2022.

The Company's total liabilities exceed its total assets primarily due to payables within the Group companies which continue to support to the Company. Consequently, no adjustments have been made to the carrying values or classification of the assets and liabilities.

**2. Basis of preparation of financial statements**

**(i) Statement of compliance and basis of preparation**

This special purpose financial statement is prepared for inclusion in the annual report of the Ultimate Holding Company (Wipro limited) under the requirements of section 129(3) of the Companies Act, 2013. Since, the Company was acquired on May 20, 2022 the special purpose financial statement is provided only for the period May 20, 2022 to March 31, 2023 for which the Company was the subsidiary of Wipro Limited. The comparative financial information has not been presented as the Company was not part of the Wipro Limited Group for the year ended March 31, 2022.

The special purpose financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

**New amendments adopted by the Company effective from April 1, 2022**

**Amendments to Ind AS 37 – Onerous Contracts – Cost of Fulfilling a Contract**

The amendments specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be the incremental costs of fulfilling that contract (for example, direct labour and materials); or an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract among others). The adoption of this amendment has no effect on the financial statement of the company

**Amendments to Ind AS 103 – Business Combinations – Reference to Conceptual Framework**

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

**Amendments to Ind AS 109 – Financial Instruments**

The amendments clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The adoption of amendments to Ind AS 109 did not have any material impact the financial statement of the entity

**Amendments to Ind AS 16 – Property, Plant and Equipment – Proceeds before intended use**

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

None of the amendments has any material impact on the financial statements for the current year.

**(a) Other amendments to the existing standards**

None

## **(b) New standards notified and yet to be adopted by the Company**

### **Amendments to Ind AS 12 – Income Taxes**

On March 31, 2023, the Ministry of Corporate Affairs notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 effective from April 1, 2023. The amendments to Ind AS 12 clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. In specified circumstances, companies are exempt from recognizing deferred tax when they recognize assets or liabilities for the first time. The amendments clarify that this exemption does not apply to transactions such as leases and decommissioning obligations and companies are required to recognize deferred tax on such transactions. The adoption of amendments to Ind AS 12 is not expected to have any material impact on the financial statement of the company.

The financial statements correspond to the classification provisions contained in Ind AS 1, “Presentation of Financial Statements”. For clarity, various items are aggregated in the statement of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable

### **(ii) Basis of measurement**

These financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items which have been measured at fair value as required by relevant Ind AS:

- a) Derivative financial instruments;
- b) Financial instruments classified as fair value through other comprehensive income or fair value through profit or loss; and
- c) The defined benefit asset/(liability) is recognised as the present value of defined benefit obligation less fair value of plan assets.

### **(iii) Use of estimates and judgment**

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

- a) **Income taxes:** The major tax jurisdictions for the Company is in United Kingdom. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.
- b) **Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could reduce in the near term if estimates of future taxable income during the carry-forward period are reduced.
- c) **Useful lives of property, plant and equipment:** The Company depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

### 3. Significant accounting policies

#### (i) Functional and presentation currency

These financial statements are presented in GBP, which is the functional currency of the Company.

#### (ii) Foreign currency transactions and translation

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss and reported within foreign exchange gains/(losses), net, within results of operating activities except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Gains/(losses), net, relating to translation or settlement of borrowings denominated in foreign currency are reported within finance expense. Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Translation differences on non-monetary financial assets measured at fair value at the reporting date, such as equities classified as fair value through other comprehensive income are included in other comprehensive income, net of taxes.

#### (iii) Financial instruments

##### a) Non-derivative financial instruments:

Non derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets; Financial assets are derecognised when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognised only when the Company has not retained control over the financial asset.
- financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.
- Non- derivative financial instruments are recognised initially at fair value.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

##### A. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

##### B. Other financial assets:

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses. These comprise trade receivables, unbilled revenues, cash and cash equivalents and other assets.

##### C. Trade and other payables

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

#### (iv) Equity

a) **Share capital and share premium**

Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

b) **Retained earnings**

Retained earnings comprises of the Company's undistributed earnings after taxes.

#### (v) Property, plant and equipment

a) **Recognition and measurement**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

b) **Depreciation**

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. Leasehold improvements are amortised over the shorter of estimated useful life of the asset or the related lease term. Term licenses are amortised over their respective contract term. Freehold land is not depreciated. The estimated useful life of assets are reviewed and where appropriate are adjusted, annually. The estimated useful lives of assets are as follows:

Category	Useful life
Buildings	28 to 40 years
Computer equipment and software	2 to 7 years
Furniture, fixtures and equipment	3 to 10 years

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

#### (vii) Impairment

A) Financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

B) Non - financial assets

The Company assesses long-lived assets such as property, plant and equipment and acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset or group of assets. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal (FVLCD) and its value-in-use (VIU). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognised are reversed such that the asset is recognised at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognised initially.

