

**Special Purpose Financial Statements and  
Independent Auditor's Report**

**The Capital Markets Company (UK) Limited**

**31 March 2024**

## INDEPENDENT AUDITOR'S REPORT

### TO THE BOARD OF DIRECTORS OF The Capital Markets Company (UK) Limited

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

#### Opinion

We have audited the accompanying Special Purpose Financial Statements of **The Capital Markets Company (UK) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, 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 April 01, 2023 to March 31, 2024, and a summary of material 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, 2024 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, 2024, its losses and total comprehensive loss, changes in equity and its cash flows for the year 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 responsibility under those Standards are further described in the Auditor's Responsibility 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 Responsibility 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 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.

# **Deloitte Haskins & Sells LLP**

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 Responsibility 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 financial 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.
- 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.

# **Deloitte Haskins & Sells LLP**

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 financial 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 :24120600BKCXII9539

Place: Bengaluru

Date: June 14, 2024

**The Capital Markets Company (UK) Limited**  
**Balance Sheet**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

	Note	As at 31 March 2024	As at 31 March 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	573,024	915,242
Right of Use Assets	6	2,634,689	2,907,958
<b>Financial assets</b>			
Investments	7	1,250	1,250
Other financial assets	8	16,217	52,038
		<u>3,225,180</u>	<u>3,876,488</u>
<b>Current assets</b>			
<b>Financial assets</b>			
Trade receivables	10	10,041,294	16,634,935
Unbilled Receivables		11,930,236	14,508,904
Loan to subsidiaries and fellow subsidiaries	26	3,371,197	2,619,990
Cash and cash equivalents	11	7,385,642	2,723,223
Other financial assets	8	36,470,550	36,259,010
Contract Asset		901,284	1,734,305
Other current assets	9	4,290,852	3,848,156
Current tax assets (net)		749,011	249,811
		<u>75,140,066</u>	<u>78,578,334</u>
<b>TOTAL ASSETS</b>		<u><b>78,365,246</b></u>	<u><b>82,454,822</b></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital		5,065,886	5,065,886
Other equity	12	(6,226,893)	3,961,836
		<u>(1,161,007)</u>	<u>9,027,722</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Lease Liabilities	25	1,201,230	1,860,005
Other financial liabilities	15	525,081	1,010,670
Provisions	13	1,153,704	-
		<u>2,880,015</u>	<u>2,870,675</u>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Trade Payables	14		
i)total outstanding dues of micro enterprises and small enterprises		-	-
ii)total outstanding dues of creditors other than micro enterprise and small enterprise		3,310,532	2,935,499
Loan from subsidiaries and fellow subsidiaries		32,349,578	26,734,161
Other financial liabilities	15	28,274,221	25,252,096
Lease Liabilities	25	1,202,038	1,136,510
Contract Liabilities		329,928	-
Provisions	13	1,770,749	2,105,325
Other current liabilities	16	9,409,192	12,392,834
		<u>76,646,238</u>	<u>70,556,425</u>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<u><b>78,365,246</b></u>	<u><b>82,454,822</b></u>
Summary of significant accounting policies	2		
<b>The accompanying notes are an integral part of these financial statements</b>	<b>1-30</b>		

As per our report of even date  
For Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm Registration No.: 117366W/W - 100018

For and on behalf of the Board of Directors of  
The Capital Markets Company (UK) Limited

Sd/-

**Amit Ved**  
Partner  
Membership No: 120600  
Place: Bangalore  
Date: 14 June 2024

Sd/-

**Harpreet Arora**  
Director

Place: London  
Date: 14 June 2024

Sd/-

**Omkar Nisal**  
Director

Place: London  
Date: 14 June 2024

**The Capital Markets Company (UK) Limited**  
**Statement of Profit and Loss**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

	Notes	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>REVENUE</b>			
Revenue from operations	17	170,056,204	212,220,398
Other income	18	907,879	2,086,153
<b>Total income</b>		<b>170,964,083</b>	<b>214,306,551</b>
<b>EXPENSES</b>			
Employee benefit expenses	19	133,825,564	154,101,242
Depreciation and amortisation expense	5-6	2,498,051	1,811,625
Finance costs	20	1,934,508	741,503
Other expenses	21	45,492,719	49,785,959
<b>Total expenses</b>		<b>183,750,842</b>	<b>206,440,329</b>
<b>Profit or (Loss) before tax</b>		<b>(12,786,759)</b>	<b>7,866,222</b>
Current tax	23	(2,598,030)	(753,936)
<b>Tax expense</b>		<b>(2,598,030)</b>	<b>(753,936)</b>
<b>Profit or (Loss) for the year</b>		<b>(10,188,729)</b>	<b>8,620,158</b>
<b>Total comprehensive income / (loss) for the year</b>		<b>(10,188,729)</b>	<b>8,620,158</b>

The accompanying notes are an integral part of the financial statements. 1-30

As per our report of even date

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

**For and on behalf of the Board of Directors of  
The Capital Markets Company (UK) Limited**

Sd/-

**Amit Ved**  
Partner  
Membership No: 120600  
Place: Bangalore  
Date: 14 June 2024

Sd/-

**Harpreet Arora**  
Director  
Place: London  
Date: 14 June 2024

Sd/-

**Omkar Nisal**  
Director  
Place: London  
Date: 14 June 2024

**The Capital Markets Company (UK) Limited**  
**Statement of Changes in Equity**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<b>(A) Equity share capital</b>				
Equity share issued, subscribed and fully paid				
Opening	1	5,065,886	1	5,065,886
Changes in equity share capital during the year	-	-	-	-
Closing	<b>1</b>	<b>5,065,886</b>	<b>1</b>	<b>5,065,886</b>

**(B) Other equity**

	Retained earnings
Balance as at 1 April 2023	3,961,836
Loss for the year	(10,188,729)
Total other comprehensive loss for the year	<b>(10,188,729)</b>
<b>Balance as at 31 March 2024</b>	<b>(6,226,893)</b>

	Retained earnings
Balance as at 1 April 2022	(4,658,322)
Profit for the year	8,620,158
Total other comprehensive income for the year	<b>8,620,158</b>
<b>Balance as at 31 March 2023</b>	<b>3,961,836</b>

The accompanying notes are an integral part of the financial statements. 1-30

As per our report of even date  
**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Registration No.: 117366W/W - 100018