### **(viii) Employee benefits**

#### **a) Termination benefits**

Termination benefits are expensed when the Company can no longer withdraw the offer of those benefits.

#### **b) Short-term benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### **c) Compensated absences**

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. Non-accumulating compensated absences are recognised in the period in which the absences occur.

### **(ix) Provisions**

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

### **(x) Revenue**

The Company derives revenue primarily from Enterprise Asset Management, Human Capital Management, SAP retail solution suite and Geospatial.

#### **a) Services**

The Company recognises revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method for recognizing revenues and costs depends on the nature of the services rendered:

##### **A. Time and materials contracts**

Revenues and costs relating to time and materials contracts are recognised as the related services are rendered.

## B. Fixed-price contracts

Revenues from fixed-price contracts, including systems development and integration contracts are recognised using the “percentage-of-completion” method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognised only to the extent of contract cost incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognised in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates.

A contract asset is a right to consideration that is conditional upon factors other than passage of time. Contract assets primarily relate to unbilled amounts on fixed price development contracts and are classified as non financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

A contract liability is an entity’s obligation to transfer goods or services to a customer for which the entity has received consideration(or the amount is due) from customer.

Unbilled receivables are classified as a financial asset where the right to consideration is unconditional and only the passage of time is required before the payment is due.

## C. Maintenance contracts

Revenue from maintenance contracts is recognised ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period unless some other method better represents the stage of completion.

In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognised with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilised by the customer is recognised as revenue on completion of the term.

## b) Products

Revenue from products are recognised when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

## (xi) Finance cost

Finance cost comprise interest cost on borrowings, gain or losses arising on re-measurement of financial assets at FVTPL, gains/ (losses) on translation or settlement of foreign currency borrowings and changes in fair value and gains/ (losses) on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the statement of profit and loss using the effective interest method.

## (xii) Other income

Other income comprises interest income on deposits, dividend income and gains / (losses), net, on disposal of investments. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

### **(xiii) Income tax**

Income tax comprises current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognised in equity or in other comprehensive income.

#### **a) Current income tax**

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

#### **b) Deferred income tax**

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

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

Deferred income tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences that is expected to reverse within the tax holiday period, taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

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

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

### **(xiv) Earnings per share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

### **(xv) Cash flow statement**

Cash flow are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Company are segregated.

#### 4. Property, plant and equipment

	Computers	Total
<b>Gross carrying value:</b>		
As at May 20, 2022	5,157	5,157
Additions	5,317	5,317
Disposals	-	-
<b>As at March 31, 2023</b>	<b>10,474</b>	<b>10,474</b>
<b>Accumulated depreciation/ impairment:</b>		
As at May 20, 2022	-	-
Depreciation and impairment	2,355	2,355
Disposals	-	-
<b>As at March 31, 2023</b>	<b>2,355</b>	<b>2,355</b>
<b>Net carrying value as at March 31, 2023</b>	<b>8,119</b>	<b>8,119</b>

#### 5. Trade Receivables

	As at March 31, 2023
<b>Unsecured- Considered good</b>	
Other than related parties	16,084
Related parties*	
Ultimate Holding Company	25,212
Fellow Subsidiaries	80,291
	<b>121,587</b>

\* Refer related party note no 20

#### 6. Cash and cash equivalents

	As at March 31, 2023
Balances with banks	
Current accounts	120,220
<b>Total</b>	<b>120,220</b>

#### 7. Other current assets

	As at March 31, 2023
<b>Current</b>	
Prepaid expenses	208,195
Advances to suppliers	2,473
Balances with government authorities	388
Others	125,725
<b>Total</b>	<b>336,781</b>

#### 8. Equity Share Capital

i. Allotted, called up and fully paid up- 100 Ordinary shares of GBP 0.01 each.

Particulars	March 31 2023	
	No. of shares	Amount
Equity shares acquired on 20th May, 2022.	100	1
Changes in equity share capital during the current period	-	-
<b>Closing number of equity shares</b>	<b>100</b>	<b>1</b>

## ii. Terms/rights attached to equity shares

The Company has only one class of equity shares. Each shareholder is entitled to one vote per share held. 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.

## iii. Details of shareholders holding more than 5% of the total equity shares of the Company

Name of the Shareholder	March 31 2023	
	No. of Shares	% held
Rizing LLC	100	100.00

## 9. Borrowings

	<u>As at</u> <u>March 31, 2023</u>
<b>Current</b>	
Loan borrowed from group company	1,000,000
<b>Total</b>	<u>1,000,000</u>

## 10. Trade Payables

	<u>As at</u> <u>March 31, 2023</u>
<b>Unsecured</b>	
Related parties*	
Immediate Holding Company	969,730
Fellow Subsidiaries	1,772,503
Others	8,317
	<u>2,750,550</u>

\* Refer related party note no 20

## 11. Other financial liabilities

	<u>As at</u> <u>March 31, 2023</u>
<b>Current</b>	
Bonus payable	124,922
Interest payable	6,530
<b>Total</b>	<u>131,452</u>

## 12. Other current liabilities

	<u>As at</u> <u>March 31, 2023</u>
<b>Current</b>	
Statutory and other liabilities	173,791
<b>Total</b>	<u>173,791</u>

## 13. Provisions

	<u>As at</u> <u>March 31, 2023</u>
<b>Current</b>	
Pension Provision	12,836
Provision for compensated absences	27,194
<b>Total</b>	<u>40,030</u>

#### 14. Revenue from operations

	<u>Period ended</u> <u>March 31, 2023</u>
Sale of services	994,454
<b>Total</b>	<b>994,454</b>

#### A. Disaggregation of Revenues

The table below presents disaggregated revenues from contracts with customers by business segment and contract-type. The Company believes that the below disaggregation best depicts the nature, amount, timing and uncertainty of revenue and cash flows from economic factors.

##### Revenue by business segment

	<u>Period ended</u> <u>March 31, 2023</u>
Rendering of services	994,454
	<b>994,454</b>

##### Revenue by nature of contract

	<u>Period ended</u> <u>March 31, 2023</u>
Fixed Price	16,447
Time and Material	978,007
	<b>994,454</b>

**B. Contract liabilities:** On the date of acquisition, there was no contract liabilities.

**C. Contract assets:** On the date of acquisition, there was no contract asset.

**D. Remaining Performance Obligations:** Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes contract liabilities and amounts that will be invoiced and recognized as revenue in future periods. Applying the practical expedient, the Company has not disclosed:

- its right to consideration from customers in an amount that corresponds directly with the value to the customer of the Company's performance completed to date, which are contracts invoiced on time and material basis and volume based.
- performance obligations in a contract that originally had a contract term of one year or less

#### 15. Employee benefits expenses

	<u>Period ended</u> <u>March 31, 2023</u>
Salaries and bonus	2,021,717
Other employee benefits	85,106
Staff welfare expenses	85,579
<b>Total</b>	<b>2,192,402</b>

#### 16. Finance costs

	<u>Period ended</u> <u>March 31, 2023</u>
Interest expense	14,173
<b>Total</b>	<b>14,173</b>

## 17. Other Expenses

	<u>Period ended</u> <u>March 31, 2023</u>
Other foreign exchange differences, net	66,079
Miscellaneous expenses	61,196
Facility expenses	336
<b>Total</b>	<b>127,611</b>

## 18. Taxes

Income tax expense has been allocated as follows:

	<u>Period ended</u> <u>March 31, 2023</u>
Income tax expense	
Current taxes	-
Deferred taxes	(286,355)
	<b>(286,355)</b>

The components of deferred tax assets and liabilities are as follows

	<u>Period ended</u> <u>March 31, 2023</u>
Deferred tax assets (DTA)	
Others	332,038
	332,038
Net deferred tax assets	332,038

## 19. Earnings per equity share

	<u>Period ended</u> <u>March 31, 2023</u>
Profit attributable to equity holders of the Company	(1,223,133)
Weighted average number of equity shares outstanding	100
<b>Basic and Diluted earnings per share</b>	<b>(12,231.33)</b>

## 20 Related party relationship and transactions

The following are the entities with which the Company has related party transactions:

Name of the Entities	Relationship with the Company
Wipro Limited	Ultimate Holding Company
Wipro LLC	Holding Company
Wipro IT Services, LLC	Holding Company
Rizing Intermediate Holdings, Inc.	Holding Company
Rizing LLC	Immediate Holding Company
Rizing Consulting Ireland Limited	Fellow Subsidiary
Rizing Solutions Canada Inc	Fellow Subsidiary
Wipro Limited	Fellow Subsidiary
Wipro Doha LLC	Fellow Subsidiary
Wipro Arabia Limited	Fellow Subsidiary
Wipro Holdings UK Limited	Fellow Subsidiary
Rizing B.V	Fellow Subsidiary
Rizing Pte Ltd	Fellow Subsidiary

The Company has the following related party transactions for the period ended March 31 2023:

<b>Transactions / balances</b>	<b>March 31, 2023</b>
Sale of services	576,152
Purchase of services	1,722
Interest expenses	15,306
<b>Balance as at the period end</b>	
Receivables	105,503
Payables	2,742,233
Interest payable	7,663
Loan payable	1,000,000

The following are the significant related party transactions for the period ended March 31, 2023 :

	<b>Period ended</b>
	<b>March 31, 2023</b>
<b>Sale of services</b>	
Rizing LLC	214,213
Rizing Consulting Ireland Limited	204,661
Rizing Solutions Canada Inc	84,557
Wipro Limited	25,212
Wipro Doha LLC	27,320
Wipro Arabia Limited	20,189
<b>Interest expenses</b>	
Wipro Holdings UK Limited	15,306
<b>Purchase of services</b>	
Rizing LLC	879
Rizing B.V	(631)
Rizing Consulting Ireland Limited	1,474
<b>Receivables</b>	
Rizing Solutions Canada Inc	32,478
Rizing Pte Ltd	304
Wipro Limited	25,212
Wipro Doha LLC	27,320
Wipro Arabia Limited	20,189
<b>Payables</b>	
Rizing B.V	876,316
Rizing Consulting Ireland Limited	896,187
Rizing LLC	969,730
<b>Interest payable</b>	
Wipro Holdings UK Limited	7,663
<b>Loan payable</b>	
Wipro Holdings UK Limited	1,000,000

## 21. Commitments and contingencies

There are no contingent liabilities, capital and other commitments as at 31 March 2023.

## 22. Segment Reporting

The Board of Directors of the Company evaluates the performance and allocates resources based on the analysis of the performance of the Company as a whole accordingly the Company's operations are considered to constitute a single segment in the context of Ind AS 108 Segment Reporting.

## 23. Financial instruments

	<u>As at</u> <u>March 31, 2023</u>
<b>Financial assets</b>	
Cash and cash equivalents	120,220
Other financial assets	
Trade receivables	121,587
Unbilled receivables	36,120
Other assets	336,781
<b>Total</b>	<u><b>614,708</b></u>
<b>Financial liabilities</b>	
Trade payables and other payables	
Trade payables	2,750,550
Other financial liabilities	131,452
Borrowings	1,000,000
<b>Total</b>	<u><b>3,882,002</b></u>

### Notes to financial instruments:

- a. The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables, borrowings and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has measured investments in equity shares of subsidiaries and joint ventures at the deemed cost.

- b. Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows: Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability.

### Measurement of fair value of financial instruments

The Company performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialist for complex valuations, wherever necessary. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market-based information.

## 24. Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>
Credit risk	Cash and cash equivalent, trade receivables, financial assets measured at amortized cost	Ageing analysis
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts
Market risk -Interest rate	Long-term borrowings at variable rates	Sensitivity analysis

The Company's risk management is carried out by a central treasury department (of the group) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such interest rate risk, credit risk and investment of excess liquidity.

### A. Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

#### Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Expected credit loss for trade receivables under simplified approach

During the periods presented, the Company made no write-offs of trade receivables and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off.

### B. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

## Maturities of financial liabilities

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

March 31, 2023							
Contractual cash flows	Less than 1 year	1-2 years	2-4 years	Beyond 4 years	Total cash flows	Interest included in total cash flows	Carrying value
Borrowings	1,000,000	-	-	-	1,000,000	-	1,000,000
Trade payables	2,750,550	-	-	-	2,750,550	-	2,750,550
Other financial liabilities	131,452	-	-	-	131,452	-	131,452

### C. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk. Financial instruments affected by market risk include trade and other receivables/ payables. The Company is exposed to foreign currency risk, interest rate risk and certain other price risk, which are a result from both its operating and investing activities.

### D. Interest rate risk

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. The Company has inter-company borrowings, the interest of which is based on the movement in SONIA. If interest rates were to increase by 100 bps , additional net annual interest expense on floating lending rate would approximately amount to GBP 3,342.

### E. Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from USD and EUR. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

The management evaluates rate exposure arising from these transactions and enters into Foreign currency derivative instruments to mitigate such exposure. The company follows risk management policies, including use of derivatives like foreign currency exchange forward options etc.

## 25. Events occurring after the reporting date

No adjusting or significant non-adjusting events have occurred between March 31 2023 and the date of authorization of these financial statements.

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As per our report of even date attached

For and on behalf of the Board of Directors

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No: 117366W/W - 100018

Sd/-  
**Omkar Nisal**  
Director

Sd/-  
**Sidharth Kumar Mishra**  
Director

Sd/-

**Amit Ved**  
Partner  
Membership No.- 120600

Bengaluru  
June 12, 2023