For and on behalf of the Board of Directors of  
**The Capital Markets Company (UK) Limited**

Sd/-

**Amit Ved**  
Partner  
Membership No: 120600  
Place: Bangalore  
Date: 14 June 2024

Sd/-

**Harpreet Arora**  
Director  
Place: London  
Date: 14 June 2024

Sd/-

**Omkar Nisal**  
Director  
Place: London  
Date: 14 June 2024

**The Capital Markets Company (UK) Limited**  
**Statement of Cash Flows**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>A. Cash flow from operating activities</b>		
(Loss)/ Profit for the period	(12,786,759)	7,866,222
<b>Adjustments to reconcile profit for the year to net cash generated from operating activities :</b>		
Depreciation and amortization	2,498,051	1,811,625
Unrealised exchange differences - net	(430,017)	4,185,298
Dividend income	-	(1,398,273)
Interest income	(477,862)	(687,880)
Interest expense	1,934,508	741,503
<b>Operating (loss) / profit before working capital changes</b>	<b>(9,262,079)</b>	<b>12,518,495</b>
<b>Adjustments for Working Capital changes</b>		
Trade receivable, unbilled receivables and contract assets	10,435,347	(4,172,526)
Loans, advances and other assets	2,172,452	505,217
Trade and other payables	(9,443,514)	(7,766,414)
Inter Company transactions with fellow subsidiaries	7,731,293	9,956,994
<b>Cash generated from operating activities before taxes</b>	<b>1,633,501</b>	<b>11,041,766</b>
Direct taxes paid	(560,011)	(629,045)
<b>Net cash generated from operating activities</b>	<b>1,073,488</b>	<b>10,413,721</b>
<b>Cash flows from investing activities:</b>		
Payment for purchase of property, plant and equipment	(290,496)	(216,186)
Loan given to subsidiaries and fellow subsidiaries	(3,150,000)	-
Proceeds from repayment of loan by subsidiaries and fellow subsidiaries	2,300,000	2,207,794
Interest received	451,189	687,880
Dividend received	-	1,398,273
<b>Net cash (used in) / generated from investing activities</b>	<b>(689,307)</b>	<b>4,077,761</b>
<b>Cash flows from financing activities:</b>		
Payment of Lease liabilities	(1,031,611)	(1,098,721)
Proceeds from Inter company borrowings	7,094,088	493,309
Repayment of Inter company borrowings	(1,149,746)	(14,980,844)
Interest and finance cost paid	(634,493)	(741,503)
<b>Net cash generated from/(used in) financing activities</b>	<b>4,278,238</b>	<b>(16,327,759)</b>
<b>Net increase / (decrease) in cash and cash equivalents during the year</b>	<b>4,662,419</b>	<b>(1,836,276)</b>
Cash and cash equivalents at the beginning of the year	2,723,223	4,559,500
<b>Cash and cash equivalents at the end of the year (Refer Note 11)</b>	<b>7,385,642</b>	<b>2,723,223</b>

Refer to Note 6 for supplementary information on the statement of cashflows

The accompanying notes are an integral part of the financial statements. 1-30

As per our report of even date  
For Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm Registration No.: 117366W/W - 100018

Sd/-

**Amit Ved**  
Partner  
Membership No: 120600  
Place: Bangalore  
Date: 14 June 2024

For and on behalf of the Board of Directors of  
The Capital Markets Company (UK) Limited

Sd/-

**Harpreet Arora**  
Director

Place: London  
Date: 14 June 2024

Sd/-

**Omkar Nisal**  
Director

Place: London  
Date: 14 June 2024



**The Capital Markets Company (UK) Limited**  
**Notes to the Special Purpose Financial Statements**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

**1 General Information**

The Capital Markets Company (UK) Ltd is a subsidiary of The Capital Markets Company BV, incorporated and domiciled in United Kingdom. The Company is provider of IT Services, consulting, Business Process Services (BPS) services, globally and IT Products. The Company's ultimate holding company, Wipro Limited ("Wipro") is incorporated and domiciled in India.

The Capital Markets Company (UK) Ltd, has been acquired by Wipro IT Services UK Societas with effect from 29 April 2021 and considering that this special purpose financial statements are 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, the financial statement are prepared for the period 1 April 2023 to 31 March 2024 along with comparatives for the period 1 April 2022 to 31 March 2023.

Previous year figures have been regrouped/rearranged, wherever necessary.

**2 Basis of preparation of financial statements**

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

This Special Purpose Financial Statements are prepared solely 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.

These are the Standalone financial statements of The Capital Markets Company LLC. The Company has not prepared consolidated financial statements because it has availed the specific exemption from the preparation of consolidated financial statements, available under Ind AS 110, "Consolidated Financial Statements". Accordingly, the investment in the subsidiaries are accounted for on a cost basis in these standalone financial statements.

The investment in subsidiaries is considered as a long term investment and carried at cost, less impairment, if any.

The financial performance and position of the Company and the subsidiaries are included in the consolidated financial statements of Wipro Limited, incorporated under the Companies Act, 2013, and having its registered office at Doddakanelli, Sarjapur Road, Bengaluru - 560035, Karnataka, India.

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)]. Accounting policies have been applied consistently to all periods presented in these financial statements, except for new accounting standards adopted by 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.

All amounts included in the financial statements are reported in GBP except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. Previous year figures have been regrouped/re-arranged, wherever necessary.

Amounts below rounding off norm adopted by the Company been disclosed as nil in the financial statement. Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The functional currency of the company is Pound Sterling and the financial statement is also presented in GBP.

**Going Concern:**

The directors have considered going concern in preparing these financial statements.

The Company has net liabilities of GBP 1,161,007 as at March 31, 2024 and net asset of GBP 9,027,722 as at March 31, 2024. It has made a net loss of GBP 10,188,729 for the year ended March 31, 2024. Due to accumulated losses, the Company has received a support letter from its ultimate parent, Wipro Limited confirming that they will continue to support the Company in meeting its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

Having received these support letters and considering the current and forecast financial position of the shareholders and their willingness and ability to provide financial support to the Company as needed, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

**The Capital Markets Company (UK) Limited**  
**Notes to the Special Purpose Financial Statements**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

**(ii) Basis of Measurement**

These financial statements have been prepared on a historical cost convention and on an accrual basis.

**(iii) Use of estimates and judgement**

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, accounting estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Accounting estimates are monetary amounts in the standalone financial statements that are subject to measurement uncertainty. An accounting policy may require items in standalone financial statements to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, management develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available and reliable information. Actual results may differ from those accounting estimates.

Accounting 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

**a) Revenue recognition**

The Company applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their relative stand-alone selling price. In cases where the Company is unable to determine the stand-alone selling price the company uses expected cost-plus margin approach in estimating the stand-alone selling price. The Company uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labor costs and productivity efficiencies. Because the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, revenue recognised, profit and timing of revenue for remaining performance obligations are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. Volume discounts are recorded as a reduction of revenue. When the amount of discount varies with the levels of revenue, volume discount is recorded based on estimate of future revenue from the customer.

**b) Expected credit losses on financial assets**

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at

**c) Income taxes: The major tax jurisdictions for the Company is 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.

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 realisation 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 expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realisable, however, could reduce in the near term if estimates of future taxable income during the carry-forward period are reduced.

**The Capital Markets Company (UK) Limited**  
**Notes to the Special Purpose Financial Statements**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

**3 Material accounting policy information**

**(i) Functional and presentation currency**

These standalone financial statements are presented in Pound Sterling, which is the functional currency of the Company.

**(ii) Foreign currency transactions and translations**

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. Net loss relating to translation or settlement of borrowings denominated in foreign currency are reported within finance costs. Net gain relating to translation or settlement of borrowings denominated in foreign currency are reported within Other income. 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.

**(iii) Financial instruments**

Non derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled receivables, finance lease receivables, employee and other advances, and eligible current and non-current assets.
- financial liabilities, which include borrowings, trade payables, lease liabilities, and 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.

**B Investments**

Investment in equity instruments of subsidiaries are measured at cost less impairment.

Investment in redeemable preference shares of subsidiaries are measured at FVTPL. These investments are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in statement of profit and loss. The gain or loss on disposal is recognised in statement of profit and loss.

**C Other financial assets:**

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These comprise trade receivables, unbilled receivables, finance lease receivables, employee and other advances and other eligible current and non-current assets. They are presented as current assets, except for those maturing later than twelve months after the reporting date which are presented as non-current assets. All financial assets are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses. However, trade receivables that do not contain a significant financing component are measured at transaction price.

**D Trade payables and other liabilities**

Trade payables other liabilities 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. Contingent consideration recognised in a business combination is subsequently measured at fair value through profit or loss.

**E Share Capital and Reserves**

The authorised share capital of the Company as at March 31, 2024 is GBP 5,065,886.

Every holder of the equity shares, as reflected in the records of the Company as at 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.

**F Retained earnings**

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

**The Capital Markets Company (UK) Limited**  
**Notes to the Special Purpose Financial Statements**

(Amounts in GBP, except share and per share data, unless otherwise specified)

**G 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 is reviewed and where appropriate are adjusted, annually. The estimated useful lives of assets are as follows:

Category	useful Life
Computers	2-3 years
Office equipments	5 years
Furniture and fixtures	5 years

**H Leases**

The Company as a lessee

The Company enters into an arrangement for lease of land, buildings, plant and equipment including computer equipment and vehicles. Such arrangements are generally for a fixed period but may have extension or termination options. The Company assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to:

- a) control use of an identified asset,
- b) obtain substantially all the economic benefits from use of the identified asset, and
- c) direct the use of the identified asset

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognises a Right of use ("RoU") asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short-term leases) and low-value assets. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

The cost of the RoU assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the RoU assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The RoU assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of RoU assets. The estimated useful lives of RoU assets are determined on the same basis as those of property, plant and equipment.

The Company applies Ind AS 36 to determine whether a RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

**I Employee Benefits:**

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as defined contribution plans. Under a defined contribution plan, the Company's sole obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks are borne by the employee. The expenditure for defined contribution plans is recognised as an expense during the period when the employee provides service.

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**J Compensated absences:**

The employees of the Company are entitled to compensated absences. 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. The Company recognises accumulated compensated absences based on the projected unit credit method. Non-accumulating compensated absences are recognised in the period in which the absences occur.

**K Share-based payment transactions**

Selected employees of the Company receive remuneration in the form of equity settled instruments or cash settled instruments, for rendering services over a defined vesting period and for Company's performance-based stock options over the defined period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. In cases, where equity instruments are granted at a nominal exercise price, the intrinsic value on the date of grant approximates the fair value. The expense is recognised in the statement of profit and loss with a corresponding increase to the share options outstanding account, a component of equity.

The equity instruments or cash settled instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation). The stock compensation expense is determined based on the Company's estimate of equity instruments or cash settled instruments that will eventually vest.

Cash Settled instruments granted are re-measured by reference to the fair value at the end of each reporting period and at the time of vesting. The expense is recognised in the statement of profit and loss with a corresponding increase to the financial liability.

**L 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, considering 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

**M Revenue:**

The Company derives revenue primarily from software development, maintenance of software/hardware and related services, consulting services, business process services and sale of IT products.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive (transaction price). Revenue towards satisfaction of the performance obligation is measured at the amount of transaction price (net of variable consideration on account of discounts and allowances) allocated to that performance obligation. To recognise revenues, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognise revenues when a performance obligation is satisfied. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgement to determine whether each product or service promised to a customer is capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the transaction price to separately identifiable performance obligations based on their relative stand-alone selling price or residual method. Stand-alone selling prices are determined based on sale prices for the components when it is regularly sold separately, in cases where the Company is unable to determine the stand-alone selling price the Company uses third-party prices for similar deliverables or the Company uses expected cost-plus margin approach in estimating the stand-alone selling price.

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For performance obligations where control is transferred over time, revenues are recognised by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised products or services to be provided.

The method for recognising 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**

**i) Fixed-price development contracts**

Revenues from fixed-price development contracts, including software development, and integration contracts, where the performance obligations are satisfied over time, are recognised using the “percentage-of-completion” method. The performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. 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 is not able to reasonably measure the progress of completion, revenue is recognised only to the extent of costs 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 as an onerous contract provision.

A contract asset is a right to consideration that is conditional upon factors other than the 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 the customer.

Unbilled receivables are classified as a financial asset where the right to consideration is unconditional and only the passage of

**ii) Maintenance contracts**

Revenues related to fixed-price maintenance contracts are recognised on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or ratably using percentage of completion method when the pattern of benefits from the services rendered to the customers and the cost to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive.

Revenue for contracts in which the invoicing is representative of the value being delivered is recognised based on our right to invoice. If our invoicing is not consistent with value delivered, revenues are recognised as the service is performed using the percentage of completion method.

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.

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**iii) Element or Volume based contracts**

Revenues and costs are recognised as the related services are rendered.

**Others**

Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the stand-alone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the stand-alone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the stand-alone selling price.

The Company accounts for variable considerations like, volume discounts, rebates, pricing incentives to customers and penalties as reduction of revenue on a systematic and rational basis over the period of the contract. The Company estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Company may be entitled and when it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved.

Revenues are shown net of allowances/ returns, sales tax, value added tax, goods and services tax and applicable discounts. The Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the Company evaluates whether the Company is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). In doing so, the Company first evaluates whether the Company controls the good or service before it is transferred to the customer. The Company considers whether it has the primary obligation to fulfill the contract, inventory risk, pricing discretion and other factors to determine whether it controls the goods or services and therefore, is acting as a principal or an agent. If Company controls the good or service before it is transferred to the customer, Company is the principal; if not, the Company is the agent. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contract and are recognised in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses.

The Company accrues the estimated cost of warranties at the time when the revenue is recognised. The accruals are based on the Company's historical experience of material usage and service delivery costs.

**N Finance costs:**

Finance costs comprises interest cost on borrowings, lease liabilities and net defined benefit liability, net loss 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.

**O Finance and other income:**

Finance and other income comprises interest income on deposits, dividend income, gains/(losses) on disposal of investments and net gain on translation or settlement of foreign currency borrowings. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

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**P 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.

**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 amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending upon the nature and circumstances of each uncertain tax position. 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.

**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 these standalone 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 a right and an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

**Q Statement of cash flows**

Cash flows 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 or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash generated from/(used in) operating, investing and financing activities of the Company are segregated.



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**4 New Accounting standards, amendments and interpretations adopted by the Company effective from April 1, 2023:**

**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 recognising deferred tax when they recognise 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 recognise deferred tax on such transactions. The adoption of these amendments to Ind AS 12 did not have any material impact on the standalone financial statements.

**Amendments to Ind AS 1 - Presentation of Financial Statements**

On March 31, 2023, the Ministry of Corporate Affairs notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 effective from April 1, 2023. This amendment requires the companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The adoption of these amendments to Ind AS 1 did not have any material impact on the standalone financial statements.

**Amendments to Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

On March 31, 2023, the Ministry of Corporate Affairs notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 effective from April 1, 2023. This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help companies distinguish changes in accounting policies from changes in accounting estimates. The adoption of these amendments to Ind AS 8 did not have any material impact on the standalone financial statements.

**New Accounting standards, amendments and interpretations not yet adopted by the Company:**

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, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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**5 Property, plant and equipment**

	Furniture and fixtures	Computers	Office equipments	Total
<b>Gross block (at cost)</b>				
Balance as at 1 April 2023	4,228,600	2,125,863	379,698	6,734,161
Additions	2,292	288,204	-	290,496
Disposals/adjustment*		(275,533)	-	(275,533)
<b>Balance as at 31 March 2024</b>	<b>4,230,892</b>	<b>2,138,534</b>	<b>379,698</b>	<b>6,749,124</b>
<b>Accumulated depreciation</b>				
Balance as at 1 April 2023	(3,912,284)	(1,532,584)	(374,051)	(5,818,919)
Depreciation charge	(170,586)	(456,868)	(5,260)	(632,714)
Disposals/adjustment*		275,533		275,533
<b>Balance as at 31 March 2024</b>	<b>(4,082,870)</b>	<b>(1,713,919)</b>	<b>(379,311)</b>	<b>(6,176,100)</b>
<b>Net block</b>				
<b>Balance as at 31 March 2024</b>	<b>148,022</b>	<b>424,615</b>	<b>387</b>	<b>573,024</b>
<b>Gross block (at cost)</b>				
Balance as at 1 April 2022	4,226,647	4,272,885	408,690	8,908,222
Additions	2,732	213,454	-	216,186
Disposals/adjustment*	(779)	(2,360,476)	(28,992)	(2,390,247)
<b>Balance as at 31 March 2023</b>	<b>4,228,600</b>	<b>2,125,863</b>	<b>379,698</b>	<b>6,734,161</b>
<b>Accumulated depreciation</b>				
Balance as at 1 April 2022	(3,736,493)	(3,398,090)	(376,926)	(7,511,509)
Depreciation charge	(176,570)	(494,970)	(26,117)	(697,657)
Disposals/adjustment*	779	2,360,476	28,992	2,390,247
<b>Balance as at 31 March 2023</b>	<b>(3,912,284)</b>	<b>(1,532,584)</b>	<b>(374,051)</b>	<b>(5,818,919)</b>
<b>Net block</b>				
<b>Balance as at 31 March 2023</b>	<b>316,316</b>	<b>593,279</b>	<b>5,647</b>	<b>915,242</b>

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**6 Right of use assets**

Particulars	Buildings
<b>Gross block</b>	
Balance as at 1 April 2023	5,042,561
Additions during the year	1,592,069
Disposals during the year	-
<b>Balance as at 31 March 2024</b>	<b>6,634,630</b>
<b>Accumulated depreciation</b>	
Balance as at 1 April 2023	(2,134,603)
Charge for the year	(1,865,338)
Disposals during the year	-
<b>Balance as at 31 March 2024</b>	<b>(3,999,941)</b>
<b>Net block</b>	
<b>Balance as at 31 March 2024</b>	<b>2,634,689</b>
<b>Gross block</b>	
Balance as at 1 April 2022	5,042,561
Additions during the year	-
Disposals during the year	-
<b>Balance as at 31 March 2023</b>	<b>5,042,561</b>
<b>Accumulated depreciation</b>	
Balance as at 1 April 2022	(1,020,636)
Charge for the year	(1,113,967)
Disposals during the year	-
<b>Balance as at 31 March 2023</b>	<b>(2,134,603)</b>
<b>Net block</b>	
<b>Balance as at 31 March 2023</b>	<b>2,907,958</b>
	<b>As at</b>
	<b>31 March 2024</b>
Interest Expense on lease liability	165,568
Depreciation on ROU assets	1,865,338
Low value leases charged to PL	263,108
	<b>As at</b>
	<b>31 March 2024</b>
<b>Cash and non-cash changes in liabilities arising from financing activities</b>	
Balance as at beginning of the year	2,996,515
Cash Flow	(1,031,611)
Non Cash changes - net addition to lease liabilities	438,364
<b>Balance as at end of the year</b>	<b>2,403,268</b>

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**7 Investments**

**As at**  
**31 March 2024**      **As at**  
**31 March 2023**

Unquoted Non current Investment in equity shares of the subsidiary 1,250                      1,250

Note 1: Details of investment in unquoted equity instruments of subsidiaries (fully paid up)

Name of the subsidiary	Currency	% of Holding	Face Value	No of Units	Balances as at 31 March 2024		
				31 March 2024	Gross Value	Impairment	Net Value
Capco (UK) 1, Limited *	GBP	100%			-	-	-
The Capital Markets Company Limited (HK) *	GBP	1%			-	-	-
Capco Consultancy (Thailand) Ltd	GBP	1%	THB 100	550	1,250	-	1,250
<b>Total</b>					<b>1,250</b>	<b>-</b>	<b>1,250</b>

Name of the subsidiary	Currency	% of Holding	Face Value	No of Units	Balances as at 31 March 2023		
				31 March 2023	Gross Value	Impairment	Net Value
Capco (UK) 1, Limited *	GBP	100%			-	-	-
The Capital Markets Company Limited (HK) *	GBP	1%			-	-	-
Capco Consultancy (Thailand) Ltd	GBP	1%	THB 100	550	1,250	-	1,250
<b>Total</b>					<b>1,250</b>	<b>-</b>	<b>1,250</b>

\* As per local laws, there is no concept of issuance of share certificate. Hence the investment by the company is considered as equity

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	As at 31 March 2024	As at 31 March 2023
<b>8 Other financial assets</b>		
<b>Non-current</b>		
Security deposits	16,217	52,038
	<u>16,217</u>	<u>52,038</u>
<b>Current</b>		
Security deposits	53,715	4,208
Balance with Group Companies	36,416,835	36,254,802
	<u>36,470,550</u>	<u>36,259,010</u>
<b>9 Other current assets</b>		
<b>Current</b>		
Prepaid expenses	4,258,455	3,835,203
Dues to employees	32,397	12,953
	<u>4,290,852</u>	<u>3,848,156</u>
<b>10 Trade Receivables</b>		
<b>Unsecured</b>		
Considered good	10,341,294	16,692,557
Less-Allowance for expected credit loss	(300,000)	(57,622)
	<u>10,041,294</u>	<u>16,634,935</u>
<b>11 Cash and Cash equivalents</b>		
Balances with banks		
- in current account	7,385,642	2,723,223
	<u>7,385,642</u>	<u>2,723,223</u>

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**12 Other equity**

	<b>As at</b>	<b>As at</b>
	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>Surplus/(deficit) in the Statement of Profit and Loss</b>		
Opening balance	3,961,836	(4,658,322)
Add: Net Profit / (loss) for the current year	(10,188,729)	8,620,158
<b>Closing balance</b>	<b>(6,226,893)</b>	<b>3,961,836</b>

**13 Provisions**

<b>Non - Current</b>		
Provision for restoration cost	1,153,704	-
	<b>1,153,704</b>	<b>-</b>
<b>Current</b>		
Provision for employee benefits	1,770,749	2,105,325
	<b>1,770,749</b>	<b>2,105,325</b>

**14 Trade Payables**

i) Total outstanding dues to micro, small and medium enterprises	-	-
ii) Total outstanding dues to creditors other than micro, small and medium enterprises	3,310,532	2,935,499
	<b>3,310,532</b>	<b>2,935,499</b>

**15 Other financial liabilities**

<b>Non - Current</b>		
Salary payable	525,081	1,010,670
	<b>525,081</b>	<b>1,010,670</b>
<b>Current</b>		
Salary payable	5,956,916	10,828,116
Payable to group companies	22,317,305	14,423,980
	<b>28,274,221</b>	<b>25,252,096</b>

**16 Other current liabilities**

Statutory liabilities	8,710,089	12,282,650
Other liabilities	699,103	110,184
	<b>9,409,192</b>	<b>12,392,834</b>

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	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>17 Revenue from operations</b>		
Sale of services	170,056,204	212,220,398
<b>Total revenue from operations</b>	<b>170,056,204</b>	<b>212,220,398</b>

Out of total revenue, sale to related party is GBP 41,033,466 for the year ended March 31, 2024 and GBP 29,574,281 for the year ended March 31, 2023

**A. Contract Assets and Liabilities**

**Contract liabilities:** During the year ended March 31, 2024 and March 31, 2023, the Company has not recognised revenue arising from contract liabilities.

**Contract assets:** During the year ended March 31, 2024 and March 31, 2023, GBP 1,734,305 and GBP 922,084 of contract assets pertaining to fixed-price development contracts have been reclassified to receivables on completion of milestones.

**B. 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.

As at March 31, 2024 and March 31, 2023, the aggregate amount of transaction price allocated to remaining performance obligations, other than those meeting the exclusion criteria above, was GBP 825,139 and GBP 3,270,110 of which approximately 100% is expected to be recognized as revenues within one year. This includes contracts, with a substantive enforceable termination penalty if the contract is terminated without cause by the customer, based on an overall assessment of the contract carried out at the time of inception. Historically, customers have not terminated contracts without cause.

**C. Disaggregation of Revenues**

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

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Revenue by nature of contract</b>		
Fixed Price and Volume Based	13,496,842	19,946,784
Time and Material	156,559,362	192,273,614
	<b>170,056,204</b>	<b>212,220,398</b>

During the year ended March 31, 2024 the Company presented income from charging corporate overheads to group companies as reduction of corresponding expenses as these more appropriately reflect the substance of the transaction where in the company only recovers share of expenses from other group Companies and hence the net expense only reflects the Company's share of corporate overhead expenses. Previously these were presented as part of revenue. Comparative numbers are presented accordingly and an amount of GBP 23,226,339 has been included as reduction of operating expenses in respective expense head for the year ended March 31, 2023. The above change in presentation does not affect Total Loss, Total comprehensive income and the profit per share for the previous period presented.

<b>18 Other income</b>		-
Interest income	477,862	687,880
Dividend income	-	1,398,273
Foreign exchange gain, net	430,017	-
	<b>907,879</b>	<b>2,086,153</b>

**The Capital Markets Company (UK) Limited**  
**Notes to the Special Purpose Financial Statements**  
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	For the year ended	For the year ended
<b>19 Employee benefits expense</b>		
Salaries and wages	131,642,484	151,685,609
Share based compensation	1,725,320	1,755,187
Staff welfare expenses	457,760	660,446
	<b>133,825,564</b>	<b>154,101,242</b>
<b>20 Finance Cost</b>		
Interest Expense *	1,934,508	741,503
	<b>1,934,508</b>	<b>741,503</b>
(*Includes interest to related party. Refer note:26)		
<b>21 Other expenses</b>		
Sub contracting and technical fees	28,330,760	27,767,900
Facility expenses	2,373,424	3,831,045
Travel	1,537,592	1,152,938
Legal and professional charges	2,503,618	3,448,733
Expected credit loss	242,298	57,575
Rates and Taxes	209	750
Communication	148,960	255,047
Bank Charges	17,898	18,315
Miscellaneous expenses	10,337,960	9,068,358
Foreign exchange loss, net	-	4,185,298
	<b>45,492,719</b>	<b>49,785,959</b>

**22 Earning per share (EPS)**

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended	For the year ended
	31 March 2024	31 March 2023
Profit/(Loss) attributable to equity holders	(10,188,729)	8,620,158
Weighted average number of equity shares - for basic and diluted EPS	1	1
Earnings per share - Basic and diluted *	<b>(10,188,729)</b>	<b>8,620,158</b>

**23 Income tax expense**

	For the year ended	For the year ended
	31 March 2024	31 March 2023
<b>Income tax expense</b>		
Current tax	(2,598,030)	(753,936)
Deferred tax	-	-
<b>Total income taxes</b>	<b>(2,598,030)</b>	<b>(753,936)</b>
Profit / (Loss) Before Taxation	(12,786,759)	7,866,222
Enacted Income Tax Rate in United Kingdom	25.0%	19.0%
Computed Expected Tax Expenses	<b>(3,196,690)</b>	<b>1,494,582</b>
Effect of		
Income exempt from tax	-	(265,672)
Changes in unrecognized deferred tax assets	537,674	(1,982,847)
Taxes related to prior years for tax purpose	60,811	-
Expenses disallowed	175	-
Income tax expense	<b>(2,598,030)</b>	<b>(753,936)</b>



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**24 Employee stock option**

Certain employees of the Company are covered under the share based compensation plans of the ultimate holding company. These plans are assessed, managed and administered by the ultimate holding company. The ultimate holding company recharges to the Company such compensation costs which has been disclosed as "Share based compensation expense" in the Statement of Profit and Loss under "Employee benefit expenses".

The stock compensation expense recognised for employee services received during the year ended year ended 31 March 2024 were GBP 1,725,321 and for the year ended 31 March 2023 were GBP 1,755,187

Employees covered under Stock Option Plans and Restricted Stock Unit ("RSU") Option Plans (collectively "Stock Option Plans") are granted an option to purchase shares of the holding Company at the respective exercise prices, subject to requirements of vesting conditions. These options generally vest in tranches over a period of one to four years from the date of grant. Upon vesting, the employees can acquire one equity share for every option.

The activity in equity-settled stock option plans and restricted stock unit option plan is summarised below:

	Range of exercise price and Weighted average exercise price	Number of options	
		31 March 2024	31 March 2023
Outstanding at the beginning of the year	USD 0.03	1,016,150	908,806
Granted	USD 0.03	454,518	334,073
Exercised	USD 0.03	168,882	9,395
Modification	USD 0.03	-	51,011
Forfeited and Expired	USD 0.03	110,803	98,650
PSU True down	USD 0.03	133,790	77,068
Outstanding at the end of the year	USD 0.03	1,057,193	1,016,150
Exercisable at the end of the year		80,538	20,799

**25 Leases**

**Leases Payables:**

The following is a schedule of present value of future minimum lease payments under finance leases, together with the value of minimum lease payments

	As at 31 March 2024	As at 31 March 2023
<b>Total value of minimum lease payments</b>		
Not later than 1 year	1,261,367	1,203,867
Later than 1 year and not later than 5 years	1,225,809	1,905,752
	<b>2,487,176</b>	<b>3,109,619</b>
<b>Total value of minimum lease payments</b>	2,487,176	3,109,619
Less: Amount representing interest	83,908	113,104
<b>Total present value of minimum lease payments</b>	<b>2,403,268</b>	<b>2,996,515</b>

**The Capital Markets Company (UK) Limited**  
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**26 Related party relationships and transactions**

a) The following are the entities with which the company has related party transactions.

<u>Name</u>	<u>Relationship</u>	<u>Country of Incorporation</u>
Wipro Limited	Ultimate Holding company	India
The Capital Markets Company BV	Holding Company	Belgium
Capco (UK) 1, Limited	Subsidiary	UK
 <u>Others</u>		
ATOM Solutions LLC	Fellow subsidiary	USA
Capco Austria GmbH	Fellow subsidiary	Austria
Capco Brasil Serviços e Consultoria em Informática Ltda	Fellow subsidiary	Brazil
The Capital Markets Company Limited (Canada)	Fellow subsidiary	Canada
The Capital Markets Company Limited (Hong Kong)	Fellow subsidiary	Hong Kong
The Capital Markets Company GmbH	Fellow subsidiary	Germany
The Capital Markets Company S.A.S.	Fellow subsidiary	France
Capco Technologies Private. Limited	Fellow subsidiary	India
Capco Consultancy (Malaysia) Sdn. Bhd.	Fellow subsidiary	Malaysia
NEOS LLC (Liquidated during the year ended 31 March 2023)	Fellow subsidiary	USA
The Capital Markets Company BV	Fellow subsidiary	Netherlands
Capco Poland Sp. z.o.o.	Fellow subsidiary	Poland
Capco Consulting Singapore Pte Ltd	Fellow subsidiary	Singapore
The Capital Markets Company Slovakia, s. r. o.	Fellow subsidiary	Slovakia
Andrion AG	Fellow subsidiary	Switzerland
The Capital Markets Company S.a.r.l.	Fellow subsidiary	Switzerland
Capco Consultancy (Thailand) Ltd	Fellow subsidiary	Thailand
Capco Consulting Services LLC	Fellow subsidiary	USA
The Capital Markets Company LLC	Fellow subsidiary	USA
Capco RISC Consulting LLC	Fellow subsidiary	USA
Capco Greece Single Member Private Company	Fellow subsidiary	Greece
Capco Belgium BV	Fellow subsidiary	Belgium
Cardinal us Holdings Inc	Fellow subsidiary	USA
CapAfric Consulting Proprietary Limited	Fellow subsidiary	South Africa
Wipro Holdings (UK) Limited	Fellow subsidiary	UK
The Capital Market Co Italy SL	Fellow subsidiary	Italy
Capco Solution Services GmbH	Fellow subsidiary	Germany
CAPCO (US) LLC (Liquidated during the year ended 31 March 2023)	Fellow subsidiary	USA

b) The Company has the following related party transactions:

<u>Particulars</u>	<u>As at</u> <u>31 March 2024</u>	<u>As at</u> <u>31 March 2023</u>
<u>Sale of Services</u>		
Capco Consulting Services LLC	567,433	650,550
The Capital Markets Company LLC	8,650,655	7,804,592
Capco RISC Consulting LLC	200,691	127,522
Wipro Limited	26,280,822	15,818,455
The Capital Markets Company Limited (Canada)	659,823	1,472,315
The Capital Markets Company Limited (Hong Kong)	166,892	280,477
The Capital Markets Company GmbH	4,251,246	517,310
The Capital Markets Company S.A.S.	238,437	1,361,979
Wipro Holdings (UK) Limited	-	916,222
Others	17,467	624,859
<u>Cost of Services</u>		
Capco Technologies Private Ltd	7,242,220	7,236,998
Capco Poland Sp. z.o.o.	1,279,921	1,252,297
The Capital Markets Company S.a.r.l.	88,133	138,361
Wipro Limited	3,170,789	2,468,214
The Capital Markets Company BV	1,137,485	2,463,117
The Capital Markets Company Limited (Canada)	2,599,995	206
The Capital Markets Company Limited (Hong Kong)	249,966	756,946
The Capital Markets Company GmbH	952,960	623,831
The Capital Markets Company S.A.S.	163,521	249,699
Capco Consulting Singapore Pte Ltd	149,521	20,186
The Capital Markets Company Slovakia, s. r. o.	94,420	364,334
Capco Consultancy (Malaysia) Sdn. Bhd.	137,341	-
Others	785,455	(333,358)

The Capital Markets Company (UK) Limited  
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<b><u>Cost recharged expenses to/allocated from Group companies</u></b>	(3,201,525)	1,748,743
<b><u>Share Based Compensation</u></b>		
Wipro Limited	1,920,716	1,755,187
<b><u>Interest Income</u></b>		
Capco Consultancy (Thailand) Ltd	62,965	6,734
The Capital Markets Company LLC	-	350,673
The Capital Markets Company BV	-	30,103
ATOM Solutions LLC	-	990
The Capital Markets Company S.a.r.l.	99,462	135,573
Capco Consulting Services LLC	27,306	14,654
Capco Austria GmbH	24,638	1,697
The Capital Markets Company GmbH	45,345	17,944
The Capital Markets Company S.A.S.	98,049	64,786
NEOS LLC (Liquidated during the year ended 31 March 2023)	-	703
The Capital Markets Company BV	18,033	19,149
CapAfric Consulting Proprietary Limited	-	404
Capco (UK) 1, Limited	-	29,452
Capco Belgium BV	-	69
CAPCO (US) LLC (Liquidated during the year ended 31 March 2023)	-	38
The Capital Markets Company Slovakia, s. r. o.	-	11,431
Capco RISC Consulting LLC	8,134	-
The Capital Markets Company Limited (Hong Kong)	1,711	-
Capco Greece Single Member Private Company	12,230	-
Capco Consultancy (Malaysia) Sdn. Bhd.	36,132	-
Cardinal US Holdings Inc	6,441	-
Capco Consulting Singapore Pte Ltd	37,065	-
Others	237	-

**The Capital Markets Company (UK) Limited**  
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**Interest Expenses**

Capco Brasil Serviços e Consultoria em Informática Ltda	38,571	100,073
The Capital Markets Company Limited (Hong Kong)	-	110,786
The Capital Markets Company Limited (Canada)	1,120,668	334,831
Capco Greece Single Member Private Company	-	23,478
Capco Consultancy (Malaysia) Sdn. Bhd.	-	9,513
Capco Poland Sp. z.o.o.	91,015	46,502
Andrion AG	5,967	1,139
Capco Consulting Singapore Pte Ltd	-	2,007
Capco RISC Consulting LLC	-	5,486
Cardinal US Holdings Inc	-	11,440
The Capital Markets Company BV	277,128	-
Capco Belgium BV	704	-
The Capital Markets Company LLC	100,767	-
The Capital Markets Company Slovakia, s. r. o.	134,119	-

c) Balances with related parties as at year end are summarised below:

i) **Balances other than loans :**

**Payable balances**

	As at 31 March 2024	As at 31 March 2023
Capco Technologies Private Ltd	2,345,625	4,793,412
The Capital Markets Company Limited (Hong Kong)	-	304,654
Capco Poland Sp. z.o.o.	336,793	1,555,490
The Capital Markets Company Slovakia, s. r. o.	2,302,275	3,512,760
The Capital Markets Company BV	-	239
The Capital Markets Company S.a.r.l.	-	1,566,848
Capco RISC Consulting LLC	-	27,348
Andrion AG	227,295	249,915
Capco Belgium BV	66,904	16,654
The Capital Markets Company BV	2,725,651	2,360,012
The Capital Markets Company GmbH	-	21,891
Wipro Holdings (UK) Limited	-	14,758
Capco Greece Single Member Private Company	13,572,902	-
The Capital Markets Company Limited (Canada)	278,048	-
Capco Consulting Singapore Pte Ltd	300,896	-
Others	160,917	-

**Receivable balances**

Capco Consultancy (Thailand) Ltd	2,055,119	1,030,111
The Capital Markets Company LLC	5,326,668	1,222,253
ATOM Solutions LLC	-	117,605
Capco Austria GmbH	586,199	407,906
Capco Brasil Serviços e Consultoria em Informática Ltda	1,559,788	871,048
The Capital Markets Company Limited (Canada)	-	9,319,755
The Capital Markets Company S.A.S.	8,261,246	5,536,716
Capco Consulting Singapore Pte Ltd	-	198,079
Capco Consulting Services LLC	2,904,271	413,543
Wipro Limited	3,837,322	15,384,171
Capco Greece Single Member Private Company	-	681,562
Capco (UK) 1, Limited	118,145	122,913
Cardinal US Holdings Inc	154,872	107,113
Capco Consultancy (Malaysia) Sdn. Bhd.	1,139,321	842,027
The Capital Markets Company Limited (Hong Kong)	679,597	-
Capco RISC Consulting LLC	597,662	-
The Capital Market Co Italy SL	253,200	-
Capco Solution Services GmbH	3,124	-
The Capital Markets Company S.a.r.l.	798,707	-
The Capital Markets Company GmbH	5,110,737	-
Others	3,030,856	-

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	As at 31 March 2024	As at 31 March 2023
<b>ii) <u>Loan Balances</u> :</b>		
<b><u>Borrowings</u></b>		
Capco Brasil Serviços e Consultoria em Informática Ltda	-	2,481,523
The Capital Markets Company LLC	7,247,987	309,372
The Capital Markets Company BV (Belgium)	4,192,068	4,019,633
The Capital Markets Company S.A.S.	5,123,774	5,366,472
Andrion AG	-	848
The Capital Markets Company Limited (Canada)	15,785,749	14,242,018
Capco Consulting Services LLC	-	52,228
Capco RISC Consulting LLC	-	66,462
The Capital Markets Company GmbH	-	92,215
The Capital Markets Company BV (Netherlands)	-	7,721
Capco Poland Sp. z.o.o.	-	36,693
Capco Greece Single Member Private Company	-	26,032
Capco Belgium BV	-	68
Cardinal US Holdings Inc	-	32,876
 <b><u>Loans</u></b>		
ATOM Solutions LLC	-	10,324
Capco Austria GmbH	-	542
The Capital Markets Company Limited (Hong Kong)	-	33,700
Capco Consultancy (Malaysia) Sdn. Bhd.	-	9,449
Capco Consulting Singapore Pte Ltd	916,407	29,326
Capco Consultancy (Thailand) Ltd	-	50,628
The Capital Markets Company Slovakia, s. r. o.	-	90,290
The Capital Markets Company S.a.r.l.	2,454,791	2,395,732

**27 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.

**The Capital Markets Company (UK) Limited**  
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**28 Financial Instruments**

Financial assets and liabilities (carrying value / fair value)

	As at	As at
	31 March 2024	31 March 2023
<b>Assets</b>		
Cash and cash equivalents	7,385,642	2,723,223
Loan to subsidiaries and fellow subsidiaries	3,371,197	2,619,990
Investments	1,250	1,250
Other financial assets		
Trade receivables	10,041,294	16,634,935
Unbilled receivables	11,930,236	14,508,904
Other financial assets	36,486,767	36,311,048
<b>Total</b>	<b>69,216,386</b>	<b>72,799,350</b>
<b>Liabilities</b>		
Loan to subsidiaries and fellow subsidiaries	32,349,578	26,734,161
Trade payables and other payables		
Trade payables	3,310,532	2,935,499
Other financial liabilities	28,799,302	26,262,765
Lease liabilities	2,403,268	2,996,515
<b>Total</b>	<b>66,862,680</b>	<b>58,928,940</b>

**Fair value**

Financial assets and liabilities include cash and cash equivalents, trade receivables, unbilled receivables, employee and other advances, eligible current and non-current assets, trade payables, and eligible current liabilities and non-current liabilities.

The fair value of cash and cash equivalents, trade receivables, unbilled revenues, trade payables, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. Accordingly, the carrying value of such long-term debt approximates fair value. As of March 31, 2024 and March 31, 2023, the carrying value of such receivables, net of allowances approximates the fair value.

**29 Financial risk management**

**Market risk**

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

The Company manages market risk through a corporate treasury department, which evaluates and exercises independent control over the entire process of market risk management. The corporate treasury department recommends risk management objectives and policies, which are approved by senior management. The activities of this department include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

**Foreign currency risk**

The Company operates internationally and a major portion of its business is transacted in GBP currency. Consequently, the Company is not exposed to foreign exchange risk.

**Interest rate risk**

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. The Company's short-term investments and short-term borrowing do not expose it to significant interest rate risk.

**Credit risk**

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. There is no significant concentration of credit risk.

**The Capital Markets Company (UK) Limited**  
**Notes to the Special Purpose Financial Statements**  
(Amounts in GBP, except share and per share data, unless otherwise specified)

**Counterparty Risk**

Counterparty risk encompasses issuer risk on marketable securities, settlement risk on derivative and money market contracts and credit risk on cash and time deposits. Exposure to these risks are closely monitored and maintained within predetermined parameters.

**Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2024, cash and cash equivalents are held with major banks and financial institutions.

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.

As at 31 March, 2024						
Contractual Cash Flows	Less than 1 year	1-2 years	2-4 years	Total Cash Flows	Interest included in total cash flows	Carrying Value
Borrowings	34,065,743			34,065,743	(1,716,165)	32,349,578
Trade payables	3,310,532			3,310,532		3,310,532
Other financial liability	28,274,221	525,081		28,799,302		28,799,302
Lease liabilities	1,261,367	1,057,687	168,122	2,487,176	(83,908)	2,403,268

  

As at 31 March, 2023						
Contractual Cash Flows	Less than 1 year	1-2 years	2-4 years	Total Cash Flows	Interest included in total cash flows	Carrying Value
Borrowings	27,270,611			27,270,611	(536,450)	26,734,161
Trade payables	2,935,499			2,935,499		2,935,499
Other financial liability	25,252,096	1,010,670		26,262,766		26,262,766
Lease liabilities	1,203,867	1,897,193	8,558	3,109,618	(113,104)	2,996,514

30 There are no contingent liabilities as at March 31, 2024.

As per our report of even date  
**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Registration No.: 117366W/W - 100018

**For and on behalf of the Board of Directors of**  
**The Capital Markets Company (UK) Limited**

Sd/-

**Amit Ved**  
Partner  
Membership No: 120600  
Place: Bangalore  
Date: 14 June 2024

Sd/-

**Harpreet Arora**  
Director  
Place: London  
Date: 14 June 2024

Sd/-

**Omkar Nisal**  
Director  
Place: London  
Date: 14 June 2024